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BBC BOARD REGULATION

BOARD CODE OF PRACTICE

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BBC BOARD CODE OF PRACTICE

1. Introduction

- 1.1 The British Broadcasting Corporation is a body created by Royal Charter; its mission is to act in the public interest, serving all audiences through the provision of impartial, high-quality and distinctive output and services which inform, educate and entertain.
- 1.2 This document outlines the Code of Practice for members of the BBC Board, who are the “members of the Corporation”¹. The Board is made up of executive and non-executive members (both known as “Directors”). All Directors have agreed that when undertaking their duties as members of the Board, they will comply at all times with this Code of Practice, act in good faith and in the public interest. The Code has also been adopted by the Directors of the BBC Commercial Board.
- 1.3 This Code of Practice reflects the Board’s commitment to observe the highest standards of propriety, to demonstrate integrity, impartiality and objectivity with respect to the stewardship of public funds and the governance of the BBC and to be open, responsive and accountable to the public and licence fee payers.
- 1.4 In addition to any principles the Board may separately adopt to guide its work, the Board will follow the Seven Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership. These principles were developed by the Committee on Standards in Public Life, and are attached to this Code at [Annex A](#).
- 1.5 This Code acts in addition to the obligations outlined in the Royal Charter and Framework Agreement and any regulation or policy approved by the Board, where relevant².
- 1.6 This Code reflects, where appropriate, the BBC policies that the Board requires staff to follow. It takes into account circumstances where the additional duties and responsibilities of Board members warrant a higher level of transparency.
- 1.7 This Code reflects the personal commitment and contribution that Directors make to their roles in terms of both time and resources. It contains provision to enable directors, particularly non-executive Directors, to effectively carry out their duties with adequate support from the BBC.
- 1.8 Nothing in this Code requires or permits a Director to act in a way that would be unlawful.
- 1.9 The Board may approve amendments to this Code from time to time.
- 1.10 This regulation was agreed and adopted by a resolution of the Board dated 17 October 2023.

¹ Article 1(2) of the BBC’s Royal Charter (2016)

² And in addition to the Companies Act (as amended), where relevant, for the Directors of BBC Commercial

2. Personal Interests

- 2.1 Directors must not use their position, or confidential corporate information obtained by them relating to the BBC, to gain an advantage for themselves or someone else, or to cause detriment to the BBC. Directors have an ongoing responsibility whilst appointed to the BBC Board to remain vigilant for actual or potential conflicts arising from their personal interests. They must declare any actual and potential conflicts at the point they arise.
- 2.2 A conflict of interest may arise when a personal interest or activity could influence, or appear to influence, a Director's ability to act in the best interests of the BBC, or of licence fee payers, or put at risk the independence of the BBC. Directors must avoid any conflict between their own personal interests and the interests of the BBC. Disclosable personal interests may include those of family members and close personal contacts or involve relationships with other individuals engaged by the BBC.
- 2.3 The following principles apply to all Directors and have been derived from the rules that apply to all BBC staff members:
- (a) Directors must not allow their outside activities to interfere with their BBC work or allow any conflict between their duties and their personal interests to affect their ability to carry out their role effectively
 - (b) Directors must declare any personal interests that are likely to result in a conflict between their duties and these interests, or affect their ability to carry out their role effectively
 - (c) Directors must not act in a manner likely to bring the BBC into disrepute or affect its reputation for impartiality.
- 2.4 On taking office, a Director shall make a declaration of all interests, including personal, financial, political, professional and other outside interests, which might be seen, have the potential to or could be reasonably perceived to affect their ability to perform the duties as a member of the BBC Board. In general a high level of disclosure is expected from Directors, in line with expectations of transparency as set out in the BBC Charter. If in doubt as to whether an interest constitutes or could constitute a conflict then a Director should discuss with the Company Secretary what action may be appropriate. Each Director shall inform the BBC whenever there are changes to their interests, and review their register at least annually.
- 2.5 All Directors' interests shall be recorded in each individual's Register of Interests, which is published on the BBC website.
- 2.6 Non-executive Directors should consult the Chairman³ before accepting new external appointments. The Chairman will consult with the Senior Independent Director before accepting new appointments.

³ Or Chair of the Commercial Board, for Directors of BBC Commercial

- 2.7 Separately to this Code, the Board's Standing Orders make provision for the management of potential conflicts at a Board meeting.
- 2.8 The declaration of an interest in the Board's Register of Interests does not remove the obligation of a Director to declare in meetings of the Board, or its committees, all interests, whether included in the Register of Interest or not, which are relevant to the business being considered. At the start of each Board meeting, in respect of each agenda item a Director should consider whether any relevant interest or meeting needs to be declared, and recorded if necessary.
- 2.9 Each Director's Register of Interests is reviewed annually by the Nomination Committee to satisfy itself that no Director's interests impact upon his or her ability to perform the duties of office.
- 2.10 Each non-executive Director agrees that for a period of three months immediately following the termination of their contract howsoever arising they shall not within the UK:
- (a) seek employment from, accept employment with, or offer to provide services to; or
 - (b) take up directorship with, any broadcasting and/or media competitor of the BBC.

3. Accepting Hospitality and Gifts

- 3.1 Directors are expected to attend events and engage with a wide range of stakeholders and proportionate hospitality is an accepted part of a business relationship. However, Directors should not allow a position to be reached whereby acceptance of hospitality might be deemed by others to have influenced a decision or lead to potential allegations of a conflict of interest.
- 3.2 A conflict of interest may arise if a Director, when undertaking their duties, seeks or accepts hospitality and/or gifts which may influence or appear to influence their decision making, or appear to influence the Director's ability to discharge their duties in the public interest.
- 3.3 Directors must not solicit or accept benefits, entertainment, hospitality or gifts in exchange for, or as inducement for doing any act associated with their duties or responsibilities.
- 3.4 Gifts from organisations or individuals with whom you have, or might have, business dealings on behalf of the BBC should not normally be accepted. Gifts should be returned to the sender or donated to a BBC-supported charity. Modest gifts of less than £50 in value, may be occasionally accepted.
- 3.5 A register of Directors' hospitality and any gifts received (over the value of £50) will be published regularly on the BBC's website.
- 3.6 Reasonable meals and subsistence as part of working lunches, dinners or events are not deemed to be hospitality and as such need not be declared. Similarly,

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attendance at an event, meeting or reception on BBC business need not be declared.

- 3.7 The BBC has an anti-bribery policy, which applies to all individuals working at all levels and grades, including Directors.

4. Travel, Accommodation and Expenses

4.1 Travel and accommodation will be provided for Directors when undertaking their duties. Directors will be reimbursed for all necessary expenditure reasonably incurred in the performance of their BBC duties.

4.2 In line with the expenses policy that applies to BBC staff, Directors will be mindful of the need to incur all travel, accommodation and general expenses by the most cost-effective means available, consistent with completing their duties effectively and recognising the various demands on their time.

4.3 Directors will normally be expected to personally cover those small amounts of incidental subsistence costs that would normally be incurred in everyday life.

4.4 A report of BBC Board Directors' expenses will be published on the BBC's website.

5. Support for Directors of the Board

5.1 Directors are entitled to be provided with sufficient support to complete their duties effectively, including independent support and advice, if necessary.

5.2 The main location of work for non-executive directors is Broadcasting House, London, or their nearest BBC location in the UK.

6. Public Comment and Participation in the Media

6.1 The Board acts on the basis of collective decision making. When commenting on matters related to the BBC, Directors will co-ordinate their comments with their fellow Board members and, unless otherwise agreed, reflect the agreed position of the Board. In the event of unsolicited contact by the media, directors shall alert the BBC Press Office as soon as possible.

6.2 Directors must not publicly state personal opinions on matters under active consideration by the Board. Directors must also have regard for the circumstances, and audience, when making private comments, and act accordingly.

6.3 Directors should also act in line with the BBC's social media guidelines inasmuch as they apply to general members of staff not working directly in News and Current Affairs. This means Directors should treat others on social media with respect and courtesy at all times, following the BBC's Values. They should not criticise colleagues in public and should respect the privacy of the workplace and the confidentiality of internal announcements.

- 6.4 A Director is not permitted to accept any payment when contributing to any media in his or her capacity as a member of the BBC Board.
- 6.5 Non-executive directors are free to broadcast and contribute to the media in a private or professional capacity about matters unrelated to their responsibilities as a member of the BBC Board, but will use their discretion as to the frequency and character of such broadcasts or contributions, and take advice from the Chairman regarding potential conflicts.
- 6.6 Non-executive directors may accept a fee for work commissioned by the BBC, or companies contracted by the BBC, when they participate in a professional capacity for which, by reason of their acknowledged expertise, they (or an organisation in which they have an interest) are particularly qualified. Such arrangements must be authorised by the Chairman in advance of being agreed.

7. Political Activities

- 7.1 The Board has a duty to uphold and protect the independence of the BBC, and ensure the Corporation promotes its public purpose of providing impartial news and information. Therefore it is inappropriate for Directors to seek election to the House of Commons, the Scottish Parliament and Welsh and Northern Ireland Assemblies.
- 7.2 Directors may be a member of a political party or organisation, however this must be disclosed on their declaration of interests and they must not engage in political activities. It is inappropriate for Directors to hold office in a political party or be actively involved in partisan political activities of a significant and continuing nature.
- 7.3 Directors who are Members of the House of Lords will be guided in their conduct by the statement in the House of Lords made by Lord Addison on 21 March 1951, as amended by the Second Report from the Select Committee on Procedure of the House, 3 February 1971⁴.

8. Confidentiality

- 8.2 Directors will receive and be party to a large amount of information relating to the BBC during the course of their duties, much of which will be commercially or editorially sensitive. In line with their fiduciary duties to the Corporation, directors will be required to keep all information confidential, and to use it only for the benefit of the BBC in the performance of their duties.
- 8.3 Specifically, no Director shall, other than with the prior written consent of the BBC, during or after the termination or expiry of their contract disclose directly or indirectly to any person, firm, company or third party any information relating to their appointment, the BBC, its business, trade secrets, customers, suppliers

⁴ <https://publications.parliament.uk/pa/ld/ldcomp/ldctso08.htm>

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or any other information of whatever nature which the BBC may deem to be confidential.

9. Criminal and Civil Liability

- 9.1 An individual director who has acted honestly and in good faith will not have to meet out of his or her personal resources any personal civil liability which is incurred in the execution or the purported execution of his or her Board functions, save where the director has acted recklessly.
- 9.2 The BBC will take out Directors' and Officers' liability insurance for all directors in respect of their Board functions.

10. Compliance with the Code

- 10.1 As part of the performance review process the Board will review compliance with this Code regularly and consider any necessary amendments.
- 10.2 It is also expected that everyone who works at the BBC, including all Board directors, comply with the BBC Staff Code of Conduct.

Annex A

The Seven Principles of Public Life

Selflessness

- Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family, or their friends.

Integrity

- Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

- In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits.

Accountability

- Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

- Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

- Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

Leadership

- Holders of public office should promote and support these principles by leadership and example.