

## **Management Board minutes**

### **Monday 31 October 2016**

#### **Members and other attendees present**

Ailsa Beaton	Non-executive Director
David Cooke	Non-executive Director
Simon Entwisle	Deputy Commissioner and Deputy Chief Executive Officer
Elizabeth Denham	Information Commissioner (chair)
Jane McCall	Non-executive Director
Nicola Wood	Non-executive Director
Steve Wood	Deputy Commissioner (interim)
Peter Bloomfield	Senior Corporate Governance Manager (secretariat)
Richard Marbrow	Group Manager Corporate Governance – agenda item 5

#### **1. Introductions and apologies**

- 1.1. David Cooke and Jane McCall were welcomed to this, their first, ICO Management Board meeting.
- 1.2. Members of the Management Board expressed their thanks for the support the ICO had received from Ian Watmore during his tenure as a Non-executive Director and chair of the Audit Committee.

#### **2. Declaration of interests**

- 2.1. There were no declarations of interest.

### 3. Matters arising from the previous meeting

- 3.1. Outstanding actions and decisions were considered. In respect of pay and grading Simon Entwisle explained that it was too early to explore this in detail. Time was needed to understand fully the impact of the GDPR on the organisation and hence the pay and grading implications arising from staff undertaking new roles. The Board understood the reasons for the delay and the matter would be considered again in quarter 4.
- 3.2. The possibility that staff could be lost to data controllers wanting to recruit people with data protection experience to help them implement GDPR was recognised as a risk.
- 3.3. It was agreed to remove cleared decisions from the log.

### 4. Commissioner's forward look

- 4.1. Elizabeth Denham noted that she had just passed her 100<sup>th</sup> day in office. She had met the Secretary of State (Karen Bradley MP) a few weeks ago. A meeting with Matt Hancock MP, Minister of State, was planned. Elizabeth also advised the Board that the government had made a statement on implementation of the GDPR which helped provide the ICO with some certainty as to the future.
- 4.2. Elizabeth Denham updated the Board on her recent attendance at the International Conference of Data Protection Commissioners and before the Select Committee on the Digital Economy Bill.
- 4.3. The recruitment process for the Deputy Commissioner vacancy was ongoing (Policy).
- 4.4. The GDPR removed the requirement that data controllers had to register with the Commissioner. This meant that, come May 2018, changes would be needed to how the ICO was funded for its data protection work.
- 4.5. Simon Entwisle advised that the model for the future was for full cost recovery from those bodies regulated, based on a fee system. In addition the ICO was keen on changes to rules on setting the fees and on carrying forward money from one year to another. This had been discussed with both the DCMS and Treasury but it was recognised that continuity of funding for the ICO over a period when it was taking on regulation of the GDPR was a big risk. Decisions had yet to be made and legislative changes would be needed.

- 4.6. Given the risk, how best to expedite decisions in this area was discussed. The Board agreed for a paper, highlighting the risks to ICO funding and the fall back option of grant in aid, being drafted. Further discussion with DCMS would also be a priority.
- 4.7. The Board was advised that DCMS had recently drafted an impact assessment on the affect of having to regulate the GDPR on the ICO. The ICO was providing more information to allow the assessment to be finalised.
- 4.8. The risk register was considered. It was explained that the replacement of the ICO's EDM system was in-train.
- 4.9. Elizabeth Denham gave an update on the Grants and Contributions Scheme mentioned at Audit Committee. The aim was to make better use of, and encourage research into information rights; directly in support of the ICO information rights strategy.

## 5. Discussion items

### ICO strategy on the future of data protection following the UK's exit from the EU

- 5.1. The Board considered ICO strategy in respect of the GDPR, informed by commissioned research on different regulatory models.
- 5.2. The need for the ICO to develop a wider international strategy was recognised and there were workshops planned to take this forward, along with a communications strategy for key stakeholders.

### **Steve Wood to report back to the Board at a planning event with a more detailed International Strategy**

### Planning for 2017/18 and beyond

- 5.3. There had been two planning events held in September involving the Senior Management Team, but also including input from staff. The aim is to develop a three year ICO plan. The work had focused on relevance, information and international strategies, and technology. Some of the work streams have fed into the Change Programme matrix.
- 5.4. Decisions were needed on how best to involve Management Board. The main priority was updating the Information Rights Strategy which would need to be consulted upon. The Board confirmed that a facilitated planning event in early December focused on identifying information rights priorities would be useful.

**Steve Wood to pull together a paper on the Information Rights Strategy in time for the Management Board planning event.**

**Peter Bloomfield to confirm a date for the Management Board planning event.**

Additional item

- 5.5. The Commissioner presented proposed changes to the management and corporate governance structure of the ICO; seeking views on the changes from the Board. The proposals were broadly welcomed by the Board.

## 6. Change Programme update

- 6.1. Simon Entwisle updated the Board on the Change Programme. It was confirmed that the programme focused on both equipping the ICO to meet the GDPR itself, and the need for business as usual.

## 7. Performance against the ICO Plan

- 7.1. The report on performance against the ICO Plan 2016-2019 was presented for information. In respect of the work on Privacy Seals the Board requested an update at the next meeting.

**Steve Wood to ensure that the Non-executive Directors were updated on ICO work on Privacy Seals and Binding Corporate Rules (assurance) at the next meeting.**

- 7.2. Consideration of the report prompted discussion on the information needed by the Board to undertake its role and how it could be presented. It was recognised that Board papers were highly detailed, making use of information provided for management purposes. Non-executive Directors felt that whilst the detail was useful in some cases, more high level analysis was needed; eg management summaries from SMT members on their work areas or a CEO report covering risks, successes, analysis and exception reporting.
- 7.3. In respect of keeping the Non-executive Directors up to date on matters at the ICO there was a need to ensure that issues such as major speeches or blogs, and other actions of the ICO (eg large Civil Monetary Penalties) ought to be flagged up to the Directors.

**Peter Bloomfield to ensure that the Non-executive Directors received appropriate communications between meetings and that the content and format of Management Board papers were considered.**

## 8. Finances

- 8.1. The quarterly finance report was noted. Data protection fee income was slightly less than forecast. In terms of expenditure any additional future expenditure would have to be carefully considered.
- 8.2. It was confirmed that the cost of a London office to allow staff in London for meetings to work effectively between meetings was budgeted for. Costs for planned staff increases in staff would mainly arise next financial year.
- 8.3. It was confirmed that the ICO needed DCMS permission before taking an interest (eg in agreeing leases) in accommodation.

## 9. Issues reports

- 9.1. Issue reports covering the various areas of ICO work were presented. In particular the increase in casework was highlighted as a risk area. Steps were being taken to address the problem but if intake continued to rise the ICO would have to look carefully at its processes.

**Peter Bloomfield to ensure that risking caseloads were covered in the risk register.**

## 10. Senior Management Team meetings

- 10.1. Minutes of Senior Management Team meetings since the last Board meeting were presented for information.

## 11. Audit Committee

- 11.1. Ailsa Beaton provided a summary of matters covered at the last Audit Committee meeting, advising that the internal audit plan was being followed; that the ICO was being held to account over audit recommendations; and that decisions had been made on the re-procurement of internal audit.
- 11.2. A question arose over director's responsibilities.

**Peter Bloomfield to check the guidance on Annual Reports and Accounts and to confirm director responsibilities.**

## **12. Any other business**

- 12.1. There was discussion about how best the ICO could demonstrate that staff business and other interests did not give rise to conflict of interests in the work they did. This was linked to the ICO staff code of conduct, consideration of the "Striking the Balance" report by the Committee on Standards in Public Life.

**Peter Bloomfield to discuss with Mike Collins and Steve Wood how best to demonstrate that staff businesses and other interests did not give rise to conflicts of interest, and to update Ailsa Beaton on taking forward recommendations in this area.**