

**MINUTES OF THE TWO HUNDRED AND SIXTY-EIGHTH MEETING OF  
THE OFCOM BOARD HELD ON 18 DECEMBER 2019**

**Present**

Terry Burns	Chairman
Maggie Carver	Deputy Chair
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 Interim Chief Executive
Tim Suter	Non-Executive Member
Ben Verwaayen	Non-Executive Member (from minute 4)

**In attendance**

Polly Weitzman	General Counsel
Jacqui Gregory	Corporation Secretary
Jenny Leyland	Assistant Secretary to the Corporation

Other Ofcom colleagues:

- Kevin Bakhurst (minutes 8-11)
- Yih-Choung Teh (minutes 8-11)
- Katie Pettifer (minutes 8-11)
- David Clarkson (minutes 12-14)
- David Matthew (minutes 12-13)
- Paul Phillips (minutes 12-13)
- David Brown (minute 14)
- Curtis Juman (minute 18)
- Chris Wynn (minute 18)

**Declaration of Members' Interests – oral**

1. There were no new declarations of interest raised by Members at the meeting.

**Chairman's Introduction – oral**

2. Chief Executive Appointment Process: The Chairman provided an update on the Chief Executive appointment process, highlighting that DCMS Secretary of State approval to the recommended appointment was awaited.
3. Ofcom Board Member for Northern Ireland: Following the outcome of the General Election held on 12 December 2019, the Northern Ireland political parties had entered

into fresh talks about restoring the Northern Ireland Assembly. The Chairman **ASKED** and the Corporation Secretary **CONFIRMED** that Ofcom would be ready to take forward a recruitment process for a new Member for Northern Ireland as soon as political developments permitted. A Memorandum of Understanding would need to be agreed with the Northern Ireland Assembly which would confirm the process to be followed for the appointment.

4. Corporate Governance Framework: The Board **APPROVED** an amendment to the Corporate Governance Framework, to add a footnote to Annex 4, paragraph 24, page 24 in relation to the Data Protection Officer stating that, “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”.

5. Board Evaluation Review 2018/19 and Proposals for 2019/20 – Board Paper 112(19): Following discussion the Board:

- **NOTED** progress made against the recommended priorities for change arising from the Board Evaluation Review 2018/19, as set out in Annex 1 to Board Paper 112(19), all of which were either complete or on track;
- **AGREED** that a Board dinner should be arranged before Easter 2020, as an opportunity for informal discussion and reflection and which would be additional to the July and November Board dinners;
- **AGREED** that the Board and Committee Effectiveness Review for 2019/20 should comprise a similar external review to that conducted for 2018/19, with questions to be set by the Chairman (with the assistance of the Corporation Secretary) but with Lintstock Review Service being engaged for (i) the distribution and collation of questionnaire responses; and (ii) the preparation of a report of key recommendations arising from their analysis of the responses received. The Board noted the benefits of engaging Lintstock Review Service which included anonymity of responses through the use of their platform and would enable the Board to track any improvements and changes year on year.

**Minutes of the meeting held on 20 November 2019 and matters arising – Board Minutes 267(19) and note of action points**

6. The minutes of the Ofcom Board meeting held on 20 November 2019 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**.

**Interim Chief Executive’s Report – Board Paper 100(19)**

8. Jonathan Oxley updated the Board on key developments since the last Board meeting. The implications for Ofcom of the General Election outcome would be discussed in more detail under the next agenda item. The continuity provided by Baroness Morgan being reappointed as the Secretary of State for Digital, Culture, Media and Sport, at least until an anticipated Cabinet

reshuffle and possible structural changes to Government Departments in February 2020, was welcomed.

9. The Board **NOTED** the report from the Interim Chief Executive.

**2019 General Election: Implications for Ofcom – Board Paper 113(19)**

10. The Board discussed and **NOTED** the briefing provided orally and in Board Paper 113(19) on the outcome of the General Election and potential implications for Ofcom’s work.

**Stakeholder Update – Board Paper 101(19)**

11. The Board discussed and **NOTED** the summary provided in Board Paper 101(19) of the key regulatory issues and areas of strategic focus for Ofcom’s major stakeholders in the fixed telecoms, mobile telecoms, broadcasting and postal sectors. The paper highlighted some of the cross-cutting themes and identified potential implications for Ofcom’s policy work.

**Fixed Telecoms Review Update – Board Paper 102(19)**

12. As discussed at the 20 November 2019 Board meeting, a consultation would be published in January 2020 (postponed from December 2019) on Ofcom’s approach to regulation for broadband and leased line markets from 2021 onwards, which was designed to take forward Ofcom’s strategy to promote investment and competition in full fibre networks. Given recent developments, the proposals on pricing constraints now went further than was discussed at the November 2019 meeting. Following discussion, the Board **ENDORSED** the recommended approach (“Option 2”), as set out in Board Paper 102(19).

13. The Board **REQUESTED** that, using the information contained in the consultation responses, modelling work should be done to look at different scenarios for future investment in full fibre deployment, and where across the country that would occur.

**Postal Annual Monitoring Report – Board Paper 103(19)**

14. The Board **NOTED** the key findings and developments to be highlighted in the overview section of the Annual Monitoring Report (AMR) for the 2018-19 financial year, as set out Board Paper 103(19).

15. The Board **AGREED** that the AMR should be published on 19 December 2019.

**Report from the Chairman of the Risk and Audit Committee – oral report and Board Papers 104(19) and 105(19)**

16. Angela Dean reported on matters discussed at the Risk and Audit Committee meeting held on 11 December 2019. This had included a presentation on a five-year horizon scanning project recently completed by the Strategy and Policy team. The horizon scanning exercise was to be repeated annually. Angela Dean suggested that the Board might wish to review this work at some point in the future, looking more broadly than the risk perspective.

17. Angela Dean referred to the Strategic Risk Register which had been circulated as Board Paper 104(19). The Risk Register had been reviewed by the Risk and Audit Committee at its meeting on 11 December 2019 and some further changes to the approach taken to compiling and presenting the Strategic Risk Register had been requested. Following discussion, the Board **NOTED** the Strategic Risk Register, as set out in Board Paper 104(19).

18. The Board **NOTED** the annual update on the status of major incident management, disaster recovery and business continuity planning (BCP) (“Resilience”), as set out in Board Paper 105(19). The paper had been reviewed and noted by the Risk and Audit Committee at its meeting on 11 December 2019.

#### **2019/20 Annual Report and Accounts: Proposed Structure – Board Paper 105(19)**

19. The Board **APPROVED** the proposed approach to producing the 2019/20 Annual Report and Accounts, as set out in Board Paper 105(19). The paper had previously been reviewed at the Risk and Audit Committee on 11 December 2019 and the Committee had agreed that a report from the Chair of the Risk and Audit Committee should be included in the Annual Report.

#### **Report from the Chairman of the Content Board – oral**

20. Tim Suter reported on matters discussed at the Content Board meeting held on 3 December 2019. Tim Suter also reported on a meeting of the Election Committee held on 2 December 2019, and he commended the excellent work done by colleagues in the Content Standards and Legal teams, in dealing with issues that arose during the General Election period.

#### **Content Board and National Advisory Committee: Reappointment of Members – Board Paper 107(19)**

21. The Board:

- **APPROVED** the reappointment of Janey Walker to the Content Board for a further one-year term until 30 April 2021;
- **APPROVED** the reappointment of Liz Leonard as a Member and Chair of the Advisory Committee for Scotland for a further one-year term until 31 January 2021;
- **APPROVED** the reappointment of Laura Anderson to the Advisory Committee for Scotland for a further three-year term until 31 January 2023;
- **APPROVED** the reappointment of Emma Davison to the Advisory Committee for England for a further three-year term until 31 January 2023; and
- **NOTED** that there was one other Member of the Advisory Committee for England whose term was due to expire in January 2020 but who was not being proposed for reappointment.

**Appointment of a new member to the Communications Consumer Panel/ACOD – Board Paper 108(19)**

22. The Board **AGREED** that a recommendation should be made to DCMS seeking the appointment of Clifford Harkness as a member of the Communications Consumer Panel and ACOD for a three-year term expiring on 31 January 2023.

**Information Items**

23. The Board **NOTED** the following information items:

- Fairness for Customers: Progress Update and Forward Look – Board Paper 109(19)
- Monthly Finance Report – Board Paper 110(19)
- Board Work Programme/Forward Agendas – Board Paper 111(19).

**Any Other Business**

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

**Date of the Next Meeting**

25. The next scheduled Board meeting will be held on Wednesday, 12 February 2020.