

Senior Leadership Team – for decision

Meeting agenda title: Regulatory Delivery Board (RDB) Terms of Reference

Meeting date: 26 April 2022

Time required: 5 minutes

Presenter: Chris Braithwaite

1. Objective and recommendation

- 1.1. This report provides SLT with proposed updates to the terms of reference for RDB. These were reviewed and endorsed by RDB at their meeting on 16 March 2022. SLT is asked to approve the updated ToRs.

2. Developing a common understanding

- 2.1. As RDB has its delegated authority from SLT, any updates to the ToRs need to be approved by SLT.

3. Matters to consider to achieve objective

- 3.1. RDB held an away day on 14 February 2022, at which there was significant discussion about RDB's objectives, how it operates, and how it delivers its work programme.
- 3.2. The discussion led to re-consideration of the role of RDB. The ToRs are currently focused on business planning and KPIs, but these are covered through the business planning and challenge processes. The appetite at the away day was for RDB to focus on ensuring the structures are in place to deliver our most significant regulatory activities. This particularly includes the regulatory posture, regulatory design, and oversight of key regulatory strategies.
- 3.3. As a result, the terms of reference have been redrafted to reflect this role. Primarily, this has meant amendment to section 2 of the ToRs (responsibilities) to remove references to oversight of business planning, KPIs and similar, and adding references to oversight of delivery of regulatory strategy.
- 3.4. At the Away Day, there was some discussion about whether RDB should have a role in decision-making on these issues, or whether it should be more about providing challenge and strategic direction, with decisions made by individual Directors or Exec

Directors following this challenge. James Dipple-Johnstone, Stephen Bonner and Steve Wood have discussed this and agreed that RDB should strike a balance here between having oversight and challenge of strategic direction, but also continue to take decisions on specific strategic issues which effect the ICO's approach to regulatory delivery. The terms of reference have been drafted with that in mind.

- 3.5. It remains the case that RDB does not have any decision-making on specific cases.

Author: Chris Braithwaite

List of Annexes: Annex 1 – Updated RDB ToRs (a version showing tracked changes can be provided by Corporate Governance)

Publication decision: This report can be published internally and externally.

Outcome reached:

Regulatory Delivery Board Terms of Reference

1. Purpose

- 1.1. The overall purpose of the SLT Boards is to deliver SLT's purpose of strategic oversight and delivery of cross-office priorities and plans. The Boards were created to ensure that sufficient capacity within these meetings for consideration, challenge, and scrutiny to deliver SLT's collective role.
- 1.2. The role of the Regulatory Delivery Board (RDB) is to oversee, direct and coordinate the ICO's work to deliver its regulatory functions, in line with the strategic direction set by the Management Board.
- 1.3. The RDB will not take any decisions as to individual cases; these will be taken by the respective staff members in line with the Commissioner's scheme of delegations, with advice from the Regulatory Panel where sufficiently significant.

2. Responsibilities

- 2.1. The RDB is responsible for decisions and oversight on:
 - The ICO's regulatory posture to align to the strategic direction.
 - The regulatory design of the ICO to deliver the strategic direction set by Management Board. Delivery of the Regulatory Action Policy (and related statutory guidance), International Strategy, Technology Strategy, FOIA/EIR strategy, Intelligence Strategy, and the performance and quality KPIs associated with our front-line and customer services.
 - Delivery of strategic regulatory issues, particularly those which span multiple ICO directorates.
 - Prioritising the use of resources across our regulatory activities, referring issues to Resources Board, SLT or Executive Team where necessary.
 - The decision-making structure within the regulatory space which is necessary to support the delivery of regulatory activities.
 - Operational manuals to deliver our regulatory activities.

- Ensuring appropriate design and implementation of succession planning arrangements relating to regulatory activities.
- Oversight of delivery of the ICO's risk appetite in regulatory activities.
- Delivery of our regulatory EDI outcomes. The RDB will refer issues to the EDI Board as appropriate, and consider issues referred to it by the EDI Board.
- Delivery of regulatory activity with the Digital Regulators' Cooperation Forum.

3. Work Programme

- 3.1 The RDB will maintain a work programme which sets out its expected activities to meet these responsibilities for the next 12 months. The RDB will consider this work programme at each meeting. Corporate Governance will keep this work programme up to date based on the information provided by RDB members.

4. Authority

- 4.1 The RDB's authority derives from ET and SLT. Where work of the Board is materially contributing to achieving ET's goals, the Board will report this to ET for assurance. Where the work of the Board introduces a significant risk to achieving ET's goals, the Board will refer that to the relevant ET member, who may refer this to ET for decision. ET's goals are provided as an annex to these Terms of Reference. The RDB will also provide assurance to the Management Board, through regular updates via the IRSP report.

5. Links to other bodies

- 5.1 The RDB will receive reports from any other governance group as appropriate, and will also refer reports to other groups as appropriate.

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- 5.2 The Chair of the RDB will provide a report on the RDB's activities to each meeting of SLT. This includes highlighting any issues to be discussed at future Board meetings, to facilitate advanced consultation. The RDB's work programme will also be provided to each SLT meeting for information. The RDB may also receive reports which have been considered by SLT, where appropriate.

- 5.3 Where required, other members of the RDB may attend SLT meetings to provide information or input from the RDB.

Other Boards

- 5.4 The RDB will work collaboratively with the other Boards as appropriate, ensuring that views of other Boards are considered when the RDB exercises its responsibilities, and understanding that other Boards will act similarly in considering the RDB's views. This may happen at an informal level between Board Chairs or Board members.
- 5.5 The Resources Board will highlight issues to SLT or refer issues to other Boards for information where it is clear that another Board should be aware of the work of the Resources Board.
- 5.6 There is no overlap between the roles of the Boards. However, in exceptional circumstances, there may be issues where approval is required by more than one Board before action can be taken. This should be avoided wherever possible through discussion between Board chairs and consultation between Board members. However, where this is unavoidable, the same report should be reframed and presented to both Board meetings, with a clear recommendation on the specific decision needed from each Board. Outcomes from one Board will be reported to the other Boards. Corporate Governance will facilitate this process.
- 5.7 In the event of a conflict between two Boards, the Chairs should meet to determine the way forward and inform Corporate Governance accordingly. If conflict remains, the matter should be referred to SLT for decision.

Programmes

- 5.8 The RDB may be responsible for the delivery of a range of programmes. These will be delivered through a separate programme board, but as required this programme board will report to the RDB to ensure appropriate oversight.

Executive Team

- 5.9 The RDB may refer issues to ET where they require clarity, direction and approval in areas of greatest corporate risk or opportunity.

6. Chair

- 6.1. The RDB is chaired by the Chief Regulatory Officer. When the chair is unavailable for a meeting, they will nominate a substitute to chair the meeting in their absence.

7. Composition

- 7.1 The RDB comprises:

- Chair: Deputy Commissioner (Chief Regulatory Officer)
- Deputy Commissioner (Regulatory Futures and Innovation)
- Deputy Commissioner (Regulatory Strategy)
- Director of Data Protection Complaints & Public Advice
- Director of Digital, IT and Business Services
- Director of Regulatory Futures
- Director of Freedom of Information and Transparency
- Director of High Priority Inquiries & Intelligence
- Director of International
- Director of Investigations
- Director of People and Workforce Planning (or their representative)
- Director of Regulatory Assurance
- Director of Technology and Innovation
- Director of Operation Chandra
- Director of Economic Analysis and Regulatory Portfolios
- Director of Regulatory Design
- Director of Cyber Regulation
- Director of Legal Services (Regulatory Enforcement)
- Head of Knowledge Services (or their representative)

- 7.2 Private Secretaries to the Executive Team members involved in the Board will attend all meetings.

- 7.3 The Chair may amend this membership as required. They will report this to the next meeting of the Board when doing so, including the reasons for the change in membership. Corporate Governance will then update the Terms of Reference.

- 7.4 Department Heads within Regulatory Supervision Service and Regulatory Futures and Innovation Service will attend each meeting as observers, on a rota basis.
- 7.5 The Chair may also invite any other ICO staff to RDB meetings as required. This may include Chairs of other Boards, where an issue with crossover to that Board's area of responsibilities is due to be discussed.

8. Quorum

- 8.1 The quorum is:
- The Chair (or their nominated substitute); and
 - At least five other members.

9. Information requirements

- 9.1 All RDB members are responsible for ensuring that appropriate information is provided to the RDB to complete its responsibilities, including appropriate consultation to ensure that all potential impacts are considered before decisions are made.. The Chair is ultimately responsible for determining what information is required.
- 9.2 Following each meeting, a short communication will be sent to all Department Heads within Regulatory Supervision Service and Regulatory Futures and Innovation Service, to highlight the key decisions from the meeting.

10. Considering reports by email

- 10.1 In the event that an urgent decision is required between meetings, the RDB may consider reports by correspondence, particularly those reports not likely to require significant discussion. Corporate Governance will facilitate this.
- 10.2 Any reports considered on this basis must receive sufficient responses to constitute the quorum for a RDB meeting. RDB members will usually be given one week to consider reports circulated by email, but if a clear consensus emerges before that, the decision may be implemented sooner. If significant discussion is required, the report should be referred to the next Board meeting.
- 10.3 Corporate Governance will provide a report to each RDB meeting on any matters considered by email, the comments received and the outcome of the consideration.

11. Budget

11.1 The RDB has no specific budget. Any work commissioned by the RDB will be funded from budgets within the relevant Directorate(s), or funded through an approved business case where necessary. This should be exercised in accordance with all other ICO budget controls.

12. Secretariat

12.1 Secretariat is provided by the Corporate Governance Team.

13. Frequency of meetings

13.1 The RDB will meet at least once a month. The group may meet more frequently, either with approval of the Chair or, in the Chair's absence, at the request of at least 4 Board members.

14. Evaluation

14.1 On an annual basis (or more frequently if required), SLT will review the ICO's corporate governance structure to ensure that it remains appropriate. The RDB should ensure that arrangements are in place to enable it to feed in to this review and satisfy itself that it is discharging its responsibilities effectively and efficiently.

14.2 In order to achieve this, the RDB will undertake a bi-annual review of its performance against the agreed forward plan, in order to evaluate its effectiveness and areas of improvement. A copy of this report will be provided to SLT.

14.3 The RDB should also periodically review the format and quality of reports submitted to them and provide feedback on good practice and areas of improvement to management teams.

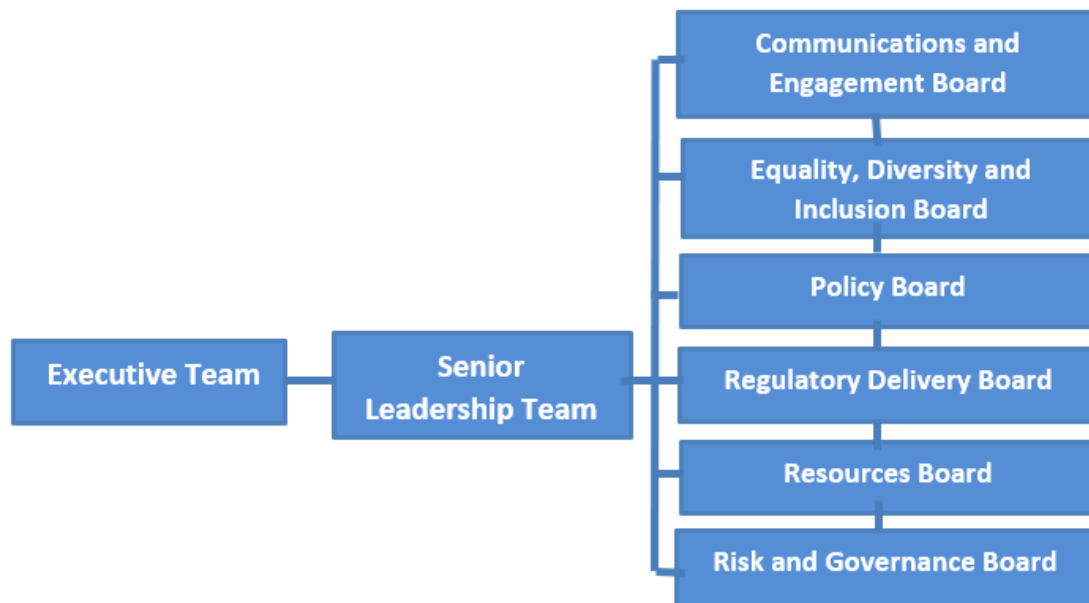
15. Publication of papers

15.1 The agenda for each meeting will be published internally via SharePoint. The minutes will be published internally via SharePoint, once approved. Reports will be published internally via SharePoint where deemed appropriate by report authors.

15.2 Agendas, minutes and reports will not be published externally.

16. Links to other forums

16.1 The Board's place in the overall governance structure is set out in the diagram below.



Annex – Executive Team goals

- Position of the organisation as the information rights regulator – setting the vision and mission and ensuring that all activities, either directly or indirectly, contribute towards it. Long-term horizon scanning, ensuring the strategic direction is based on a collective understanding of policy issues; using outside perspective to ensure that the ICO is challenged on its outcomes and understanding the perspective of others, in particular the regulated community and the public.
- Setting the tone and culture of the ICO – setting the ICO’s risk appetite and ensuring controls are in place to manage risk; agreeing and monitoring the ICO’s people related strategies and plans, monitoring the organisation’s compliance culture and ensuring there is a clear vision for the way the ICO works and understanding of its values.
- Ensuring the ICO has the capacity and capability it needs - determining sign-off of large operational projects or programmes; ensuring sound financial management; scrutinising the allocation of financial and human resources to achieve the plan and ensuring organisational design supports attaining strategic objectives. Evaluation of the Board and its members and succession planning to ensure the ICO has the capability to deliver and to plan to meet current and future needs.

- Defining the perception of the ICO – agreeing plans and strategies; setting objectives for strategic engagement activities; driving the ICO to be an effective, modern, independent regulator.
- Monitoring the performance of the ICO towards achieving its strategic goals – ensuring clear, consistent, comparable performance information is used to drive improvements and demonstrate the impact of the work of the organisation. Monitoring and steering performance against plan; scrutinising performance and setting the ICO's standards and values, holding the Executive to account for delivery of its plans and strategies.