



NOMINATIONS AND GOVERNANCE COMMITTEE

MINUTES

10 June 2024

11.00-12.00

Via Video Conference

1. Apologies and Conflicts of Interest
2. Minutes of the 5 March 2024 Meeting
3. Board Sub-committees
4. Succession Planning
5. Nominations Committee Report for the Annual Report
6. Executive Re-appointments to the Board

Attendees

Present

Samir Shah

Tim Davie

Damon Buffini

Muriel Gray

Chair

Director-General

Non-executive Director

Non-executive Director

With

Jo Clarke

Chris Sandford

Secretary to the Committee

Head of Governance

Apologies:

Nick Serota

1 Apologies and Conflicts of Interest

- 1.1 The Committee noted that Nicholas Serota was an apology for this meeting. additional conflicts were noted in addition to those already recorded.
- 1.2 No conflicts were noted in addition to those already recorded.

2 Minutes from the Nominations Committee on 5 March 2024

- 2.1 The minutes from the 5 March meeting were approved.

3. Board Sub-committees

Committees Structure

- 3.1 The Committee considered a paper which set out proposals for the future of the Fair Trading Committee; the functions of the Remuneration Committee; and on the approach to Board oversight of Charter and funding model work.
- 3.2 The Committee discussed the proposal that the Fair Trading Committee should be closed as a formal sub-committee and its functions and oversight role should be taken into the work of the Audit and Risk Committee. The Committee noted that:
- the function of the committee was now largely focused on compliance reporting – this is in line with typical ARC business, and led by the same teams that support ARC;
 - Board and non-executive resources would be better used elsewhere in support of strategic priorities;
 - Ofcom have been engaged on this plan and are content with proposed changes, as was the ARC chair;
 - there will remain a high level of assurance on this specific area from the NAO, Deloitte's annual external assurance review and Internal Audit; and
 - it is expected that all necessary reporting will continue and approvals for year-end materials (including the Group Trading Manual and the Fair Trading statement in the Annual Report) will be sought as necessary through ARC.
- 3.3 The Committee approved the proposal to close the FTC from 1 September and move its functions into the work of the Audit and Risk Committee. The Committee agreed that external communications should be prepared.
- 3.4 Following the annual Board and Sub-committee effectiveness review the terms of reference for the Remuneration Committee had been amended to reflect the recommendation that it should have a wider people and talent focus. The Committee agreed to make the function clearer by changing the name of the Committee to the Remuneration and People Committee, and also by specifying that it should be briefed on the BBC's developing approach to performance management.

- 3.5 The Committee agreed that Nicholas Serota should be asked to lead a small, informal working group on Charter Review and the funding model.

Committee Membership

- 3.6 The Committee approved the nomination of the Chairman as the Chair of the EGSC, recognising the centrality of the issue of impartiality and Editorial Standards to the BBC's mission. Nick Serota would stand down as Chair but remain a member of the Committee.
- 3.7 The Committee approved the proposal to extend the appointments of the two external editorial advisors for one year. Subject to their acceptance of this extension, it was proposed that their role description would be refined and clarified.
- 3.8 The Committee approved the appointment of Michael Plaut, Board member for Wales, as Chair of the Wales Committee.
- 3.9 The Committee discussed the space on the Commercial Board which was intended for a second BBC Board non-executive director. The Committee discussed potential candidates for this position and recommended Marinella Soldi, subject to discussions between her and Damon Buffini, the Chair of Commercial Board.
- 3.10 The Committee discussed the space on the Audit and Risk Committee. It was agreed that the Chair would consult with possible candidates ahead of a recommendation to the Board.
- 3.11 The Committee discussed the use of Board "champions" to provide oversight and leadership in specific issues of interest to the Board.

4. Succession Planning

- 4.1 The Committee discussed the role of the Nominations Committee in succession planning for a future Director-General.
- 4.2 The Committee agreed that a role description and timeline should return to the Committee for discussion, along with a list of internal candidates and associated development plans.

5 Nominations Committee Report for the Annual Report

- 5.1 The Committee approved the report for publication.

6 Executive Re-appointments to the Board

- 6.1 The Nominations Committee approved the nomination of Charlotte Moore, Chief Content Officer, to be re-appointed as an Executive director of the Board, as of 1 September 2024, for a period of two years.
- 6.2 The Nominations Committee approved the nomination of Deborah Turness, CEO BBC News and Current Affairs, to be reappointed as an Executive director of the Board, as of 5 September 2024, for a period of two years.
- 6.3 The nominations would go forward to the June Board meeting for approval.

7. AOB

- 7.1 There was no other business.