



NOMINATIONS AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Constitution

- 1.1 The BBC Board has established a committee of the Board known as the Nominations [and Governance] Committee in accordance with the Charter articles 24 and 26 and in accordance with articles 31(4) and 37(2)(i).
- 1.2 This document provides the Terms of Reference for the Committee and should be read in conjunction with the Standing Orders for the Board where relevant.

2. Remit

- 2.1. The remit of the Committee is to make appointments to the Board and its committees, and to deal with other matters as required by these terms of reference.

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4. Membership and attendance

- 4.1. The Committee must have a majority of non-executive members of the Board and must be chaired by the Chairman of the Board. Including the Chairman, the Committee must include at least four non-executive members. The Director-General must also be a member of the Committee (Article 31 (4)).
- 4.2. The Company Secretary (or their nominee) is secretary of the Committee.
- 4.3. The Committee is free to meet in private at any time.

5. Quorum

- 5.1. The quorum necessary for the transaction of business is three Committee members, including the Chairman and Director-General (unless the nature or circumstances of the business in question makes their participation inappropriate).

6. Frequency

- 6.1. The Committee shall meet quarterly and as required to deal with appointment issues.
- 6.2. Meetings may be held without members being physically present in the same place, for example by telephone or video-conference. When a member attends by telephone or video-conference they are counted as being in attendance for the purposes of a quorum.

7. Notice of meetings

- 7.1. Meetings are called by the Company Secretary (or their nominee). Unless otherwise agreed, notice of each meeting will be forwarded to each member of the Committee (and any other person required to attend) sufficiently in advance, confirming the venue, time and date and including the agenda of items to be discussed together with any supporting papers.
- 7.2. A meeting of the Committee may be requested by any member of the Committee.

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- 8.3. Copies of the minutes shall be circulated to all members of the Committee. Except where there is a conflict of interest, and with the exception of sensitive personnel items, minutes of the Committee shall be circulated to all members of the Board.