

Note of the 290th Meeting of the Ofcom Board, held on 15 December 2021

Members were welcomed to the 290th meeting of the Ofcom Board. Martin Ballantyne (General Counsel); Jacqui Gregory (Corporation Secretary), and Jenny Leyland (Assistant Corporation Secretary) attended throughout.

Declaration of Members' Interests – oral

1. A declaration from the Chair was noted.

Meeting with the BBC

2. The BBC Chairman, Director General and Director of Policy had been invited to attend the meeting. In his opening remarks the BBC Chairman reflected on his experience since joining the BBC in February 2021; the strengthening of the Board through recent appointments; and some of the challenges that the BBC faced. The Director General gave a presentation setting out the BBC's strategy and provided an update on the BBC's delivery against its Strategy. The Director General also indicated areas where in future the regulatory framework might be simplified.
3. The Chair thanked the BBC representatives for attending the meeting and for a helpful discussion. The BBC Chairman and Director General welcomed the constructive criticism received from Ofcom and appreciated the professionalism of the interaction at executive and working level.

Chair's Report

4. Board Member for Scotland: Maggie Carver on behalf of the Board congratulated Bob Downes whose appointment for a second term as Ofcom Board Member for Scotland had been confirmed. Maggie Carver looked forward to her / the Board continuing to benefit from Bob's very valuable contribution.
5. Maggie Carver referred to her recent engagements which had included making a speech at the autumn conference of the Voice of the Listener and Viewer (VLV) and attending the official opening of Ofcom's Manchester office. Maggie Carver referred to a constructive meeting held on 30 November 2021 with the Chairs of Ofcom's National Advisory Committees.

6. Non-Executive Ofcom Board Member Appointments: An update on Non-Executive Board Member appointments had been included in the action points note which had been provided ahead of the meeting.
7. Channel 4 Corporation (C4C) Board Non-Executive Appointments/Reappointments: An update on the status of recruitment to the C4C Board had been provided to the Board. On 30 November 2021 approval had been received from the Secretary of State for the appointment of four new Members of the C4C Board, namely Sarah Sands, Tess Alps, David Kogan and Dawn Airey, and an announcement had been made on 6 December 2021 (the same day as their appointments took effect). It was noted that the terms of Tom Hooper and Althea Efunshile on the C4C Board would expire on 31 December 2021.
8. C4C Chair recruitment: The closing date for applications for the C4C Chair position had passed on 13 December 2021. The Board was updated on the current position and anticipated timetable.
9. Channel 4 Corporation Interim Chair: The Board noted the likelihood that there would be a need to appoint an Interim Chair for C4C as Charles Gurassa's term as C4C Chair would end on 27 January 2022.

Minutes of the meeting held on 17 November 2021 and matters arising

10. The minutes of the Ofcom Board meeting held on 17 November 2021 were approved for signature by the Chair as an accurate record.
11. A summary of progress against action points had been circulated. Status updates against each of the actions were duly noted.

Chief Executive's Report

12. Melanie Dawes presented her report, which covered key developments since the last Board meeting.
13. The Board noted the report from the Chief Executive.

Executive Member Updates

14. Kevin Bakhurst referred to recent Ofcom publications in relation to the BBC. He reported on a meeting with Channel 4 to discuss their performance to date in 2021, including their current financial position. On 7 December 2021 Ofcom had published its statement on the regulation of advertising on Video Sharing Platforms and the designation of the Advertising Standards Authority (ASA) as the co-regulator for VSP controlled advertising. The Joint Scrutiny Committee on the Online Safety Bill had published its report on 14 December 2021. A copy of the report would be forwarded to the Board for information.
15. The Board noted the updates presented orally at the meeting.

Report from the Interim Chair of the Content Board

16. Bob Downes referred to the recommendation to be considered later in the meeting to appoint a new Content Board Member for Northern Ireland. A recommendation on the appointment of a Content Board Member for Wales would be circulated to the Board via written resolution, ahead of the next Board meeting.
17. David Jones had chaired the Content Board meeting held on 30 November 2021 in Bob Downes' absence and reported on matters discussed. These had included an update on Online Safety; the six-monthly report on key themes and emerging lessons from the Content Board's input to editorial work; and the BBC Studios review.
18. The Board noted the oral updates provided by Bob Downes and David Jones on the Content Board.

Report from the Chair of the Risk and Audit Committee

19. Angela Dean reported on matters discussed at the Risk and Audit Committee meeting held on 1 December 2021, including the key findings from the two Internal Audit reports received at that meeting which related to Cyber Security and to the People and Finance System (PFS) Replacement Project.
20. Angela Dean referred to the Strategic Risk Register, which had been circulated to the Board for information. The Risk Register had been reviewed by the Risk and Audit Committee at its meeting on 1 December 2021.
21. Angela Dean referred to the annual review of Ofcom's Resilience (including Business Continuity Planning, Disaster Recovery and Crisis Management). A summary of the review had been circulated to the Board for information.
22. The Board noted the oral update on the Risk and Audit Committee. The Board also noted the information papers on the Strategic Risk Register and the Annual Review of Ofcom's Resilience.

Reports from Non-Executive Members

23. The Board noted the oral reports from Non-Executive Members.

Migration to IP and Copper Retirement

24. At the June 2021 meeting the Board had requested an update on the migration to voice services delivered over broadband (known as Voice over Internet Protocol or VoIP) and the decommissioning of the Public Switched Telephone Network (PSTN). The Board had been provided with an information paper which included an update on Communication Providers' (CPs) progress with the migration away from their traditional telephone networks, the challenges and issues arising from this migration, and Ofcom's programme of work to mitigate the risks to consumers. Discussion focussed on the communications

strategy and the CPs' role in delivering that. The Board noted that the National Advisory Committees and the Communications Consumer Panel had concerns about the potential impact on consumers during the migration to IP and asked that they should be kept informed of progress.

25. The Board noted the update provided to this meeting. A further update would be provided to the Board in mid-2022.

Mobile Strategy and Mobile Spectrum Demand

26. The executive was currently undertaking two complementary mobile projects with a view to publishing discussion papers in early 2022 setting out Ofcom's initial views and seeking stakeholder inputs.
27. Subject to the comments noted during discussion being taken into account, the Board agreed the proposed approaches for the Mobile Strategy Discussion Paper and the Mobile Spectrum Demand Discussion Paper.
28. The Board noted that this would be Philip Marnick's last attendance at a Board meeting as he would be leaving Ofcom in January 2022. On behalf of the Board, Maggie Carver said how much the Board had appreciated the contribution Philip had made to Ofcom and wished him well for his new role.

Governance in Ofcom

Roles and Responsibilities in Running Ofcom

29. Alongside the regular annual review of Ofcom Governance, and in anticipation of a new Chair and new NED appointments to the Ofcom Board, the Board was provided with an information paper which gave an overview of the respective main roles and responsibilities for the leadership of Ofcom, summarising the roles of the Board, including the Chair, the Chief Executive, and the wider executive of Ofcom. It also incorporated the material contents of the paper presented to the Board earlier in the year on decision-making.
30. Subject to comments noted during discussion, the Board approved the description of the Chief Executive's role, as recently revised by the Chair, and set out in an annex to the paper.

Review of the Corporate Governance Framework

31. As a matter of good governance best practice, an annual review was undertaken of Ofcom's Corporate Governance arrangements, including the Delegations of Authority Framework. As part of the review of Ofcom's Corporate Governance arrangements, a review had been undertaken of the Ofcom Board Committees, to ensure that these remained appropriate and fit for purpose. The People Committee had undertaken an extensive review of its terms of reference in September 2021, to make it more strategically focused, with changes to the terms of reference having been approved by the Board on 28 September 2021.

32. In addition to reviewing the Delegations of Authority, a review had also been undertaken of the Financial Authorities Framework. The changes to the Financial Authorities Framework had been reviewed by the Risk and Audit Committee on 1 December 2021 and were recommended to the Board for approval.

33. The Board:

- approved the proposed revisions to the Corporate Governance Framework, which incorporated Ofcom’s Delegations Authority Framework, the Terms of Reference of Board Committees, Matters Reserved for the Board and the Financial Authorities Framework (the latter having been recommended for approval by the Risk and Audit Committee on 1 December 2021); 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 safety regulation.

Modern Slavery Statement

34. While not a mandatory or a statutory requirement for Ofcom, it was considered good practice to voluntarily publish an annual Modern Slavery Statement in accordance with government guidelines.

35. The Board:

- approved Ofcom’s first Modern Slavery Statement relating to the financial year ending March 2021 for publication; and
- noted that the Chief Executive would be asked to sign the Modern Slavery Statement on behalf of the Board.

Appointment to the Content Board: Member for Northern Ireland

36. The Board approved the appointment of Michael Wilson to the Content Board as the Member for Northern Ireland for a three-year term to run from 1 May 2022 until 30 April 2025.

Information items

37. The Board noted the following information items without discussion:

- Key Themes and Emerging Lessons from the Content Board’s Input on Editorial Standards Work
- One Ofcom Update
- Finance Report
- Board Work Programme/Forward Agendas
- Publications Schedule

- Minutes of the National Advisory Committee for Northern Ireland (meeting held on 9 September 2021)
- Minutes of the Communications Consumer Panel/ACOD (meeting held on 21 October 2021).

Any other business

38. Recruitment process for the Company Secretary: Jacqui Gregory would be leaving Ofcom in early 2022. Martin Ballantyne provided an oral update on the recruitment process for the new Corporation Secretary, advising that he had been a member of the Selection Panel. The Board would be asked to approve the Panel's recommended candidate by way of written resolution between meetings, this being a Board Reserved Matter.
39. Jenny Leyland: Jenny Leyland would be retiring in February 2022 and this was her last Board meeting. On behalf of the Board, Maggie Carver thanked Jenny for her outstanding contribution to Ofcom.

Date of the next meeting

40. The next Board meeting will be held on 9 February 2022.

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