**MINUTES**

**DATA & MARKETING COMMISSION BOARD**

**Wednesday 6th December 2023 at 10.30am**

**The Oriental Club, Stratford Place, London W1**

**Present:**

Amerdeep Somal, Chief Commissioner (AS)

Quinton Quayle, Independent Commissioner (QQ)

Kate Staples, Independent Commissioner (KS)

Gilbert Hill, Industry Commissioner (GH)

Robert Bond, Industry Commissioner (RB)

**In Attendance:**

Suzi Higman, DMC Secretary (SH)

Simon Davey, DMC Independent External Consultant – in part/Zoom (SD)

Chris Combemale, CEO, DMA – in part (CC)

1. **Welcome and apologies**

AS welcomed all. There were no apologies.

1. **Minutes of last Meeting + Matters Arising**
2. **Minutes of 6th December and Action Points**

SH had circulated a copy of the last minutes and these were approved.

All action points had been progressed with the exception of the Terms of Reference for the DMA’s Governance Committee required for the DMC’s IMB application - SH had been assured this was imminent.

1. **Independence + Impartiality + Funding Risk**

**[Conflicts of Interest declarations + DMC Risk Register(internal)/Code Risk Monitoring Register (encs)]**

No conflicts of interest were declared. SH was yet to update the DMC Risk Register as agreed at the last meeting and would also run this by SD as he had prepared this for the IMB application.

Action Point: SH to liaise with SD re Risk Register.

1. **Complaints**
2. **Breakdown of Complaints September - November**

SH had circulated a summary of complaints. There were no particular issues to report.

1. **Formal Adjudication – Report & Review update + Compliance Report**

The DMC’s adjudication letter had requested a full Report & Review by the end of October. The Report was received late but prior to the Board meeting. The member stated that it had resigned its membership of the DMA. It was agreed that the website statement would be updated to reflect the resignation. SH would write to the member to confirm the DMC had noted their resignation and remind them that the DMA logo should no longer be utilized. SH would also confirm this with the DMA membership team.

Action Point: SH to write to former member, update website statement and liaise with DMA as above.

1. **Formal Adjudication**

This investigation centered on a DMA member company in the affiliate marketing sector – the complainant was concerned about emails he had received from the affiliate as he had been unable to unsubscribe. A formal investigation and adjudication had taken place on 29th November, and a letter of adjudication had been sent. A number of Code rules had been breached, and the member had been asked to report back in three months with a template contractual agreement, precise statistics on complaints and any other remedial work following the DMC’s findings. A draft website summary had been prepared and approved and would be published shortly. SH was to write to the complainant. SH would send GH, who had not been able to attend the adjudication, a copy of the adjudication letter and website statement.

Action Point: SH to send GH a copy of the adjudication letter and website statement.

1. **Chief Commissioner position**

AS was stepping down as Chief Commissioner on 31st December 2023. Interviews had taken place on 23rd November and Emma Martins had been recommended by the Appointments Panel and approved by the DMC Board as the new Chief Commissioner to start on 1st January. It had been agreed that DMC would take responsibility for approving the appointment (not the DMA Board) in the light of its future status as a more independent body with greater separation from DMA. Chris Combemale had informed the DMA Board and SH reported that a press release would announce the appointment shortly and this would be circulated to Commissioners for approval.

AS was setting up a handover meeting with the new Chief Commissioner. AS would also be giving her final report and introducing the new Chief Commissioner to the DMA Board the following week.

SH would commence an induction process, allowing for individual meetings with each Commissioner as well as Simon Davey and Chris Combemale.

SH informed the Board that the DMA would be vacating its temporary offices in Bermondsey Street at the end of January. The plan was to relocate to offices in Lambs Conduit Street from 1st February.

After the next DMC meeting on 7th February, SH would arrange lunch for all to meet Emma Martins.

RB would forward contact details for Claudia Berg, the ICO’s General Counsel with a view to a meeting with Emma.

Action Points:

* SH to arrange lunch after next DMC meeting.
* RB to send details of the ICO’s contact, Claudia Berg.
* SH to commence induction as above.

1. **General updates:**
   1. **DMA activities – update**

ML had not been able to attend the meeting, but in his absence SH reported on the TPS tender to the ICO.

* 1. **DMA Governance Committee [formerly Responsible Marketing Committee]**

SH had circulated minutes from the Committee’s last meeting.

* 1. **AI Working Groups**

SH had circulated minutes from the AI Working Group meeting. GH reported that the ASA had made an excellent presentation about their own use of AI and how they regulate AI in their ads. GH would ask them to present at the next DMC meeting.

Action Point: GH to ask ASA to present at next meeting.

* 1. **DMC Annual Report (final version)**

SH thanked all for their contributions to the Annual Report, this had been completed and would be placed on the DMC website and on the DMC’s LinkedIn page. SH would forward the link to Commissioners for sharing on socials. SH would share the Annual Report with the DMA’s PR contact, James Davis as it may be able to link into the Chief Commissioner announcement.

SH would update QQ’s biography and the Annual Report designer would make the necessary amendments.

It was agreed to produce business cards (with head and shoulder photos) for Commissioners to share, particularly at events. SH would arrange this.

It was agreed that Commissioners, moving forward, would let SH know when they were talking about the DMC at events – the information could then be shared on LinkedIn and socials.

Action Points:

* SH to share link on Annual Report with Commissioners.
* SH to send Annual Report to DMA’s PR contact.
* SH to arrange business cards for Commissioners.
  1. **Commissioner benchmarking exercise**

SH reported that CC had agreed the DMC could conduct a pay benchmarking exercise for both the Chief Commissioner role and Commissioners. As the DMC model changes, the roles would become more time intensive. QQ, as the SID had already provided additional support to the Chief Commissioner and whilst historically industry members had been unpaid, this would be re-examined in the light of the DMC’s future status. SH had liaised with Jannine Smart, the DMA’s HR consultant on the Chief Commissioner role but it had proved difficult to find a precise enough job match even using Croner.

It was agreed that the DMC needed an internal process to undertake this exercise and a working party was set up comprising QQ, GH and SH.

Action Point: SH to set up a meeting to commence benchmarking process with QQ and GH.

1. **IMB application/GDPR Code of Conduct – update:**
2. **Compliance and Monitoring Assessments (ABC appointed): update**

Following the last Board meeting, SD, SH, representatives from ABC and Jaemie Cameron, Director of Compliance & Legal at the DMA had met to discuss next steps. ABC would make a start on some of the assessor tools, though until the GDPR Code was finalised then the assessor tools could not be completed. The latest feedback to DMC from the ICO had been received, the DMA was working on the comments and Simon Davey was also responding to some comments in relation to DMC mentions in the text. A clean copy would be produced and the DMA would then be adding in the legislative amendments. This would be shared with ABC. A meeting had been arranged with ABC to update them at the end of January.

1. **Financial Director/Company Secretary role – Scope of Work by Ken Goulding + quotes**

SH had received a second quote for the above works to be carried out once DMC was approved as the new body. SH had contacted Stephen Jenner at Thompson Jenner. Both quotes received were not vastly dissimilar though they were just ball-park figures at the current time.

RB declared that Thompson Jenner were his accountants – there was no conflict and he thought they would be a good fit.

1. **DMC new website – update**

SH reported that the initial copy had been written by Michael Sturrock who had now left the DMA. The copy was with CC who was yet to make comments. SH had had a meeting with the new Director of Brand & Content Strategy at the DMA, Elise Turner, and work would start on this in the new year with a view to a Spring deadline. Copy would be sent to Commissioners for feedback in due course. SH agreed to share the website branding with all the Commissioners.

All agreed that producing a new website with the branding in place should wait until we become the new body.

Action Point: SH to share website branding with the Commissioners.

1. **IMB – dummy case study (KS)**

This has been a suggestion from KS, who had suggested that it would be helpful to run a case study from end to end – this would help give the Commissioners confidence that the process will work within the context of our new model. KS would produce a first draft.

Action Point: KS to produce first draft for dummy case study

1. **GDPR Code: Chris Combemale, DMA CEO - update**

CC reported on the latest timing of the delivery of the GDPR Code of Conduct to the ICO. The DPDI Bill was moving to a second reading in the House of Lords on December 19th. CC had been active with the key influential peers in lobbying and working on an additional amendment on the use of the open electoral register for direct marketing. The Bill was expected to achieve passage and Royal Assent by the Spring. The ICO would then be in a position to formally review the Code of Conduct under the new legislation though there would be some policy work required. ICO feedback had been received on the latest informal draft of the Code, only a few changes required but the new version would need to reflect PECR requirements and the DPDI changes. The DMA would be drafting January/February and running one further informal submission and would then have to wait until the ICO was in the right position before it could submit formally.

CC did not think that the structure change at the ICO would have a particular impact on the application process. The ICO would, however, need to produce guidance on the agreed policies and up to 12 months would be needed for some issues. CC thought that the key issues for DMA would be covered within six months.

1. **DMC application - Simon Davey, DMC External Consultant - update**

SD said the revised IMB application form was now on the ICO website, although this was different to the working document we had been using to date and would involve a significant amount of work to move the content to the revised form.

A meeting had been set up with ABC, the compliance and monitoring company, for the end of January with SD, SH and Jaemie Cameron, the DMA’s Director of Legal Affairs & Compliance. Once the Code was near to a finalised version, they could start work on the assessor tools.

A meeting had been set up with SD and SH with Elaine Stewart at the ICO who had replaced the former contact Michelle Wyatt on the monitoring body application.

SD and SH would meet with the new Chief Commissioner, Emma Martins to look at reviewing the documentation set as it stands, at some point in February. RB agreed to help with this.

SD had looked through the recent Code comments and made some minor responses to the questions which related to the DMC. CC said he hoped that the DMA may be able to submit an informal submission at end February. He pointed out that there was also an obligation to run a consultation which he thinks may be possible to do with an ‘informal’ submission. However, if there were issues outstanding, ie the Electoral Register text then the DMA will have to wait until resolution of that issue. The ICO would also require a review by their CAG division and they may delay whilst they undertake policy and guidance work on the new legislation. There may also be a delay should there be a May election. Overall, the formal submission could be concluded by September, but this depended on ICO progress.

SD said the DMC would aim for mid March for the DMC’s next informal submission, with the DMA submitting by end February.

SD pointed out that all the Code documentation which supported the application, ie policies and procedures, would need to be made available to Signatory Orgaisations for transparency and clarification.

**DMC benchmarking:** AS informed CC about plans for the Commissioner benchmarking exercise. CC was supportive and a recommendation would be made to him by end February.

**DMA Governance Committee:**

* Terms of Reference**:** AS informed CC that the DMC still required the Terms of Reference for the DMA’s Governance Committee which needed to be sent to the ICO as part of the DMC’s application as monitoring body.
* Meeting attendance: CC agreed that the DMC could attend DMA Governance meetings on an Observer basis. Under the new structure, the Industry Monitoring Body is responsible for enforcing the Code but the Code Owner (the DMA) is responsible for the Code so the DMA had moved to a greater separation. CC agreed, however, that it was appropriate to have conversations. He clarified that the current key changes to the DMA Code were around the inclusion of a ‘people pillar’ which covered the requirements for companies to invest in their people, but that the DMC would not have a remit over this aspect of the Code.

Action Point: SH would ask Governance Committee to add RB to invite list for future meetings.

1. **Any other business**

This was AS’s final meeting as Chief Commissioner. CC presented his thanks for all AS’s hard work and commitment as Chief Commissioner. AS thanked all for their help and support.

**Future Board Meetings 2024 – 10.30am at the Oriental Club or DMA:**

**Wednesday 7th February – followed by informal lunch**

**Wednesday 22nd May**

**Wednesday 11th September**

**Tuesday 17th December – followed by Xmas lunch**