

## **Management Board minutes**

### **Monday 8 May 2017**

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

Paul Arnold	Deputy Chief Executive Officer
Ailsa Beaton	Non-executive Director
David Cooke	Non-executive Director
Simon Entwisle	Deputy Commissioner (Operations)
Elizabeth Denham	Information Commissioner (chair)
Rob Luke	Deputy Commissioner (Policy)
Jane McCall	Non-executive Director
Peter Bloomfield	Senior Corporate Governance Manager (secretariat)

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

- 1.1. There were apologies from Nicola Wood who was not able to attend.

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

- 2.1. There were no declarations of interest.

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

- 3.1. There was a minor amendment to the minutes. All actions had been cleared.

## 4. Commissioner's forward look

- 4.1. The Commissioner highlighted issues affecting the ICO.
- 4.2. The Digital Economy Bill had received Royal Assent before Parliament was dissolved. The now Act provides the powers for a new ICO fee structure for its data protection and PECR work from April 2018. A consultation on the detail will follow the General Election.

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- 4.3. The Commissioner reported that the civil monetary penalties issued to various charities recently had all been paid. A report to the Select Committee on ICO work in the area of charities and fund raising was being prepared for presentation after the General Election. The ICO believed that its intervention in this area had had an impact.
- 4.4. The ICO had quickly engaged with the main UK political parties after the General Election had been called, to help ensure that political canvassing complied with the Data Protection Act and PECR. ICO guidance had been updated and Elizabeth Denham had written to the main parties reminding them of their responsibilities and inviting them to a meeting (held in London last Thursday) to explain the guidance and take questions. Parties based in Scotland, Wales and Northern Ireland were offered similar engagement.
- 4.5. The Board was updated on the governance around how the ICO dealt with strategic files. The Senior Leadership Team was tracking and reviewing the work on these files regularly to ensure that the issues were dealt with quickly and effectively, and that there were adequate resources targeted on priority issues. The Board were supportive of the approach.
- 4.6. Elizabeth Denham also advised that the Grants Programme is to be launched on 17 May with civil society groups. And International, Technology and Intelligence Strategies were being developed.
- 4.7. The recent meetings in the US involving the Commissioner and Simon Entwisle, aimed at building collaboration and cooperation, were detailed, as was recent work with the Article 29 Working Party. How this work might develop was also discussed.

## 5. Corporate Governance

### Board terms of reference

- 5.1. Terms of reference for the Management Board, Audit Committee and Senior Leadership Team, were presented for agreement. Members had been circulated an earlier version of the documents which had been modified only slightly since then to reflect Senior Leadership Team discussion.
- 5.2. It was agreed to review how well the Management Board terms of reference reflected its taking on of the role of the Remuneration Committee in the light of experience.
- 5.3. It was confirmed that the Audit Committee terms of reference would come to the June meeting of the Committee.

### Information Rights Strategic Plan

- 5.4. The Board was presented with the finalised Information Rights Strategic Plan. It had been shared with staff and the Department for Culture, Media and Sport, and would be launched externally soon.
- 5.5. The intention was to report against the five goals on a quarterly basis – replacing the report against ICO Plan which was tabled at this meeting for the last time.
- 5.6. The Board welcomed the direction the Information Rights Strategic Plan gave to the ICO and its work.

### Risk and opportunity management

- 5.7. Paul Arnold provided an update on how the ICO was managing risk and opportunity. A statement of risk appetite had been developed, and the views of the Board were sought.
- 5.8. Paul Arnold also highlighted the updated risk register, and a mock-up of a new format risk and opportunity register which was in the process of being developed and populated. The intention was for the new risk and opportunity register to be used as a working tool by steering groups and to feed up risks to the Senior Leadership Team and the Board.
- 5.9. The Board supported the adoption of the risk appetite statement.
- 5.10. There was discussion on the wording used to reflect the ICO's risk appetite in the area of legal issues.

### **Paul Arnold to review the risk appetite statement as it related to appetite in the legal area by the end of May.**

- 5.11. Concern was expressed about the risk of losing staff as GDPR implementation came closer. There remained a risk

that the ICO might lose staff in large numbers, but to-date the greater risk was felt to be that the ICO could lose people in particular roles who, because of their experience, were especially hard to replace.

- 5.12. The Non-executive Directors asked if the report previously provided on technological risks was still being maintained. This had been provided previously when updated and had been very useful.

**Rob Luke to update Board members on how they are to be kept informed of horizon scanning in respect of technological changes and their impact on information rights. By the end of May.**

- 5.13. Paul Arnold advised that financial risk would be discussed at the June audit committee, with the likelihood and impact of these risks expected to reduce given recent mitigating actions.

#### Annual Report update

- 5.14. Peter Bloomfield updated the Board on the drafting of the ICO Annual Report and Accounts 2016-17.

- 5.15. A hard copy of the current draft was provided for the Board. An electronic version would be circulated next day; for comments from the Board members but also more widely to fill gaps and to check the content.

- 5.16. Board members' attention was drawn to the Governance Statement and Directors' Report. In respect of the Board's evaluation of its own performance, given the major changes in Board membership it was considered more appropriate to do this formally at a later stage.

- 5.17. The question was raised whether individual Board member's performance should be appraised formally. The Board supported such an approach as part of its broader collective working, and certainly there needed to be a formal assessment when deciding whether to extend membership beyond the initial three years. It was also thought that the Non-executive Directors should also feedback on the performance of the executive.

**The Commissioner to liaise with Mike Collins, Head of Organisational Development, in respect of the formal assessment of Board members and to report back to the next Board meeting.**

**Peter Bloomfield to research guidance on the evaluation of Board performance and to discuss with the Commissioner by the end of May.**

## 6. Certification strategy

- 6.1. Rob Luke updated the Board on the decision taken by the Commissioner in relation to the ICO's approach to certification under the General Data Protection regulation. This involved moving forward on a longer time-frame than originally anticipated given both higher GDPR priorities and the need for ICO work to be informed by the ongoing development of guidance and practice at a European level. The approach would focus on delivering certification through a privacy management accountability framework.
- 6.2. The approach taken was supported by the Board.

## 7. Performance against the ICO Plan

### Performance report

- 7.1. The report on the end of year performance against the ICO Plan was presented for the last time in its current form. Performance against the new Information Rights Strategic Plan would be reported on in future. This would include the softer elements of performance reporting, for example on the quality, and not just quantity, of work done. It was noted that the goals in the new Information Rights Strategic Plan were less quantitative and more qualitative.
- 7.2. In respect of quality measurement, Paul Arnold advised that the ICO does make use of annual stakeholder research. However, this approach was expensive and did not provide information in real time. Hence other ways of understanding customer satisfaction were also being used, for example by asking people to leave feedback all year round as they used a given service.
- 7.3. There followed a more general discussion about reporting to the Board. One suggested approach was to provide ongoing access to background performance information, with this leaving the Board papers free to focus on analysis of risks and opportunities.

**The Commissioner, Paul Arnold and Peter Bloomfield to consider how to revise the approach to Board papers in time for the next meeting.**

### Information rights report

- 7.4. The Information Rights Report was considered. Issues discussed included the consultation on derogations and the Privacy Shield issue.

## 8. Directorate steering group reports

### Operations

8.1. The operations report was presented for information.

### Policy

8.2. Rob Luke advised that the ICO was developing a Parliamentary and Government Engagement Strategy to guide our engagement following the General Election. It was also developing a Technology Strategy but on a longer timescale.

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8.3. The focus of discussion on this report was the plans for increasing ICO staffing levels for GDPR implementation.

8.4. The ICO was forecasting a 30% increase in work across most areas as a result of GDPR. It was difficult to estimate the actual impact and its timing but much work had been done on detailed plans with the aim of enabling the ICO to maximise capacity and capability in the crucial build up to GDPR implementation.

8.5. It was agreed that the ICO had to ensure it was re-focusing existing resources on its new priorities as efficiently as possible, and was making as much use of technology to help it work efficiently. It was confirmed that the ICO was looking at using existing resources and identifying gaps.

8.6. In respect of the use of IT Paul Arnold advised that a five year IT plan had been signed off in 2015 and confirmed that it should come back to the Board now. It included ensuring that where possible stakeholders could make use of self service options.

**Paul Arnold to bring the IT plan to the Board in August.**

## 9. Senior Leadership Team meetings

9.1. Minutes of Senior Leadership Team meetings since the last Board were presented for information.

9.2. It was considered that the Senior Leadership Team was settling down and that links with Department Heads would be retained.

## **10. Audit Committee**

- 10.1. Ailsa Beaton reported on the most recent Audit Committee. The Committee had discussed the ICO going concern issue given the need for legislation related to GDPR and noted that the Audit Plan was in train for completion.

## **11. Any other business**

- 11.1. There was no other business.