

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 oversight and ensuring that risks are appropriately identified and mitigated 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 and Regulatory Committee.
 - Delivery of the regulatory strategies and performance.
 - Delivery of strategic regulatory issues, particularly those which span multiple ICO directorates.
 - Prioritising the use of resources across our regulatory activities.
 - 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.
 - how the ICO's risk appetite is applied in regulatory activities.
 - EDI outcomes of our regulatory work, in line with the public sector equality duty and EDI objectives. 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.

Senior Leadership Team

- 5.2 The Chairs 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 RDB 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 RDB.
- 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.
- 5.9 Projects within the strategic planning and transformation programme are the responsibility of Portfolio Board. Information on these projects may be shared with RDB as required.

Executive Team

- 5.10 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 the Deputy Commissioner (Regulatory Supervision), the Deputy Commissioner (Regulatory Policy) and the Executive Director (Regulatory Risk). It is anticipated that the Chair will alternate, with each person chairing once every three months.

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:

- Deputy Commissioner (Regulatory Policy)
- Deputy Commissioner (Regulatory Supervision)
- Executive Director (Regulatory Risk)
- Chief Economist
- Director of Digital, IT and Business Services (or their representative)
- Director of FOI and Transparency
- Director of International Regulatory Cooperation
- Director of Investigations
- Directors of Legal Services
- Director of Legislative Reform
- Director of People Services (or their representative)
- Director of Public Advice and DP Complaints
- Director of Regulatory Assurance
- Director of Regulatory Cyber
- Director of Regulatory Design
- Director of Regulatory Policy Projects
- Director of Regulatory Risk and Supervision
- PACE Product Owner (Director)
- Head of ICO 25 Delivery

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

7.3 The Chairs 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 may be able attend meetings as observers.
- 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.

10. Considering reports by email

- 10.1 In the event that urgent business is identified 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 Chairs or, in the Chairs' 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.

