



## NOMINATIONS AND GOVERNANCE COMMITTEE

### MINUTES

3 September 2024

10.00-11.30

Broadcasting House, London and via Video Conference

1. Apologies and Conflicts of Interest
2. Minutes of the 10 June 2024 Meeting and Matters Arising
3. External Editorial Advisers
4. Board Effectiveness Review
5. Review of Declarations and Independence of Members
6. Board Succession Planning

## **Attendees**

### **Present**

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

### **With**

Chris Saul	Board Reviewer
Phil Harrold	Company Secretary
Jo Clarke	Secretary to the Committee
Chris Sandford	Head of Governance

**Apologies:** Damon Buffini

## **1 Apologies and Conflicts of Interest**

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

## **2 Minutes from the Nominations Committee on 10 June 2024**

- 2.1 The minutes from the 10 June meeting were approved.
- 2.2 The Committee noted the Matters Arising paper.

## **3. Editorial Guidelines and Standards Committee: External Editorial Advisers**

- 3.1 The Committee considered a paper which proposed a more focussed role for EGSC's external editorial advisers in response to the recommendations of the Mid-term Review; the need to review EGSC for the Board Effectiveness Review this year; and, a request from EGSC following discussion on its the role and purpose.
- 3.2 The Committee approved the proposed new role descriptions, which aimed to utilise the external experience of the advisers to its fullest advantage. The roles would now be more clearly differentiated, with one focussing on complaints and complaints handling and the other on editorial standards.
- 3.3 The Committee noted that the new roles would come into effect on the completion of term of the current external editorial advisers and would form the basis of the job description for the re-advertised posts.

## **4. Board Effectiveness Review**

- 4.1 The Committee considered a paper providing a proposed scope and terms of reference for the annual Board effectiveness review, which was designed to build on the work and recommendations from previous years.
- 4.2 The Committee welcomed Chris Saul, an independent consultant specialising in Board practice, who had been asked to conduct this year's review.
- 4.2 The Committee discussed the proposed areas of focus for the review, which would include progress on the recommendations from the 2023 review. Committee members requested that the inter-relationship between the main Board and Commercial Board should also be examined.

- 4.3 The Committee noted that as in prior years, Chris would use a mixture of surveying, observation and interviews to conduct the review. He would also conduct a skills audit of Board members and advise on the re-introduction of appraisals for Board members.
- 4.4 The Committee agreed the proposed scope and terms of the 2024 Board Effectiveness Review, which would go forward to the September Board meeting for approval.

## **5 Annual Review of Declarations and the Independence of Board Members**

- 5.1 One of the core responsibilities of the Nominations and Governance Committee as set out in its Terms of Reference is to consider and review the independence of Board members, including any conflicts of interest, and to ensure compliance with the Board Code of Practice.
- 5.2 The Committee noted that the Charter requires the majority (but not all) of our non-executive directors to be demonstrably independent of the Corporation in order to meet the requirements of the Corporate Code and Article 3 of The Charter.
- 5.3 The Committee reviewed the declarations of personal interests supplied by the Directors of the Board and noted that a number of conflicts had recently been removed.
- 5.4 The Committee noted that the process for reporting declarations of conflicts of interest and personal interests, including significant meetings, had also been enhanced over the previous year. In order to enhance transparency further, the Chair would remind Board members that they were responsible for reporting any conflicts which might arise from advisory or consultancy roles, where individual clients had conflicting interests.

## **6 Board Member Succession Planning**

- 6.1 The Committee discussed planning for the recruitment of a new Non-executive Board member to replace Nicholas Serota, the Board's Senior Independent Director, on the completion of his final term on 24 April 2025.
- 6.2 The Committee noted that the process for the selection of the Senior Independent Director was entirely separate and decided upon by the Board's non-executive members.

6.2 The Committee agreed that headhunters should be recruited and a job description drawn up ahead of the November Nominations Committee.

**7. AOB**

7.1 There was no other business.