

# Remuneration Advisory Sub Committee Terms of Reference

## 1. Purpose

- 1.1. The Remuneration Advisory Sub-Committee is constituted as a sub-committee of the People Committee, which is a committee of the ICO's Management Board.
- 1.2. The Sub-committee's terms of reference may be amended at any time by the Management Board. Details of such changes should be shared for information and consultation with our recognised trade unions consistent with our formal recognition agreement.
- 1.3. The Sub-committee provides challenge, advice and scrutiny to the Commissioner on matters of Executive Team remuneration and development.
- 1.4. The Commissioner shall retain decision making responsibility for all matters relating to Executive Team remuneration.
- 1.5. Nothing in these terms of reference shall detract from the authority of the Information Commissioner as Accounting Officer and as a Corporation Sole.

## 2. Authority

- 2.1. The Sub-committee's authority derives from the Commissioner. The Sub-committee is authorised to:
  - Undertake business within its terms of reference;
  - Obtain external legal or other professional advice where required;
  - Secure the attendance of anyone it considers has relevant experience, expertise or knowledge; and
  - Give free and confidential access to the Chair of the Remuneration Sub-committee and the Commissioner to representatives from internal and external auditors

## 3. Objectives

- 3.1 The objectives of the Sub-committee are:
- To provide challenge, advice and appropriate scrutiny to the Commissioner on the remuneration strategy for the Executive Team within the ICO.
  - To ensure that no person shall be involved in any decisions on their own remuneration.
  - To consider and advise on Executive Team development.
- 3.2. In considering these objectives, the Sub-committee will take account of the wider remuneration environment and shall have due regard to the ICO's commitments to equality, diversity and inclusion and pay parity.

## 4. Responsibilities

- 4.1. The role of the Sub-committee is to provide challenge, advice and scrutiny to the Commissioner in determining the remuneration of the Executive Team.
- 4.2. The Sub-committee will consider proposals from the Commissioner about the remuneration of the Executive Team and provide advice on such proposals.
- 4.3. These proposals will take account of both organisational and individual performance. Executive Team pay scales and the pay progression system will be determined through collective bargaining and subject to pay negotiations as with the rest of the organisation:
- The ICO's strategic plans, other relevant strategies and performance against them;
  - The ICO's Pay Policy and Career Banding Policy;
  - The individuals objectives and performance against them;
  - The overall pay budget;
  - Value for money; and
  - Any other factors which it deems necessary, including internal and external comparative information and benchmarking data where appropriate

## 5. Membership and frequency

- 5.1. The Sub-committee shall be appointed by the Commissioner from amongst the Management Board membership and shall consist of

not less than three members including two Non-Executive Directors and the Commissioner.

- 5.2. The Sub-committee shall be chaired by a Non-Executive Director.
- 5.3. In the absence of the Sub-committee chair, the remaining members present shall elect one of their number to chair the meeting. The Sub-committee is quorate with two members present.
- 5.4. The Sub-committee may appoint an Independent Member with appropriate experience in remuneration matters.
- 5.5. The Sub-committee shall be required to meet at least twice per annum. These will, at a minimum, include one meeting to advise the Commissioner on objective setting for the Executive Team and one to advise the Commissioner on the remuneration of the Executive Team and provide advice on such proposals. The Sub-committee may also meet on an ad hoc basis as required.
- 5.6. The ICO shall provide secretariat support to the Sub-committee.
- 5.7. The minutes will be reported to the People Committee.

## 6. Information requirements and reporting

- 6.1. The Sub-committee should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including the timely provision of information in an appropriate form and quality.
- 6.2. To review the annual disclosure of remuneration in the accounts and report any concerns to Audit Committee.

## 7. Budget

- 7.1 The Sub-committee is not responsible for a specific budget.