



BBC BOARD REGULATION

BOARD STANDING ORDERS

1. Introduction

- 1.1 The BBC is a Corporation created by Royal Charter. The current Charter (the “Charter”) was granted on 1 January 2017 and will expire on 31 December 2027¹.
- 1.2 This document provides the Standing Orders for the BBC Board, as required under Charter article 30(2) and in accordance with Charter article 33(5).
- 1.3 These Standing Orders should be read in conjunction with the Constitution of the Board as set out in the Charter (Articles 19 – 35) and the Board’s Code of Practice, as separately adopted.
- 1.4 In particular, Article 20 of the Charter set out the principal functions of the Board, which are replicated at Appendix A of these Standing Orders.
- 1.5 These Standing Orders were adopted as a regulation by a resolution of the Board dated 27 April 2017.

2. Membership of the Board

- 2.1 Membership of the Board is established by the Charter (Article 21); the total number of directors must be 14.

3. Meetings of the Board

- 3.1 In accordance with the Charter, the Board must meet for the transaction of its business and affairs (Article 30).
- 3.2 All directors of the Board must be invited to each meeting of the Board.

¹ <https://www.gov.uk/government/publications/bbc-charter-and-framework-agreement>

- 3.3 The Board usually meets once a month and at other times, as required. The Board routinely meets in London but from time to time meets at BBC or other venues outside of London.
- 3.4 Prior to the end of each calendar year, the Board shall normally agree a schedule of its meetings for the forthcoming year.
- 3.5 Meetings may be held without directors being physically present in the same place, for example by telephone or video-conference. When a director attends by telephone or video-conference they are counted as being in attendance for the purposes of a quorum. Business may also be conducted offline, via e-mail, with the agreement of the Chairman.

4. Notice of meetings

- 4.1 Meetings are called by the Company Secretary (or their nominee) under the authority of the Chairman. Unless otherwise agreed, notice of each meeting will be forwarded to each director of the Board (and any other person required to attend) at least four days in advance of meetings, confirming the venue, time and date and including the agenda of items to be discussed together with any supporting papers.
- 4.2 In the event of new or urgent business arising requiring a meeting of the Board the Chairman, the senior independent director, or the Company Secretary may summon an extraordinary meeting with fewer than four days notice; all directors of the Board must be advised of the date, time and location of the meeting.

5. Chairing and attendance

- 5.1 The Chairman, or in his absence, a non-executive director of the Board nominated by the Chairman, shall preside at all meetings of the Board.
- 5.2 The Board may request any member of staff to attend a meeting of the Board.
- 5.3 The Company Secretary (or their nominee), acting as secretary to the Board, is invited to attend each meeting however the Board can meet in private at any time.

6. Agenda

- 6.1 The Chairman has responsibility for setting the agenda of each meeting. Each director has the right to request matters be placed on the agenda for discussion at any meeting of the Board.

7. Quorum and voting

- 7.1 The quorum necessary for the transaction of business is five directors which must include at least two non-executive directors; the Chairman or Senior Independent Director must be included among the directors counting for quorum.
- 7.2 A duly convened meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in it or exercisable.
- 7.3 Each question before the Board may be decided by a majority of votes of the directors present and voting on that question, as long as a quorum is present. Any director of the Board is entitled to call for a vote on any question before the Board and any director of the Board may request that his/her vote or abstention be recorded in the minutes.
- 7.4 In the case of an equality of votes on any question the Chairman shall have a casting vote. In the absence of the Chairman the non-executive director presiding at the meeting shall be able to exercise the casting vote.

8. Urgent business

- 8.1 If the Chairman is called upon to decide any matter ordinarily reserved to the Board but which cannot, by reason of its urgency, be decided at a meeting of the Board, he or she shall do so after consulting such other directors both executive and non-executive (including, in financial matters, the Chairman of the Audit Committee) as may be accessible. As soon as possible after taking the decision the Chairman shall report the decision to all directors of the Board.

9. Minutes of meetings

- 9.1 The Company Secretary (or their nominee) shall minute the proceedings and all resolutions, including the names of those present and in attendance.
- 9.2 Copies of the minutes shall be circulated to all directors of the Board, except where there is a conflict of interest. The minutes will be submitted at the next meeting for the agreement of directors.
- 9.3 The Board will publish minutes of its meetings following approval at the subsequent Board meeting.

10. Conflicts of Interest

- 10.1 The Board's Code of Practice requires directors to publicly declare their personal interests (including any political interests), to regularly update the declaration, and to ensure that they are not party to any decision by the BBC to contract with any of the parties listed on that declaration.
- 10.2 Where a director of the Board has a personal or business interest in any matter before the Board, he or she will declare it at the earliest opportunity. In such a case, the other directors present will consider whether it is appropriate for him or her to take part in the discussion of that item of business before the Board. If the other directors decide that it is not appropriate, the director will withdraw while the matter is under discussion. In any event, this directors will not take part in any vote on any item of business in which he or she has declared an interest, and will not be counted as being present for the purposes of a quorum.

11. Committees of the Board

- 11.1 The Board may establish committees of the Board. Subject to the provisions of the Charter (Article 31) the number, remit and composition of such committees are a matter for the Board.
- 11.2 The membership, including Chairmanship, of Board committees is usually proposed to the Board by the Nominations Committee.

12. Delegation

- 12.1 The Board is collectively responsible for ensuring delivery of its responsibilities under the Charter. However, the Board may delegate to a Committee, individual director of the Board, or other members of staff any of its functions, including decision taking, on such terms and conditions as it thinks fit.
- 12.2 When a particular function of the Board has been delegated, there must be a formal record outlining the scope of authority in exercising the delegation and the manner in which this should be reported to the Board.
- 12.3 The Board shall conduct an annual review of responsibilities delegated to Committees of the Board to ensure that the delegation is appropriate and being exercised with due diligence.

13. Regulations

- 13.1 In accordance with the Charter (Article 33) the Board may make regulations about the transaction and management of its business and affairs. Regulations may be made only at a meeting of the Board.

14. Review of performance

- 14.1 The Board shall conduct an annual review of its own performance and that of its committees and individual directors: this review will be led by the Nominations Committee.

ENDS

Appendix A

The Principal Functions of the Board [Article 20]

(1) The principal functions of the Board are contained in this article.

(2) In accordance with article 3 (independence of the BBC), each member of the Board must at all times uphold and protect the independence of the BBC including by acting in the public interest, exercising independent judgement and neither seeking nor taking instructions from Government Ministers or any other person.

(3) The Board must ensure that the BBC fulfils its Mission and promotes the Public Purposes by, in particular, setting:

(a) the strategic direction for the BBC within the framework set by this Charter and the Framework Agreement;

(b) the creative remit (including the direction of the BBC's editorial and creative output and services and in regard to the nations and regions of the United Kingdom);

(c) the budgets for the UK Public Services and the World Service;

(d) a framework to assess the performance of the BBC in delivering its strategies and creative remit, and obligations under this Charter and the Framework Agreement, including performance measures (and targets for those measures where appropriate) to assess the performance of the UK Public Services in fulfilling the Mission and promoting the Public Purposes;

(e) a framework to assess the performance of the World Service;

(f) the standards for the BBC's editorial and creative output and services;

(g) a framework within which the BBC must handle complaints;

(h) a policy on the distribution of the UK Public Services;

(i) a plan for compliance with each of the BBC's general duties; and

(j) a strategy and governance arrangements for the BBC's commercial activities and for assessing the effectiveness of those activities.

(4) The Board must consider proposals for material changes to the UK Public Services, non-service activities or trading activities, and must assess both the public value and impact on competition of such proposals.

(5) The Board must consider proposals for material changes to the commercial activities, and must assess the proposed changes in terms of their alignment with the Public Purposes, their commercial efficiency, their impact on the BBC's reputation and whether the proposed changes, as a result of their relationship with the UK Public Services, trading activities or non-service activities, distort the market or create an unfair competitive advantage.

(6) The Board must secure the effective and efficient management of the BBC and its commercial subsidiaries by, in particular:

(a) appointing, and holding to account, the management of the BBC;

(b) ensuring that the organisational structure of the BBC and the skills of the staff of the BBC are fit for purpose; and

(c) setting the terms and conditions for the staff of the BBC and reviewing these regularly.

(7) The Board must secure the effective and efficient management of the finances of the BBC by, in particular:

(a) putting in place appropriate policies and controls to ensure that licence fee and other income is spent and operations are managed efficiently, effectively and in accordance with regularity, propriety, value for money and feasibility; and,

(b) ensuring that arrangements for the collection of the licence fee are efficient, appropriate and proportionate.

(8) The Board must ensure compliance by the BBC with its obligations under this Charter, the Framework Agreement, the Operating Framework and the general law by, in particular:

(a) complying with requests made by Ofcom;

(b) complying with any decision made by Ofcom; and,

(c) complying with any request made by or decision of Ofcom relating to the commercial subsidiaries including ensuring that any necessary action is taken by commercial subsidiaries controlled by the BBC to give effect to a request or decision. Without prejudice to any right of the BBC to seek appropriate legal remedies, where it appears to the Board that their obligations under this Charter, the Framework Agreement and the Operating Framework conflict with any request or decision made by Ofcom (who must take into account their obligation under article 45(2)(c)), the Board must nevertheless comply with Ofcom's request or decision.