



## **NOMINATIONS AND GOVERNANCE COMMITTEE**

### **SUMMARY MINUTES**

4 March 2025

16.30-18.00

Broadcasting House, London and via Video Conference

1. Apologies and Conflicts of Interest
2. Minutes of the 28 January 2025 Meeting and Matters Arising
3. Executive Succession Planning
4. Board Effectiveness Review
5. Committee Membership
6. AOB

## **Attendees**

### **Present**

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

### **With**

Chris Sandford	Company Secretary
Jo Clarke	Secretary to the Committee
Uzair Qadeer	Chief People Officer (item 3)
Grant Duncan	Korn Ferry (item 3)

**Apologies:** Damon Buffini

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

1.1 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 and Governance Committee on 28 January 2025**

2.1 The minutes from the 28 January meeting were approved.

2.2 The Committee noted the Matters Arising paper. A letter requesting the agreement of the Secretary of State had been sent following the decision of the non-executives of the Board to appoint Caroline Thomson as the Senior Independent Director.

## **3. Executive Succession Planning**

3.1 The Committee welcomed the Chief People Officer and Grant Duncan to the meeting for a session on senior executive succession planning at the BBC.

## **4. Board Effectiveness Review**

### ***Board Cadence***

4.1 The Committee discussed the Board Effectiveness Review, and the recommendations arising from its discussion by the Board at its session in February.

4.2 The Committee discussed issues around the cadence of Board meetings, and the preference of Board members to have a reduced number of meetings through the year. It was agreed that there would be six full Board meetings a year, plus an awayday.

4.3 In order to ensure that the Board was kept fully informed of BBC business a diarised, but informal Board Call would take place in the months where formal Board meetings did not take place. Extra-ordinary meetings would be called if substantive business arose between meetings.

4.4 The Committee agreed that at least three formal dinners, together with additional briefings and on occasion, external speakers would be scheduled the night before Board meetings.

## *Paperwork*

- 4.5 The Board discussed the need for clear and succinct paperwork. The template for coversheet of papers would be updated to reflect these requirements and re-launched.

## *Escalation and Matters Reserved for the Board*

- 4.5 The Committee discussed progress with the development of an escalation process to deal with issues of reputational risk
- 4.6 The Committee agreed that the proposal should be circulated to the Committee offline ahead of submission to the March Board meeting for approval.

## **5. Committee Membership**

- 5.1 The Committee discussed the departure of Nick Serota from the Board and considered who should replace him.
- 5.2 The Committee agreed that he would be replaced by Caroline Thomson on the Editorial Guidelines and Standards Committee and Charter Review Sub-group.
- 5.3 A paper on the full range of Committee membership requirements along with a proposal for a replacement Whistle-blowing Ned would come to the next meeting of the Committee.

## **6. AOB**

- 6.1 The Committee agreed that following Charlotte Moore's resignation as Chief Content Officer, and consequently from the Board, the fourth position for an Executive member would be held vacant until the position had been filled.