

## Management Board minutes

21 March 2022

### Members

Paul Arnold	Deputy CEO and Chief Operating Officer
Ailsa Beaton	Non-executive Director
Stephen Bonner	Deputy Commissioner (Regulatory Futures and Innovation)
David Cooke	Non-executive Director
James Dipple-Johnstone	Chief Regulatory Officer
John Edwards	Information Commissioner (Chair)
Peter Hustinx	Non-executive Director
Jane McCall	Non-executive Director
Nicola Wood	Senior Independent Director
Steve Wood	Deputy Commissioner (Regulatory Strategy)

### Attendees

Claudia Berg	General Counsel
Jen Green	Executive Director (Change and Transformation)
John Kavanagh	Director of Governance Transition
Louise Byers	Director of Corporate Planning, Risk & Governance
Christopher Braithwaite	Senior Corporate Governance Manager (secretariat)
Caroline Robinson	Corporate Governance Officer (secretariat)

## 1. Introductions and apologies

- 1.1. John Edwards welcomed the Management Board to the first meeting during his term as Commissioner. He thanked all members of the Board for their work in the high-quality induction to the ICO that he had received.
- 1.2. There were no apologies for absence.

## 2. Declaration of interests

- 2.1. David Cooke explained that he had been offered a role of as an Academic Visitor at Hertford College, Oxford. He explained that this was unlikely to have an impact on his ICO activities.

- 2.2. Steve Wood explained that he had updated his declaration of interests to set out his plans after he leaves the ICO in April 2022. This would include forming a company, which had not yet been established.
- 2.3. Stephen Bonner reminded the Board that he had previously declared that he receives an annuity from Deloitte, who now provided external audit services to the ICO on behalf of the National Audit Office.

### 3. Matters arising from the previous meeting

- 3.1. The minutes had been approved by email. There were no outstanding actions.

### 4. Discussion items

#### Risk Appetite statement review

- 4.1. Louise Byers presented a report which set out proposed updates to the risk appetite statement.
- 4.2. The Board welcomed the development in risk maturity that the ICO had undergone over the last few years and discussed the importance of further communication to continue to embed the risk appetite into decision-making throughout the organisation.
- 4.3. The Board discussed the interaction between different risk appetite areas, particularly the interaction between the "Security" and "Innovation" areas and between the "Staff Recruitment" and "Organisation Controls and Compliance" areas. Louise Byers explained that the risk appetite helped staff to understand the resources that they should devote to mitigating risks in each area. The Board agreed that the internal communications should draw out the need to often consider multiple risk appetite areas and ensure that decisions aligned to all of them.
- 4.4. The Board also considered the difference between the "Organisational Controls and Compliance" and "Operational Controls and Compliance" areas. The Board agreed that it would be useful to give staff case studies of what was meant in these areas, and review actions taken in these areas to ensure that the risk appetite was driving the desired behaviours. Louise Byers confirmed that both actions were planned.

- 4.5. The Board approved the risk appetite statement for communication, in line with the comments above.

#### Data Protection reform update

- 4.6. Emily Keaney joined the meeting to present a report giving an update on the status of the Data Protection Reform workstream.
- 4.7. The Board particularly discussed independence, subject access requests, and AI and fairness.
- 4.8. The Board noted the report and thanked Emily Keaney for the excellent work that she and her team had been doing in this area.

## 5. Performance reports

#### ICS survey results

- 5.1. Suzanne Gordon attended the meeting to present a report giving an overview of the findings of a recent survey into the ICO's customer service.
- 5.2. John Edwards commented that the results from the survey reflected many of the themes that he had heard from the information rights community during his current listening tour.
- 5.3. The Board discussed the potential significant benefits in customer satisfaction and organisational efficiency of improving the "get it right first time" measure and discussed the initiatives to make improvements in this area. The Board also discussed the poor customer satisfaction scores for email interaction compared to phone interaction and highlighted that this could have a significant diversity impact; as an example, people who had English as a second language may be more likely to interact by email and therefore be receiving a poorer service. This may also be exacerbating issues for communities of unmet need.
- 5.4. The Board also commented that customer satisfaction measures appeared to be a more accurate indicator of public confidence in the ICO's performance than the "trust and confidence" measures which had been used in the past.

## Progress towards achieving the IRSP

- 5.5. James Dipple-Johnstone presented a report setting out performance to achieve the Information Rights Strategic Plan since the Board's last meeting.
- 5.6. The Board commented that the report continued to indicate an extremely high level of activity across the organisation and discussed recent investigations and enforcement. James Dipple-Johnstone and Claudia Berg highlighted the work that the ICO was doing with other UK regulators and other DPAs to ensure responsive regulation.

## Management Board Scorecard Q3

- 5.7. Louise Byers presented a report setting out performance against key corporate KPIs over the last quarter.
- 5.8. The Board welcomed the scorecard and agreed that it gave an accurate overview of the ICO's performance.

## 6. Finance

### Annual budget

- 6.1. Paul Arnold presented a report setting out the proposed budget for 2022/23, including an overview of the key areas of growth.
- 6.2. The Board discussed the contingencies in the budget should the fee income target not be achieved. Paul Arnold gave the Board assurance that the approach being taken was the same as in previous years, which had been successful. Also, recruitment was profiled throughout the year against fee income and could be scaled back if necessary. He also explained that a Reserves Policy was currently being developed, which would allow greater levels of contingencies in future years. This would be presented to Audit and Risk Committee.  
**ACTION: Audit and Risk Committee to be provided with a copy of the Reserves Policy, once drafted.**
- 6.3. The Board also discussed what options were available to support staff in the current economic context, particularly considering rising living costs. Paul Arnold confirmed that the home working allowance had been repeated for a further year as part of the most recent pay award and all offices were open

to all staff should they prefer to work from there for any reason, including personal financial reasons.

#### February income and expenditure report

- 6.4. The February financial report was presented for information. The Board noted the report.

### 7. Nominations Committee update

- 7.1. Nicola Wood provided an update on the work of the Nominations Committee since the Board's last meeting. She highlighted that the Committee had agreed to the recruitment of three Non-Executive Directors, to bring the total complement to eight. Recruitment was due to start in the next two weeks and conclude by the end of June. A specialist recruitment agency with a strong track record of diverse recruitment was being used for this campaign.
- 7.2. She also explained that the Committee had agreed to be replaced by a People Committee, with a broad remit than the Nomination Committee. Terms of Reference would be brought to the Management Board for approval.

**ACTION: The Board to be provided with the Terms of Reference of the People Committee, for approval.**

### 8. Update from Audit and Risk Committee Chair

- 8.1. Ailsa Beaton provided an update on the work of the Audit and Risk Committee since the Board's last meeting. She highlighted the handover the NAO's external audit contract from BDO to Deloitte and confirmed that every effort would be made to ensure that external audit ran smoothly in the transition.
- 8.2. She also provided an update on the recent cyber security audit, which had highlighted the risk profile faced by the ICO in this area. An updated Cyber Security Strategy was currently being prepared and would be provided to the Board.

**ACTION: The Board to be provided with the updated Cyber Security Strategy.**

### 9. Any other business

- 9.1. John Edwards highlighted that this was Steve Woods' last meeting as a member of the Management Board. The Board

paid tribute to Steve's work during his time in the ICO, particularly his leadership of the ICO's international and policy work. The Board wished Steve every success for the future.

- 9.2. Peter Hustinx provided an update on the international data protection perspective, particularly highlighting current EDPS work.
- 9.3. John Edwards informed the Board that an ICO delegation would be attending the IAPP Global Privacy Summit in April and would provide the Board with updates on any key outcomes or coverage.