



Meeting of the BBC Board

MINUTES

17 December 2020
Held Via Video Conference

ITEMS OF BUSINESS

1. Apologies and Conflicts of Interest
2. Minutes and Matters Arising
3. Executive Reports
4. Ofcom Update
5. Licence Fee 2022
6. Digital UK Membership
7. East Bank Status Update
8. Health and Safety Annual Performance Review
9. Committee Reports
10. AOB

ATTENDANCE

Present

- David Clementi Chairman
- Tim Davie Director-General
- Shirley Garrood Non-executive director
- Tanni Grey-Thompson Non-executive director
- Ian Hargreaves Non-executive director
- Tom Ilube Non-executive director
- Ken MacQuarrie Director, Nations and Regions
- Charlotte Moore Chief Content Officer
- Steve Morrison Non-executive director
- Nicholas Serota Non-executive director
- Elan Closs Stephens Non-executive director
- Fran Unsworth Director, News and Current Affairs

Apologies: There were no apologies

With

- Phil Harrold Company Secretary
- Jo Clarke Secretary to the Board
- Glyn Isherwood Chief Operating Officer
- Bob Shennan Group Managing Director (items 1-3)
- Gautam Rangarajan Group Director, Strategy and Performance (items 1-7)
- David Jordan Director, Editorial Policy and Standards (items 1-3)
- Kerris Bright Chief Customer Officer (item 3d)
- Clare Sumner Director, Policy (item 4)
- Kieran Clifton Director, Distribution and Business Development (item 6)
- Alan Davey Controller, Radio 3 and Proms (item 7)
- Peter Hendy Chairman, London Legacy Development Corporation (item 7)
- Balram Veliath Director, Quality, Risk and Assurance (item 7)

1. Apologies and Conflicts of Interest

- 1.1 There were no apologies for this meeting. As a member of the London Legacy Development Corporation (“LLDC”) Board, Tanni Grey-Thompson was not present for the discussion of item 7.

2. Minutes and matters arising

- 2.1 The minutes from the 18 and 19 November meetings were approved.
- 2.2 The Board noted the Matters Arising paper and updates on the actions from the last meeting.

3. Executive Reports

- 3.1 The Director-General opened the meeting by summarising the substantial range of work taking place to deliver the BBC’s strategic objectives. The announcement of a re-structure in the Content division had been well-received. Plans for the governance and delivery of BBC digital and technology products, through a new Digital Leadership Group, and the strategic technology review were being finalised and would come to the Board early next year. Extensive plans for creative and workforce diversity and inclusion had been announced this month and detailed reports on both of these areas would be published soon.
- 3.2 The impact of the pandemic was a continuing challenge and the Executive were putting an increased emphasis on the need to look after the wellbeing of staff during this period.
- 3.3 The Chief Content Officer provided an update on recent content highlights. *His Dark Materials* returned with an audience of 5.8 million people, of whom 20% were under thirty-five years old. It was the top episode on iPlayer in November and also drove audiences to the previous series. Steve McQueen’s initial *Small Axe* film provided the highest scoring Sunday night BBC One drama for black audiences since 2010 and had received much praise from the black community as well as critical acclaim. The new Saturday night schedule was doing well. *The Wheel* launched with an overnight audience of 5.5 million people and was one of the top contributors of unique reach for underserved audiences. On BBC Sounds *The Joe Wicks 24 Hour PE Challenge for Children in Need* had over 600 thousand requests, both live and on-demand, and David Olusoga’s interview with Barack Obama had also been very popular.

- 3.4 The Director, News and Current Affairs provided an update on performance. Audiences continued to follow Government briefings and coverage of the Covid pandemic on BBC News in high numbers and its consumption among the young was also increasing. In global news, coverage of the US Election and its aftermath was also drawing large audiences and Kenya's Government had ordered an investigation into the theft and sale of babies following the *BBC Africa Eye: The Baby Stealers* examination of the black market trade.
- 3.5 The Director, Nations and Regions provided an update on performance. The 6.30pm regional TV News slots were currently attracting very large audiences across the UK. The BBC Radio Bradford trial launched on 7 December, providing locally tailored content during key slots throughout the day. BBC local radio services in Wolverhampton and Sunderland would follow early in 2021.
- 3.6 The Group Director, Strategy and Performance updated the Board on the half-yearly performance review of the Executive. The format now included a discussion on staff engagement.
- 3.7 The Chief Operating Officer provided an update on income and expenditure.
- 3.8 The BBC's Group Managing Director provided an update on operations and headcount across the BBC Group. Preparations were taking place for a possible third coronavirus spike in January including reviewing the critical workforce and planning for a reduction of staff in the workplace.
- 3.9 The Board noted the Editorial Standards Report. Although complaints had fallen again this month the Editorial Standards and Complaints Committee had agreed some operational measures designed to manage volumes more efficiently.

Performing Rights Society

[paragraph 3.10 redacted for commercial confidentiality]

- 3.10 The Board noted an update on discussions with the Performing Rights Society regarding the BBC's licensing arrangements and approved a revised mandate to conclude an agreement with them. The Board requested that the Executive ensure liaison with teams in the Nations and Regions regarding minority language rights.

Over 75's Licence Fee Policy Implementation

- 3.11 The Board noted an update on the implementation programme for the over 75's licence fee policy. The programme continued to perform ahead of target and customer satisfaction rates were good. The Board also noted an update on the roll-out of the programme in the Crown Dependencies.

4. Ofcom Update

- 4.1 The Board noted and discussed Ofcom's Annual Report on the BBC, its report on diversity in the Broadcasting sector and the Ofcom Public Service Broadcasting Review consultation document.

5 Licence Fee 2022

- 5.1 The Board noted an update on the 2022 licence fee review and discussed an outline approach to the submission to the Department of Digital, Culture, Media and Sport.

6 DUK Membership

- 6.1 The Board noted that Arqiva would cease to be a member of Digital UK ("DUK") at the end of February 2021 and of Freeview in December 2020. One of the consequences of Arqiva's departure was that the remaining members of DUK planned to support Channel 5's application to become a member. A number of approvals were required from the BBC Board in order make the changes.
- 6.2 The Board noted that the BBC's funding commitment between the two ventures would be unchanged and in line with existing approvals.
- 6.3 The Board approved delegated authority to the Group Chief Operating Officer to approve and sign the Heads of Terms for Channel 5 joining as a member of DUK and the Heads of Terms between Digital UK Trading (DUKT), ITV and the BBC in relation to the acquisition of Freesat by DUKT.
- 6.4 The Board also delegated authority to the Group Chief Operating Officer to oversee subsequent activity and make the necessary further approvals relating to these transactions, prior to final approval of binding deal documentation by the Board if necessary.
- 6.5 The Board approved submission of the mandatory merger control filings and other related submissions necessary to enable the two transactions, subject to signing appropriate deal documentation.
- 6.6 The Board approved the removal of the BBC Trust conditions for participation in Freesat.

7 East Bank Update

[Tanni Grey Thompson left the meeting for the discussion of this item]

[paragraph 7.4 redacted for commercial confidentiality]

- 7.1 The Board welcomed Sir Peter Hendy, Chairman of London Legacy Development Corporation (“LLDC”) to the meeting for discussion of the East Bank project, for which LLDC was contracted to construct the shell of the building.
- 7.2 As requested by the Board at its meeting in October 2020, this item provided the Directors with an update on the East Bank build programme in the light of changes to the timetable and costs due to Covid and other pressures.
- 7.3 The Board noted the impact of further Covid delays to the building programme schedule and costs.
- 7.4 The shell and core of the East Bank Studios were being built by LLDC at a cost to the BBC which was legally capped. The Board welcomed an assurance from Sir Peter that, despite a rise in cost for LLDC in the light of Covid delays and other matters, monies were available to cover these increased costs and no further contribution from the BBC would be required in any circumstances.
- 7.5 The internal fit out of the building was to be funded by the BBC. The Board noted the plan to return to the Executive Committee and Board in Quarter 1 2021 with a fully informed and assured approach to delivering the fit out of the building within budget.
- 7.6 The Board recognised the importance of the project to East London more widely, and were fully supportive of its aims.

8. Health and Safety Annual Performance Review

- 8.1 The Board considered the Health and Safety Annual Performance Review which provided a summary of the BBC’s performance in health and safety for last year (FY 2019/20) and outlined the areas of corporate priority for this year. The review also included a brief summary of the Covid Health and Safety response.
- 8.2 The Board noted that the number of serious injuries reported to the Health and Safety Executive was comparable with previous years. Areas of focus for the coming year were targeting the most serious and the most common accidents, such as slips and trips and to move the focus on mental health from support to prevention, particularly given the

additional Covid-related pressures on staff this year. Detailed implementation plans had been developed for both programmes.

- 8.3 The Board noted that risk assessments had been undertaken of all the BBC sites and revised procedures including social distancing measures, revised signage and ventilation measures and enhanced cleaning regime had been in place since March 2020. BBC buildings and productions were compliant with Covid secure guidelines, but continued emphasis was required about the need for staff to maintain social distancing.

Safeguarding Update

- 8.4 The Board considered a review of the BBC's safeguarding provisions. Directors noted that a newly created assurance style framework would be implemented across the organisation as part of the plans to develop child protection functions into a broader and more modern safeguarding provision, including vulnerable adults.

9 Committee Reports

- 9.1 The Chairman of the Editorial Guidelines and Standards Committee reported on its most recent meeting. Items for discussion had included the roll-out of the new Impartiality and Individual Use of Social Media Guidance and regular complaints reporting.
- 9.2 The Chairman of the Remuneration Committee reported on its most recent business, which had included a number of formal approvals and further consideration of the BBC Studios incentive scheme.
- 9.3 The Chairman reported on the most recent meeting of the Nominations Committee. The following paper was presented to the Board for approval.

Appointments to Board and Committees

- 9.4 The Board considered a paper from the Nominations Committee that requested approval for number of changes to Board and Committee membership.
- 9.5 The Board approved the proposal that Executive member, Ken MacQuarrie, Director, Nations and Regions, would stand down from the Board on his departure from the Executive Committee and that he be replaced by the newly appointed Chief Operating Officer, Leigh Tavaziva.
- 9.6 The Board approved the proposal that Fran Unsworth, Director, News should become the Chair of the Northern Ireland Committee in place of Ken MacQuarrie until the appointment of a Northern Ireland Board Member.

- 9.7 The Board approved the proposal that Nicholas Serota, Senior Independent Director, should become the Chair of the England Committee until the appointment of an England Board member.
- 9.8 The Board approved the proposal that Rhodri Talfan Davies, the new Director of Nations, should join the England, Scotland and Northern Ireland Committees in addition to his membership of the Wales Committee.
- 9.9 The Board approved the proposal that the Chairman should become a temporary member of the Audit Committee until his departure.