

BBC Studios Executive Committee ('SEC')

Terms of Reference

1. Constitution

The BBC Studios Executive Committee ('SEC') is a committee of the Board of BBC Studios Group Limited.

2. Authority of the Committee

The authority of SEC is delegated to it by BBC Studios Group Limited and each of its principal subsidiaries, BBC Studios Limited and BBC Worldwide Limited. As such, SEC operates as the executive committee of the entire BBC Studios group

3. Remit and Responsibilities

- 3.1 The BBC Studios Executive Committee is the executive approval body of the BBC Studios Group and:
- delivers the commercial outcomes required by the BBC Commercial Holdings Board and/or the shareholder;
 - sets and implements overall strategy for the BBC Studios group;
 - sets overall creative strategy and the approach to distribution and routes to market;
 - implements the annual business plan;
 - sets corporate level policies and frameworks;
 - sets and reviews budget and performance, producing the annual budget, monthly management accounts, quarterly forecasts, quarterly reports on performance against the annual business plan and proactively addressing areas of under-performance.
 - is the overall authority for group compliance and risk management, implementing a robust system of internal controls and risk management processes and ensuring compliance with:
 - i. the four criteria set out in clause 23 (5) of the 2016 BBC Agreement with the Department of Culture Media & Sport;
 - ii. regulatory and fair trading policy; and
 - iii. editorial policy
 - is the overall authority for remuneration, culture and talent development;
 - acts on matters delegated by the BBC Commercial Holdings Board or the shareholder; and
 - provides leadership to the BBC Studios business.
- 3.2 SEC shall have the following financial approval authorities:
- all revenue deals in excess of £10m;
 - non-content (including capital expenditure, marketing, consultancy, property and technology) of up to £5m;
 - IP / content of up to £10m;; and
 - direct talent deals of up to £3m;
 - SEC shall delegate financial authority to its sub-committees under 7 below.

- 3.3 The following shall be the matters reserved for the Studios Executive Committee:
- all items of business to be presented to the BBC Commercial Holdings Board including financial approvals in excess of the thresholds set out in 3.2 and all production equity investments;
 - the annual business plan;
 - the five year plan and amendments to it;
 - reports from the committees reporting up to the SEC;
 - quarterly reports on performance against the business plan; and
 - the annual report and accounts of BBC Studios Group Limited and where appropriate, of its subsidiaries.

4. Membership and attendance

- 4.1 The composition of the SEC shall be as follows:

- Chief Executive
- Chief Financial Officer
- Chief Creative Officer
- Chief Marketing Officer
- Chief Operating Officer and MD of Production
- Director of Communications
- Director of Content Partnerships
- Director of HR
- Director of Strategy & Business Development
- General Counsel
- MD for Factual, BBC Studios Productions
- MD for Scripted BBC Studios Productions
- MD for Factual Entertainment & Events BBC Studios Productions
- MD for Entertainment & Music BBC Studios Productions
- President Global Markets
- President UK & Ireland and Australia/New Zealand
- President Americas

- 4.2 The Company Secretary, or his nominee, shall act as the Secretary of the Committee and shall attend all meetings.

- 4.3 SEC members are encouraged to nominate a deputy to attend a meeting in their absence. A deputy shall not form part of the quorum.

- 4.4 Others may be invited to attend all or part of the meeting, as required.

5. Quorum

- 5.1 The quorum of the BBC Studios Executive Committee shall be:

5.1.1 Any one of the Chief Executive, the Chief Creative Officer, or the Chief Financial Officer; plus

5.1.2 Any four other members as listed under 4.1 above.

6. Frequency of Meetings

- 6.1 As a general rule, SEC will meet at least twice a month. Its primary meeting will

generally be on the first Thursday of the month with at least one further call or meeting to be determined based on the agenda.

7. Sub-committees of the Studios Executive Committee

- 7.1 SEC shall delegate the operational exercise of its approval authority in relation to non content investment to the Investment Committee. The Investment Committee shall have its own terms of reference.
- 7.2 SEC shall delegate the operational exercise of its approval authority in relation to content and IP investment to the IP Investment Committee. The IP Investment Committee shall have its own terms of reference.
- 7.3 The business of any committee shall be reported regularly to the SEC usually via a written report to the next SEC meeting for noting.
- 7.4 Other than as provided above, SEC may delegate any of its powers to sub-committees on duly passing a resolution formalizing such a permanent or temporary sub-committee. Such sub-committees may be constituted from time to time; the Company Secretary or his nominee shall act as Secretary to such sub-committees.

8. Conflicts of Interests

- 8.1 SEC members, or their deputies as defined in 4.3, must avoid situations in which they have, or can have, a direct or indirect interest that conflicts or potentially conflicts with the interests of BBC Studios or the BBC group. All conflicts or potential conflicts must be notified to the Company Secretary who shall hold these in a register of conflicts.
- 8.2 Any conflict or potential conflict of interest may be authorised by SEC to the fullest extent permitted by law. However; where an SEC member who has a conflict or potential conflict of interest that has not been authorised by SEC, the conflicted SEC member shall absent themselves from any discussion or consideration of the matter giving rise to the conflict or potential conflict. A conflicted member of SEC shall not be counted as part of the quorum relating to the matters giving rise to a conflict or potential conflict.

9. Reporting by the BBC Studios Executive Committee

SEC shall report to the Board of BBC Commercial Holdings Limited where:

- the value or nature of the matter exceeds its agreed level of delegated authority; or
- where the matter will require the approval of the BBC Board or Ofcom.

Additionally SEC will provide the BBC Commercial Holdings Board with the following plans and reports:

- the annual business plan (including level of return);
- the five year plan (including level of return);
- quarterly reports on performance against the business plan; and

- the annual report and accounts of BBC Studios Limited and where appropriate, of its subsidiaries (*in particular of BBC Worldwide Limited and the entity formerly known as BBC Studios Limited*).

10. Procedure

- 10.1 The members of SEC regulate their meetings as they deem appropriate. The Company Secretary will convene and facilitate any meeting that is required.
- 10.2 Meetings of the SEC may be conducted by telephone or video conference facilities.
- 10.3 Papers for the consideration of the Committee should be submitted to the Secretary no less than three working days prior to the meeting.
- 10.4 Minutes are circulated as soon as possible after SEC meetings to each member of the Committee, for approval at the following meeting.

Effective from: 3 April 2018

Approved by BBC Studios Executive Committee: 3 May 2018

Approved by BBC Commercial Holdings Board: 22 May 2018