

1. Constitution

- 1.1 The Nominations Committee (the “Committee”) is established by the Executive Board (the “Board”) under article 35 (4) of the Charter and operates in accordance with the requirements set out in articles 30 and 31 of the Charter.
- 1.2 This document provides the Standing Orders for the Committee and should be read in conjunction with the Standing Orders for the Board where relevant.

2. Purpose and core responsibilities

- 2.1 The purpose of the Committee is to oversee the process of proposing, appointing and dismissing members of the Board, with the exception of the Chairman (who is appointed by the BBC Trust).
- 2.2 The core responsibilities of the Committee are as follows:
- To propose to the full board the formal nomination of all members of the Board, with the exception of the Chairman of the Board;
 - To ensure that each member of the Board is appointed on the proper terms and that these are compliant with the provisions of the Charter (article 33) and any other relevant framework (such as the Board’s standing orders);
 - To ensure that all proposals made in relation to non-executive members of the Board are sent directly to the Trust for approval prior to formal appointment by the Board¹;
 - To nominate members of the Board to its committees as required.

3. Membership and attendance

- 3.1 The membership and attendance of the Committee is dependent on whether it is exercising its responsibilities in relation to executive or non-executive appointments to the Board – see the table outlined below.
- 3.2 The Director, BBC People is invited to attend meetings. The non-executive chairman of BBC Worldwide (WW) is invited to attend meetings for discussions relating to the appointment (or reappointment) of non-executive meetings of BBC WW (except in relation to his/her own appointment).
- 3.3 The Head of the Executive Unit (or their nominee) is secretary of the Committee but the Committee is free to meet in private at any time.

¹ This also applies to the appointment of a Director General who is not also to serve as Chairman of the Executive Board.

Table indicating membership in relation to non-executive or executive appointments

Appointment of non-executives	Appointment of executives
Chair: Non-executive Director	Chair: Chairman of the Executive Board
<ul style="list-style-type: none"> • Chairman of the Executive Board (if serving in an executive capacity). • Majority of non-executives. • Executive members as determined by the Executive Board. 	<ul style="list-style-type: none"> • Chairman of the Executive Board • One executive member of the Board, nominated by Chairman of the Board – in this case, the Deputy Director General. • Two non-executive Directors of the Board.
	<p>Notes:</p> <p><i>Non-executive Chairman</i> If the Chairman is serving in a non-executive capacity the composition of the nomination committee may be determined by the Executive Board, subject to the proviso that non-executives form a majority of the membership.</p> <p><i>Casting Vote</i> The Chairman of the Committee (whether executive or non-executive) has a casting vote. Where a casting vote is exercised in favour of making a proposal this must be reported promptly to the Chairman of the Trust.</p>
<p>The Chairman of the Nominations Committee shall not be the same as the Chairman of the Remuneration Committee.</p>	

4. Quorum and voting

- 4.1 In exercising its responsibilities in relation to either executive or non-executive appointments to the Board, or to the Board of BBCWW, the Committee must be fully constituted as set out above.
- 4.2 In appointing the Chairman or members of the Appeals Advisory Committee the quorum is two members of the Committee (for either executive or non-executive appointments) including at least one non-executive director.
- 4.3 The Chairman of the Committee shall have a casting vote. When he/she exercises this vote in favour of making a proposal, this should be reported promptly to the Chairman of the BBC Trust.

5. Frequency

- 5.1 The Committee shall meet at least once a year and at other times, as required, to deal with appointment issues.
- 5.2 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.

6. Notice of meetings

- 6.1 Meetings are called by the Head of the Executive Business Unit (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.
- 6.2 A meeting of the Committee may be requested by any member of the committee or by the Director, BBC People.

7. Minutes

- 7.1 The Head of the Executive Business Unit (or their nominee) shall minute the proceedings and all resolutions, including the names of those present and in attendance.
- 7.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Committee members should also advise the Secretary of any conflicts, as they arise, outside of the meetings².
- 7.3 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.

8. Procedural Rules overseen by the Committee [Charter article 33]

- 8.1 The Committee must set out the terms of appointment for all members of the Executive Board (including termination of appointment) and apply the following rules for termination of appointments:
- Any proposal to terminate Executive Board membership must be made by the Executive Board's Chairman;
 - For executive members (except the Director General), a proposal for termination subsequently needs to be approved by the Board before termination can take effect;
 - For non-executive members and the DG, a proposal for termination of membership requires approval from both the Executive Board and the Trust before termination can take effect;
 - The Chairman of the Executive Board is also able to apply directly to the Trust to terminate the appointment of either an executive or non-executive member of the Board if the Executive Board refuses to approve termination of membership.
 - Membership of the Executive Board may not be terminated without the member's consent in any other way.
 - The decision by the Board and Committee chairman to use a casting vote in favour of a proposal must be reported promptly to the Chairman of the Trust

² This is in line with the Code for Executive Board Directors, detailing responsibilities and other requirements.