



Meeting of the BBC Board

MINUTES

16 December 2021
Via video conference

ITEMS OF BUSINESS

1. Apologies and Conflicts of Interest
2. Minutes and Matters Arising
3. Committee Reports
4. Executive Reports
5. Content Plans 2022
6. BBC Sounds
7. Capita Contract
8. Radio
9. Ofcom Annual Report on the BBC
10. Organisational Culture
11. AOB

ATTENDANCE

Present

- Richard Sharp Chairman
- Tim Davie Director-General
- Shirley Garrood Non-executive director
- Robbie Gibb Non-executive director
- Tanni Grey-Thompson Non-executive director
- Ian Hargreaves Non-executive director
- Charlotte Moore Chief Content Officer
- Steve Morrison Non-executive director
- Nicholas Serota Non-executive director
- Elan Closs Stephens Non-executive director
- Leigh Tavaziva Group Chief Operating Officer
- Fran Unsworth Director, News and Current Affairs

Apologies: There were no apologies

With

- Phil Harrold Company Secretary
- Jo Clarke Secretary to the Board
- Gautam Rangarajan Group Director, Strategy and Performance (item 4 onwards)
- Fiona Campbell Controller BBC Three (item 5)
- Tove Okunniwa Director, Group Partnerships (item 5)
- James Stirling Executive Editor, BBC Centenary (item 5)
- Jonathan Wall Controller, BBC Sounds (item 6)
- Jon Kanagasooriam Head of Content Commissioning, BBC Sounds (item 6)
- Mary Hough Head of Content Discovery (item 6)
- Kerris Bright Chief Customer Officer (item 7)
- Peter O’Kane Chief Technology Officer (item 7)
- Kieran Clifton Director, Distribution (item 8)
- Clare Sumner Director, Policy (item 9)
- Chris Rowsell Controller, Regulation (item 9)
- Bob Shennan Group Managing Director (item 10)
- Rachel Currie Director, HR (item 10)
- Miranda Wayland Head of Diversity (item 10)

BOARD MINUTES 16 DECEMBER 2021

1. Apologies and Conflicts of Interest

- 1.1 There were no apologies for this meeting.
- 1.2 There were no conflicts of interest declared.

2. Minutes and Matters Arising

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

3. Committee Reports

(paragraph 3.4 redacted for commercial confidentiality)

- 3.1 The Chair of the Editorial Guidelines and Standards Committee reported on its most recent meeting. The Committee had been joined by Peter Johnston, Director, Northern Ireland who is to lead the implementation of the Serota Review recommendations. The Committee had considered a number of papers relating to the implementation of the recommendations including a project grid, which would be enhanced to ensure that all the actions and recommendations were included. The Committee agreed a plan to roll-out the Safeguarding Impartiality training to independent production companies; proposals to amend the Complaints Framework to include provision for the expedited investigation of complaints and serious breaches and a description of the role of the Director-General in the complaints process. A paper outlining possible methodologies for the first thematic review on the BBC's coverage of public spending and taxation was agreed. In general, thematic reviews would be chaired by a single individual. The Terms of Reference for the first thematic review would come to the January meeting of the Board. The Committee had agreed that it would seek to hold monthly sessions until the implementation work was concluded. The Committee also considered a paper on lessons from the coverage of the May elections and, following discussion, agreed to consider at a future meeting issues around audience selection for political programming. The Committee thanked Tanni Grey-Thompson for her invaluable contribution to the EGSC, as this would be her final meeting of EGSC before her appointment to the Board concluded.

- 3.2 The Chair of the Audit Committee reported on its most recent meeting. The Committee had reviewed the emerging issues for the year-end accounting and reporting. Proposed additions to reporting on sustainability were noted, as was an intention to simplify the reporting of the accounts themselves. The Committee reviewed the NAO's audit plan for the year and approved the proposed increase to the materiality threshold in line with typical practice amongst the NAO's public sector audits and with General industry guidance. The Committee reviewed the quarterly risk update and discussed the need to improve the completion rates of mandatory training courses. The Committee agreed that a session was needed to look again at levels of risk appetite overall, to ensure the right calibration of the metrics was applied to reporting. The critical projects portfolio was also reviewed and the Committee noted the potential impact of rising inflation rates across the portfolio. Across the UK was presented for the first time and the Committee would have a more detailed session with the project team before the next meeting. The internal audit report for the quarter was reviewed, and the Committee also noted an update and assurance on actions being taken in response to an earlier internal audit of the Career Path Framework. The Committee also noted an update on the completion of Declarations of Personal Interests for senior leaders and the most recent whistle-blowing report.
- 3.3 The Chair of the Scotland Committee reported on its most recent meeting. The Committee discussed the delivery of events and coverage around COP26 and commended the work of the teams involved. The Committee considered audience performance in Scotland and asked the Executive to consider whether more could be done to promote local content and explain to audiences and stakeholders the amount of BBC content now made in Scotland, particularly in comparison with other broadcasters. The Committee was given two presentations on the network strategy for Scottish drama and the BBC Scotland strategy for drama and comedy. The work to develop stronger co-commissioning links was noted, as was the focus on developing talent and writers working in Scotland. The Committee noted that this was Ian Small's last meeting as a member of the Committee, and he was thanked for his long and dedicated service to BBC Scotland.
- 3.4 The Chair of the Commercial Holdings Board ("CHB") reported on its most recent meeting. CHB had been updated on the latest position in regard to the BritBox International partnership with ITV. Overall performance was noted and the relationship with ITV continued to be strong.

Committee Membership

- 3.5 As the appointment terms of Steve Morrison and Tanni Grey-Thompson were shortly to complete, and two new non-executive directors, Damon Buffini and Shumeet Banerji, had been appointed to the Board, the Nominations Committee had discussed the composition of the Board's Committees.
- 3.6 Nominations Committee proposed the following nominations to Committees:
- a) Shumeet Banerji to join the Audit and Risk Committee
 - b) Damon Buffini to join the Commercial Holdings Board
 - c) The Chairman to join the Remuneration Committee on a temporary basis
 - d) Elan Closs Stephens to serve as temporary Chair of the Northern Ireland Committee.
- 3.7 The Board approved the appointments to Committees.

Commercial Governance

[paragraphs 3.8-3.13 redacted for future publication]

Non-executive Appointments to Commercial Holdings Board ("CHB")

- 3.14 The Board considered a paper from Nominations Committee nominating Gunjan Bhow and Bhav Singh be appointed as non-executive directors to CHB from 1 January 2022 (transferring to BBC Studios Board on 1 April 2022) for a term of up to three years, with fees at the current rate for Commercial Holdings non-executive directors. [Secretary's Note: It was subsequently agreed that both appointment terms would start on 1 April 2022 with the commencement of BBC Studios Board).
- 3.15 The Nominations Committee also nominated Steve Morrison for a further twelve month term as a non-executive director on CHB (transferring to BBC Studios on 1 April 2022). [Secretary's Note: This appointment term was subsequently amended to complete on 31 March 2023]
- 3.16 The Board approved the nominated appointments.

Alumni Group

- 3.17 The Board approved the establishment of an alumni group for former Board members (including BBC Trustees, Governors and Executive Board directors) and former Executive Committee directors. The group would begin in 2022 as the Corporation marked its centenary and formal terms of reference would be presented to the Board for approval in January.
- 3.18 The Board appointed Tanni Grey-Thompson to be the inaugural Chair of the alumni group.

4. Executive Reporting

- 4.1 The Director-General opened his session by providing the Board with an update on the licence fee settlement process.
- 4.2 In content highlights, the production team for *Strictly Come Dancing* had successfully managed the risk of Covid to deliver an exceptionally strong season. The participation of the first deaf contestant, Rose Ayling-Ellis, had increased awareness of the deaf community and initiated a huge uptake in the learning of sign-language. In addition, the inclusion of the first male same-sex partnership had been popular with viewers and the final between both sets of contestants had resulted in the biggest voting night in the programme's history.
- 4.3 The Board noted plans for the Christmas schedule, which included new dramas *A Very British Scandal*, *Around the World in 80 Days* and *The Tourist*. The Board discussed the promotion of content for the Christmas and New Year period.
- 4.4 The implementation of the Across the UK plans in News had begun. Between 17 November and 1 December, the Six and Ten news programmes on Wednesdays were broadcast from Belfast, Glasgow and Cardiff. Early data suggested that this had the potential for to increase daily reach and share in the Nation from which the bulletin was broadcast.
- 4.5 The Board noted an update on the recruitment of a new Director, News and Current Affairs.
- 4.6 The increase in Covid infection rates had started to impact the business with rising levels of sickness absence. Plans to simplify broadcast services were being considered in order to mitigate the risk of disruption. The Executive were also considering how best to support those staff affected at this time. The Board discussed the potential impact on programme production.
- 4.7 The Chief Operating Officer briefed the Board on the death of a Media Action colleague in Ethiopia, Kate Mitchell, who was murdered in Nairobi.
- 4.8 A fire alarm had been activated on the 3rd floor of NBH as Radio 4 and World Service were both broadcasting live news programming. After evacuation, whilst the broadcast effectively switched to automated output on the majority of services, Radio 4 failed to switch to automated output on DAB, resulting in a 7 minute silence. Emergency protocols for continued service were being reviewed by News. The Board also noted an update on progress on restoring services affected by the fire at the Bilsdale transmitter.

4.9 The Chief Operating Officer outlined some of the current key operational and strategic risks. Given the surge in Covid infection rates it had been decided to stand down audiences from BBC productions.

4.10 The Board discussed the Executive Half Yearly Performance Review.

5. Content Plans for 2022

Content Overview 2022

5.1 The Board received a presentation on the BBC's planned content offer for 2022.

5.2 The Board discussed the presentation and agreed that the marketing plan should come to the January Board meeting.

BBC Three Launch Plans

5.3 The Board considered plans for the launch of BBC Three as a broadcast channel in February.

5.4 The Board discussed the content and marketing plans for the channel and the extent to which content had been commissioned from, and would reflect, the nations and regions of the UK.

BBC Centenary Plans

5.5 The Board noted and discussed the plans for the celebration of the BBC's centenary in 2022. There would be a limited amount of specialist programming, but a broad reach of activity and audience engagement under the brand BBC 100.

5.6 Directors welcomed the future-facing focus of the commemoration. The Board discussed plans for the *Share Your Story* project, which would bring together schools, local radio stations, on-air talent and local employers. Directors also noted the plan to open the entire digitised BBC broadcast archive to students in formal education in the UK and encouraged the Executive to look at extending this further to libraries and other public organisations.

6. BBC Sounds Update

6.1 The Board considered an update on the performance of BBC Sounds. The Board discussed the audience performance of Sounds. The service was meeting its audience targets with the exception of the under-35 market, which was as challenging for audio as it was for TV.

6.2 The Board noted that over the coming months there would be a concerted effort to drive live listening to BBC Sounds. Growth plans for the service also included improvements to the navigation and accessibility of the product, building a world-class podcast library and offering curated on-demand music services.

7. Capita Contract

7.1 The Board approved an extension with Capita and requested an update at the January meeting of the Board.

8. Radio

(paragraphs 8.2 onward redacted for commercial confidentiality and future publication)

8.1 The Board discussed radio distribution arrangements.

9 Ofcom's Annual Report on the BBC

9.1 The Board received a briefing on Ofcom's Annual Report on the BBC and other regulatory matters.

10 BBC Organisational Culture

BBC Values

10.1 The Board noted and discussed a paper providing further information on the work that had been done to implement the updated and revised BBC Values throughout 2022, including a major internal comms campaign aligned with the BBC's centenary year.

SED Targets

10.2 The Board noted a briefing on the target set for the recruitment of staff from lower social and economic backgrounds and the recruitment and workplace initiatives that would enable the target to be reached.

10.3 Directors discussed the current methodology for reporting staff diversity.

11 AOB

11.1 The Board thanked non-executive directors Steve Morrison, the Member for Scotland, and Tanni Grey-Thompson, for their great contribution to the work of the BBC at what was the final Board meeting before they concluded the term of their appointments. The Board noted that they would continue to work with the BBC in other capacities.

11.2 The Board welcomed the appointment by the DCMS of Muriel Gray as the new Board member for Scotland.