Equality, Diversity and Inclusion (EDI) 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 within these meetings for consideration, challenge, and scrutiny to deliver SLT’s collective role.

1.2. The EDI Board is responsible for supporting the strategic direction and leadership of ICO’s EDI intent and overseeing delivery of our EDI objectives, as an employer, as a regulator and as a service provider. The Board also supports and oversees the work of our EDI staff networks.

1.3. As a public body with offices throughout the UK, the ICO has various duties and obligations in respect of equality, diversity and inclusion under legislation in the UK. The EDI board will hold the ICO’s various Departments accountable for being positive in fulfilling its duties and obligations under the following, and any other relevant, legislation:

- The Equality Acts of 2006 and 2010
- Accessibility Regulations
- Section 75 of the Northern Ireland Act 1998
- The Welsh Language (Wales) Measure 2011
- Human Rights Act 1998

2. **Equality objectives**

2.1. The ICO’s equality objectives are:

   **a) Spreading knowledge and taking action**

   We will raise awareness of information rights across the community and take action to ensure that organisations fulfil their obligations. We will have particular focus on groups and sectors where knowledge gaps may cause information rights inequalities or vulnerabilities. We will ensure that in our actions as a regulator we do not create inequalities or discriminate.
b) Accessible services

Our services and information will be accessible for users and potential users of our services, and we will provide our staff with the skills and knowledge they need to provide high quality services for all. We will try to anticipate customer needs and we will take action to remove barriers to our services when possible.

c) Encouraging others

We will use our status as a regulator, advisory body and purchaser of services to influence improvements in equality by other organisations and across society.

d) Employer

Our workplaces and practices will be accessible, flexible, fair and inclusive. We will value the diversity, skills, backgrounds and experience of our people, enabling them to perform to their best in a welcoming and supportive environment.

3. Responsibilities

3.1. To achieve this purpose, the Board will:

- Oversee progress towards the ICO’s equality objectives;
- Adopt an improvement approach; acting as a ‘critical friend’ through both support and challenge within the organisation, offering a positive EDI voice on relevant issues and promoting good practice and innovation;
- Work with ET, SLT and managers through the organisation to drive the development of inclusive practices and integration of equality and diversity issues into all aspects of the ICO’s work;
- Commission and oversee the development and monitoring progress of strategies and action plans, aligned with ICO’s strategic intent and its legislative responsibilities, which enable the ICO to provide inclusive and accessible services and a diverse and inclusive workplace;
- Oversee progress on equality and diversity training;
- Engage with the wider organisation to drive the enhancement of EDI through an understanding of patterns of EDI matters which emerge from staff and customers;
- Oversee the development of EDI data throughout the organisation, and analysing trends from this data, and
similar sources of EDI information (such as trends with grievances, career progression outcomes, pay gaps, and staff surveys).

- Monitor EDI risks and opportunities, making recommendations to the Risk and Governance Board where necessary.
- Communicate with staff to promote equality and diversity; and
- Oversee the work of the equality, diversity and inclusion staff networks, supporting capacity and engagement and encouraging collaborative working between the networks.
- Oversee and monitor performance regarding the ICO’s equality, diversity and inclusion duties and obligations under the any relevant legislation.

3.2. The work of the EDI Board will be distinct from and will not overlap with the existing formal processes of Union liaison and negotiation on EDI issues. Such issues raised by the Trade Unions should be dealt with in line with the Trade Union Recognition Agreement.

3.3. In order to deliver these responsibilities, each member of the Board will be required to devote time to the work of the Board. The responsibilities and expected time requirements are set out later in these terms of reference.

4. Work programme

4.1. The EDI Board will maintain a work programme which sets out its expected activities to meet these responsibilities for the next 12 months. The EDI 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 EDI Board members.

4.2. As part of this work programme, each EDI Network will give an update on its work on at least an annual basis (and more frequently if required by the Chairs of the Network).

5. Authority

5.1. The 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.
6. **Reporting to other bodies**

**Senior Leadership Team**

6.1. The co-Chairs of the EDI Board will provide a report on the 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 EDI Board's work programme will also be provided to each SLT meeting for information.

6.2. Where required, other members of the Board or EDI Networks may attend SLT meetings to provide information or input from the EDI Board.

6.3. Where necessary, the Board may escalate issues to SLT where it has significant concerns.

**Other Boards**

6.4. The EDI Board will work collaboratively with the other Boards as appropriate, ensuring that views of other Boards are considered when the EDI Board exercises its responsibilities, and understanding that other Boards will act similarly in considering the EDI Board’s views. This may happen at an informal level between Board Chairs or Board members.

6.5. The EDI 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 EDI Board.

6.6. 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.

6.7. 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**
6.8. The EDI Board may be responsible for the delivery of a limited range of programmes, instigated either by the Board, the EDI networks, or corporately. These will be delivered through a separate programme board, but as required this programme board will report to the EDI Board to ensure appropriate oversight.

Executive Team

6.9. The EDI Board may refer issues to ET where they require clarity, direction and approval in areas of greatest corporate risk or opportunity.

Management Board

6.10. Minutes of EDI Board meetings will be presented to the Management Board for information.

7. Chair

7.1. The Board is co-Chaired by two SLT members.

7.2. When both co-Chairs are unavailable for a meeting, they will nominate a substitute to chair the meeting in their absence.

8. Composition

8.1. The Board comprises:
   • The two co-Chairs (Director of Communications and Director of Data Protection Complaints and Public Advice Service)
   • The Chairs of each of the EDI Networks. These are:
     o Healthy Minds Staff Network
     o Network for Access and Inclusion
     o Pride Staff Network
     o REACH Staff Network (Race, Ethnicity and Cultural Heritage)
     o Women and Allies Staff Network
   • Director of International
   • Director of Resources
   • Head of ICO Regions

8.2. Decisions should be reached by consensus. In the rare event of a vote being required, each EDI staff network will have one vote per network, rather than one vote per attendee. All other members will have one vote.
8.3. The Human Resources EDI Lead will attend all meetings in a non-voting capacity

8.4. In addition, the following people may attend Board meetings as required, depending on the agenda and necessary input, in non-voting capacity:
   - Head of Workforce Development and Planning
   - Head of HR and Facilities
   - Facilities Manager
   - Trade Union representatives

8.5. The co-Chairs 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.

8.6. The co-Chairs 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.

9. **Quorum**

9.1. The EDI Board is quorate with the following members present:
   - Either of the co-Chairs or their nominated substitute;
   - at least three representatives of the EDI networks; and
   - At least two other members.

10. **Board member roles, responsibilities and time obligations**

10.1. The roles, responsibilities and time obligations of the Board Members are as follows:
   - Co-Chairs: agree agendas and commission reports for Board meetings, chair Board meetings, represent the Board at SLT and other Boards; this is part of their substantive role.
   - EDI Network Chairs: attend Board meetings and lead, oversee or monitor areas of the Board’s responsibility outside meetings; 2 days per month.
   - Other Board members: attend Board meetings and lead, oversee or monitor areas of the Board’s responsibility outside meetings; this is part of their substantive role.
• Trade union representative: attend Board meetings, lead on work commissioned by the Board as required; this is part of their trade union role.
• EDI Network Steering Group members: attend EDI Network Steering Group meetings and lead, oversee or monitor initiatives led by their Network or delegated to them by the EDI Board; 1 day per month.
• Human Resources Equality Lead: this is a part of their substantive role.
• Head of Workforce Development and Planning: implement the decisions of the Board in relation to EDI training and development, including providing the link between the EDI Board and the Capacity and Capability Board. Their role on the EDI Board is part of the substantive role.

10.2. The time obligations are estimates, rather than exact requirements. The amount of time may not be consistent from month to month depending on requirements of the role. Board or Network members may occasionally exceed the time requirements due to specific work.

10.3. Board members and Network members should ensure that their line management is comfortable with the amount of time they will require to devote to the Board. Line managers are expected to ensure that the workload of Board members and Network members in their substantive role is appropriate in light of these time obligations.

10.4. Details of the roles of the EDI staff networks are set out within the terms of reference for each network.

11. Information requirements

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

11.2. Corporate Governance will aim to circulate papers one week before each meeting, to allow the Network Chairs to consult with their network if necessary. All Board members are responsible for ensuring that any reports they submit to the Board are provided in line with this timescale.
12. **Budget**

12.1. The Board has a budget for consulting support. The co-Chairs are responsible for managing this budget and authorising any expenditure from this budget. This consulting support will typically be used to provide additional resources for specific workstreams which the EDI Board support. Therefore, spend from the budget will usually be approved at a meeting of the Board. However, the co-Chairs are authorised to approve spend from this budget between meetings as required.

12.2. In addition, each of the EDI Networks has a budget to support the work of the Network. This will typically be used to fund Network events or initiatives, including (but not limited to) external speakers, training, resources, gifts or prizes. This budget is managed by the Chairs of each Network. When considering using this budget, Network Chairs should be aware of relevant procurement guidance.

12.3. The Human Resources EDI lead is responsible for overseeing, monitoring and keeping records of any spend from the Networks’ budgets. Authorisation of such spend will be in line with the ICO’s procurement policies.

12.4. The co-Chairs, Network Chairs and Human Resources EDI lead should ensure that they are aware of and follow ICO procurement rules and procedures in using these budgets.

13. **Secretariat**

13.1. Secretariat is provided by the Corporate Governance Team.

14. **Frequency of meetings**

14.1. The Board should meet every six weeks. The co-Chairs may call additional meetings if required.

15. **Decision-making between meetings**

15.1. In the event that an urgent decision is required between meetings, the EDI Board may consider reports by correspondence, particularly those reports not likely to require significant discussion. Corporate Governance will facilitate this.

15.2. Any reports considered on this basis must receive sufficient responses to constitute the quorum for an EDI Board meeting. EDI Board members will usually be given one week to consider reports circulated by email or through MS Teams, 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 EDI Board meeting.

15.3. Corporate Governance will provide a report to each EDI Board meeting on any matters considered between meetings, the comments received, and the outcome of the consideration.

15.4. In exceptional circumstances, the co-Chairs may need to make an urgent decision, without time to consult the EDI Board. Such decisions will be reported to the EDI Board in writing (by email) without delay and included on the agenda of the next EDI Board meeting. This should be reserved for extremely urgent matters.

16. Evaluation

16.1. 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 Boards 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.

16.2. This may include development and monitoring of EDI Key Performance Indicators for the ICO.

17. Publication of papers

17.1. 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.

17.2. Agendas, minutes and reports will not be published externally.

18. Links to other forums

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

18.2. The Board may also consider issues referred to it from a range of internal meetings, including (but not limited to) the EDI Networks, Staff Forum, Joint Committee and Leadership Forums. Such issues referred to the Board should be related to widespread issues, rather than individual personal circumstances.

18.3. EDI issues emerging from Team or Department Meetings, or affecting individual members of staff, should be referred to Human Resources.
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.