

Candidate Brief for the position of  
**Non-Executive Members**  
**of the BBC Board**

November 2016



Department  
for Culture  
Media & Sport



The Commissioner for  
Public Appointments



**ODGERS BERNDTSON**  
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## Foreword

Dear Candidate,

Thank you for your interest in becoming part of the new BBC Board.

From 3 April 2017, the BBC will be governed by a new Board, which will replace the current two-tier governance structure of BBC Trust and Executive Board. This Board will be responsible for the exercise of all BBC functions in accordance with the Corporation's new Royal Charter, due to come into effect from 1 January 2017.

The members of the new BBC Board are significant and high profile positions. On behalf of the BBC and DCMS we are seeking applicants from the widest possible field; above all we are seeking outstanding individuals from across the whole of the United Kingdom who are committed to the public purposes of the BBC and have a real passion for public service broadcasting.

The following pack will tell you more about the nature of the Board and the role of the non-executive members. If you believe that you have the experience and qualities which we are seeking, we very much look forward to hearing from you.

**Odgers Berndtson**

*On behalf of DCMS and the BBC*

# Overview

## Introduction

In April 2017, the governance of the British Broadcasting Corporation (BBC) will change to be overseen by a new unitary Board. This new Board will replace the current arrangements with the BBC Trust and Executive Board. We are currently seeking a Chair and non-executive members to join this Board, who will be responsible for overseeing a strong and independent BBC.

The candidate briefing for the role of Chair of the Board can be found here [www.odgers.com/59981](http://www.odgers.com/59981) and this briefing outlines the role and requirements for the non-executive members.

Both DCMS and the BBC itself will be appointing non-executive members to this new Board; both processes will be supported by Odgers Berndtson

## About the BBC

The BBC is a public service institution incorporated by Royal Charter. The BBC's mission is to act in the public interest, serving all audiences through the provision of impartial, high-quality and distinctive output and services which inform, educate and entertain.

The Corporation operates principally in the UK, with global reach and influence. Its public service mission is supported by its commercial operations, which operate within the UK and across the world. As a corporate entity the BBC Group has revenues (public funding and commercial) of approximately £5 billion and provides services used by 97% of the UK population and more than 300 million people worldwide.

## About the Board

From 3 April 2017, the BBC will be governed by its Board, which will replace the two-tier governance structure of the BBC Trust and the BBC's Executive Board. The new Board will be responsible for the exercise of all BBC functions in accordance with the Corporation's Royal Charter.

The Board will comprise fourteen members: a non-executive Chair, a designated non-executive member for each of the Nations of the UK (England, Northern Ireland, Scotland and Wales); five other non-executive members and four executive members, including the BBC Director-General.

The Chair and four non-executive members for the Nations will be appointed by The Queen-in-Council. The other non-executive members will be appointed by the BBC Board through its nominations committee. The executive members will also be appointed by the Board through its nominations committee.

## The Roles

Collectively, Board members will be responsible for ensuring the BBC effectively, efficiently and independently exercises its functions as set out in the BBC's Royal Charter and Framework Agreement.

### **Key responsibilities**

Within the governance framework set out in the BBC's Royal Charter and Framework Agreement, the duties and functions of the Board will be to:

- Uphold and protect the independence of the BBC.
- Ensure that the BBC fulfils its mission and promotes its public purposes.
- Act in the public interest, ensuring that the benefits of decisions relating to the fulfilment of the mission and promotion of its purposes outweigh the costs.
- Set the BBC's strategic direction and budget.
- Set a performance assessment framework and monitor delivery against it.
- Set the BBC's editorial and creative direction, and standards.
- Ensure the proper handling of complaints about the BBC.
- Ensure the effective and efficient management of the BBC and its commercial subsidiaries.
- Exercise rigorous stewardship of public money, securing the effective and efficient management of the BBC's finances.
- Ensure that the BBC complies with its legal obligations including those set by the Royal Charter.
- Consider proposals for material changes to the BBC's UK Public Services, non-service activities, trading activities and commercial services.

**Non-Executive Members of the BBC Board**

- Observe high standards of openness and seek to maximise transparency and accountability.
- Appoint, and hold to account, the management of the BBC.
- Monitor the BBC's engagement with, and reporting of performance to, its stakeholders, in particular to licence fee payers, and ensure it is assessing and meeting the needs of the diverse communities of the UK.

**All non-executive members have particular responsibility for:**

- Bringing an external perspective to bear on the business of the BBC and contributing to the development of effective strategy and organisational change.
- Ensuring that the Board's decision-making is in the public interest, informed by the best interests of the audience and with appropriate regard to the impact of decisions on the wider media market in the UK.
- Providing an independent, objective viewpoint on the Board to test and constructively challenge management.
- Playing a key role in ensuring that the BBC maintains the highest standards of corporate governance, particularly with respect to financial reporting, internal control and risk management.

**Meetings of the Board**

The majority of meetings will be held in London, although meetings of the Board (including committee meetings) can be held at any BBC site, generally within the UK.

All members of the Board will be required to attend Board meetings as well as some committee meetings; committee membership will be determined by the Chair.

**Fees**

The fees for non-executive members are set by the Secretary of State for Culture, Media and Sport, and are as follows:

- The base fee for all non-executive members is £33,000 per annum.
- A committee chair fee of £5,000 will be paid on top of the base fee for chairing one of the permanent committees of the Board, reflecting the additional time and responsibility required.

## Non-Executive Members of the BBC Board

The core time commitment for non-executive members, including Nations members will be on average 1-2 days per week. This includes:

- Monthly Board meetings, committee meetings and preparation for meetings.
- Studying Board papers and other written material, and providing advice.
- Ad-hoc meetings with members of BBC management, audiences and stakeholders.

Applicants should be aware that during periods of additional activity, they may need to devote more time to the role. Candidates will need to be able to demonstrate that they have the capacity and flexibility to undertake additional duties, and to commit additional time, as required.

### Term of appointment

It is expected that the appointment will be for a single term of up to four years, with the possibility of renewal for one additional term in exceptional circumstances.

Terms for new members will not necessarily be the same, so that the terms of all non-executive members do not expire at the same time.

### Independence of members

Each member of the Board must at all times uphold and protect the independence of the BBC by acting in the public interest, exercising independent judgement and neither seeking or taking instructions from Government Ministers or any other person.

In accordance with best practice in corporate governance the Chair and the majority of non-executive members of the BBC Board will also be required to be demonstrably independent of the Corporation. Independence will be assessed at the point of appointment and also annually by the Board itself. The criteria by which independence will be assessed will include whether a candidate:

- Has been an employee of the BBC, or BBC Group<sup>1</sup>, within the last five years.
- Has or has had within the last three years a material business relationship with the BBC either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the BBC.

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<sup>1</sup> The BBC Group includes: BBC Public Service, BBC Worldwide and any subsidiary companies or joint ventures, BBC Studios and Post Production, or any of the BBC's corporate charities – BBC Children in Need or BBC Media Action.

Non-Executive Members of the BBC Board

- Has received or receives additional remuneration from the BBC apart from a Director's fee.
- Has close family ties with any of the BBC's advisers, directors or senior employees.

Please note: this requirement does not apply to all non-executive members and applicants from candidates who would not be deemed to be 'independent from the BBC' under the above criteria will still be welcomed. The requirement is that the *majority* of non-executive members on the Board are deemed to be independent from the BBC.

### **Operating openly and transparently**

As a public entity, the BBC is subject to the Freedom of Information Act 2000 (FOIA), and the Board is required to carry out its work openly and transparently, for example publishing its meeting minutes.

Disclosure or publication of certain information about Board members, and the work of the Board, may be required by FOIA or the Charter and Agreement. This may include the fees/salary, expenses, hospitality and external interests of non-executive members.

## Non-Executive Members

**We are looking for outstanding individuals with demonstrable leadership skills and a passion for public service broadcasting, to represent the public interest in the BBC and maintain the Corporation's independence.**

### Essential skills and experience

All candidates must be able to demonstrate a commitment to the independence, mission and public purposes of the BBC, as well as demonstrating they meet a majority of the following criteria to a high degree:

- Experience working at the highest level of public or commercial life in the UK and/or internationally, with experience of sitting on commercial and/or public sector boards.
- An understanding of the creative industries, key challenges and opportunities facing public service broadcasting in the UK, and of the commercial media sector and the impact on audiences.
- A proven ability to think through complex issues strategically, independently and imaginatively.
- Experience exercising excellent financial stewardship and securing value for money.
- Excellent communication and relationship management skills, and the ability to represent the BBC capably to a wide range of stakeholder groups, including audiences, parliamentarians and the media.

### Non-Executive Members for the Nations – additional essential criteria

In *addition* to the essential skills and experience listed above, applicants for the nation members must be able to demonstrate the following attributes:

- A strong knowledge of the culture, characteristics and affairs of the people and communities in the nation which you propose to represent, including a good understanding of the important role of language in that nation.
- Knowledge of the challenges and opportunities facing public service broadcasting, the broader media sector and the creative industries as a whole in the nation that they propose to represent.

- An understanding of views of audiences and public opinion in that nation.

It would also be preferable for candidates to have a business or residential base in the nation.

### **Skills mix on the Board**

All of the following skills and experiences will be required amongst the membership of the Board; in applying to be a non-executive member candidates must be able to demonstrate one or more of them:

- Experience in a leadership and/or oversight role within an organisation of significant scale and complexity.
- A leadership role in public policy development and implementation, including in relation to regulatory environments and/or economics.
- Experience in a global organisation working across multiple countries and markets, in the media or related disciplines.
- Experience in the technology, digital media or telecoms sectors.
- Demonstrable leadership in the creative, arts and/or cultural arenas.
- Senior experience in commissioning or production of media content – either in television, radio, news or online.
- Experience in commercial and/or operational management, with a particular focus on strategy development, audit or risk.
- Editorial responsibility at a senior level, including running editorial operations and/or maintaining standards.
- Management of marketing, audience engagement or customer relationships at a senior, preferably board level.
- Expertise in learning and education, helping people to explore and engage in new subjects.

Current members of the BBC Trust and non-executive members of the BBC's Executive Board are welcome to apply alongside other candidates.

### **Diversity**

It's the BBC's job to make content that informs, educates and entertains everyone. To do that, the Board will need members who represent and reflect the diversity of audience across the UK. We hope to attract a strong, diverse group of applicants from a range of backgrounds, with a high level of achievement in the private, public or voluntary sectors.

### **Political activity and conflicts of interest**

The BBC requires that all non-executive members are not politically active whilst serving on the Board.

As a condition of appointment, all Board members (both executive and non-executive) are required to declare publicly any interest, financial or otherwise, direct or indirect in any other business, enterprise or organisation (including any work for other organisations) which might affect the impartiality of the duties that member might be required to undertake for the BBC. Applicants will be required to declare all current interests as part of the application process.

The BBC might require a member who declares a potential conflict of interest to relinquish that interest if it is incompatible with membership of the Board and it is either not possible, or not appropriate, to put in place arrangements to deal with the potential conflict.

### **Code of Practice**

In carrying out these responsibilities, all members will be expected to conduct business openly and transparently and in accordance with the highest standards of corporate governance.

The Board will establish its own policies, protocols and is likely to establish a Code of Practice, in line with the Nolan Principles of Standards in Public Life; all members will be expected to abide by these.

## The Appointment Process

The new Board of the BBC, as of April 2017, will consist of both non-executive and executive members. The total number of members on the Board will be 14, consisting of:

- Ten non-executive members, including: the Chair; National members for England, Scotland, Wales and Northern Ireland; and five other members.
- Four executive members, including the BBC Director-General (CEO).

The non-executive members of the Board are appointed through two separate processes:

- The Chair and the National members for England, Scotland, Wales and Northern Ireland (five positions in total) will be appointed through an open and transparent public appointments process, managed by the Department for Culture, Media and Sport and resulting in appointment to the post by the Queen-in-Council.
- Five non-executive members will be appointed by the BBC Board itself, through an open and transparent process led by a nominations committee.

The executive members of the Board will be appointed by the Board itself through a nominations committee of the Board.

The BBC and DCMS are jointly advertising for all of the non-executive members, and although there will be coordination between the two appointing bodies it should be noted that the selection and appointments processes will be run separately.

A summary of the appointments processes is set out below. It should be noted that you can apply for any of the positions through the same application, although you must state which position/s you are interested in applying for (you can apply to be considered for both DCMS and BBC appointments to the Board).

The BBC and DCMS are being assisted by Odgers Berndtson in the recruitment process, and queries on the process can be directed to them.

## Process for DCMS appointments

These appointments are made by The Queen-in-Council on the recommendation of DCMS ministers through the Prime Minister. The appointments process will follow the Nolan principles and is regulated by the Office of the Commissioner for Public Appointments' Code of Practice, which is based on three core principles of merit, openness and fairness.

For appointments to the positions of Scotland, Wales and Northern Ireland members on the Board, agreement with the Ministers of the respective devolved administrations will be required.

Further information about UK Government public appointments can be found here: [www.publicappointments.cabinetoffice.gov.uk](http://www.publicappointments.cabinetoffice.gov.uk)

## Process for BBC appointments

These appointments will be made by the BBC Board, following a proposal by a Nominations Committee. Although not a formal public appointments process, the process also will be guided by the Office of the Commissioner for Public Appointments' Code of Practice.

## How to apply

### To apply, please send:

- A copy of your CV.
- A supporting statement, of no more than three sides, that evidences how you meet all the criteria in the Person Specification. Please provide examples of where your knowledge and experience matches the required criteria. It is important that you provide as much detail as possible, within a limit of three sides.
- You should also complete the separate disclosure forms providing details of any political activity, conflicts of interest, and details of any public appointments held currently.

Please ensure you include preferred daytime, evening and mobile telephone numbers, as well as a preferred e-mail address, which will be used with discretion.

**Please ensure you indicate which role/s you are applying for.**

**To apply online (preferred) please visit: [www.odgers.com/60408](http://www.odgers.com/60408)**

**Alternatively, applications should be emailed to [60408@odgersberndtson.com](mailto:60408@odgersberndtson.com)**

If you are unable to apply online, please post applications to:

Board Practice  
KTB/60408  
Odgers Berndtson  
20 Cannon Street  
London EC4M 6XD

For a confidential discussion on any aspect of this vacancy, please contact or Kit Bingham on +44 207 529 1030 or [kit.bingham@odgersberndtson.com](mailto:kit.bingham@odgersberndtson.com) or Simon McDonald on +44 207 529 3930 or [simon.mcdonald@odgersberndtson.com](mailto:simon.mcdonald@odgersberndtson.com)

## Recruitment Timetable

The closing date for all non-executive applications is **5pm Thursday 12<sup>th</sup> January 2017**. Once you submit your application its receipt will be acknowledged.

We expect the panel will have selected candidates for interview by late January 2017, with panel interviews in February. All candidates will be informed of interviews dates as far in advance as possible. Interviews for the Scottish, Welsh and Northern Irish nation member roles will be held in the respective nations.

The Government's preferred candidate for Chair will sit on the selection panel for all non-executives. It is the intention that the name of the Government's preferred candidate for Chair will be made public before the closing date for all non-executive applications.

Where a candidate is unable to attend an interview on the set date then an alternative date will only be offered at the discretion of the panel.

If you accept an invitation to interview, recruitment consultants may seek two references in advance of the interview.

If, in the view of the panel, you have the skills for the post and are appointable for one of the Government-appointed roles, your name will be amongst those recommended to the Secretary of State, who makes her recommendation to the Prime Minister, who in turn advises Her Majesty the Queen. Appointments made by BBC will be undertaken by a selection panel appointed by an initial nominations committee of the Board, specifically convened to undertake this role. The selection panel for BBC appointments will include a person independent of the BBC.

If your application is unsuccessful, you will be contacted by Odgers Berndtson and offered feedback on your application.