



NOMINATIONS AND GOVERNANCE COMMITTEE

MINUTES

5 March 2024
11.00-12.00

Via Video Conference

1. Apologies and Conflicts of Interest
2. Minutes of the 28 November 2023 Meeting
3. Conflicts of Interest
4. AOB

Attendees

Present

Samir Shah	Chair
Tim Davie	Director-General
Nicholas Serota	Non-executive Director
Muriel Gray	Non-executive Director

With

Jo Clarke	Secretary to the Committee
Chris Sandford	Head of Governance

Apologies:

Damon Buffini

1 Apologies and Conflicts of Interest

- 1.1 The new BBC Chair welcomed members to his first meeting as Chair of the Committee. No additional conflicts were noted in addition to those already recorded.

- 1.2 The Committee noted that the Chair would leave the meeting whilst the Committee discussed his conflicts of interest and their management.

2 Minutes from the Nominations Committee on 28 November 2023

- 2.1 The minutes from the 28 November were approved.

- 2.2 The Committee noted that the DCMS had proposed to re-appoint Robbie Gibb as the England member of the BBC Board for a period of four years, subject to confirmation at the Privy Council.

3. Chair's Conflicts of Interest

- 3.1 The Senior Independent Director took the Chair for this part of the meeting. The Committee considered a paper outlining the new Chair's potential conflicts of interest, as raised with the Department for Culture, Media and Sport, and detailing how they would be managed. It had been decided by the DCMS that none of the issues should prevent Samir Shah from becoming Chair. The issues were as follows:
 - Juniper Communications and Connect – Dr Shah is the owner and CEO of Juniper Communications and Connect, which makes programmes for the BBC.
 - Mohit Bakaya – Dr Shah is the half-brother of the Controller of Radio 4 and Director of Speech.
 - Impartiality Review – Dr Shah was due to be the co-author of an upcoming thematic review on migration, but had stepped down from the process on appointment as Chair and had agreed to delete or return all relevant information provided to him by the BBC as part of the review.
 - One World Media – Dr Shah was the Chair of One World Media, a charity that supports journalism and which receives sponsorship from the BBC, but had stepped down from the role on appointment as Chair.
 - Leicester Panel – Dr Shah sat on a government panel examining the recent unrest in Leicester, but had stepped down from the role on appointment as Chair.

- 3.2 Following questions of clarification, the Chair left the meeting whilst the Committee discussed the conflicts of interest and proposed mitigations in detail.

- 3.3 The Committee discussed each issue and its mitigation in turn. The Committee noted that the sale or wind down of Juniper Communications would take time to achieve, but that Samir had stepped down as CEO upon being selected as Chair and was no longer an employee of either Juniper companies. He would hold no editorial or managerial role at Juniper Communications during the period up to July, whilst the

company fulfilled its outstanding commitments. Juniper would conduct no additional work for the BBC during the period up to July, beyond contractual commitments, and nor would it bid for any other programme commissions.

- 3.4 The Committee discussed the mitigations with regard to the position of Mohit Bakaya, the Chair's half-brother and the BBC's Director of Speech and Controller of Radio 4. The Committee noted that the BBC Chairman plays no role in the career development of individuals in editorial roles, nor in the commissioning decisions made by Radio 4; the Chair's involvement with Board decisions relating to Audio would be made in conjunction with fellow Board members and he could not act unilaterally; and, day-to-day decisions about Audio were made by the Executive. The Committee agreed that there would be no potential conflict during any Board discussion of the BBC's audio or editorial strategy, though the conflict would be routinely declared by the Chairman and the issue would be kept under review with the Company Secretary. However, should an issue arise which could influence the personal position of Mohit Bakaya, the Board would request that the Chair withdraw from the relevant discussion.
- 3.5 The Committee also noted that prior to becoming Chair, Dr Shah served on the Advisory Council for the charity Civic Future. This had not been declared to the DCMS as a potential conflict, but he had nonetheless stepped down from the post. The Committee noted that the Chair had stepped down from all the other positions listed and thanked him for this.
- 3.6 The Chair re-joined the meeting and confirmed that he had no further conflicts to disclose.
- 3.7 The Committee agreed that it was content with the proposed approaches to managing the Chair's conflicts of interest.

4. AOB

- 4.1 The Board noted an update on progress with the DCMS recruitment of a Board member for Wales.