



Meeting of the BBC Board

MINUTES

22 January 2025
Television Centre 1, London

ITEMS OF BUSINESS

1. Chair's Introduction
2. Apologies and Conflicts of Interest
3. Minutes and Matters Arising
4. Board Reports
5. Executive Reporting
6. Reports for Publication
7. East Bank
8. Sport Strategy
9. Outline Annual Plan
10. Board Declaration on Financial Controls
11. AOB

ATTENDANCE

Present

• Samir Shah	Chair
• Tim Davie	Director-General
• Shumeet Banerji	Non-executive director
• Damon Buffini	Non-executive director
• Robbie Gibb	Non-executive director
• Muriel Gray	Non-executive director
• Chris Jones	Non-executive director
• Charlotte Moore	Chief Content Officer
• Michael Plaut	Non-executive director
• Nicholas Serota	Non-executive director
• Michael Smyth	Non-executive director
• Marinella Soldi	Non-executive director
• Leigh Tavaziva	Group Chief Operating Officer
• Deborah Turness	CEO, News and Current Affairs

Apologies: None

With

Paul Oldfield	Chief of Staff to the Chair and Director-General
Chris Sandford	Company Secretary
Jo Clarke	Secretary to the Board
Gautam Rangarajan	Director, Strategy and Performance (items 5, 8 and 9)
Rhodri Talfan Davies	Director, Nations (items 5 and 8)
Tom Fussell	CEO, BBC Studios (item 5)
David Jordan	Director, Editorial Policy and Standards (item 5)
Holly King	Group Financial Controller (items 5 and 10)
Alice Macandrew	Director, Corporate Affairs (item 6)
John Shield	Director, Communications (item 6)
Sarah Jones	Group General Counsel (item 6)
Peter Johnston	Director, Complaints and Editorial Reviews (item 6)
Elizabeth Grace	Senior Counsel, Litigation (item 6)
Peter Ranyard	Head of Corporate Legal (item 6)
Sam Jackson	Controller Radio 3 and BBC Proms (item 7)
David Pembrey	Chief Operating Officer, BBC Content (item 7)

Gareth Tuck	Finance Director, Content (item 7)
Alex Kay-Jelski	Director, Sport (item 8)
Balram Veliath	Director, QRA (item 10)

BOARD MINUTES 22 JANUARY 2025

1. Chair's Introduction

- 1.1 The Chair introduced the meeting by summarising the items on the day's agenda and the objectives of each session.

2. Apologies and Conflicts of Interest

- 2.1 No apologies had been received.
- 2.2 No conflicts of interest were declared in addition to those already recorded.

3. Minutes and Matters Arising

- 3.1 The Minutes from the 12 December Board meeting were approved, subject to an amendment.
- 3.2 The Board noted the Matters Arising.

4. Board Reports

Commercial Board

- 4.1 The Board noted an update from the Chair of the Commercial Board.

Sub-committee Reports

- 4.2 The Board noted and discussed a written report from the Editorial Guidelines and Standards Committee. Directors discussed items of business for consideration at the next meeting of the Committee, which would return to the Board at its March meeting; these would include a proposal for the next externally-led thematic review for the Board's approval.
- 4.3 The Board noted an oral update from the Chair of the Audit and Risk Committee. Among other matters, the Committee had discussed the BBC Pension Scheme; the BBC's net zero transition plan; and non-editorial complaints and grievance management. The Chair of the Committee highlighted the importance of the new Board Declaration on Financial Controls, a briefing paper on which would be taken later in the meeting.

Respect at Work Update

- 4.4 The Board noted an update on the Workplace Culture Review. Non-executive Directors were invited to take part in one-to-one sessions with the team, should they wish.

5. Executive Reporting

Executive and Director-General Report

- 5.1 The Director-General updated the Board on his correspondence with the CEO of Apple, regarding the mistakes present in AI generated Apple news alerts taken from BBC News Reports.
- 5.2 The Board noted the performance of the Christmas schedule. The period had been exceptional for the BBC, across all output and with all audiences. Stand-out content such as *Gavin & Stacey* and *Wallace & Gromit* resulted in making it the first time all top 10 programmes were on the BBC on Christmas day. It was also the best-ever Christmas week on iPlayer in terms of all metrics, with 17.8m weekly active accounts.
- 5.3 The Board noted an update on strategic matters and the current industry and market context. The Board noted the explanation for recent claims that Netflix had a larger audience than the BBC; the BBC audience figures used were taken solely for BBC One's linear channel output.
- 5.4 The Board noted the Chief Operating Officer's report.

Quarterly Performance Report

- 5.5 The Board considered the BBC's audience performance from October to December 2024. Directors focussed on the 16-34 audience and discussed the management plan which had been drawn up to address the challenges to reaching youth audiences. Directors welcomed the wide-ranging and holistic nature of the plan, noting that distribution strategy was critical in an age of multiple platforms such as Tik Tok. The Board also discussed the effectiveness of the current metrics used to measure engagement with young audiences given changing viewing habits. It was agreed that a full session on the strategy for young audiences would be arranged.
- 5.6 Directors discussed financial performance over the quarter, noting the challenges to commercial revenue in the current market environment. A progress update on savings plans was also discussed.

- 5.7 The Board noted an update on staff safety and security, which it was agreed was a paramount issue for the Board.
- 5.8 The Board considered the Editorial Standards update for the quarter. Complaints volumes remained at a historically low level and turnaround times for complaints handling were ahead of target.
- 5.9 The Board noted the positive outcome of Ofcom's mystery shopping exercise and welcomed the improvements made to the BBC's complaints handling.

6. Publication of Reports

- 6.1 The Board considered the upcoming publication of the Tim Westwood Review and the executive-led report into Russell Brand's behaviour when he was at the BBC. The Board also discussed the Competition and Markets Authority investigation into Sports Production in the broadcast industry.

Tim Westwood Review

- 6.2 The Board noted that, following a request from the Metropolitan Police to pause publication in December 2024, the timing of publication of the review had now moved to February.
- 6.3 The Board approved a delegation of authority to Nick Serota and Leigh Tavaziva to approve final amendments to the review, with any decisions of particular reputational significance to be escalated to the Chair.

Report on Russell Brand

- 6.4 The Board accepted the findings report, led by the executive, into the conduct of Russell Brand during his engagement as a broadcaster by the BBC between 2006 to 2008. The Board noted that the findings would be fed in to the Workplace Culture Review.
- 6.5 The publication plan for the report was discussed.

Competition and Markets Authority Investigation

- 6.6 The Board noted an update on the CMA's investigation into alleged anticompetitive behaviour by the BBC and other broadcasters relating to the engagement of freelancers and employees for the production and broadcasting of sports events.
- 6.7 The Board approved entering into the settlement agreement on the terms previously considered by the Board at its meeting in November 2024. The Board also approved a

delegation of authority to the Director-General to sign a letter of settlement on the terms already agreed in principle with the CMA on behalf of the BBC.

7. East Bank

[paragraphs 7.3 and 7.4 redacted for commercial confidentiality]

- 7.1 The Board considered a paper providing an update on the status of the BBC's new Music Studios at East Bank, which were being constructed in partnership with London Legacy Development Corporation (LLDC), who were delivering the shell-and-core of the building. The Board had approved the original business case in 2018 to replace the facilities at Maida Vale, which were no longer fit for purpose.
- 7.2 The Board noted that the building handover from LLDC was originally due in 2022, but had been repeatedly delayed due to the global pandemic and other issues. The status update outlined the latest position following further LLDC delays that were anticipated to prolong the construction timeline of the building beyond the planned Development Agreement long-stop date of 23 March 2025. The Development Agreement provided that if completion of LLDC's works had not occurred by the long-stop date either party may terminate the Agreement.
- 7.3 The Board considered the update, which included a re-assessment of the business case and the investment value of the project. The Board discussed the options, including withdrawing from the project, and agreed on balance that the agreement with LLDC should be extended, on condition that independent assurance be given on the building quality, ahead of the BBC taking on ownership and responsibility for fit-out.
- 7.4 The Board would be briefed on the final assurances and status of the project's delivery in June.

8. Sport Strategy

- 8.1 The Board received a presentation on the BBC's Sports strategy from the Director, Sport, Alex Kay-Jelski.
- 8.2 The Board discussed the sports rights market; the challenges of young audiences, short form content and the online user journey and the importance of Nations and local content.

9. Outline Annual Plan

- 9.1 The Board approved the outline Annual Plan for 2025. The final document would come to the March meeting of the Board.

10. Board Declaration on Financial Controls

- 10.1 The Chair of the Audit Committee provided a briefing on the recent amendment to the Corporate Code requiring the Board to provide a Declaration on controls in the Annual Report for the financial year ending 31 March 2027.
- 10.2 The Board noted that the amended code had the ultimate aim of strengthening Board accountability for the effectiveness of the risk and internal control framework. Directors also noted the management plans to deliver this project.

11. AOB

- 11.1 The Board noted that a session on executive succession planning would take place at the February Board meeting.