Communications and Engagement Board (CEB) 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 Communications and Engagement Board (CEB) is tasked with the identification, co-ordination and execution of the strategic communication and engagement plans needed to underpin our most high profile and priority activities.

2.   Responsibilities

2.1.   The CEB is responsible for planning, delivery and evaluation of engagement and communications activities across the ICO. This includes:

- Corporate Communications Strategy
- Message Book
- Style Guide
- Public Affairs Strategy
- Communication and Engagement Blueprint
- Strategic Cross Office Planning and Engagement
- Media relations

2.2.   In exercising these responsibilities, the CEB will have oversight of communications and engagement work including, but not limited to: Corporate Communications, Public Affairs, Digital Economy Team, international events and the speaking engagements process.

2.3.   The CEB is also responsible for ensuring that equality, diversity and inclusion (EDI) considerations are continually considered and addressed throughout the ICO's work. The CEB is also responsible for ensuring the delivery of the ICO's equality objectives (within the Board's remit). The CEB may refer issues to the EDI Board as appropriate, and consider issues referred to it by the EDI Board.

3. Work Programme

3.1. The CEB will maintain a work programme which sets out its expected activities to meet the responsibilities to deliver the Public Affairs Strategy, Corporate Communications Strategic Plan, message book, and media and stakeholder relationship management for the next 12 months. The CEB will consider this work programme at each meeting. Corporate Governance will keep this work programme up to date based on the information provided by CEB members.

4. Authority

4.1. The CEB 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. Working with other bodies

SLT

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

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

Other Boards

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

5.4. The CEB 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 CEB.

5.5.   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.

5.6.   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 CEB 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 CEB to ensure appropriate oversight.

Working Groups

5.8.   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

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

Management Board

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

6.   Chair

6.1   The CEB is chaired by the Executive Director of Strategic Communications and Public Affairs. 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 members of the CEB are:

- Executive Director of Strategic Communications and Public Affairs (Chair)
- Head of Strategic Communications (Deputy Chair)
- Head of Media (Deputy Chair)
- Director of Legislative Reform
- Director of Public Affairs
- Director of Regulatory Policy Projects
- Head of Assurance
- Head of Business Services
- Head of Data Protection Complaints and Advice
- Head of Enterprise
- Head of FOI Complaints and Appeals
- Head of ICO Regions (or their representative)
- Head of ICO25 Delivery
- Head of Innovation
- Head of International Regulatory Cooperation
- Head of Knowledge Services and Internal Communications
- Head of Legislative Reform
- Head of Regulatory Strategy
- Head of Talent and Workforce Planning
- Market Research Manager
- Senior Marketing Officer

7.2. Where these members are not able to attend a meeting, they are required to ensure that a suitable substitute can attend.

7.3. In addition, any SLT or ET members may be invited or are welcome to ask to attend based on the items discussed.

7.4. In addition, any corporate communications consultants who may be required to support the Board will also attend meetings.

7.5. 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.

7.6.   The Chair may also invite any other ICO staff to CEB 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

- any other four members (including SLT or 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 CEB members are responsible for ensuring that appropriate information is provided to the CEB 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.   Budget

10.1.   The CEB has no specific budget. Work commissioned by the Board will be funded from the relevant Directorate budget, or funded through an approved business case where necessary. This should be exercised in accordance with all other ICO budget controls.

11.   Secretariat

11.1.   Secretariat is provided by the Corporate Governance Team.

12.   Frequency of meetings

12.1.   The CEB should meet every six weeks.

13.   Decision-making between meetings

13.1.   In the event that an urgent decision is required between meetings, the CEB 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 CEB meeting. CEB 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 CEB meeting.

13.3. Corporate Governance will provide a report to each CEB 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 CEB 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.

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 CEB's place in the overall governance structure is set out in the diagram below.
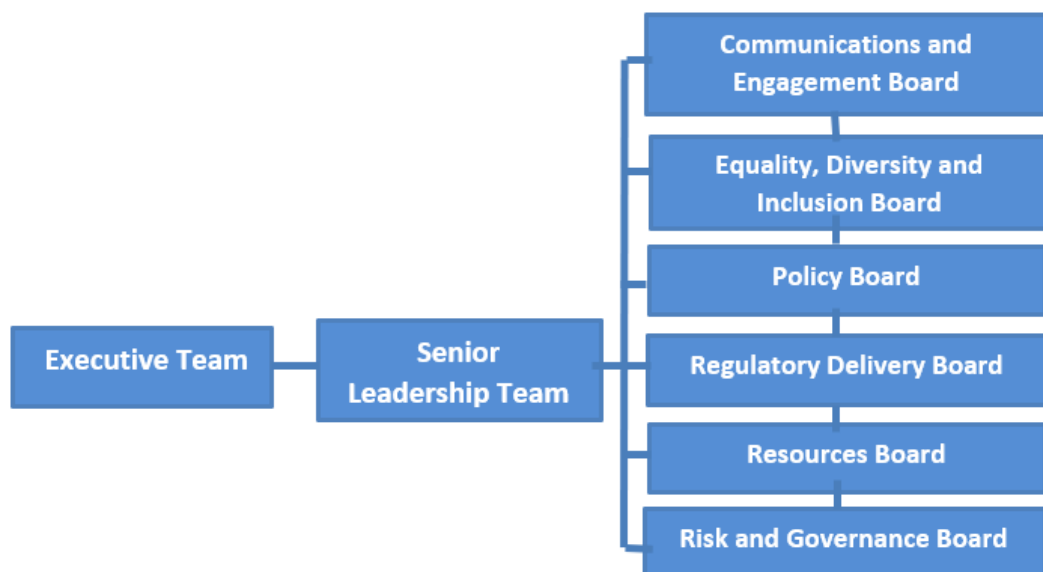
Annex – Executive Team goals

- <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.