



Extra-ordinary Meeting of the BBC Board

MINUTES

26 May 2023
Broadcasting House, London

ITEMS OF BUSINESS

1. Apologies and Conflicts of Interest
2. Appointment of the Acting Chair of the BBC
3. Response to the Secretary of State, DCMS
4. AOB

ATTENDANCE

Present

- Richard Sharp Chairman
- Tim Davie Director-General
- Shumeet Banerji Non-executive director
- Damon Buffini Non-executive director
- Shirley Garrood Non-executive Director
- Robbie Gibb Non-executive director
- Muriel Gray Non-executive director
- Charlotte Moore Chief Content Officer
- Nicholas Serota Non-executive director
- Elan Closs Stephens Non-executive director (item 3 onwards)
- Leigh Tavaziva Group Chief Operating Officer
- Deborah Turness CEO, News and Current Affairs

Apologies:

None

With

- Phil Harrold Company Secretary

BOARD MINUTES 26 MAY 2023

1. **Apologies and Conflicts of Interest**

- 1.1 There were no apologies.
- 1.2 There were no conflicts of interest declared. Elan Closs Stephens would was not present for item 2.

2. **Appointment of the Acting Chair of the BBC**

- 2.1 The Chairman opened the meeting and handed to the Senior Independent Director, Nicholas Serota who explained the process that had taken place since the Chairman's resignation. The Charter required the Secretary of State for Culture, Media and Sport, having consulted the Board, to appoint one of the existing non-executive directors of the BBC Board as 'Acting Chair' (Article 22(6), BBC Charter).
- 2.2 The Board noted that the Secretary of State had held discussions with the Board's Senior Independent Director regarding which non-executives had the time and expertise to be the Acting Chair, while the Govt undertook the recruitment of the permanent Chair. Subsequently, the Secretary of State had offered a discussion between her and individual non-executive directors regarding the suitability of candidates to be Acting Chair, which a number had taken up.
- 2.3 The Board considered a letter from the Secretary of State for Culture, Media and Sport dated 24 May, which constituted the formal consultation as required by the Charter.
- 2.4 The Board was asked to formally confirm its previously expressed view that Elan Closs Stephens should be the appointed Acting Chair of the BBC. Directors noted that Dame Elan had written to the Senior Independent Director and confirmed that she was able and willing to serve, and also ready to make adjustments to her existing commitments in order to fulfil the requirements of the role.
- 2.5 The Board unanimously supported the appointment of Elan Closs Stephens as Acting Chair of the BBC. The Board noted that Nominations Committee would consider Committee responsibilities at its next meeting.

3. Response to the Secretary of State, DCMS

- 3.3 Elan Closs Stephens joined the meeting.
- 3.4 The Board discussed the response to the Secretary of State, regarding its unanimous support of the appointment of Elan Closs Stephens as Acting Chair, and agreed to make some initial comments around the process of recruiting the new permanent Chair.
- 3.5 The Company Secretary updated the Board on the process for recruiting the new Chair, noting that the Secretary of State was required under the Charter to consult the Board on the process around the appointment. The Board agreed the text of a response letter to the Secretary of State, to be signed by the Senior Independent Director.

4. AOB

- 4.1 There was no other business.

Approved by the Board: _____ (Chairman)

_____ (Date)