Management Board

Report title: Management Board governance arrangements

Meeting date: 16 June 2026

Time required: 15 mins

Presenter: Louise Byers

RAPID Role: Decide

Publication decision: This report can be published internally and externally

Problem Statement

To review Management Board governance arrangements in light of the pause in the work to transition to a statutory Board, as required by the Data (Use and Access) Act. This paper focuses on two areas:

- quoracy of Management Board in light of changes in membership; and
- frequency of meetings of the Management Board and its sub committees.

Decision requested

Three decisions are requested from Management Board:

- to reduce quoracy for Board meetings from six members to five members;
- to note the fortnightly update calls between the Chief Executive Officer and Non-Executive Directors (NEDs) which have taken place since the end of February, and to resolve to return to the regular Management Board meetings every two months from September; and
- to note both the pause of Management Board sub committees, except for the June Audit and Risk Committee and the review of the remit and role of the Committees ahead of governance transition.

Background and summary

Since April 2025, membership of Management Board has changed due to:

- Stephen Bonner leaving the ICO in July 2025. Although his role of Executive Director for Regulatory Supervision was replaced with an interim appointment, his role of Deputy Commissioner was not.
- Ranil Boteju's term as a NED ending on 31 March 2026 because of his move abroad.

The current Management Board Terms of Reference (provided at Annex 1) sets out a membership of eleven, and a quoracy of six members. This paper proposes that a quoracy of five members is more appropriate for a Board of nine members.

The original target date for governance transition was 1 April 2026 and plans were made for Management Board and its sub committees to cease with effect from 31 March 2026. Subsequently, the governance transition date has been postponed. In the meantime, NEDs have continued to meet for regular informal meetings with Paul Arnold, including a minuted meeting on 27 March to discuss the budget and transformation priorities (Annex 3).

In addition, Management Board sub committees have been paused - with the exception of the June Audit and Risk Committee, which will consider the Annual Report and Accounts. Annex 2 summarises the work programmes of the Board and its sub committees, and identifies where items have been considered elsewhere.

It is proposed that if the governance transition hasn't occurred by 1 September 2026 to restart the regular two monthly Management Board meetings. We also propose to review the remit, role and frequency of the Board's sub committees ahead of the transition to the new statutory Board.

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Reviewers: Chris Braithwaite

List of annexes:

Annex 1 - Management Board Terms of Reference

Annex 2 – Work programmes summary

Annex 3 – Minutes from Paul Arnold/NED call on 27 March 2026