

## **BBC STUDIOS EXECUTIVE COMMITTEE TERMS OF REFERENCE**

### **1. Constitution and Authority**

1.1. The BBC Studios Executive Committee ('SEC') is a committee of the Board of BBC Studios Limited, a wholly owned subsidiary of BBC Commercial Limited. The BBC Commercial Board ('Commercial Board') has oversight responsibility of the BBC Studios group ('BBCS').

### **2. Remit and Responsibilities**

2.1. SEC is the executive approval body of the BBC Studios Group and:

- (a) delivers the commercial outcomes required and/or delegated by the Commercial Board and/or the shareholder;
- (b) sets and implements strategy for the BBCS group, including creative strategy and the approach to distribution and routes to market;
- (c) sets corporate level policies and frameworks;
- (d) sets and reviews budget and performance, through business plans, management accounts and quarterly business reviews,
- (e) is the overall authority for BBCS in relation to:
  - (i) remuneration, culture and talent development;
  - (ii) group risk management and compliance with the relevant provisions of the BBC Charter, other regulatory requirements and BBC Editorial Policy;

2.2. SEC shall have the following financial approval authorities:

- (a) all revenue transactions of up to £20m in life-time value;
- (b) all deals for IP/content, talent and non-content (including capital expenditure, marketing, consultancy, property and technology) of up to £20m;
- (c) all transactions with an equity element of up to £1m;
- (d) SEC shall delegate authority to its sub-committees under 4 below.

2.3. The following shall be the matters reserved for SEC:

- (a) all items of business to be presented to Commercial Board including financial approvals in excess of the thresholds set out in 2.2;
- (b) the annual report and accounts of BBC Studios Limited and where appropriate, of its subsidiaries.

### **3. Membership, Attendance and Quorum**

3.1. The composition of SEC shall be as follows:

- (a) Chief Executive Officer
- (b) Chief Financial Officer
- (c) Chief Operating Officer
- (d) President, Brands and Licensing
- (e) CEO, Studios Productions
- (f) COO, Studios Productions
- (g) Director of Communications
- (h) Director of HR
- (i) Director of Strategy & Business Development
- (j) CEO, Global Distribution
- (k) CEO of UKTV and President, BBC Studios UK & Ireland

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

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

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

3.5. The quorum of SEC shall be any one of the Chief Executive, the Chief Financial Officer or the Chief Operating Officer, ; plus any four other members as listed under 3.1 above.

3.6. As a general rule, SEC will meet at least twice a month.

### **4. Sub-committees of SEC**

4.1. SEC shall delegate the operational exercise of its approval authority in relation to non-content and content investment to the Investment Committee and authority in respect of operational aspects of systems, risk and compliance to the Operations Committee. All sub- committees shall have their own terms of reference.

- 4.2. The business of any sub-committee shall be reported regularly to SEC usually via a written report to the next SEC meeting for noting.
- 4.3. Other than as provided above, SEC may delegate any of its powers from time to time to permanent or temporary sub-committees on duly passing a resolution.

**5. Conflicts of Interest**

- 5.1. SEC members, or their deputies, must avoid situations in which they have, or may have, a direct or indirect interest that conflicts or potentially conflicts with the interests of BBC Studios or the BBC group (a ‘Conflict’). All Conflicts must be notified to the Company Secretary who shall maintain a Register of Conflicts.
- 5.2. Any Conflict may be authorised by SEC to the fullest extent permitted by law. Where this is not the case, the conflicted SEC member shall absent themselves from any consideration of the matter giving rise to the Conflict. A conflicted member of SEC shall not be counted as part of the quorum relating to the matters giving rise to a Conflict.

**6. Reporting by the BBC Studios Executive Committee**

- 6.1. SEC shall report to CB where:
  - (a) the value or nature of the matter exceeds its scope or agreed level of delegated authority; or
  - (b) where the matter will require the approval of the BBC Board or Ofcom.
- 6.2. Additionally, SEC will provide Commercial Board with reports and management information as specified by Commercial Board from time to time.

**7. Procedure**

- 7.1. The members of SEC will regulate their meetings as they deem appropriate. The Company Secretary will convene and facilitate any meeting that is required.
- 7.2. Papers for SEC should be submitted to the Secretary no less than three working days prior to the meeting.
- 7.3. Minutes will be circulated as soon as possible after SEC meetings to each member of the Committee, for approval at the following meeting.

<b>Changes approved by BBC Studios Executive Committee:</b>	06 June 2020 (and effective same date)
<b>Updated ToR approved by BBC Studios Executive Committee:</b>	16 December 2020
<b>Revised version with typographical errors corrected:</b>	26 May 2021
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