

# Management Board minutes

16 May 2022

## Members

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

## Attendees

Angela Donaldson	Director of Finance (for item 7)
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
Sarah Lal	Director of People Services (for item 4.1)
Christopher Braithwaite	Corporate Governance Manager (secretariat)

## 1. Introductions and apologies

1.1. Apologies for absence were received from Stephen Bonner.

## 2. Declaration of interests

2.1. There were no declarations of interest.

## 3. Matters arising from the previous meeting

3.1. The minutes were confirmed as accurate. There were no updates on the outstanding actions beyond those circulated within the papers.

## 4. Discussion items

People Committee and Remuneration Advisory Sub-Committee

- 4.1. Sarah Lal attended the meeting to present a report setting out proposed terms of reference for the People Committee and Remuneration Advisory Sub-Committee.
- 4.2. The Board agreed that the trade unions and staff should be informed of the proposals following agreement of the terms of reference by Management Board at this meeting.
- 4.3. The Board discussed how to take forward the plans to introduce a People Committee and Jane McCall offered her support in developing a work programme. The need to ensure the NED involvement in each Committee will be reviewed following the recruitment of new NEDs and the establishment of any new Committees will also be discussed. The Board agreed that Jane McCall will lead on the People Committee work until this review is undertaken.

**ACTION: Jane McCall to meet with Paul Arnold and Sarah Lal to discuss the planned work programme for the People Committee. Due date: 18/7/22**

**ACTION: Management Board to review the membership of Management Board Committees, following the completion of the current NED recruitment exercise. Due date: 19/9/22**

- 4.4. Ailsa Beaton commented that it would be useful to align the terms of reference to those of Audit and Risk Committee, where the Committee invited the Commissioner to attend all meetings and he was required to attend at least one meeting per year. The Board agreed with this proposal.
- 4.5. The Board approved the People Committee terms of reference as set out in the report, subject to a minor amendment to clarify that the Commissioner must attend at least one meeting of the Committee every year.

**ACTION: Chris Braithwaite to update the People Committee terms of reference to reflect that the Commissioner must attend at least one meeting of the Committee every year. Due date: 18/7/22**

- 4.6. Sarah Lal provided an update on the current recruitment campaign for three additional NEDs. Interviews are scheduled to take place during June 2022.

## Creation of a Regulatory Committee

- 4.7. Paul Arnold introduced a paper setting out proposals for the future role of the Regulatory Advisory Panel.
- 4.8. The Board discussed the change of role for the Regulatory Advisory Panel. Its original purpose was to provide advice on individual cases which had a significant regulatory impact (although the Panel had not met in that role). The Board agreed that the change in role was appropriate and there was not a need for a separate panel to provide input on individual cases.
- 4.9. The Board agreed that the new Committee would allow for oversight of regulatory processes, along with oversight of any other procedural matters and lessons learned from completed cases.
- 4.10. The Board welcomed the proposal, which would give Board members more visibility on regulatory matters. The next step for this work would be to develop terms of reference for the Committee, which would be submitted to the next Board meeting.

**ACTION: Paul Arnold, James Dipple-Johnstone and Claudia Berg to present draft terms of reference of the Regulatory Committee to the next Management Board meeting. Due date: 18/7/22**

## 5. Performance reports

### Management Board scorecard (Q4)

- 5.1. Louise Byers presented a report setting out the Management Board performance scorecard for Q4.
- 5.2. The Board discussed the importance of quickly addressing areas where we are not achieving our targets, particularly those casework KPIs where performance had been below the target throughout 2021/22. The Board commented that they would welcome information on the timelines and milestones to bring performance up to the target level. James Dipple-Johnstone explained that a report would be submitted to the Board's next meeting giving specific updates regarding the recovery plan for Freedom of Information complaints. Jen Green also highlighted that increases to efficiency were a key

part of the implementation of the ICO 25 plan, which was currently being developed.

**ACTION: Jen Green and James Dipple-Johnstone to bring a report to the next Board meeting providing a detailed overview of the continuous improvement plan to deliver increased efficiency, particularly in operational areas where performance was rated red in the corporate scorecard. (Due date: 18/7/22)**

**ACTION: Jen Green to bring a report to the September Board meeting setting out the Change and Transformation Programme to support the delivery of ICO 25. (Due date: 19/9/22)**

- 5.3. The Board particularly discussed the KPI for responses to information access requests, which currently had a target of 92% of requests being responded to within statutory deadlines. Our expectation for other organisations was that they should achieve 90% by this measure. The Board agreed that we should review our target in this area, although a target of 100% may be unachievable due to reliance on receiving information from third parties, such as contractors.
- 5.4. The Board suggested that it would be useful to add KPIs around the length of the oldest case in all casework areas, to ensure that there was always a clear incentive to complete historic cases.
- 5.5. The Board requested that the format of the scorecard be reviewed to make this more accessible and user-friendly.

**ACTION: Louise Byers to update the format of the Management Board scorecard to make it more accessible and user-friendly. Due date: 19/9/22**

- 5.6. The Board discussed the target for completing investigations within 12 months and noted that performance for criminal cases was significantly below that. James Dipple-Johnstone explained that part of the reason for this was delays in the courts process, in part due to backlogs from COVID-19. The Board suggested that the methodology for this target should be changed so that a case is considered completed when a decision has been taken on the appropriate intervention. This would remove the reliance on the courts process, which was

outside of our control, and give a more accurate picture of performance.

**ACTION: James Dipple-Johnstone to update the methodology for considering criminal investigations to be closed, for KPI purposes.**

#### Annual Report and Financial Statements

- 5.7. Louise Byers presented a report setting out the draft Annual Report and Financial Statements for 2021/22, for comment and review from Management Board.
- 5.8. The Board specifically reviewed the Board effectiveness statement and the Directors statement, set out in the draft Annual Report, and agreed that it was happy with the content of these sections of the draft report. The Board also noted that it had previously discussed the approach to be taken for future Board effectiveness reviews, which would feed into future iterations of review of the Annual Report.
- 5.9. Paul Arnold gave an update on the ICO25 vision speech that the Commissioner would make in July 2022. This had been timed to coincide with the launch of the Annual Report.

### 6. Audit and Risk Committee update

- 6.1. Ailsa Beaton provided an update on the recent work of the Audit and Risk Committee.
- 6.2. She also provided an update on progress with the external audit of the financial statements for 2021/22. She highlighted that the external audit service was being supplied for NAO by a new provider this year, but so far substantial progress had been made on the audit. She confirmed that work was currently on track to deliver a completed audited set of accounts to the Audit and Risk Committee in June.

### 7. Finance

#### Year-end income and expenditure report

- 7.1. Angela Donaldson attended the meeting to present the year-end financial report for information.
- 7.2. The Board particularly discussed the dip in renewal rate for Data Protection Fee (DP Fee) payments during February and March 2022, which had been primarily due to those

organisations who registered for the first-time in the period February and March 2021 renewing at a lower rate than usual. The DP Fees Team would be contacting these organisations to remind them of the obligation to pay the DP Fee if they were still operating. The Board discussed whether there were any economic indicators or other sensitivity analysis that could be conducted to predict whether DP Fee renewals may fall. The Board also welcomed the plans to develop a Reserves Policy.

- 7.3. The Board also discussed the underspend on staff costs, which had been due to unsuccessful recruitment campaigns, particularly for specialist technical roles. This had also had a knock-on effect on casework performance in areas that relied on these new roles.
- 7.4. Paul Arnold provided an update in relation to fine retention. He confirmed that Treasury had approved the ICO's case to retain income from fines that it issued, to fund litigation activities. This funding was strictly limited to those activities directly related to litigation to defend fines the ICO had issued and was capped at a maximum of £7.5m per year. The Board thanked all involved for their excellent work in getting this business case approved.

## 8. Any other business

- 8.1. The Board discussed the current stage of the Our Ways of Working project. Jen Green reported that there was a consistent increase in the number of staff working from the office each week, and staff continued to welcome the flexibility that was on offer.
- 8.2. The Board also discussed the COVID-19 public inquiry. James Dipple-Johnstone confirmed that he had designated a team to address any requests from this inquiry.