



Meeting of the BBC Board

MINUTES

20 July 2023
Broadcasting House, London

ITEMS OF BUSINESS

1. Chair's Introduction
2. Apologies and Conflicts of Interest
3. Minutes and Matters Arising
4. Board Business and Reports
5. Executive and Director-General's Report
6. Future Strategy
7. Quarterly Performance Report
8. Cyber Security Session
9. AOB

ATTENDANCE

Present

- Elan Closs Stephens Chair
- Tim Davie Director-General
- Shumeet Banerji Non-executive director
- Damon Buffini Non-executive director
- Robbie Gibb Non-executive director
- Muriel Gray Non-executive director
- Nicholas Serota Non-executive director
- Michael Smyth Non-executive director
- Leigh Tavaziva Group Chief Operating Officer

Apologies:

- Charlotte Moore
- Deborah Turness

With

- Phil Harrold Company Secretary
- Jo Clarke Secretary to the Board
- Anthony Corriette Company Secretary, BBC Commercial Ltd (item 4)
- Gautam Rangarajan Director, Strategy and Performance (item 5 onwards)
- Jonathan Munro Deputy CEO News and Current Affairs (items 5-7)
- David Jordan Director, Editorial Standards and Policy (items 5 and 7)
- Balram Veliath Director, Quality, Risk and Assurance (item 5)
- Clare Sumner Director, Policy (item 5)
- Rhys Evans Head of Corporate Affairs, BBC Wales (item 5)
- Kerris Bright Chief Customer Officer (item 6)
- Eddy Datubo Director, Transformation (item 6)
- Uzair Qadeer Chief People Officer (item 6)
- Alice Macandrew Group Corporate Affairs Director (items 6)
- David Pembrey Chief Operating Officer, BBC Content (item 6 and 7)
- Tom Fussell CEO, BBC Studios (items 6 and 7)
- Helen Rabe Chief Information Security Officer (item 8)
- Peter O’Kane Chief Technology Officer (item 8)

BOARD MINUTES 20 JULY 2023

1. Chair's Introduction

- 1.1 The Chair extended a warm welcome to the new non-executive Board member for Northern Ireland, Michael Smyth.
- 1.2 The Chair provided an overview of the upcoming meeting. A significant amount of time had been dedicated to discussion of the future strategy of the BBC.

2. Apologies and Conflicts of Interest

- 2.1 The Chair noted that there were apologies from Charlotte Moore, Chief Content Officer and Deborah Turness, CEO News and Current Affairs. Damon Buffini would need to leave the meeting following the item on future strategy.
- 2.2 No conflicts of interest were declared in addition to those already recorded.
- 2.3 The Board noted the declaration of significant recent meetings with politicians, senior officials and stakeholders submitted by the Chair.

3. Minutes and Matters Arising

- 3.1 The Minutes from the 27 June Board meeting were approved, subject to a draft amendment.
- 3.2 The Board noted the Matters Arising paper. An update on the Arts Strategy would be brought forward to the December meeting of the Board.

4. Board Business and Reports

Committee Reports

- 4.1 The Board noted written reports on the most recent meetings of the Editorial Guidelines and Standards Committee ("EGSC"); the Commercial Board and the Northern Ireland Committee. The Board noted an oral update on the Remuneration Committee meeting.
- 4.2 The Board discussed the reports. Directors noted that additional resource was being provided to EGSC in order to assist with research.

Appointment of a Member of the Board

- 4.3 The Board considered a recommendation from Nominations Committee to appoint Chris Jones as non-executive member of the Board and Chair of the Audit Committee.
- 4.4 The Board noted that Chris had met with a number of non-executive and executive directors of the Board, as well as members of the interview panel, all of whom were supportive of the recommendation.
- 4.5 The Board approved the appointment of Chris Jones as a non-executive director to the Board and Chair of the Audit and Risk Committee for a period of four years, from 24 July 2023 until 23 July 2027.

Extension to an Appointment Term

[Nicholas Serota left the room for discussion of this item]

- 4.6 The Board considered a recommendation from the Nominations Committee to extend the term of Nicholas Serota, the Senior Independent Director, which was due to conclude on 2 April 2024. As he was only re-appointed for three years, the Board had the option of extending his appointment for a further year, taking it up to the full four year term. This would provide a level of continuity and stability during the transition to a new Chair.
- 4.7 The Board approved the proposal to extend the appointment of Nicholas Serota, the Senior Independent Director of the Board, for a further period of one year from the conclusion of his current term.

Committee Membership

- 4.8 The Board considered a proposal from the Nominations Committee to add to its membership given the departure of Richard Sharp and Shirley Garrood from the Board, and therefore from the Nominations Committee. It was noted that there were currently only two non-executive members, when the terms of reference required there to be four (plus the Director-General as a fifth member). On that basis, the Committee had agreed that there was a present need to add members to the Nominations Committee now, ahead of a wider review of Committee membership, and nominated Damon Buffini and Muriel Gray to join it.
- 4.9 The Board approved the appointment of Damon Buffini and Muriel Gray as members of the Nominations Committee.

Board Code of Practice

- 4.10 On 11 May 2023 the BBC published the findings of the review into the former Chairman's compliance with requirements under the Board's Code of Practice during his tenure in the role, which had been conducted by the non-executive members of the Nominations Committee. As part of that review, a small number of recommendations were made relating to the disclosure of relevant personal and professional interests and the process by which they were managed. These were accepted by the Board.
- 4.11 At this meeting, the Board considered a paper which proposed some amendments to the Board's Code of Practice in order to reflect and implement the new requirements. Directors discussed and agreed the amendments, noting that the Commercial Board would also be reviewing them and that they would apply across the Group. The document would return for final approval once the consultation was completed.

Commercial Constitution

- 4.12 The Board considered a paper which proposed necessary amendments to the Articles of Association and Terms of Reference for the Commercial Board, following changes to its structure and membership and review of BBC Commercial Ltd's corporate governance documentation.
- 4.13 The Board noted that the Articles of Association were in-line with today's market standard and incorporated certain bespoke provisions for the benefit of the BBC to make them consistent with the current governance framework.
- 4.14 The Board approved the new Articles of Association for BBC Commercial Ltd and the Terms of Reference for Commercial Board.

5. Executive and Director-General's Report

- 5.1 The Director-General opened his session by updating the Board on the Executive's handling of allegations against Huw Edwards, the presenter and journalist. Directors noted and discussed the structure of the planned investigation and approved the terms of reference for the review of processes and protocols related to non-editorial complaints.
- 5.2 The Director-General introduced the Executive and Director-General's Report. Sport coverage was generating a high level of audience engagement. The Ashes Test at Headingley had drawn 2.5 million unique browsers to the BBC Sport pages and the Wimbledon Men's Final had had the highest viewing figures since Andy Murray's victory.

- 5.3 The Board noted that The Proms season was soon to begin. As part of continuing planning for classical music a partnership between the Concert Orchestra and the Nottingham Universities had been announced.
- 5.4 The Board noted a strike in reaction to changes to local services was due to take place today.
- 5.5 The Chief Operating Officer provided a report on financial and operational issues. Directors noted an update on the Zellis data breach and the upgrade to Capita's IT support for the licence fee collection service.
- 5.6 The Executive and Director-General's Report was noted.

Social Media Review

- 5.7 The Board considered the Social Media Review, which had been undertaken by an independent reviewer, John Hardie, and noted that the Executive had welcomed its findings.
- 5.8 The Board considered an initial draft of new guidance on social media use based on the Review, which would sit within the BBC's broader Editorial Guidelines. Directors discussed the guidance and supported its approach. The Board noted that a paper on enforcement of the guidance would come to a future meeting.

BBC Sport On-air Talent Incident: Lessons Learnt Review

- 5.9 The Board considered a paper on a lesson learnt exercise conducted by the Director, Quality, Assurance and Risk following an incident triggered by social media tweets and its subsequent handling.
- 5.10 The Board discussed the paper and agreed its proposals.

Mid-term Review

- 5.11 The Board noted an update on the Mid-Term Review process being undertaken by the Department for Culture, Media and Sport.

Arqiva Contract

- 5.12 The Board considered a finance case recommending the renewal of the contract for DAB Phase 3 with Arqiva, which was due to expire in September 2023.
- 5.13 The Board approved the recommendation to extend the contract with Arqiva for a further period and delegated authority for final sign-off to the Director of Distribution and Business Development.

5.14 The Board considered a request from the Executive to initiate a public interest test with regard to the plans for increasing Radio Cymru 2's broadcast hours in order to extend Welsh language music programming to younger audiences. The Charter and Agreement states that the BBC can only make a material change to a UK public service if a public interest test has been undertaken and is satisfied regarding the proposed change. Ofcom would also consider the public interest test's conclusions.

5.15 The Board approved the proposal that a public interest test should be undertaken.

6. Future Strategy

6.1 The Board was joined by the Executive Committee for a session on future planning.

6.2 The Board noted that plans would be developed in further detail at a two-day awayday session in September.

7 Quarterly Performance Report

7.1 The Board noted and discussed the audience performance assessment for the quarter April to June 2023. iPlayer performance had been particularly successful this quarter and coverage of the Coronation and the Eurovision Song Contest had driven strong audience performance in May, but the engagement of young audiences continued to be challenging in a competitive environment.

7.2 The Board noted the operational and financial update, which included financial reporting from both the public service and commercial operations.

7.3 The Board noted a summary of progress with critical projects, including the East Bank project and Across the UK. Directors noted that the NAO was currently undertaking a value for money review of the Across the UK project.

7.4 The Board noted the strategic and operational risk headlines and an update covering pan-BBC safeguarding measures.

7.5 The Board noted the Editorial Standards and Complaints report. The overall volume of complaints continued to reduce.

iPlayer Update

- 7.6 The Board noted an update on iPlayer performance during the quarter April to June 2023.

8 Cyber Session

- 8.1 The Board noted an update on the cyber threat landscape and the work being done to mitigate risk and improve resilience planning at the BBC.

9. AOB

- 9.1 Non-executive directors only were briefed by the Chief Operating Officer and Senior Independent Director on the investigation into Tim Westwood when he was an employee of the BBC.