

1. Introduction

- 1.1 The BBC is a Corporation created by Royal Charter. The current Charter (the “Charter”) was granted on 1 January 2007 and will expire on 31 December 2016. A copy of the Charter and the accompanying Framework Agreement is available from http://www.bbccharterreview.org.uk/publications/CR_PUBS/crpubs_home.html
- 1.2 This document provides the Standing Orders for the BBC Executive Board, as required under Charter article 34(2) and in accordance with Charter article 37(3).
- 1.3 These Standing Orders should be read in conjunction with the responsibilities, duties and functions outlined at Appendix A.

2. The BBC Executive Board

- 2.1 The BBC Executive Board (the “Board”) has responsibility for delivering the BBC’s services in accordance with the priorities set by the BBC Trust (“the Trust”) and for all aspects of operational management, except that of the Trust’s resources. [Charter article 7].
- 2.2 Charter articles 34 - 38 set out the responsibilities, duties and functions of the Board, which are included at Appendix A.

3. Membership of the Board

- 3.1 The number of members is determined by the Board, with the approval of the Trust. Where practicable, there must always be at least four non-executive members and the total number of non-executives must never fall below one third nor be equal to, or exceed, one half of the total membership of the Board [Charter article 28]. Details of the current Board members can be found at <http://www.bbc.co.uk/info/running/executive/biographies.shtml>.
- 3.2 The Charter sets out the manner in which the Chairman, executive and non-executive members are appointed [Charter articles 29 - 31]. Terms on which the Chairman and Board members serve are also set out in the Charter [Charter articles 32 – 33].
- 3.3 The Head of the Director General’s Office and the Head of the Executive Unit (or their nominee), acting as secretary to the Board, are invited to attend but the Board is free to meet in private at any time.

4. Chairman

- 4.1 The Chairman of the Board is appointed by the Trust under the terms set out in Charter article 29.
- 4.2 The Chairman, or in his absence, the Deputy Director General, shall preside at all meetings of the Board.

5. Frequency and attendance [Charter article 34]

- 5.1 The Board meets once a month and at other times, as required. The Board routinely meets in London but from time to time meets at BBC venues outside of London.

- 5.2 Prior to the end of each calendar year, the Board shall agree and publish a schedule of its meetings for the forthcoming year.
- 5.3 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.
- 5.4 The Board may request any member of staff to attend a meeting of the Board.

6. Agenda [Charter article 34]

- 6.1 The Chairman has responsibility for setting the agenda but the senior non-executive director has the right to request matters be placed on the agenda for discussion at any board meetings.
- 6.2 The Board may resolve to adjourn any meeting to consider any remaining agenda items at a later date.

7. Notice of meetings [Charter article 34]

- 7.1 Meetings are called by the Head of the Director General's Office or the Head of the Executive Unit (or their nominee) under the authority of the Chairman. Unless otherwise agreed, notice of each meeting will be forwarded to each member of the Board (and any other person required to attend) at least 5 days in advance of meetings, confirming the venue, time and date and including the agenda of items to be discussed together with any supporting papers.

8. Urgent business

- 8.1 If the Chairman or Deputy Director General are called upon to decide any matter ordinarily reserved to the Board but which cannot, by reason of its urgency, be decided at a meeting of the Board, they shall do so after consulting such other directors both executive and non-executive (including, in 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 all members of the Executive Board.

9. Extraordinary meetings

- 9.1 In the event of new business arising the Chairman, the Deputy Chairman or the senior non-executive director may summon an extraordinary meeting of the Board.

10. Minutes of meetings [Charter article 34]

- 10.1 The Head of the Executive Unit (or their nominee) shall minute the proceedings and all resolutions, including the names of those present and in attendance.
- 10.2 Copies of the minutes shall be circulated to all members of the Board, except where there is a conflict of interest, and with the exception of sensitive personnel items. The minutes will be submitted at the next meeting for the agreement of members and the signature of the Chairman.
- 10.3 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.

11. Quorum and voting [Charter article 34]

- 11.1 The quorum necessary for the transaction of business is five directors including the Chairman or Deputy Chairman and at least two non-executive directors. A duly convened meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in it or exercisable.
- 11.2 Each question before the Board may be decided by a majority of votes of the directors present and voting on that question, as long as a quorum is present. Any member of the Board is entitled to call for a vote on any question before the Board and any member of the Board may request that his/her vote or abstention be recorded in the minutes.
- 11.3 In the case of an equality of votes on any question the Chairman shall have a casting vote. When he/she exercises this vote, this should be reported promptly to the Chairman of the Trust.

12. Conflicts of Interest

- 12.1 The Code of Conduct requires members to publicly declare their personal interests, to regularly update the declaration and to ensure that they are not party to any decision by the BBC to contract with any of the parties listed on that declaration. All members of the Board shall follow the code of conduct in their capacity as Board members and members of the sub-committees.
- 12.2 Where a member of the Board has a personal or business interest in any matter before the Board, he or she will declare it at the earliest opportunity. In such a case, the other members present will consider whether it is appropriate for him or her to take part in the discussion of that item of business before the Board.
- 12.3 If the other members decide that it is not appropriate, the member will withdraw while the matter is under discussion. In any event, this member will not take part in any vote on any item of business in which he or she has declared an interest, and will not be counted as being present for the purposes of a quorum.

13. Committees of the Board [Charter article 35]

- 13.1 The Board may set up committees of the Board. The number, remit and composition of such committees are a matter for the Board, subject to the provision that committees for Audit, Remuneration, Nominations and Fair Trading will always exist.
- 13.2 No committee of the Board shall include as a member anyone who is not also a member of the Board.

14. Delegation

- 14.1 The Board is collectively responsible for ensuring delivery of its responsibilities under the Charter. However, the Board may delegate to a Committee, individual member of the Board, or other members of staff any of its functions, including decision taking, on such terms and conditions as it thinks fit. [Charter article 36].
- 14.2 When a particular function of the Board has been delegated, there must be a formal record outlining the scope of authority in exercising the delegation and the manner in which this should be reported to the Board.
- 14.3 The Board shall conduct an annual review of responsibilities delegated to Committees of the Board to ensure that the delegation is appropriate and being exercised with due diligence.

15. Regulations [Charter article 37]

15.1 The Board may make regulations about the transaction and management of its business and affairs. Regulations may be made only at a meeting of the Board.

15.2 Regulations made by the Board shall be subject to any regulations made by the Trust under Charter article 21.

16. Review of performance

16.1 The Board shall conduct an annual review of its own performance and that of its committees and individual members and report the outcomes of that review to the Trust.

Core Responsibilities

- Delivering the BBC's services in accordance with the priorities set by purpose remits and the framework set by service licences and any other strategies
- Directing the BBC's editorial and creative output
- The operational management of the BBC (except the BBC Trust Unit)
- Ensuring compliance with all the BBC's legal and regulatory requirements (including initial handling of complaints about the BBC), except where these areas specifically relate to the Trust or the Trust Unit
- Ensuring compliance with all the requirements which the Trust places on the Executive Board (e.g. via protocols)
- Putting proposals to the Trust around anything which the Trust needs to approve (specifically multi-year purpose remits, strategies and high level budget allocations; editorial policy guidelines; and individual strategic or financial proposals which have significant implications either for the overall financial position of the BBC or for the fulfilment of purpose remits and strategies)
- Appointing and holding to account the management of the BBC and its subsidiaries
- Conducting the BBC's operational financial affairs to ensure value for money (except the affairs of the Trust and its supporting unit)
- Accounting to the Trust for its own performance and the performance of the BBC and its subsidiaries
- Complying with any decision from the Trust in relation to the exercise of its functions

Obligations to "the BBC" apply to the Executive Board in conjunction with the Trust – but the Charter and Agreement also identify some additional responsibilities sitting explicitly with the Executive Board:

- Ensuring that an appropriate report and accounts are published annually
- Preparing statements of programme policy and proposing them to the Trust for approval
- To oversee the piloting of new services or significant variations to existing services and to ensure that it takes place within the terms of the Agreement and the relevant protocol
- To develop and maintain a communications plan for public information around the timing/practicalities of digital switchover
- Adopting and publishing guidelines on the practical implications of the Trust's statement of policy on fair trading as it relates to the functions of the Executive Board, and on the application of any statement of Trust policy on competitive impact and the relevant codes
- Overseeing the activities of the BBC's commercial arm and ensuring that the BBC's commercial services comply with the relevant rules
- Approving budgets and targets for the commercial subsidiaries in a manner considered appropriate and subject to the commercial strategy approved by the Trust
- Ensuring that the BBC's commercial arm carries out business in a way that is compatible with the Charter, Agreement, general law and the highest standards of financial management and control, including risk management
- Ensuring that a report and accounts are published each year relating to the BBC's commercial services
- Promoting equal opportunities (around gender and race) within its staff base for the UK public Services and among suppliers of programming for inclusion in the UK public services.
- Making arrangements to promote equal opportunities for those with disabilities among staff and programme suppliers
- Making arrangements for the training and retraining of BBC staff working to provide UK public services or making programmes for them
- Using best endeavours to work in partnership with others to plan and provide training and retraining across the audiovisual industry
- Make sure there is awareness of work around equality and training opportunities, reporting to the Trust annually on the effectiveness of arrangements

- Ensuring the maintenance of an archive of its output with reasonable access by the public, developed in consultation with other designated bodies engaged in similar activities.
- Ensuring that the BBC carries out R&D activities to promote its public purposes and to maintain it as a centre of excellence in broadcast and related technologies, working in partnership with others and focussing on the development of open standards where possible