



BBC BOARD REGULATION

LEGAL PROCEEDINGS AND SIGNING AUTHORITY

1. APPROACH AND PRINCIPLES

- 1.1 This protocol explains the responsibilities and procedures for signing deeds and other documents on behalf of the BBC. It also explains the authority to institute or defend proceedings on behalf of the BBC and to protect the BBC's intellectual property.
- 1.2 There are two types of document which the BBC is required to execute: deeds, and documents other than deeds. The BBC ensures, via this protocol, that each type of document is executed in a way which is consistent with existing law.
- 1.3 Authority is also provided through this protocol to institute or defend proceedings on behalf of the BBC and to protect the BBC's intellectual property.
- 1.4 This regulation was agreed and adopted by a resolution of the Board dated 27 April 2017. It was reviewed and updated on 23 January 2024.

2. EXECUTING DEEDS

Definition of a deed

- 2.1 A deed is a written document by which an interest, right or property passes or is confirmed, or an obligation binding on some person is created or confirmed. Examples of deeds include but are not limited to: transfers; mortgages; powers of attorney and patents.

Procedures

- 2.2 The British Broadcasting Corporation is incorporated by Royal Charter and all deeds are executed using its Common Seal.
- 2.2 The required signatories for this process are any two officers of the Corporation, but where one of the signatories to a deed is either the Group General Counsel or Assistant General Counsel, neither of those officers can be the other signatory.
- 2.3 The following are officers of the Corporation for the purposes of this protocol:
 - (a) any member of the BBC Board
 - (b) BBC General Counsel
 - (c) Assistant General Counsel
 - (d) Chief Financial Officer
 - (e) Company Secretary of the BBC

3. DOCUMENTS OTHER THAN DEEDS

- 3.1 Where a document other than a deed exercises, or is made in connection with, a particular function of the Board of the BBC, any officer of the Corporation may sign on behalf of the Board.
- 3.2 Documents that are not deeds and concern transactions of the BBC (such as purchase orders and contracts) can be signed by any individual who is authorised to incur expenditure on behalf of the BBC and in the case of contracts, has authority to sign the same (and the individual will need to provide details to verify this), so long as the transaction is within both:
- (a) his or her financial authority, and
 - (b) his or her area of responsibility.
- 3.3 This procedure is also subject to any further approvals and advice required by any Board instruction in force.

4. LEGAL PROCEEDINGS

Role and duties of the Board

- 4.1 The Board is responsible for instituting or defending proceedings on behalf of the BBC.
- 4.2 The Board is also responsible for protecting the BBC's intellectual property. The Group General Counsel and any other qualified lawyers employed by the BBC are responsible for the legal protection of the BBC's intellectual property. They are authorised to act for the BBC for the purposes of acquiring, protecting and exploiting any intellectual property on its behalf.

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- 4.3 The BBC's Group General Counsel and/or the Head of Litigation, as well as any other lawyer acting on the instructions of either of them, has the authority to institute or defend any legal proceedings brought by or against the BBC or its subsidiaries and employees and to instruct external solicitors to do the same.

References

The following articles in the BBC's Charter are relevant to this protocol:

- (a) BBC Charter Article 1 – Incorporation of the BBC
- (b) BBC Charter Article 20 – Principal functions of the Board
- (c) BBC Charter Article 52 – Corporate nature and power