Equality, Diversity and Inclusion (EDI) Board terms of reference

1.   Purpose

1.1.   The overall purpose of the Senior Leadership Team (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 EDI Board is responsible for leading and developing the strategic direction of ICO's EDI intent. The Board is responsible for supporting ICO leadership to embed a mature, devolved model of inclusivity through our culture, values and practices. It is also responsible for delivering and championing our EDI objectives, as an employer, a regulator and as a service provider. The Board also supports and oversees the work of our EDI staff networks.

1.3.   As a public body with offices throughout the UK, the ICO has various duties and obligations in respect of equality, diversity and inclusion under legislation in the UK. The EDI Board will hold the ICO's various Departments accountable for fulfilling its duties and obligations under the following, and any other relevant legislation, along with case law:

-    The Equality Acts of 2006 and 2010

-    Accessibility Regulations 2018

-    Section 75 of the Northern Ireland Act 1998

-    The Welsh Language (Wales) Measure 2011

-    Human Rights Act 1998

-    Public Sector Equality Duty Regulations 2011

2.   Equality objectives

2.1.   The ICO's equality objectives are:

•   We will represent the communities and societies we serve.

•   Our culture will be inclusive.

- We will better understand the needs of everyone to deliver services that are accessible to all.

3. Responsibilities

3.1. To achieve its purpose, the Board will:

- Lead the development and delivery of the ICO's EDI strategy.

- Review the appropriateness of our culture, values and practices, ensuring they are aligned to ICO's EDI intent.

- Oversee progress towards the ICO's equality objectives.

- Lead, support and challenge the ICO to embed and promote best practice.

- Drive the development of inclusive practices and integration of equality and diversity ambitions into all aspects of the ICO's work.

- Commission and oversee the development of, and monitor progress of, strategies and action plans, aligned with ICO's EDI strategic intent and its legal responsibilities, which enable the ICO to provide inclusive and accessible services and a diverse and inclusive workplace.

- Oversee progress on equality and diversity training.

- Drive the enhancement of EDI through an understanding of patterns of EDI matters which emerge from staff and customers.

- Oversee the development of EDI data throughout the organisation, and analysing trends from this data, and similar sources of EDI information (such as trends with grievances, employee lifecycle, career progression outcomes, pay gaps, and staff surveys).

- Monitor EDI risks and opportunities, making recommendations to the Risk and Governance Board where necessary.

- Communicate with staff to promote equality and diversity.

- Oversee and monitor performance regarding the ICO's equality, diversity and inclusion duties and obligations under any relevant legislation or case law.

- Provide support and challenge to the ICO to ensure People Equality Impact Assessments are consistently completed to a high standard and risks identified are mitigated within appropriate timelines.

- Monitoring the EDI budgets for the ICO, both corporately and for the staff networks.

3.2. The Board is supported in its work by the EDI Steering Group. The EDI Steering Group provides advice and input to the Board, provides feedback on decisions taken by the Board, as well as championing issues for consideration by the Board.

4. Work programme

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

5. Authority

5.1. The Board derives its authority from Executive Team (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.

6. Reporting to other bodies

Senior Leadership Team

6.1. The Chair of the EDI Board will provide an update on the Board's activities to each meeting of SLT. This includes highlighting any issues to be discussed at future Board meetings, to facilitate advanced consultation. The EDI Board's work programme will also be provided to each SLT meeting for information.

6.2. Where required, other members of the Board may attend SLT meetings to provide information or input from the EDI Board.

6.3. Where necessary, the Board may escalate issues to SLT where it has significant concerns.

Other Boards

6.4. The EDI Board will work collaboratively with the other Boards as appropriate, ensuring that views of other Boards are considered when the EDI Board exercises its responsibilities, and understanding that other Boards will act similarly in considering

the EDI Board's views. This may happen at an informal level between Board Chairs or Board members.

6.5. The EDI 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 EDI Board.

6.6. 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.

6.7. 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.

EDI Steering Group

6.8. The Board will provide regular updates to the EDI Steering Group, and the Steering Group will provide regular updates to the Board. Where the Board seeks the voice of the staff into its decision-making, it will consult with the Steering Group to provide this voice, in advance of making a decision when appropriate.

Programmes

6.9. The EDI Board may be responsible for the delivery of a limited range of programmes, instigated either by the Board, the EDI networks, or corporately. These will be delivered through a separate programme board, but as required this programme board will report to the EDI Board to ensure appropriate oversight.

Working Groups

6.10. In addition, the Board may establish working groups to progress key activities. The Board will appoint a chair to lead such working groups. The Chair will have overall responsibility for the operation of the working group, including membership, agendas, record keeping (where required) and reporting back to the Board.

Executive Team

6.11. The EDI Board may refer issues to ET where they require clarity, direction and approval in areas of greatest corporate risk or opportunity.

7. Chair

7.1. The Board is chaired by the Director of People Services.

7.2. When the Chair is unavailable for a meeting, they will nominate a substitute to chair the meeting in their absence.

8. Composition

8.1. The Board comprises:

- Director of People Services (Chair)
- Director of Public Advice and DP Complaints
- Director of International Regulatory Cooperation
- Executive Director of Strategic Communications
- Director of Investigations
- Head of Organisational Development and Capability

8.2. When Board members are unavailable for a meeting, they may nominate a representative to attend in their place. This representative will count towards the quorum. The member must ensure that their representative is fully briefed and empowered to act on their behalf, including making decisions, agreeing actions, and being responsible for ensuring actions are progressed. The representative will usually be either a Department Head reporting to the member, or another Director from within the member's Executive Directorate.

8.3. Regular attendees will be:

- Chief Operating Officer and Deputy Chief Executive Officer (quarterly)
- Inclusion and Wellbeing Business Partner
- Group Manager, Knowledge Services
- A representative from ICO regions

8.4. 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.

8.5.   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.

9.   Quorum

9.1.   The EDI Board is quorate with the following members present:

- the Chair or their nominated substitute.

- At least three other members or their representatives.

10.   Information requirements

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

11.   Budget

11.1.   The EDI Board has a specific budget that sits within the People Services Directorate. Work commissioned by the Board will be funded from this budget 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 Board should meet once a month. The Chair may call additional meetings if required.

14.   Decision-making between meetings

14.1.   In the event that an urgent decision is required between meetings, the EDI Board may consider reports by correspondence, particularly those reports not likely to require significant discussion. Corporate Governance will facilitate this.

14.2.   Any reports considered on this basis must receive sufficient responses to constitute the quorum for an EDI Board meeting. EDI Board members will usually be given one week to consider reports circulated by email or through MS Teams, 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 EDI Board meeting.

14.3.   Corporate Governance will provide a report to each EDI Board meeting on any matters considered between meetings, the comments received, and the outcome of the consideration.

14.4.   In exceptional circumstances, the Chair may need to make an urgent decision, without time to consult the EDI Board. Such decisions will be reported to the EDI Board in writing (by email) without delay and included on the agenda of the next EDI Board meeting. This should be reserved for extremely urgent matters.
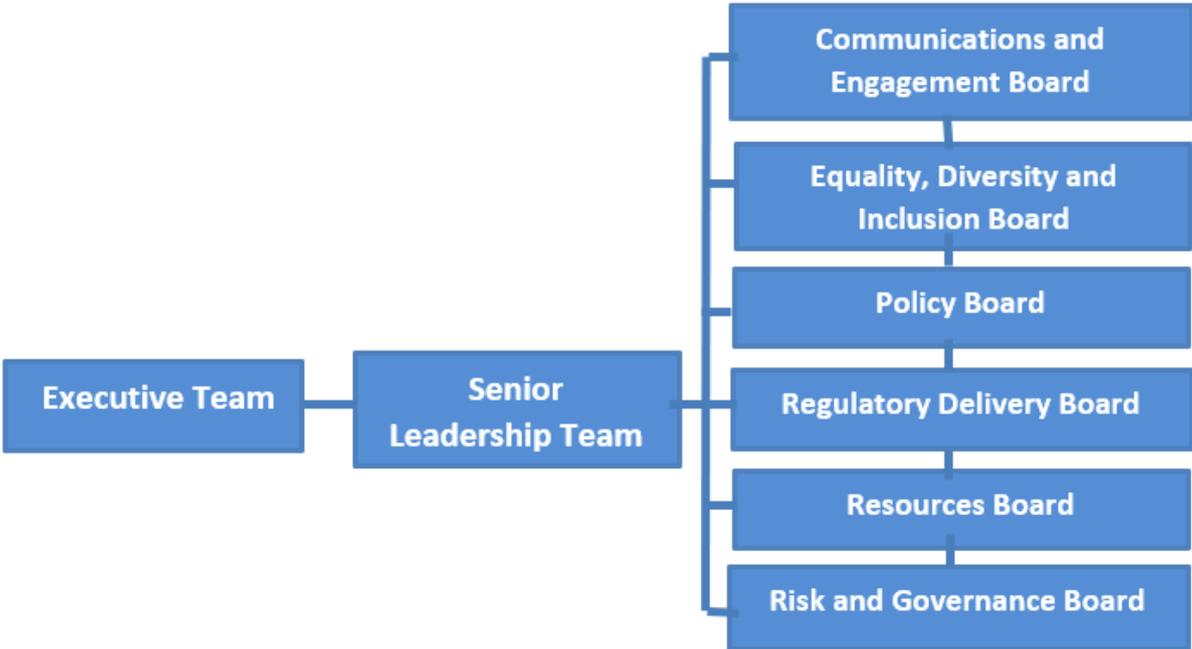
15.   Evaluation

15.1.   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 Boards 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.

16.   Publication of papers

17.1   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.

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

17.   Links to other forums

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

17.2.   The Board may also consider issues referred to it from a range of internal meetings, including (but not limited to) the EDI Steering Group, Staff Forum, Joint Committee and Leadership Forums. Such issues referred to the Board should be related to widespread issues, rather than individual personal circumstances

17.3.   EDI issues emerging from Team or Department Meetings, or affecting individual members of staff, should be referred to Human Resources.

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Executive Team ─── Senior Leadership Team ─┬─ Communications and Engagement Board
                                           ├─ Equality, Diversity and Inclusion Board
                                           ├─ Policy Board
                                           ├─ Regulatory Delivery Board
                                           ├─ Resources Board
                                           └─ Risk and Governance Board
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Annex – Executive Team goals

- <u>Position</u> 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 <u>culture</u> 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 <u>capability</u> 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 <u>perception</u> 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 <u>performance</u> 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.