

Candidate Brief for the position of
The Chair of the BBC Board
October 2016



Department
for Culture
Media & Sport



The Commissioner for
Public Appointments



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Ministerial Foreword

Dear Candidate,

Thank you for your interest in leading the new BBC Board in this exciting period.

Government has over the past 15 months been reviewing the BBC's Royal Charter, by which the Corporation is governed, to make sure we have a strong, distinctive, independent BBC that can continue to thrive for years to come.

From 3 April 2017, the BBC will be governed by a new unitary board, which will replace the current two-tier governance structure of BBC Trust and Executive Board. The BBC 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 1st January 2017.

The Chair of the new BBC Board is a significant and very high profile position. It offers the opportunity to represent the public interest in the BBC while maintaining the Corporation's independence.

We welcome applicants from the widest possible field; above all we are seeking an individual with outstanding leadership skills and a real passion for public service broadcasting.

The following pack will tell you more about the BBC's purpose and the nature of the Chair's role. If you believe you have the experience and qualities we are seeking, we very much look forward to hearing from you.

The Rt Hon Karen Bradley MP

Secretary of State for Culture, Media and Sport

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 seeking a Chair and non-executive directors to join this Board.

The Chair will be appointed via a public appointments process coordinated by the Department for Culture, Media and Sport (DCMS). Both the DCMS and the BBC itself will be appointing non-executive directors to this new Board.

The Chair and all of the non-executive directors will be responsible for overseeing a strong and independent BBC.

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 directors and four executive members, including the BBC Director-General.

Chair, BBC Board

The Chair and four Nation Members 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.

Chair, 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 directors, including the Chair, will 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.

Time commitment

The time commitment for the Chair will be at least 2-3 days per week. The Chair will be responsible for providing strong leadership of the Board, and the role will require a greater level of public facing, engagement and management activity than the other Board members. This is in addition to the core activities required of all non-executive members, which will include the following:

- Monthly Board meetings, committee meetings and preparation for meetings.
- Studying Board papers and other written material, and providing advice.

Chair, BBC Board

- 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.

Fees

The fee for the Chair is set by the Secretary of State for Culture, Media and Sport. The base fee for the Chair will be £100,000 per annum.

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 the Chair and other new members will not necessarily be the same, so that the terms of all non-executive directors do not expire at the same time.

Independence of Board members

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.

In accordance with best practice in corporate governance, the Chair and the majority of non-executive directors 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 Group¹, 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.

¹ 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.

Chair, 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.

The independence of the new BBC Chair will be of paramount importance and potential candidates will need to demonstrate that they can act independently in this role.

Please note: this requirement will not apply to all non-executive directors and applications from candidates who would not be deemed to be 'independent from the BBC' under the above criteria will still be welcomed in a number of the other roles. The requirement is that the *majority* of non-executive directors 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 directors.

The Chair

We are looking for an outstanding individual 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

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

- Experience of 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 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 of 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.

The Chair will be responsible for leading the Board to ensure the BBC effectively, efficiently and independently exercises its functions as set out in the BBC's Royal Charter and Framework Agreement. In addition to the above criteria, applicants must be able to provide specific evidence of strong leadership skills at board level, including the ability to chair meetings and represent a large institution in the public arena; they must be able to demonstrate past experience of resilience in the face of pressure. Furthermore, one of the key tasks for the new Chair will be establishing a new Board from scratch, ensuring the right mix of skills and experience are in place to lead one of the UK's most prominent public institutions. Experience – and willingness – to create, shape and lead a new Board will be looked on favourably.

Chair, BBC Board

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 the Chair or a non-executive director, 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.

Current members of the BBC Trust and non-executive members of the BBC's Executive Board are encouraged 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 directors 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.

Chair, BBC Board

Political activity and conflicts of interest

The BBC requires that all non-executive Board 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 director 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 the Chair 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, including the Chair, 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 directors. The total number of directors 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 directors, including the BBC Director-General (CEO).

The non-executive directors 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 the DCMS are jointly advertising for the non-executive members of the Board, but 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.

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 devolved administrations in those Nations will be required.

Further information about UK Government public appointments can be found here:

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 refer to the instructions at the top of each form as to where they should be sent.**

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.

To apply online (preferred) please visit: www.odgers.com/59981

Alternatively, applications should be emailed to 59981@odgersberndtson.com

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

Board Practice
KTB/59981
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 or Simon McDonald on +44 207 529 3930 or simon.mcdonald@odgersberndtson.com

Recruitment Timetable

For the role of Chair, the closing date for applications is **5pm Wednesday 16th November 2016**. Once you have submitted your application, its receipt will be acknowledged.

We expect the panel will have selected candidates for interview by 21st November, with panel interviews expected between **12th and 14th December 2016**.

Shortlisted candidates may be expected to undertake media testing prior to interview. Further details will be provided in due course.

Please note, the Chair-designate will be expected to sit on the selection panel for other members of the new Board. This will involve a time commitment of approximately 10 days, in January, February and March 2017.

The application for all other non-executive roles will open in early November 2016. Further details will be made available on this date. We expect the panel will have selected candidates for interview for these roles by late January 2017, with panel interviews in February.

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, 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.

The Minister may ask to meet each of the appointable candidates (after interview by the selection panel). This is scheduled to take place around **20th December 2016**.

For the role of Chair only

If the Minister decides that you are the preferred candidate, you will appear before the Culture, Media and Sport Select Committee for a pre-appointment hearing.

Prior to the Select Committee hearing, the preferred candidate will be expected to undertake some preparatory work with DCMS and BBC officials.

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