



NOMINATIONS AND GOVERNANCE COMMITTEE

MINUTES

18 November 2025

13.00-14.00

Broadcasting House, London and via Video Conference

1. Apologies and Conflicts of Interest
2. Minutes of the 8 September 2025 Meeting and Matters Arising
3. Executive Appointment to the Board
4. Recruitment of a Non-executive to the Board: Update
5. Succession Planning
6. AOB

Attendees

Present

Samir Shah	Chair
Tim Davie	Director-General
Damon Buffini	Non-executive Director
Muriel Gray	Non-executive Director
Caroline Thomson	Non-executive Director

With

Paul Oldfield	Chief to Staff to the Chair and Director-General
Chris Sandford	Company Secretary
Jo Clarke	Secretary to the Committee
Uzair Qadeer	Chief People Officer

Apologies: None

1 Apologies and Conflicts of Interest

- 1.1 There were no apologies for this meeting.
- 1.2 No conflicts were noted in addition to those already recorded.

2 Minutes from the Nominations and Governance Committee on 8 September 2025

- 2.1 The minutes from the 8 September meeting were approved.
- 2.2 The Committee noted the Matters Arising paper.

3. Executive Appointment to the Board

- 3.1 Following Charlotte Moore's resignation as Chief Content Officer, options for how the Executive vacancy on the Board should be filled have been considered by Nominations Committee. Although the Chief Content Officer had held an executive seat on the Board in recent years, there is no Charter requirement for that role to be represented at Board level. Also, Corporate Governance best practice would normally recommend that the Group CFO would hold an executive seat on the Board. Therefore, at its September meeting the Committee agreed that it would consider a proposal for the new Group CFO to take up the executive vacancy on the Board, subject to confirmation of the recommended candidate.
- 3.2 Following a full and open process, the Executive intends to appoint Berangere Michel, previously CFO at John Lewis Partnership, as the new group CFO. The Nominations Committee was asked to consider whether to appoint her as an executive director on the Board.
- 3.3 The Committee discussed the skills and experience of the new Group CFO, Berangere Michel, and agreed to nominate her to the Board for a period of two years from the commencement date of her appointment, the standard term for executives.
- 3.4 The nomination would go forward to the Board for approval at its Board Call on 20 November.

4. Non-executive Recruitment to the Board: Update

- 4.1 The Committee noted an update on the search for a new non-executive for the Board. Directors noted that there was a strong shortlist of candidates and agreed to continue the process at pace.

5. Succession Planning

- 5.1 The Committee held a session on succession planning for the appointment of a new Director-General.
- 5.2 The Committee discussed and finalised the role description for the position.
- 5.3 The Committee noted the timeline for recruitment.

6. AOB

- 6.1 The Committee noted that Damon Buffini had agreed to the extension of his appointment for a period of six months from the completion of his appointment term on 31 December 2025.