

Resources Board terms of reference

1. Purpose

- 1.1. The overall purpose of the SLT Boards is to deliver SLT's purpose of strategic oversight and delivery of cross-office priorities and plans. The Boards were created to ensure that sufficient capacity was available within these meetings for consideration, challenge, and scrutiny to deliver SLT's collective objectives.
- 1.2. The Resources Board is tasked with ensuring the ICO's people, financial, physical and technical resources and infrastructure remain fit for purpose, are developed in line with the ICO's medium and long-term capacity and capability needs, and are deployed efficiently, effectively and with value for money.

2. Responsibilities

- 2.1. To achieve this purpose, the Board will oversee and monitor the work of the ICO in the following areas:
 - All people, financial and technical controls within the ICO's assurance framework;
 - People Strategy delivery;
 - IT Strategy and Technology Roadmap delivery;
 - Accommodation Strategy delivery;
 - Financial planning;
 - Medium term workforce plan (including quarterly review of workforce resources);
 - Productivity and efficiency measures and value for money indicators;
 - Flexing of corporate resources to achieve urgent corporate objectives;
 - Any other strategies, plans or projects relating to the people, financial, physical, or technical resources or infrastructure.
- 2.2. Resources Board's role also includes considering some business cases for funding as part of the annual budget setting process. Other business cases will be considered by the Director Of Finance or the Portfolio Board. The Board will consider relevant business cases recommended by the Director of Finance, considering any risks or impacts to the financial position reported whilst doing so.

- 2.3. The Resources Board is also responsible for ensuring that equality, diversity and inclusion (EDI) considerations are continually considered and addressed throughout the ICO's work. The Resources Board is also responsible for ensuring the delivery of the ICO's equality objectives (within the RGB's remit). The Board may refer issues to the EDI Board as appropriate, and consider issues referred to it by the EDI Board.

3. Work programme

- 3.1. The Resources Board will maintain a work programme which sets out its expected activities to meet these responsibilities for the next 12 months. The Resources Board will consider this work programme at each meeting. Corporate Governance will keep this work programme up to date based on the information provided by Board members.

4. Authority

- 4.1. The Resources Board derives its authority from ET and SLT. Where work of the Board is materially contributing to achieving ET's goals, the Board will report this to ET for assurance. Where the work of the Board introduces a significant risk to achieving ET's goals, the Board will refer that to the relevant ET member, who may refer this to ET for decision. ET's goals are provided as an annex to these Terms of Reference.

5. Reporting to other bodies

Senior Leadership Team

- 5.1. The Chair of the Resources Board will provide a report on the Resources Board's activities to each meeting of SLT. This includes highlighting any issues to be discussed at future Board meetings, to facilitate advanced consultation. The Resources Board's work programme will also be provided to each SLT meeting for information.
- 5.2. Where required, other members of the Board may attend SLT meetings to provide information or input from the Resources Board.

Other Boards

- 5.3. The Resources Board will work collaboratively with the other Boards as appropriate, ensuring that views of other Boards are considered when the Resources Board exercises its responsibilities,

and understanding that other Boards will act similarly in considering the Resources Board's views. This may happen at an informal level between Board Chairs or Board members.

- 5.4. The Resources Board will highlight issues to SLT or refer issues to other Boards for information where it is clear that another Board should be aware of the work of the Resources Board.
- 5.5. There is no overlap between the roles of the Boards. However, in exceptional circumstances, there may be issues where approval is required by more than one Board before action can be taken. This should be avoided wherever possible through discussion between Board Chairs and consultation between Board members. However, where this is unavoidable, the same report should be reframed and presented to both Board meetings, with a clear recommendation on the specific decision needed from each Board. Outcomes from one Board will be reported to the other Boards. Corporate Governance will facilitate this process.
- 5.6. In the event of a conflict between two Boards, the Chairs should meet to determine the way forward and inform Corporate Governance accordingly. If conflict remains, the matter should be referred to SLT for decision.

Programmes

- 5.7. The Resources Board may be responsible for the delivery of a range of programmes. These will be delivered through a separate programme board, but as required this programme board will report to the Resources Board to ensure appropriate oversight.

Executive Team

- 5.8. In addition to the issues set out for referral to ET above, the Resources Board may refer issues to ET where they require clarity, direction and approval in areas of greatest corporate risk or opportunity.

6. Chair

- 6.1. The Board will be chaired by the Director of Finance.
- 6.2. The Director of People Services and Director of Digital, IT and Business Services are Deputy Chairs. One of them will chair the meeting in the absence of the Chair.

7. Composition

- 7.1. The Resources Board comprises the following individuals:
- Director of Finance (Chair)
 - Director of IT, Digital and Business Services (Deputy Chair)
 - Director of People Services (Deputy Chair)
 - Executive Director of Regulatory Risk
 - Representative of Strategic Communications and Public Affairs Executive Directorate
 - Chief Economist
 - Director of FOI and Transparency
 - Director of Investigations
 - Director of Legal Services
 - Head of Digital Design and Delivery
 - Head of Finance
 - Head of Project Management
 - Head of Public Advice Service
 - Head of Risk and Governance
 - Head of Talent and Workforce Planning
- 7.2. The Chair may amend this membership as required. They will report this to the next meeting of the Board when doing so, including the reasons for the change in membership. Corporate Governance will then update the Terms of Reference.
- 7.3. The Chair may also invite any other ICO staff to Board meetings as required. This may include Chairs of other Boards, where an issue with crossover to that Board's area of responsibilities is due to be discussed.
- 7.4. When Board members are unavailable for a meeting, they may nominate a representative to attend in their place. This representative will count towards the quorum. The member must ensure that their representative is fully briefed and empowered to act on their behalf, including making decisions, agreeing actions, and being responsible for ensuring actions are progressed. The representative will usually be either a Department Head reporting

to the member, or another Director from within the member's Executive Directorate.

8. Quorum

8.1. The Resources Board is quorate with the following members present:

- The Chair or one of their deputies; and
- At least four other members.

9. Information requirements

9.1. All Board members are responsible for ensuring that appropriate information is provided to the Resources Board to complete its responsibilities, including appropriate consultation to ensure that all potential impacts are considered before decisions are made. The Chair is ultimately responsible for determining what information is required.

10. Budget

10.1. While the Board is responsible for overseeing budgets, it has no specific budget for its own activities. Any work commissioned by the Board will be funded from budgets within the relevant Directorate(s), or funded through an approved business case where necessary. This should be exercised in accordance with all other ICO budget controls.

11. Secretariat

11.1. Secretariat is provided by the Corporate Governance Team.

12. Frequency of meetings

12.1. The Resources Board should meet once per month. The Chair may call additional meetings if required.

12.2. Typically, in each quarter one meeting will focus on Finance, one will focus on Digital and IT, and one will focus on HR and Workforce Development. However, issues on any subject can be brought to any meeting as required.

13. Decision-making between meetings

13.1. In the event that an urgent decision is required between meetings, the Resources Board may consider reports by correspondence,

particularly those reports not likely to require significant discussion. Corporate Governance will facilitate this.

- 13.2. Any reports considered on this basis must receive sufficient responses to constitute the quorum for a Resources Board meeting. Resources Board members will usually be given one week to consider reports circulated by email, but if a clear consensus emerges before that, the decision may be implemented sooner. If significant discussion is required, the report should be referred to the next Board meeting.
- 13.3. Corporate Governance will provide a report to each Resources Board meeting on any matters considered by email, the comments received and the outcome of the consideration.

14. Evaluation

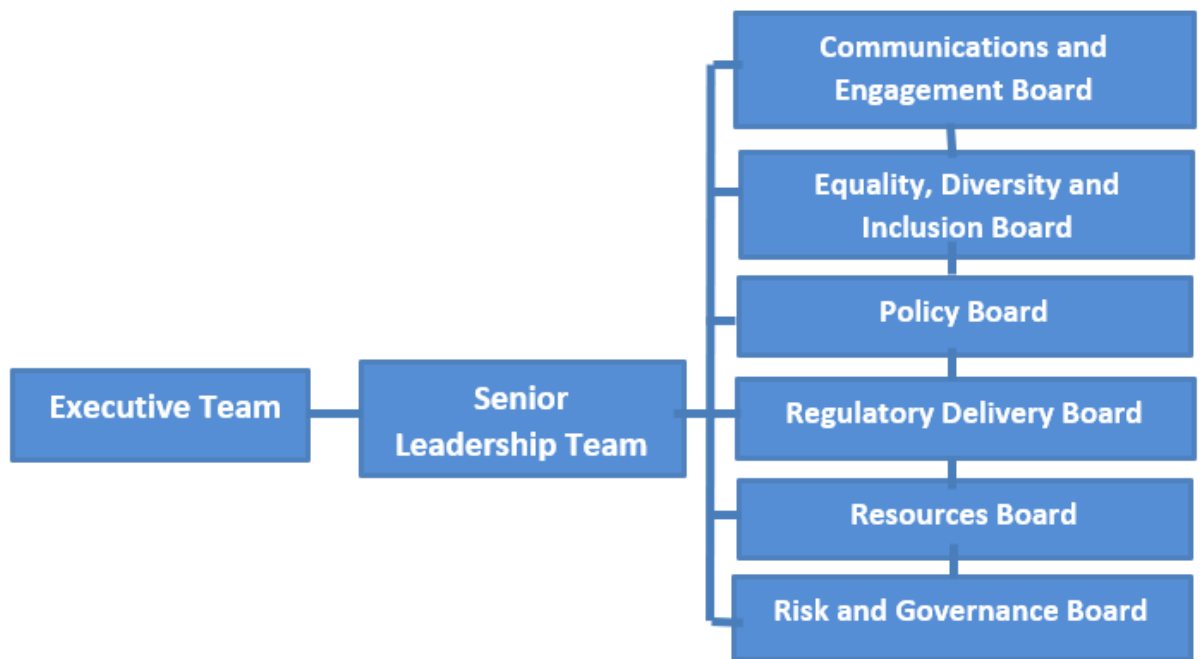
- 14.1. On an annual basis (or more frequently if required), SLT will review the ICO's corporate governance structure to ensure that it remains appropriate. The Resources Board should ensure that arrangements are in place to enable it to feed in to this review and satisfy itself that it is discharging its responsibilities effectively and efficiently.

15. Publication of papers

- 15.1 The agenda for each meeting will be published internally via SharePoint. The minutes will be published internally via SharePoint, once approved. Reports will be published internally via SharePoint where deemed appropriate by report authors.
- 15.2 Agendas, minutes and reports will not be published externally.

16. Links to other forums

- 16.1 The Resources Board's place in the overall governance structure is set out in the diagram below.



Annex – Executive Team goals

- Position of the organisation as the information rights regulator – setting the vision and mission and ensuring that all activities, either directly or indirectly, contribute towards it. Long-term horizon scanning, ensuring the strategic direction is based on a collective understanding of policy issues; using outside perspective to ensure that the ICO is challenged on its outcomes and understanding the perspective of others, in particular the regulated community and the public.
- Setting the tone and culture of the ICO – setting the ICO’s risk appetite and ensuring controls are in place to manage risk; agreeing and monitoring the ICO’s people related strategies and plans, monitoring the organisation’s compliance culture and ensuring there is a clear vision for the way the ICO works and understanding of its values.
- Ensuring the ICO has the capacity and capability it needs - determining sign-off of large operational projects or programmes; ensuring sound financial management; scrutinising the allocation of financial and human resources to achieve the plan and ensuring organisational design supports attaining strategic objectives. Evaluation of the Board and its members and succession planning to ensure the ICO has the capability to deliver and to plan to meet current and future needs.

- Defining the perception of the ICO – agreeing plans and strategies; setting objectives for strategic engagement activities; driving the ICO to be an effective, modern, independent regulator.
- Monitoring the performance of the ICO towards achieving its strategic goals – ensuring clear, consistent, comparable performance information is used to drive improvements and demonstrate the impact of the work of the organisation. Monitoring and steering performance against plan; scrutinising performance and setting the ICO's standards and values, holding the Executive to account for delivery of its plans and strategies.