

**MINUTES OF THE TWO HUNDRED AND SEVENTIETH MEETING OF
THE OFCOM BOARD HELD ON 18 MARCH 2020
MEETING HELD VIRTUALLY VIA MICROSOFT TEAMS**

Present

Terry Burns	Chairman
Maggie Carver	Deputy Chair
Melanie Dawes	Executive Member and Chief Executive
Angela Dean	Non-Executive Member
Bob Downes	Non-Executive Member
David Jones	Non-Executive Member
Graham Mather	Non-Executive Member
Jonathan Oxley	Executive Member and Group Director
Tim Suter	Non-Executive Member
Ben Verwaayen	Non-Executive Member

Apology

Jacqui Gregory	Corporation Secretary
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In attendance

Polly Weitzman	General Counsel
Ian Vaughan	Head of Governance
Jenny Leyland	Assistant Secretary to the Corporation

Other Ofcom colleagues:

Yih-Choung Teh (minutes 9 & 16)
Lindsey Fussell (minute 9)
Clive Carter (minute 16)
Kevin Bakhurst (minutes 17-23)
Richard Wronka (minutes 17-18)
Tony Close (minutes 19-21)
Adam Baxter (minutes 22-23)

Declaration of Members' Interests – oral

1. David Jones reported that he had been appointed as a non-executive member of the Technology Leadership Council which was a Wales based advisory body of an independent, non-aligned body called Technology Connected and was a non-paid role. Ben Verwaayen reported that he had been appointed Chair of Renewi Limited, a waste management company operating in the Benelux and the UK.

Chairman's Introduction – oral

2. Ofcom Chief Executive: The Chairman welcomed Melanie Dawes, following her appointment with effect from 1 March 2020 as Chief Executive of Ofcom.

3. Corporate Governance Framework: The Board **APPROVED** the following amendment (shown in italics) to Annex 4, paragraph 27 of the Corporate Governance Framework in relation to the Data Protection Officer: ‘In the absence of the Corporation Secretary the alternate is the Group Director, Corporate Services Group or such other person undertaking the responsibilities of that role. *In the event of either the Corporation Secretary or the person assuming the role of Group Director, Corporate Services Group being absent, the Head of Accountability will act*”.

4. Non-executive Appointments: In view of the currently extraordinary circumstances raised by COVID-19, the Board **AGREED** to approve short term tenure extensions of six months for those non-executive members whose terms were due to expire by 1 November 2020 and which would otherwise leave a Committee inquorate (affecting the Advisory Committee for Northern Ireland and the Advisory Committee for Wales).

5. Channel 4 Appointments: One of the two candidates previously recommended to the Secretary of State for Digital, Culture, Media and Sport (DCMS) for appointment to the Channel 4 Board had withdrawn his candidature. Following discussion with the Chairman of Channel 4, the Chairman had put forward to the Secretary of State two further candidates for the News and Current Affairs NED role, both of whom the Interview Panel had deemed appointable.

Minutes of the meeting held on 12 February 2020 and matters arising – Board Minutes 269(20) and note of action points

6. The minutes of the Ofcom Board meeting held on 12 February 2020 were **APPROVED** for signature by the Chairman as an accurate record.

7. A summary of progress against action points had been circulated and the status updates against each of the actions were duly **NOTED**.

Chief Executive’s Report – Board Paper 9(20)

8. Melanie Dawes updated the Board on key developments since the last Board meeting. She reported on the outcome of her first meeting with the Secretary of State for DCMS.

9. The Board was updated on Ofcom’s corporate response to the COVID-19 corona virus pandemic, including adjustments which had been made to Ofcom’s working arrangements and prioritisation of Ofcom’s work programme. The Board was also updated on engagement with stakeholders and the steps being taken to ensure continued delivery of communications services to people and business.

10. The Board **NOTED** the report from the Chief Executive.

Report from the Chairman of the Content Board - Oral

11. Tim Suter reported on matters discussed at the Content Board meeting held on 24 February 2020. This included a focus on the public service broadcasting review and three areas of audience research: “Audience Expectations in a Digital World”; the latest waves of research into children’s media use and attitudes; and an ongoing research project “Beyond Broadcast”, monitoring the impact online video was having on traditional television models.

12. The Board **NOTED** the update from the Chairman of the Content Board.

Report from the Chair of the Risk and Audit Committee – oral – and Strategic Risk Register – Board Paper 10(20)

13. Angela Dean reported on matters discussed at the Risk and Audit Committee meeting on 3 March 2020. Following an internal audit tender process, Deloitte LLP had been appointed as Ofcom’s internal auditors. Angela Dean referred to the Strategic Risk Register (Board Paper 10(20)), noting that it was circulated before the recent escalation of measures taken by Government in relation to COVID-19. The Policy and Management Board would be reviewing the Strategic Risk Register, including target scores, with the aim being to reduce the overall number of strategic risks. The Board suggested that the wording of the risk relating to PSB should be rephrased.

14. The Board **NOTED** the update from the Chair of the Risk and Audit Committee.

Reports from Non-Executive Board Members – oral

15. The Board **NOTED** an oral update from Bob Downes on current issues in Scotland and Northern Ireland. Graham Mather referred to his recent meeting with the Chairman of the Communications Consumer Panel/ACOD.

Ofcom Plan of Work 2020/21 – Board Paper 11(20)

16. Board Paper 11(20) set out the proposed Ofcom Plan of Work for 2020/21, highlighting changes made in response to consultation responses and Government announcements in relation to online harms and the Supply Chain Review. The Board **NOTED** that in light of the impact of COVID-19 some changes might be needed to the timing of the work, but that the strategic priorities were unchanged. The Board **ASKED** for an additional opening chapter which would provide an account of Ofcom’s role in ensuring the resilience of the communications sector during the current COVID-19 crisis and refer to the potential implications for the timing of some other work and the approaches taken, eg, to stakeholder engagement on the public service broadcasting review. The Plan should provide reassurance that the priority work that needed to be done would be done. The intended publication date was 31 March 2020, but the Board was comfortable with the team taking more time if needed to finalise the Plan. The Board **AGREED** to delegate to the Chief Executive approval of the final version of the Plan for publication.

Online Harms Regulation – Board Paper 12(20)

17. On 12 February 2020 the Government had announced it was minded to appoint Ofcom as the online harms regulator. Board Paper 12(20) provided an update to the Board on engagement with Government to seek to ensure that the new statutory regime for online harms regulation would enable Ofcom to operate independently and effectively. The Board discussed the approach being taken on two key issues, ie, the Code setting and sign-off, and the range of companies that would be in scope of the proposed new regulatory regime.

18. Following discussion, the Board **CONFIRMED** it was supportive of the approach set out in Board Paper 12(20) and **NOTED** the update.

Key Themes and Emerging Lessons Learned from the Content Board’s Input to Editorial Standards Work – Board Paper 13(20)

19. Board Paper 13(20) provided an update to the Board on key themes and emerging lessons from the Content Board’s editorial standards work between 1 April 2019 and 31 January 2020, and on the latest trends in complaints data. In response to a request made by the Board, the team undertook to check the figures in the first chart in the Annex to Board Paper 13(20) relating to non-BBC standards complaints.

20. Following discussion, the Board **NOTED** the update.

Content Board Annual Work Programme – Board Paper 14(20)

21. The Board **APPROVED** the Content Board’s annual work programme for 2020, as set out in Board Paper 14(20), following agreement of the work programme by the Content Board on 25 February 2020. In so doing, the Board also **AGREED** the means by which the Content Board would contribute to certain policy areas set out in Ofcom’s Plan of Work.

Review of General Election Coverage – Board Paper 15(20)

22. Board Paper 15(20) set out Ofcom’s powers and duties in relation to the regulation of election coverage; trends in complaints data for the 2019 General Election including historic trends; the key issues that Ofcom had to deal with during the 2019 General Election; and the steps that the executive was proposing to take as a result of the issues faced during the General Election campaign. This included the provision of additional guidance to broadcasters on the inclusion of politicians in election coverage.

23. Following discussion, the Board **NOTED** the update.

Communications Consumer Panel/ACOD: Reappointment of the Member for Scotland – Board Paper 16(20)

24. The Board **APPROVED** a recommendation being made to the Secretary of State for DCMS for the reappointment of Amanda Britain to the Communications Consumer Panel/ACOD as the Member for Scotland for a further three-year term until 31 July 2023.

Reappointment to the Board of MG Alba – Board Paper 17(20)

25. The Board:

- **APPROVED** the reappointment of Mairi Kidd to the MG ALBA Board from 1 May 2020 for a second term of four years.
- **NOTED** that, in line with the provisions of the Scotland Act 2016, the reappointment was subject to final approval by Scottish Ministers.

Corporate Governance Framework: Six Monthly Review – Board Paper 18(20)

26. The Board:

- **APPROVED** the minor changes to the Financial Authorities Framework (Annex 1 to Board Paper 18(20)), recommended by the Risk and Audit Committee, which had been made in response to the observations made by KPMG arising from their audit of Ofcom's Delegations of Authority Framework (which included the Financial Authorities Framework);
- **NOTED** that – other than the change approved in the minute above, no further changes were proposed, at the present time, to the Corporate Governance Framework which incorporated Ofcom's Delegations Authority Framework, the Terms of Reference of Board Committees and Matters Reserved for the Board; and
- **NOTED** that a further review of Ofcom's Corporate Governance arrangements would be undertaken once there was greater legislative clarity about Ofcom's role in online harms. In any event, a further mid-year review would be undertaken in six months' time, which would include a further review of the Financial Authorities Framework against Ofcom's objective of improving empowerment at lower levels of the Ofcom organisation.

Information Items

27. The Board **NOTED** the following information items, requesting an opportunity at a future meeting to discuss delivery against the 2019/20 Plan of Work, to consider whether anything could have been done better, and what was not achieved.

- Ofcom's International Strategic Priorities 2020/21 – Board Paper 19(20);
- Review of Delivery Against the Ofcom Plan of Work 2019/20 – Board Paper 20(20);
- Monthly Finance Report – Board Paper 21(20);
- Board Work Programme/Forward Agendas – Board Paper 22(20); and
- Minutes of the Content Board (meeting held on 3 December 2019); Risk and Audit Committee (meeting held on 11 December 2019); Advisory Committee for Northern Ireland (meeting held on 25 November 2019); Advisory Committee for Scotland (meeting held on 1 December 2019); Advisory Committee for England (meeting held on 3 December 2019); Advisory Committee for Wales (meeting held on 16 December 2019); and Communications Consumer Panel/ACOD (meetings held on 12 December 2019 and 16 January 2020).

Any Other Business

28. There were no additional matters raised at the meeting.

Date of the Next Meeting

29. The next scheduled Board meeting will be held on Wednesday, 22 April 2020.