



## STANDING ORDERS

### BBC BOARD OF GOVERNORS

#### **1. Introduction**

The BBC is a Corporation created by Royal Charter. The current Charter was granted on 1 May 1996 and will expire on 31 December 2006. The "members" of the BBC are its Governors: there are 12, and they are appointed by the Queen in Council for a fixed period.

The Board's responsibilities are set out in the Charter. The accompanying Agreement between the BBC and the Department of Culture, Media and Sport (as amended) sets out some more detailed requirements of the Corporation. Copies of these documents can be obtained from the Stationery Office or accessed from the BBC website at <http://www.bbc.co.uk/info/policies/charter>.

#### **2. The Responsibilities of Governors**

The Charter and Agreement make it clear that the Governors embody the powers and responsibilities of the BBC. They supervise the activities of the BBC and in particular its senior managers. They ensure that the BBC is properly accountable to licence fee payers, audiences and to Parliament.

The day-to-day management of the Corporation is delegated to the BBC Executive, led by the Director-General.

Article 7 of the Charter outlines a number of specific Governor responsibilities. The Governors must:

- approve clear objectives and promises for the Corporation's services, programmes and other activities and monitor how far the Corporation has attained these objectives and met its pledges to its audiences
- satisfy themselves that all the activities of the Corporation are carried out in accordance with any agreement with the Secretary of State and in accordance with the Corporation's fair trading commitments and with the highest standards of probity, propriety and value for money in the use of the Licence Revenue and of other moneys paid to the Corporation
- determine the strategy of the Corporation in respect of the Home Services (broadcasts intended to be received in the United Kingdom) so that the Corporation's services, programmes and other activities reflect the needs and interests of the public
- ensure that the Corporation consults the National Broadcasting Councils in Scotland, Wales and Northern Ireland and the English National Forum and Regional Advisory Councils in England about services for each nation and region

- ensure that any comments, proposals and complaints made by viewers and listeners of the Home Services are given due consideration by and are properly handled by the Corporation
- determine the strategy for and oversee the provision of the Commercial Services (those services funded as a commercial enterprise and not funded by the licence fee) in such a way as to ensure that they are funded, operated and accounted for separately from the Public Services (the licence fee funded services)
- the business of the Board is arranged to enable the Governors to fulfil these responsibilities over the course of each year
- determine the strategy of the Corporation in respect of the broadcasting or transmission of programmes in the World Service
- establish and maintain an Audit Committee
- appoint the Director General of the Corporation and, with him, appoint the rest of the Board of Management and certain other key managers
- ensure that broadcasts capable of being received outside the United Kingdom comply with all applicable international or European Community obligations
- monitor and supervise the Corporation's fulfilment of its legal and contractual obligations particularly in relation to impartiality and standards of taste and decency, and ensure that it complies with any directions given by the Broadcasting Standards Commission.

The Charter also imposes responsibilities for producing an Annual Report to Parliament and for determining remuneration for senior executives.

In addition to these responsibilities stipulated by the Charter, the Board endorses and adopts the Seven Principles of Public Life, as set out in the First Report of the Committee on Standards in Public Life chaired by Lord Nolan (commonly referred to as 'the Nolan Principles'). In particular, the Board and individual Governors will always aim to act with selflessness, integrity, objectivity, accountability, openness, honesty and leadership and should always act in the best interests of the BBC.

On taking office for the first time, Governors are fully briefed on their terms of appointment and responsibilities and attend an induction programme. Further training to assist Governors in the performance of their duties is made available by the BBC during the course of each Governor's term in office.

### **3. Meetings of the Board**

#### **3.1 Summoning, frequency and location of meetings**

The Board normally meets monthly. Regular meetings of the Board are summoned by the Chairman, or in his or her absence by the Vice-Chairman or an officer of the BBC duly authorised.

Any three Governors may request a special meeting of the Board to be called, and in the event of urgent business arising which cannot await the next regular meeting, the

Chairman, or in his or her absence the Vice-Chairman, may also call a special meeting to consider it.

The Charter requires the Board to meet in Scotland, Wales, and Northern Ireland at such intervals as may seem appropriate as well as in England. The Board accordingly holds at least one meeting a year outside England at other BBC offices in the United Kingdom.

### **3.2 Urgent business**

If the Chairman or Vice-Chairman are called upon to decide any question which cannot by reason of its urgency be decided at a meeting of the Board, they shall do so after consulting such other Governors (including, in particular, on financial matters the Chairman of the Audit Committee) as may be accessible. As soon as possible after taking the decision they shall report the decision to other Governors.

### **3.3 The Chair and quorum**

The Chairman, or in his or her absence the Vice-Chairman, or in the absence of both, a Chairman chosen by the Governors present from among themselves, shall preside at all meetings of the Board. The quorum of the Board shall be four.

### **3.4 Voting**

Every question before the Board may be decided by a majority of votes of the Governors present and voting on that question. In the case of an equality of votes on any question, the Chairman for the time being presiding shall have a second or casting vote.

### **3.6 Publication of Board Proceedings**

The Board will publish the minutes of its meetings within three weeks of their approval at the subsequent Board meeting. Where information is withheld from publication, this will be consistent with the Freedom of Information Act 2000.

## **4. Board Committees**

The Board may appoint a committee of its members for such purposes and subject to such conditions as the Board may decide. The conclusions of any such committee shall be subject to ratification by the Board.

The current Committees of the Board include the Audit Committee, the Fair Trading Compliance Committee, the Finance and General Purposes Committee, the Remuneration Committee and the Governors' Programme Complaints Committee.

## **5. Conflict of Interests Regulations**

The Board has separately adopted regulations that outline the management of potential conflicts of interests. These regulations are available from the Governors' website: <http://www.bbcgovernors.co.uk>.

**6. Access to Independent Professional Advice**

In addition to advice from BBC management, the Board is provided with independent professional advice and support from the Governance Unit. The Board may request external professional advice on any matter relating to the discharge of its duties.

The General Counsel and the Head of Business Assurance have a direct reporting line to the Board.

*These Standing Orders were originally adopted by the Board of Governors in June 2000 and updated in October 2005.*