



Meeting of the BBC Board

MINUTES

27 June 2024
Broadcasting House, London

ITEMS OF BUSINESS

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ATTENDANCE

Present

• Samir Shah	Chair
• Tim Davie	Director-General
• Damon Buffini	Non-executive director
• Shumeet Banerji	Non-executive director
• Robbie Gibb	Non-executive director
• Muriel Gray	Non-executive director
• Chris Jones	Non-executive director
• Charlotte Moore	Chief Content Officer
• Michael Plaut	Non-executive director
• Nicholas Serota	Non-executive director
• Michael Smyth	Non-executive director
• Marinella Soldi	Non-executive director
• Leigh Tavaziva	Group Chief Operating Officer
• Deborah Turness	CEO, News and Current Affairs

Apologies: None

With

Phil Harrold	Company Secretary
Jo Clarke	Secretary to the Board
Gautam Rangarajan	Director, Strategy and Performance (items 5-10)
Alan Dickson	Chief Financial Officer (items 6 and 10)
Holly King	Group Financial Controller (item 6)
Tom Fussell	CEO, BBC Studios (item 6)
Claire Rollo	NAO (item 6)
Greg Wilson	NAO (item 6)
Balram Veliath	Director, Quality, Risk and Assurance (item 6)
Rhodri Talfan Davies	Director, Nations (items and 8-10)
Kieran Clifton	Director, Distribution (item 8)
David Moody	Director, Strategy, BBC Studios (item 9)
Sophie Garnham	CRBA Director (item 9)
Jo Sherlock	Group Rights and Commercial Director (item 9)
Alice Macandrew	Group Director, Corporate Affairs (item 9 and 10)
Chris Rowsell	Controller, Regulation (item 9)

Kerris Bright

Chief Customer Officer (item 10)

BOARD MINUTES 27 JUNE 2024

1. Chair's Introduction

- 1.1 The Chair welcomed Michael Plaut, the new Board member for Wales, to his first meeting.

2. Apologies and Conflicts of Interest

- 2.1 There were no apologies for the meeting.
- 2.2 No conflicts of interest were declared in addition to those already recorded.

3. Minutes and Matters Arising

- 3.1 The Minutes from the 14 May Board meeting were approved.
- 3.2 The Board noted the Matters Arising paper.

4 Committee Reports

- 4.1 The Board noted and discussed written reports on the most recent meetings of the Commercial Board, the Remuneration Committee, the Audit and Risk Committee and the Wales Committee.

Committee Structure

- 4.2 The Board considered a paper which requested a number of changes to the governance of Board sub-committees.
- 4.3 The Board discussed the proposal to close the Fair Trading Committee, with its functions to be taken over by the Audit and Risk Committee, as its work was largely focussed on compliance and assurance. The Board approved the proposal, noting that the workload of the ARC would be kept under review and that one non-executive director would be nominated as a specific 'champion' for fair trading issues.
- 4.4 The Board approved the change to the title of the Remuneration Committee to the Remuneration and People Committee to reflect the expansion of its role as recommended by the most recent Board and Sub-committee Effectiveness Review.

- 4.5 The Board approved a recommendation from the Nominations Committee that a small, informal working group should be set up regarding the next Charter review. Terms of Reference for the group and its work would return to the next meeting of the Board.

Committee Membership

- 4.6 The Board considered a paper requesting approval for a number of changes to the membership of the Board's Sub-committees, which had been proposed by the Nominations Committee.
- 4.7 The Board discussed the proposal from Nominations Committee that the Chairman should be appointed as the Chair of the Editorial Guidelines and Standards Committee ("EGSC"), from 1 July 2024. Following consideration of the BBC's governance structure and the Chair's commitments, the Board approved the recommendation that the Chairman be appointed as Chair of EGSC, recognising the centrality of the issue of impartiality and editorial standards to the BBC's mission.
- 4.8 The Board noted that Nicholas Serota would remain as a member of the Committee and thanked him for all he had achieved as Chair, in particular the Serota Review.
- 4.9 The Board approved the proposed reappointment of the Editorial Guidelines and Standards Committee external editorial advisers for a further year until 14 July 2025.
- 4.10 Michael Plaut has been appointed by the DCMS as the member for Wales. The Board approved his appointment as Chair of the Wales Committee.
- 4.11 The Board approved a delegation to the Chair and Chairman of the Commercial Board to approve a second BBC Board non-executive director to join the Commercial Board. The appointment would commence on 1 September 2024.
- 4.12 The Board approved the appointment of Michael Plaut as a member of the Audit and Risk Committee, with the appointment to commence on 1 September 2024.

Re-appointment of Executive Members of the Board

- 4.13 The Board approved the re-appointment of Charlotte Moore, Chief Content Officer as an executive director of the Board, as of 1 September 2024, for a period of two years.
- 4.14 The Board approved the re-appointment of Deborah Turness, CEO BBC News and Current Affairs, as an executive director of the Board, as of 5 September 2024, for a period of two years.

5. Executive Reporting

DG and Executive Report

- 5.1 The Board noted a briefing from the Director-General and CEO, News and Current Affairs on coverage of the General Election. BBC teams across the organisation had provided programming and services delivering a wide range of audience engagement. 'Your Voice, Your Vote' has generated over 10k comments so far, and there had been good response to debates, leader interviews and *News* specials, working across News and Nations. Positive trust scores from the audience were up at this point in the coverage and complaint numbers were currently low overall.
- 5.2 The Board noted an update from the Chief Operating Officer, which included briefings on ongoing investigations.

Annual Audience Performance Review

- 5.3 The Board noted and discussed the annual audience performance review. Whilst iPlayer and services for young audiences had performed strongly, the targets for universal reach and chosen often had proved more challenging. Directors discussed the effectiveness of including stretch targets.

6. Annual Report and Accounts 2023-24

Annual Report and Accounts

- 6.1 The Board considered the latest draft of the 2023/24 Annual Report and Accounts. The Board noted that it had been reviewed by the Audit and Risk Committee (ARC) on 24 June. The Chair of the ARC reported on the meeting and scope of their review and confirmed that the ARC had recommended it and the letters of representation to the Board for approval subject to the ARC Chair overseeing the resolution of final matters, any late amendments and subsequent events.
- 6.2 The Board were advised that there were a limited number of areas in relation to the accounts which were still being finalised with the NAO. The Board also noted that, given the Parliamentary timings expected to be announced after the election, the original proposed publication date of 16 July had been pushed back a week to 23 July, although this date is still subject to final confirmation with DCMS.

- 6.3 The Board also noted that, as part of the year end preparation, it was identified that a number of public service subsidiaries could move to utilising the Companies Act s479a exemption with regard to the need to undergo an external audit. The list of companies would be included as part of the Annual Report and Accounts. The Board approved the proposal.

Going Concern and Viability Statement

- 6.4 The Board noted the analysis supporting the BBC's statements of going concern and viability. These were made on a 12 month and a three-year basis, respectively. Directors noted the assumptions underpinning the analysis and discussed the risks and mitigations in place.
- 6.5 The Board confirmed approval of the Going Concern and Viability Statements.

Internal Audit Assurance

- 6.6 The Board noted a paper providing assurance from internal audit on the accuracy of certain data points and assertions in the Annual Reports and Accounts which were not covered by the financial audit.

NAO Audit Completion Report

- 6.7 The NAO presented their audit completion report to the Board. Subject to the satisfactory resolution of outstanding matters, the NAO expected that the Comptroller and Auditor General would issue an unmodified true and fair audit opinion and regularity opinion on the BBC Group Accounts for 2023-24.

Approval

- 6.8 The Board approved the Annual Report and Accounts 2023-24 and Letters of representation for signature on 10 July by the Director-General and Chief Operating Officer subject to a delegation to the Audit and Risk Committee Chair to oversee the resolution of final matters, any late amendments and subsequent events.

7. World Service Annual Performance Review

- 7.1 The Board considered a report providing an update on the performance of the World Service over the past year. It also provides an update on the World 2025 expansion programme for the same period.
- 7.2 The Board noted that the report met the BBC's regulatory requirement to produce an Annual Report for the Foreign, Commonwealth & Development Office (FCDO) on the

performance of the World Service against its requirements as set out in the World Service Licence, including the objectives, priorities, and targets.

- 7.3 The Board approved the World Service Annual Performance Review for submission to the FCDO.

8 Distribution Presentation

- 8.1 The Board noted and discussed a presentation updating the Board on the BBC's distribution strategy.

9. iPlayer Strategy

- 9.1 The Board considered a paper providing an update on the iPlayer strategy and additional detail, as requested at its April meeting.
- 9.2 The Board endorsed the direction of the work and agreed the recommendations for approval. Directors discussed a set of strategic principals included in the paper and agreed that they should be developed further and come back to the Board's September meeting.
- 9.3 The Board discussed the plan for stakeholder engagement included in the paper and endorsed it for implementation.

10. Cash Savings

- 10.1 The Board considered a paper providing an update on the progress made since the March Board on the BBC's savings and reinvestment plans over the next three years.
- 10.2 The Board noted the progress made and the approach to managing financial risk. Directors requested that a communications and implementation plan return to the July Board.

11. Papers for Approval

- 11.1 The Board approved a proposal to proceed to market for the new contract for security guarding services with an initial committed term of five years and the option to extend for up a further three years. The contract will commence on 1st April 2026, following the procurement process. The formal investment approval would return to the Board once the competitive tender process had been completed.

- 11.2 The Board approved a resolution agreeing to entering into the new facility agreement for £150m; to increasing the facility to £200m once a new lender was identified; that the authorised signatories should be any two of the following: Group Chief Operating Officer; Group Chief Financial Officer; Group Financial Controller; Finance Director, Transformation & Operations; and, the Head of Treasury.

12 AOB

- 12.1 There was no other business.