

# Conflicts of interests policy for senior leaders

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## Key messages

The main objective of this policy is to explain the need for declarations of interests by members of Management Board, Executive Team, Management Board Committees (referred to as “senior leaders”) and internal governance meetings. The policy also sets out the process for publishing declarations of interests made by relevant persons.

## Does this policy relate to me?

This policy relates to you if you are a member of the Management Board, Executive Team, Management Board Committees or any of the internal governance meetings.

This policy is not concerned with declarations of interest by all staff. These are governed by the Code of Conduct, [available at this link](#).

Members of the Corporate Governance team should also be aware of the policy in order to publish declarations made by relevant persons and provide advice.

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## What is the purpose of the policy?

It is important that, as an independent regulator, we operate, and are seen to operate, impartially. Our stakeholders have to be confident that our decisions are not influenced by private interests and the members of our Management Board, Executive Team and Management Board Committees ('senior leaders') do not benefit from information available to them in their work at the ICO.

While this policy specifically relates to senior leaders, our Code of Conduct also sets out our expectations of ICO staff and this policy should be read alongside that Code as well as our policies on political activities, gifts and hospitality and third party endorsements.

We work on the basis of the following principles:

- Perceptions of a conflict of interest can be just as harmful as actual conflicts of interest.
- The responsibility for considering and disclosing potential conflicts of interests sits with our senior leaders. They should be actively considering potential conflicts of interest throughout their involvement with the ICO, from pre-appointment, to after they leave the ICO. Wherever possible, potential conflicts should be raised and resolved at the earliest opportunity, for example at the start of a recruitment process.
- We will ask senior leaders to disclose their interests when they join the ICO and then at least once a year thereafter. However we expect senior leaders to make us aware of any chance of circumstances that may be impact on their work at the ICO as soon as they are aware.
- However, senior leaders are not expected to be aware of the financial and employment arrangements of their wider family and

friends nor do we expect them to familiarise themselves with them. Proactive identification of potential conflicts of interest should focus on the senior leader themselves and close family members.

- Given the nature of our work, this policy cannot be prescriptive and we know that it can be difficult to identify conflicts of interest. We recognise that, as a 'whole economy regulator', there are challenges around identifying all conflicts of interest, real, potential or perceived, given the breadth of organisations that we regulate. We also recognise that we cannot, and do not want to, prohibit all involvement in organisations that we regulate, given the breadth and scope of our work.
- A conflict can be related to creating an advantage for a single organisation, or to disadvantaging a competitor. A conflict may impact upon a whole sector, for example a senior leader's connection with a bank could give rise to a conflict in relation to the ICO's work in the financial sector. Conflicts do not only arise in respect of enforcement action against specific organisations, but can also arise where any interest or connection of a senior leader might, if it influences or has the potential to influence decision-making, create an unfair disparity in the relevant market or sector.
- If in doubt about whether a conflict, whether actual, potential or perceived exists, senior leaders should seek the advice as early as possible from the ICO's Corporate Governance team, the Chair of the Audit and Risk Committee, the Senior Independent Director or the Information Commissioner (in their role as Chair of the Board), as appropriate.

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## What do we mean by 'conflict of interest'?

It is important to be clear about what we mean when we talk about potential conflict of interests. Below are some definitions for words used throughout the policy

### **Conflict of interest**

For the purposes of this policy, we use the National Audit Office's definition of a conflict of interest: '[A] conflict of interest is a set of circumstances that creates a risk that an individual's ability to apply judgement or act in one role is, or could be, impaired or influenced by a secondary interest. The perception of competing interests, impaired

judgement or undue influence can also be a conflict of interest. Conflicts might occur if individuals have, for example:

- a direct or indirect financial interest;
- non-financial or personal interests; or
- conflicts of loyalty where decision-makers have competing loyalties between an organisation they owe a primary duty to and some other person or entity'.

Essentially, this means that we need to be aware of when someone's judgment or actions are, have the potential to be, or might be perceived as being, affected by something in their lives outside the ICO. This is so we can maintain independence and impartiality in our work and our stakeholders, for example businesses, parliamentarians, the public, civil society groups and our staff have trust and confidence in the decisions we take.

A conflict of interest can be direct or indirect, potential, actual or perceived i.e. where the circumstances create a risk that decisions may be influenced, regardless of whether the individual actually benefits. The perception of competing interests, impaired judgement or undue influence can also be a conflict of interest.

### **Senior leader**

Member of Management Board, its Committees or the Executive Team.

### **Category A organisations**

Given the nature of our work, there is no definitive list of Category A organisations. We also know that senior leaders will not be aware of all regulatory engagement. However, for the purposes of this policy, when determining whether an organisation falls into this category we would consider examples such as:

- recently subject to regulatory action by the ICO or a data protection regulatory authority in a jurisdiction other than the UK;
- where the senior leader's interest or connection with the organisation could give it a significant, significant market and/or competitive advantage.

These are examples of the criteria which could be considered and this list is not exhaustive, but illustrative.

## **Category B organisations**

Any organisations which are required to pay the data protection fee which are not within Category A.

## **Category C organisations**

Any organisations not required to pay the data protection fee. Interests in these organisations in this category do not usually create the potential for conflict of interest.

## **Working for**

Any role including, but not limited to, Board or Committee membership, employment, contracting, consultancy, sponsorship or being paid a retainer.

## **Incompatible conflict of interest**

Not compatible with a senior leader role at the ICO – these potential conflicts of interests preclude a senior leader from working for the ICO other than in exceptional circumstances (see below).

## **Disclosable conflict of interest**

The senior leader is required to proactively disclose the interest, which will then be published by the ICO. This will be updated at least annually. A disclosable conflict of interest does not automatically preclude the senior leader from working for the ICO but does require a published disclosure of the conflict of interest including steps that will be taken to manage the conflict should it materialise.

## **Declarable conflict of interest**

The senior leader is required to declare the potential conflict of interest at the relevant time, for example at the start of a meeting, or during a discussion if the potential for conflict becomes apparent. A declarable conflict of interest does not preclude working for the ICO and are not required to be proactively disclosed.

## **Close family member**

A senior leader's spouse, partner and/or dependent children.

## **Wider family and friends**

A senior leader's extended family, for example parents or siblings and their close friends.

## **Previously employed**

A senior leader worked for the organisation in the six months prior to joining the ICO.

## **Leaving the ICO**

When a senior leader formally hands in their notice.

## **Direct financial interest**

A financial interest which has a purchase or current value of £25,000 or over and/or represents over 5% of the senior leader's net worth and is either:

- owned directly by a senior leader or a close family member (e.g. shares);
- under the control of senior leader or a close family member (for example, where financial interests are managed for a member's children or through a power of attorney); or
- beneficially owned by a senior leader or a close family member through an investment vehicle, trust, or other intermediary, where they have the authority to supervise or participate in the investment decisions.

For clarity, shares or investments held through investment vehicles such as pensions and ISAs where the senior leader or close family member cannot influence investment decisions are not required to be disclosed. This includes stocks and shares linked pensions and ISAs where the senior leader has minimal director control over where investments are made (for example low or high-risk portfolios of investments).

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## **What sort of activities might cause a conflict of interest?**

There is no definitive list, but examples of each type of conflict of interest or potential conflict of interest include the following.

### **Incompatible conflict of interest:**

- The senior leader or close family member works for a category A organisation.
- The senior leader or close family member has a direct financial interest in a category A organisation.

These potential conflicts of interests preclude a senior leader from working for the ICO other than in exceptional circumstances.

### **Disclosable conflict of interest**

- The senior leader or close family member works for a category B organisation.
- The senior leader or close family member has a direct financial interest in a category B organisation.
- The senior leader is aware that a member of their wider family and friends works for, or has a direct financial interest in, a category A organisation.

These potential conflicts of interests should be declared proactively through the declaration of interests form.

### **Declarable conflict of interest**

- The senior leader is aware that a member of their wider family and friends works for, or has a direct financial interest in, a category B organisation.
- Senior leader was previously employed by a category A organisation.
- Senior leader is leaving the ICO to work for a category A organisation.
- Any interests in category C organisations.

A declarable conflict of interest does not preclude working for the ICO and are not required to be proactively disclosed.

The examples below summarise how levels of involvement may interact levels of potential impact for potential conflicts of interests.

### **Low involvement, low potential impact**

#### **Example**

Involvement in school PTA / volunteer with local community groups (which is a category C organisation)

#### **Action**

No further action required

### **High involvement, low potential impact**

#### **Example**

Senior leader sits on the board of small charity or their spouse has shares with a current value of over £25,000 in a large, multinational marketing company (which is a category B organisation)

## Action

Disclosable. Need to proactively declare the interest, which is published, and update as necessary, and at least annually including mitigating actions such as being recused from related discussions and/or decisions.

### **Low involvement, high potential impact**

#### Example

Previously worked for a large manufacturing company / sibling works for a national charity (which is a category B organisation)

## Action

Declarable. No need to proactively disclose, but if the company or charity comes up at a meeting, required to disclose at the time

### **High involvement, high potential impact**

#### Example

Senior leader has shares in a large, multinational technology company with a purchase price of over £25,000 / senior leaders currently works for a large, multinational technology company (i.e. category A)/spouse works for global technology company (which is a category A organisation).

## Action

Incompatible. The senior leader cannot work of the ICO.

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## Does a conflict of interest mean a senior leader can't work for the ICO?

Not necessarily. How a conflict of interest is managed depends on the circumstances.

### **Incompatible conflicts of interest**

The senior leader cannot start or continue their work with the ICO and, unless there are exceptional circumstances, they will have to leave the ICO. Decision on incompatibility, and any exemptions, will be made by the Information Commissioner, in their role as Chair of the Board, with advice from the Board.

### **Disclosable conflicts of interest**

Where a senior leader identifies a disclosable conflict of interest, they must identify actions they will take should any interest become an actual, potential or perceived conflict of interest. This may include:



- fully participating in discussion of the matter. This will usually be the action taken when the interest is not directly relevant to the issue in question and there is no risk the judgement of the senior leader being impaired or the ICO being accused of bias;
- participating in discussion but not being involved in any decision-making. This will usually be action taken when there are no financial implications for the senior leader in question in relation to the matter under consideration, and/or there is a minimal risk of the judgement of the senior leader being impaired or the ICO being accused of bias;
- not take part in any discussion or decision-making (including leaving the meeting if appropriate). This will usually be action taken when there are any financial implications for the senior leader in question in relation to the matter under consideration and/or there is a risk of the judgement of the senior leader being impaired or the ICO being accused of bias.

The Register of Interests for senior leaders will be published on the ICO's website. This ensures a clear public record of any actual, potential or perceived conflicts of interests.

There will be some circumstances in which a senior leader is required to declare an interest that is not suitable for publication (such as for reasons of personal security). In such circumstances, the interest should still be declared to the ICO's Corporate Governance team, who will record that an interest has been declared, but will publish a redacted version of the Register of Interests on the ICO's website.

### **Declarable potential conflicts of interest**

To ensure declarable conflicts of interest are identified and mitigated in meetings or discussions of the Management Board, Executive Team or Management Board Committees, as applicable, the following actions should be taken:

- Managing the agenda and reviewing the Register of Interests prior to issuing the agenda, so that senior leaders conflicts are not inappropriately included.
- Including an item on the agenda for members and attendees to declare any interests which they have in any items on the agenda for the meetings of Management Board, Executive Team or Management Board Committees. Declarations made will be recorded and published in the minutes. It is good practice to include an

equivalent item on the agenda for formal meetings of any other body, group or forum but this is not a requirement

- If a senior leader has already disclosed an interest on the Register of Interests, it is good practice for them to declare that interest again in any meetings where it is likely to be a factor. This reduces the risk of there being a perception that any conflict is being hidden.
- Senior leaders should declare any interests they have which relate to specific agenda items before any discussion takes place. Ideally, all interests should be declared within the declaration of interests agenda item. However, there will be occasions when a potential interest only arises due to the direction of discussion of an agenda item. In such circumstances, the person should declare their interest at the earliest opportunity as soon as they become aware that it is relevant.
- Once an interest is declared at a meeting, the person's participation in the items where they have an interest will be considered in line with this policy. It is expected that senior leaders act in line with this policy, but, where needed, the Chair will make a final decision on a senior leader's involvement.
- If a new declaration is made at a meeting by a senior leader, they should contact Corporate Governance to ensure that their register of interests is updated accordingly.

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## What happens if someone doesn't follow the rules?

Where there is a potential breach of this policy or a complaint about a perceived failure of a senior leader to disclose a relevant interest, the suspected breach or complaint will be referred to the Information Commissioner (in their role as Chair of the Board) or Senior Independent Director.

The Commissioner will either review the case themselves or refer this to another senior leader to review. In exceptional circumstances the Commissioner may choose to appoint a third-party investigating officer.

The appointed person will investigate the matter in the manner that they deem appropriate subject to this policy. The investigation should begin within 10 working days of the suspected breach being identified or the complaint being received. The initial investigation will seek to establish all the facts surrounding the suspected breach or complaint and will provide a report to the Commissioner on the findings. This may include

interviewing the person who is the subject of the complaint or suspected breach. The investigation should be concluded within 10 working days of commencement. However, it may be necessary to extend this deadline.

Once the person investigating the matter has concluded their investigation, they will report their findings to the Commissioner. The Commissioner may make the determination of any action to be taken, or may delegate this to another person, typically another senior leader (including the investigator).

Corporate Governance will maintain a confidential log of any complaints or potential breaches, which will include the nature of the complaint or potential breach, the person who investigated it, and any actions taken as a result. Corporate Governance must be informed of the complaint or potential breach at the point at which a decision has been taken on any action required to deal with the potential breach or complaint.

If there is a complaint raised about disclosures not being published by the ICO, then a service review will be undertaken in the first instance within the relevant line management chain in Corporate Governance.

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## Feedback on this document

If you have any feedback on this document, please [click this link](#) to provide it.

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## Version history

Version	Changes made	Date	Made by
1.0	Policy created to distinguish between policy and procedure.	Nov 2022	Chris Braithwaite
1.1	Updated to reflect internal audit recommendations. Publication procedure and declaration form added, and title changed. Minor changes made to wording.	Dec 2023	Fiona Wilcock
2.0	New version of policy created through agreement	Feb 2025	Louise Byers

	with Management Board. Renamed to senior leaders conflicts of interests policy		
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# Senior leader register of interests form

## Personal details

<b>Name</b>	
<b>Position at ICO</b>	
<b>Date completed</b>	

## Incompatible conflict of interest declaration

I confirm that I have no conflicts of interests which meet the definition of incompatible conflicts of interests as set out in the senior leaders' conflicts of interests policy.

## Disclosable interests for yourself and close family

I confirm that the following is an accurate record of the disclosable interests for myself and my close family (defined as my spouse, partner and/or dependent children) relating to category B organisations, as set out in the senior leaders' conflicts of interests policy. This includes directorships, current employment (other than with the ICO), voluntary positions, financial or material support received from organisations, direct financial interests (with a purchase or current value of over 25,000 and/or representing over 5% of net worth), political activity, membership of professional bodies, and any other interests I deem as disclosable.

Category B organisations are any organisations which are required to pay the data protection fee.

<b>Person holding interest</b>	<b>Name of organisation</b>	<b>Nature of organisation</b>	<b>Details of interests</b>	<b>Action to take</b>
(e.g. My name, spouse, son, daughter)				

### Relevant interests of wider family and friends in category A organisations

I confirm that the following is, to the best of my knowledge, an accurate record of any relevant interests that my wider family and friends have in any category A organisations, as set out in the senior leaders' conflicts of interests policy.

Category A organisations include those recently subject to regulatory action by the ICO or a data protection regulatory authority in a jurisdiction other than the UK or where the senior leader's interest or connection with the organisation could give it a significant, significant market and/or competitive advantage.

<b>Relationship to person</b>	<b>Name of organisation</b>	<b>Nature of organisation</b>	<b>Details of interests</b>	<b>Action to take</b>

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