

## Management Board minutes

### Monday 25 April 2016

#### Members and other attendees present

Ailsa Beaton	Non-executive Director
Simon Entwistle	Deputy Commissioner and Deputy Chief Executive Officer
Christopher Graham	Information Commissioner (chair)
Ian Watmore	Non-executive Director
Nicola Wood	Non-executive Director
Paul Arnold	Head of Customer Contact and Business Development (except for item 12)
Peter Bloomfield	Senior Corporate Governance Manager (secretariat)

#### 1. Introductions and apologies

- 1.1. Paul Arnold was welcomed. There were no further introductions or apologies.

#### 2. Declaration of interests

- 2.1. There were no declarations of interest.

#### 3. Matters arising from the previous meeting

- 3.1. The minutes of the January meeting had been agreed and published. There were no additional amendments noted.
- 3.2. It was agreed to clear the outstanding Remuneration Committee action from the list of actions.

3.3. The Non-executive Directors considered that the phrase "ongoing" as used in the decision log ought not to be used. Instead there needed to be a short explanation of the status of a decision.

3.4. There had also been an Audit Committee action for the Grant Thornton Project Eagle review to come to Management Board. The review was unfortunately still with Grant Thornton. It would be copied to members once received. There was a need to chase up Grant Thornton as they had several Audit Committee actions outstanding.

**Action point: Peter Bloomfield to remind Grant Thornton of the late actions and the concerns of the Audit Committee chair at the delays in clearing them.**

#### **4. Commissioner's forward look**

4.1. The Commissioner provided an update on major issues affecting the ICO now. Issues covered included the appointment of the next Commissioner. The confirmation hearing for Elizabeth Denham would be on the 27 April. Assuming her appointment was confirmed it was expected that Elizabeth would be in post mid to late July.

4.2. The need to recruit to a vacant Non-executive Director position had been discussed with Elizabeth Denham. It was intended to advertise the post before the next Commissioner started, leaving her to make the final decision on recruitment in the autumn.

4.3. There had been no decision made about the vacant Deputy Commissioner posts. It was felt a new Commissioner would want to get to know the organisation before deciding on deputies.

4.4. Ailsa Beaton asked for a plan for implementing the EU data protection reforms, both internally and externally (including communications), to come to the next Board meeting.

**Action point: Simon Entwistle to provide Board members with plans either at the next meeting or if not by correspondence.**

4.5. The next Board meeting is scheduled for the 25 July. The question was asked whether holding the meeting would be appropriate given that the next Commissioner may only just have joined the ICO.

**Action point: Simon Entwistle to discuss the July Management Board with Elizabeth Denham.**

4.6. Christopher Graham introduced the risk register. The status of the risk associated with change had been raised earlier. The suggestion was that elements of the risk were outside the ICO's control. And as it stood the risk did not provide a good view of how the ICO was managing the risk. This view was accepted by the Board.

**Action point: Peter Bloomfield to review the risk and consider how best to amend it to reflect discussion.**

4.7. The fact that other regulators and ombudsmen received and dealt with complaints which were essentially about data protection was raised. People might go to other ombudsmen because, unlike the ICO, these other regulators and ombudsman could award compensation. Of concern was whether the ICO was missing out on the intelligence such complaints might provide about compliance.

**Action point: Simon Entwistle to check if it was possible to get information from other regulators and complaint handling organisations on data protection concerns they received.**

4.8. The reference in the risk register to the delay in publishing the ICO's Innovations Plan was raised. It was agreed that publication of the plan was not a mitigating action.

**Action point: Peter Bloomfield to amend the risk register to show the Innovation Plan mitigating action as cleared.**

## **5. Change Programme update**

5.1. Simon Entwistle provided an update on the Change Programme. The programme had been agreed at the last Board meeting and the ICO had followed Board advice to keep the programme team small and focused.

5.2. The team had developed a matrix of projects including enabler projects cutting across different capability projects which covered every article of the regulation and directive.

5.3. The matrix is supported by an internal and external communications plan. Internally there were champions who were to report back to their teams on relevant issues. This process was working well.

5.4. The Board was advised that the Change Programme covered issues wider than the EU reforms, including the Regulatory Futures Review. This review was sponsored by the Cabinet Office and involved regulators reviewing themselves.

5.5. The ICO is also fully engaged in EU bodies such as Article 29, and is helping inform other European regulators' preparation for the EU data protection reforms.

**Action point: Simon Entwistle to provide the Non-executive Directors with electronic copies of the matrix and the guidance detailing the 12 things data controllers needed to do to prepare.**

5.6. Paul Arnold explained how the various projects he was working on were managed and linked. Relationships were forming between project leaders. This was important as there were lots of interdependencies and a need for priority setting.

5.7. The DCMS has a programme of work as well and the ICO is feeding into this at a high level. The new Senior Management Team structure was also providing support for the Change Programme.

## **6. End of year financial position**

6.1. Simon Entwistle updated the Board on the end of year financial position. The cash hand-back to the DCMS was expected. Civil monetary penalties were not incorporated within the accounts as a debt.

6.2. There was a need to consider succession planning in the finance area.

**Action point: Simon Entwistle to consider how best to ensure successful succession planning across the finance function.**

## **7. Annual report update**

7.1. Christopher Graham advised the Board that he was writing the foreword to the Annual Report and Accounts, and Board member views on the content would be useful. Views were provided relating to the step changes in ICO functions and powers, in particular relating to PECR, audit and enforcement, over the last few years, and the forthcoming EU data protection reforms.

7.2. In respect of the wider report, the need to ensure EU issues were detailed consistently was noted along with re-wording parts of the governance statement where it relates to changes in senior management.

7.3. The treatment of Senior Management Team members in the report was also questioned. The NAO considered that

members should be treated in a similar way to Board members; ie being included in the remuneration report and filling in the register of interests. The Audit Committee had questioned this approach too.

- 7.4. It was agreed to ask the NAO to re-visit the decision; in particular in light of the fact that the Board had previously been the only governance body whose membership was included in the remuneration report and the Board's terms of reference had not materially changed.

**Action point: Christopher Graham and Simon Entwistle to ensure that the ICO re-articulates its arguments to the NAO/BDO on the inclusion of Senior Management Team members in the Annual Report and Accounts.**

## **8. Performance against the ICO Plan**

- 8.1. The report on quarter four performance against the ICO Plan 2015 – 2018 was presented for information and discussion.

## **9. Issues reports**

### Operations

- 9.1. Work received by the ICO across both data protection and freedom of information had increased in the last quarter. Clearance of cases had not quite kept up but it was not felt that there was a danger of backlogs building.
- 9.2. It was noted that quarter four often showed increases in complaints to the ICO. It was difficult to identify specific reasons for this but this year additional data protection work had been generated by the right to be forgotten and domestic CCTV.

### Information rights

- 9.3. There was discussion of Operation Spruce.
- 9.4. There was discussion on the customer contact customer service results. The figures showed that the ICO was doing well in this area, however it was recognised that given the large numbers involved even a small percentage of dissatisfied customers might be quite a large number.
- 9.5. There was also discussion of the different strategies the ICO could take when enforcing against organisations coping with large numbers of subject access requests.

**Action point: Simon Entwistle to consider the enforcement strategy discussed and to bring a paper to the next Management Board.**

Corporate affairs

9.6. The Corporate Affairs report was presented for information.

Organisational Development

9.7. The increase in staff numbers over the years was noted. This was a result of an increase in ICO responsibilities.

9.8. It was also noted that the sickness absence rate had increased.

9.9. Simon Entwistle highlighted the drop (to 8%) in staff turnover in a buoyant jobs market. Christopher Graham highlighted the risk of losing experienced staff as the EU data protection reforms were implemented.

**10. Executive Team meetings**

10.1. The minutes of meetings held since the last Management Board were presented.

**11. Audit Committee**

11.1. Ian Watmore reported that the last Audit Committee had been very positive.

**12. Any other business**

12.1. The Management Board supported the need to push the DCMS for a prompt response from the DCMS on the matter of the additional responsibilities allowance.

12.2. Nicola Wood noted that this was Christopher Graham's last Management Board and wished to put on record the Non-executive Directors' thanks to Christopher for his hard work and achievements, and wished him good luck for the future.