



NOMINATIONS COMMITTEE

MINUTES

5 May 2023
15.00-15.30

By video conference

Agenda

1. Apologies and conflicts of interest
2. Review of the Chairman's conflicts of interest
3. AOB

Attendees

Present

Nicholas Serota	Senior Independent Director (Chair)
Shirley Garrod	Non-executive Director
Elan Closs Stephens	Non-executive Director

With

Chris Sandford	Head of Governance
Alice Hickey	Senior Counsel
John Shield	Director, Communications

Not present:

Richard Sharp	Chairman
Tim Davie	Director-General

1. Apologies and Conflicts of Interest

- 1.1 The Committee were meeting without the Chairman and Director-General present. The Senior Independent Director was sitting as Chair for the session. There were no new conflicts of interest raised.

2. Review of the Chairman's conflicts of interest

- 2.1 The Committee were meeting for the final time as part of their review considering the Chairman's adherence to his BBC obligations in respect of conflicts of interest since his appointment. The Committee noted that the report of the Office of the Commissioner for Public Appointments (OCPA) into the appointment process for the Chairman had been published the prior week and that the Committee had reviewed the report and its findings. It was also noted that the Chairman had fully engaged with the Committee during this process.
- 2.2 The Committee reviewed the minutes of the prior meeting, held on 27 March, which summarised the interview session held with the Chairman on 20 March and which set out the provisional conclusions of the review. On reflection, the Committee agreed to amend the wording in the minute to adopt the findings made in the OCPA report about potential perceived conflicts of interest. Reference to this would also be added to the recommendations for Board Directors to consider in future. The Committee also agreed to include the full text of the relevant section of the Board's Code of Practice in the minutes. Subject to these changes, the minutes were approved and the provisional findings and recommendations were agreed.
- 2.3 Based on the evidence they had reviewed, the Committee were content to confirm that they had no concerns in respect of the Chairman's integrity whilst in the role albeit that, as covered in the findings of 27 March, the relevant declarations should have been made at the outset of his tenure, to avoid any potential perceived conflicts of interest. This was not in line with clause 2.4 of the Board's Code of Practice. However, the Committee were also content, based on the evidence, that all other aspects of the Code had been followed satisfactorily by the Chairman during his time in the role.
- 2.4 It had been agreed that a short summary document should be produced, setting out the process and findings of the review. It was agreed that this would be sent to the Board along with the minutes of the Committee's meetings during the process. It was agreed that these minutes and the Summary should be published immediately, once noted by the Board.

3. AOB

- 3.1 There were no items of other business.