



## **NOMINATIONS AND GOVERNANCE COMMITTEE**

### **SUMMARY MINUTES**

8 September 2025  
15.00-16.00

Broadcasting House, London and via Video Conference

1. Apologies and Conflicts of Interest
2. Minutes of the 2 June 2025 Meeting and Matters Arising
3. Non-executive Recruitment
4. Annual Review of the Independence of Members and Conflicts of Interest
5. Executive Member of the Board
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**

Chris Sandford	Company Secretary
Jo Clarke	Secretary to the Committee
Helen Crowley	Egon Zehnder
Simon Page	Egon Zehnder

### **Apologies:**

## **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 2 June 2025**

- 2.1 The minutes from the 2 June meeting were approved.
- 2.2 The Committee noted the Matters Arising paper.

## **3. Recruitment of a Non-executive Director to the Board**

[paragraph 3.2 redacted]

- 3.1 The Committee welcomed Helen Crowley and Simon Page from Egon Zehnder to discuss the draft role description for the position of a Non-executive Director on the BBC Board, to replace Shumeet Banerji who would step down from his position on the Board at the end of his appointment term on 31 December 2025.
- 3.3 The Committee noted the timeline for recruitment. The updated job description would be included in an advertisement to be published in the week commencing 15 September for four weeks, following which Egon Zehnder would produce a candidate longlist.

## **4. Annual Review of the Independence of Board Members and Conflicts of Interests**

- 4.1 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.
- 4.2 The Committee noted that the Charter requires the majority (but not all) 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.

- 4.3 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.
- 4.4 The Committee requested that Board members were reminded that they were responsible for reporting any conflicts which might arise from advisory or consultancy roles, where individual clients had conflicting interests.

## **5 Executive Member of the Board**

[paragraph 5.2 redacted]

- 5.1 The Committee noted an update from the Director-General on plans to fill the Executive place on the Board, which had been vacant since the resignation of Charlotte Moore, Chief Content Officer.

## **6. AOB**

- 6.1 There was no other business.