

1. Constitution

1.1 The BBC Board has established a committee of the Board known as the Nominations [and Governance] Committee (“the Committee”) as required under Charter articles 24 and 26 and in accordance with articles 31(4) and 37(2)(i).

1.2 This document provides the Terms of Reference for the Committee and should be read in conjunction with the Standing Orders for the Board where relevant.

2. Remit

2.1. The remit of the Committee is to make appointments to the Board and its committees, and to deal with other matters as required by these terms of reference.

3. Responsibilities

3.1. The core responsibilities of the Committee are to:

- propose to the full Board the formal nomination of all members of the Board, with the exception of the Chairman and Nations Members of the Board (which are made by Order in Council);
- ensure that each member of the Board is appointed on the proper terms and that these are compliant with the provisions of the Charter (article 31(4)) and any other relevant framework (such as the Board’s Standing Orders);
- nominate members of the Board to its committees and the Commercial Board, as required;
- propose any other appointments in accordance with the BBC’s Board Regulations;
- consider and review the independence of Board members, including any conflicts of interest, and to ensure compliance with the Board Code of Practice;
- review the composition of the Board and its associated committees, including the skills, knowledge, experience and diversity of members;
- to develop a succession planning strategy for non-executive and executive members of the Board;
- to oversee and monitor corporate governance arrangements, and make recommendations to the Board to ensure that the BBC is fulfilling its obligations under the Charter and in line with applicable corporate standards and emerging best practice; and
- to conduct regular reviews of Board and Committee effectiveness.

4. Membership and attendance

- 4.1. The Committee must have a majority of non-executive members of the Board and must be chaired by the Chairman of the Board. Including the Chairman, the Committee must include at least four non-executive members. The Director-General must also be a member of the Committee (Article 31 (4)).
- 4.2. The Company Secretary (or their nominee) is secretary of the Committee.
- 4.3. The Committee is free to meet in private at any time.

5. Quorum

- 5.1. The quorum necessary for the transaction of business is three Committee members, including the Chairman and Director-General (unless the nature or circumstances of the business in question makes their participation inappropriate).

6. Frequency

- 6.1. The Committee shall meet quarterly and as required to deal with appointment issues.
- 6.2. Meetings may be held without members being physically present in the same place, for example by telephone or video-conference. When a member attends by telephone or video-conference they are counted as being in attendance for the purposes of a quorum.

7. Notice of meetings

- 7.1. Meetings are called by the Company Secretary (or their nominee). Unless otherwise agreed, notice of each meeting will be forwarded to each member of the Committee (and any other person required to attend) sufficiently in advance, confirming the venue, time and date and including the agenda of items to be discussed together with any supporting papers.
- 7.2. A meeting of the Committee may be requested by any member of the Committee.

8. Minutes

- 8.1. The Company Secretary (or their nominee) shall minute the proceedings and all resolutions, including the names of those present and in attendance.
- 8.2. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Committee members should also advise the Secretary of any conflicts, as they arise, outside of the meetings.

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8.3. Copies of the minutes shall be circulated to all members of the Committee. Except where there is a conflict of interest, and with the exception of sensitive personnel items, minutes of the Committee shall be circulated to all members of the Board.