Policy Board Terms of Reference

1. Purpose

Overall Purpose of the Board

1.1. The overall purpose of the SLT boards is to enable SLT to deliver strategic oversight and delivery of cross-office priorities and plans. The boards were created to ensure sufficient capacity within these meetings for consideration, challenge and scrutiny to deliver SLT's collective role.

1.2. The Policy Board is tasked with overseeing delivery of the ICO's portfolio of policy work to ensure the ICO is effectively identifying and mitigating policy gaps and risks, and that policy development is evidence based and reflects the range of responsibilities and duties we have as a regulator. The Board will primarily oversee the work of the policy profession who, in collaboration with other ICO functions, will ensure that options and analysis brought to the Board are robust and developed in line with the policy methodology.

1.3. The Policy Board will take account of the ICO 25 Enduring Objectives and other strategic objectives, plans and documents in all of its oversight and decision-making.

2. Responsibilities

2.1. The board is responsible for:

- Ensuring high profile ICO policy work is being scoped and delivered effectively, appropriately identifying risks, opportunities and dependencies;

- Ensuring ICO policy work has considered the range of ICO duties, as appropriate, including current and future legislative duties (the Data Protection Act 2018 and any subsequent DP legislation and the Freedom of Information Act 2000) and our duty to promote economic growth under section 108 of the Deregulation Act 2015;

- Ensuring ICO policy work has regard to existing, published guidance, particularly guidance published by other regulators;

- Ensuring ICO policy is being delivered in line with the policy methodology, including ensuring the work is focused on outcomes, based on the best available evidence and ensuring that appropriate consultation within the ICO and across external stakeholders is undertaken;

- Identifying and either resolving or escalating to the Executive Team any barriers to delivery of ICO policy work, particularly where these barriers are cross-cutting.

- Contributing to the provision of a joined up view of the portfolio of ICO policy work, to increase awareness and understanding.

2.2. In exercising these responsibilities, the board will:

- Identify and consider the wider effects of any policy work for ICO's activities and co-ordinate with other ICO boards and committees as required;

- Take into account the wider geopolitical environment and the potential impact ICO's decisions may have.

2.3. The board is also responsible for ensuring that equality, diversity and inclusion (EDI) considerations are continually considered and addressed in all of its work. The board may refer issues to the EDI board, and consider referrals from the EDI board whenever appropriate. Analysis of EDI considerations must be part of policy work brought to the board, in line with the approach set out in the Regulatory Policy Methodology.

2.4. The policy board **does not** make decisions about the exercise of the ICO's powers, including regulatory action against data controllers and data processors.

3. Work Programme

3.1. The policy board will maintain a work programme that sets out the current pipeline of issues it expects to consider at each scheduled meeting up to twelve months away where possible.

3.2. This programme should be maintained as a live document accessible across the office. The board's work programme will change over time as circumstances evolve and the priorities of the organisation change. Corporate Services will keep the work programme up to date based on input from the members of the board.

Agenda Committee

3.3. The role of the agenda committee is to support forward planning of the board's work and will decide what items will be brought to which board meetings. The agenda committee will comprise:

- The Policy Board Chair (Director of Regulatory Policy Projects)

- Director of Technology and Innovation
- Director of Legislative Reform
- Director of Legal Services
- Chief Economist

3.4. The committee members are responsible for ensuring that Policy Board's workplan is up to date, and for managing any changes to the agenda that may be required due to changing circumstances. The committee will also support the chair in considering requests for urgent items that may need to be handled outside regular Policy Board meetings.

3.5. The Agenda committee will apply the following thresholds to decide whether an item should be discussed at Policy Board.

3.6. Policy Board will consider:

- Issues with strategic implications for the ICO which cannot be addressed by the application of an existing policy position;
- Issues where changing circumstances mean that the ICO's existing policy position requires substantial changes or additions, or is rendered obsolete;
- Issues referred upwards by the Policy Approvals Panel (PAP) that the PAP considers to have wider, strategic implications.

3.7. Policy Board will not consider:

- Issues where advice is required on the application of existing policies. This is the role of the Policy Approvals Panel (PAP);
- Oversight of the maintenance or production of guidance or other publications as part of the implementation of an agreed policy position. This is the role of the Guidance Governance Group.

4. Authority

4.1. The Board derives its authority 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.

5. Reporting to other bodies

Senior Leadership Team (SLT)

5.1.   The Chair of the Board will provide a report on the Board's activities to SLT every six months. This includes highlighting any issues to be discussed at future Board meetings, to facilitate advanced consultation. The Board's work programme will also be provided to each SLT meeting for information.

5.2.   Where required, other members of the Board Networks may attend SLT meetings to provide information or input from the Policy Board.

Other Boards and Committees

5.3.   The Policy Board will work collaboratively with other boards and committees as appropriate, ensuring that views of other Boards are considered when the Policy Board exercises its responsibilities, and understanding that other Boards will act similarly in considering the Policy Board's views. This may happen at an informal level between Board Chairs or Board members.

5.4.   The Policy Board will highlight or refer issues to other Boards for information where it is clear that another Board should be aware of the work of the Policy Board.

5.5.   There is no overlap between the roles of the boards and committees. However, in exceptional circumstances, there may be an issue where approval is required by more than one board. 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.

5.6.   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

5.7.   The Policy Board may be responsible for the delivery of a range of Policy Programmes. Some of these may be delivered through a

separate programme board, (for example Children's Privacy), but as required this programme board will report to the Policy Board to ensure appropriate oversight.

Executive Team

5.8. The Board may refer issues to ET where they require clarity, direction and approval in areas of greatest corporate risk or opportunity. Emily Keaney, in her role as Deputy Commissioner and Head of Profession, will provide the conduit and updates between Policy Board and ET.

Management Board

5.9. Minutes of Board meetings will be presented to the Management Board for information.

6. Chair

6.1. The Board is chaired by the Director of Regulatory Policy Projects. 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 Board comprises the members listed below. Members, or a nominated substitute, should attend all meetings as far as practicable. Other individuals will be invited to attend the board by the chair, or may request to be invited, whenever a matter of direct interest to them is part of the agenda.

Members

- The Chair (Director of Regulatory Policy Projects)
- Deputy Commissioner (Regulatory Policy)
- Deputy Commissioner (Regulatory Supervision)
- Executive Director (Corporate Digital, Data and Technology)
- Director of International Regulatory Cooperation
- Director of Regulatory Design
- Director of Public Affairs
- Executive Director of Regulatory Risk
- Director of Legislative Reform
- Director of Policy Legal Services
- Chief Economist

- Head of Regulatory Policy Projects (Policy Profession)
- Head of Knowledge and Internal Communications

7.2. Policy Board papers will be available to ET and SLT members in advance of the Board, so that they can consider particular agenda items that they have an interest in, and request an invite from Corporate Governance. In addition, any members of private office may attend, along with the Lead Policy Officer responsible for providing support to the Board (Regulatory Policy Projects).

7.3. If a member is unable to attend the meeting, they should nominate a substitute to attend in their place, and inform Corporate Governance accordingly.

Amendments to Membership

7.4. 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.

7.5. The Chair may also invite any other ICO staff to Board 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.

Observers

7.6. Staff from across the ICO should have the opportunity to attend a Policy Board meeting as an observer by request to the board secretariat. It may be necessary to restrict attendance by observers in the event that the board is discussing legally, politically or commercially sensitive matters. The decision to restrict observers for a given meeting should be taken by the chair.

7.7. Those wishing to observe a meeting should apply to Corporate Services in advance and be provided with a copy of the agenda and papers. The opportunity should be open to all ICO staff however, Corporate Services may prioritise those with a direct interest in one or more agenda items if necessary. Relevance of subject matter and benefits (including development) to the individual of attending should be considered.

8. Quorum

8.1. The quorum is:

- The Chair (or their nominated substitute)
- Any other four members (including Executive Team members) and where the Chair is satisfied that a suitably broad range of views will be available given the agenda items to be considered.

9. Information requirements

9.1. All Board members are responsible for ensuring that appropriate information is provided to the Board to complete its responsibilities, including appropriate consultation to ensure that all potential impacts are considered before decisions are made.

9.2. The Chair is ultimately responsible for determining what information is required.

9.3. The agenda will be agreed by the Chair. The agenda and succinct supporting papers, making clear the decision to be considered, will be circulated to attendees no later than three clear working days in advance of the meeting.

9.4. Following Board meetings, members of the Regulatory Policy Projects Directorate will update members of the policy profession on matters considered by the Board via a short report published to SharePoint.

10. Budget

10.1. The Board has no specific budget and is not expected to commission work.

11. Secretariat

11.1. Secretariat is provided by the Corporate Governance Team

12. Frequency of meetings

12.1. The Board should normally meet monthly and will meet at least six times per year.

12.2. Due to the nature of the Board's work, there will be occasions on which additional meetings are required to consider specific policy issues. The Chair is empowered to convene these meetings as required.

13. Decision-making between meetings

13.1. In the event that an urgent decision is required between meetings and the Chair considers that the issue does not justify convening

an additional meeting, the Policy Board may consider reports by correspondence, particularly those reports not likely to require significant discussion. Corporate Governance will facilitate this.

13.2. Any reports considered on this basis must receive sufficient responses to constitute the quorum for a Policy Board meeting. Policy Board 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 Policy Board meeting.

13.3. Corporate Governance will provide a report to each Policy Board meeting on any matters considered by email, the comments received and the outcome of the consideration.

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 board should ensure that arrangements are in place to enable it to feed into this review and satisfy itself that it is discharging its responsibilities effectively and efficiently.

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. 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.

16.2. The Policy Board supports the work of the Regulatory Board and the ICO's regulatory activities by making strategic policy decisions that are likely to have a future enduring bearing on the ICO's regulatory functions or interpretation of the law we regulate.

16.3. The Policy Board complements the work of ET, SLT and the other Boards by providing clear direction, building on established policy positions, to support the achievement of strategic objectives.

16.4. The Policy Board also complements the work of the Knowledge Services Policy Approvals Panel (PAP), which makes more

immediate decisions in response to requests for specific policy advice where clarity is required on application of existing positions. The PAP will also refer matters with greater strategic implications to the Policy Board.