
Content Board

Terms of Reference

Approved by the Ofcom Board on:	15 March 2023
Previous versions:	23 October 2020
	30 April 2019

Content Board: Terms of Reference

Purpose

1. The Content Board is a committee of the main Board and it sets and enforces quality and standards for television and radio. It has Members representing each of the countries in the UK, and includes Members with extensive broadcasting experience. It is charged with understanding, analysing and championing the voices and interest of the viewer, the listener and citizen.
2. The Communications Act 2003 requires Ofcom to establish and maintain a Content Board (Section 12 (1)). The Content Board's functions are determined by the Ofcom Board, having particular regard to the desirability of securing that the Content Board has a significant influence on decisions which relate to content matters and involve considering the interests of different parts of the UK (Section 13 (3)).

Duties

3. The Duties of the Content Board shall be:
 - a) To ensure in relation to carrying out of Ofcom's broadcasting functions that Ofcom is aware of different interests and factors relating to different parts of the UK (Section 13 (4)).
 - b) The Content Board may fulfil an advisory role to the Ofcom Board, providing advice on content related aspects of decisions or matters reserved to the Ofcom Board.
 - c) Content Board Members may fulfil an advisory role, supporting the Executive in enforcing and maintaining the standards of the Broadcasting Code and On Demand Programme Service Rules, and in ensuring those standards are kept under review. Members may provide an advisory opinion on investigations under Ofcom's published procedures.
 - d) Content Board members shall play a role in imposing sanctions for serious breaches of the Broadcasting Code, under Ofcom's published procedures.

Membership

4. The Content Board membership shall be a maximum of 19 people, with sufficient skills and experience to deliver its duties and to effectively represent and reflect the full diversity of the UK. It shall be chaired by a Non-Executive Member of the Ofcom Board and at least one further Member of the Content Board shall be a Non-Executive Member of the Ofcom Board.
5. The remaining Members of the Content Board shall be predominantly Non-Executive (including Non-Executive Members representing each of the Nations of the United Kingdom) and may include Ofcom executives.

¹ At its meeting on 21 October 2020, the Ofcom Board approved a temporary variation to the Content Board's Terms of Reference to increase its membership from 14 to 19 Members, in line with the anticipated expansion of the Content Board's remit. This will eventually reduce back down as existing tenures expire.

Secretary

6. The Corporation Secretary, or their nominee, shall act as the secretary of the Content Board and will ensure that it receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

Quorum

7. The quorum shall be five Members, with at least a majority being Non-Executive Members.

Frequency and conduct of meetings

8. There shall normally be 6 meetings of the Content Board per year. Meetings shall be held as and when required at the request of the Chairman of the Content Board.
9. The Content Board shall be attended by relevant executive colleagues for specific items and, as appropriate, any observers. The Chairman and Chief Executive of Ofcom may also attend meetings.
10. Members' attendance through telephone or videolink is permissible for the purposes of determining a quorum.
11. In the absence of the Chairman of the Content Board the remaining Members present shall elect one of their number OR he or she shall nominate one of the remaining Members present to Chair the meeting.

Notice of meetings

12. Meetings of the Content Board shall be called by the Secretary of the Content Board at the request of the Chair or any of its Members.
13. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Content Board and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Content Boards Members and to other attendees, as appropriate, at the same time.

Minutes of meetings

14. The Secretary to the Content Board shall circulate minutes of meetings to Members of the Content Board with the approval of the Chairman.
15. The Secretary shall take a full note of meetings and keep proper records.

Reporting responsibilities

16. The Content Board will report directly to the Ofcom Board through the Chairman of the Content Board. The Ofcom Board shall keep these terms of reference under review from time to time.

Other matters

17. Have access to sufficient resources in order to carry out its duties, including access to the Governance team for advice and assistance as required.
18. Be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members.
19. Ensure that a periodic evaluation of the Content Board’s performance is carried out.
20. At least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval as part of the annual Board and Board Committee effectiveness review cycle.

Authority

21. The Ofcom Board and the Chairman of the Content Board will decide the content issues on which advice is sought, in consultation with the Executive. This will include agreeing an annual plan for the provision of Content Board advice in light of the matters which it is expected the Ofcom Board will consider over the course of that year. It will also include agreeing on a case-by-case basis as matters arise that the Content Board will provide advice to the Board on a particular matter.
22. The way in which advice is obtained from the Content Board will be decided by the Ofcom Board and Chairman of the Content Board and should reflect the nature of the issue. In addition, Members may fulfil an advisory role to the Executive on other significant content related decisions or matters which the Board has delegated to the Executive. These matters shall be agreed by the Chairman of the Content Board and the Executive.
23. Undertake and investigate any activity within its Terms of Reference.
24. Request the attendance of any Ofcom Colleague at a meeting of the Content Board and/or seek any information it requires from any employee of the company in order to perform its duties.

Date of approval
March 2023
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Date of next review
March 2024
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