



## Meeting of the BBC Audit and Risk Committee

### SUMMARY MINUTES

Thursday 20 November 2025

Broadcasting House, London

#### ITEMS OF BUSINESS

1. Committee business
  - a) Apologies and conflicts of interest
  - b) Minutes and matters arising from the 22 September Audit and Risk Committee
2. Finance and Audit
  - a) Accounting matters report
  - b) Audit planning report 2025/26
3. Critical Projects
  - a) Transformation/Projects Portfolio - Quarterly Update
  - b) BBC Music Studios / East Bank
4. Internal Audit and Assurance
  - a) Internal Audit and Assurance Quarterly Report
  - b) Internal Audit Charter
  - c) Board declaration on operational controls – quarterly update
  - d) Management responses to audits: Washington; SCMF; Fleet Management
  - e) Revised Internal Audit Fair Trade Assurance Plan
5. Risk and compliance
  - a) Risk and compliance quarterly report
  - b) Cyber risk update
  - c) Risk appetite – sustainability risk
6. AOB
7. Whistleblowing Report

## **ATTENDANCE**

### *Members:*

- Chris Jones Non-executive director (Chair)
- Michael Plaut Non-executive director

### *Apologies:*

- Shumeet Banerji Non-executive director

### *Board members present:*

- Leigh Tavaziva Group Chief Operating Officer

### *With:*

- Alan Dickson Chief Financial Officer
- Balram Veliath Director, Quality, Risk and Assurance
- Claire Rollo National Audit Office (not 7b)
- Greg Wilson National Audit Office (not 7b)
- Chris Sandford Company Secretary (secretary)
- Ian Griffiths Commercial Board NED
- Caroline Thomson SID, Observer
- Holly King Group Financial Controller (2)
- JM Frost Sr. Project Director (item 3)
- David Pembrey COO, Content (item 3b)
- Peter Tansley Director, Internal Audit (4)
- Simon Adair Director, SSR (4c)
- Gurdip Ryatt Head of Risk (item 5)
- Andy Ryan Director, Tech & Ops (5b)
- Helen Rabe CISO (item 5b)
- Danielle Mulder Director, Sustainability (5c)
- Katharine James Head of SSR (item 7)
- Nick Clark SSR Manager (item 7)

## **AUDIT AND RISK COMMITTEE SUMMARY MINUTES – 20 November 2025**

### **1. Minutes and matters arising from the 22 September Audit and Risk Committee**

- 1.1 The minutes were approved and matters arising were noted. An updated report on the timing of actions would be sent offline after the meeting.
- 1.2 The Committee thanked Alan Dickson for his service to the BBC, as this was his last Committee meeting as Chief Financial Officer.

### **2. Finance and audit**

#### *a) Accounting matters report*

- 2.1 The Committee reviewed a summary of expected risk areas for the annual accounts, along with a summary of responses to the NAO management letter recommendations, which were an area of focus. Good work to improve finance processes was noted, with progress being made to unblock issues and reduce manual journals. The Committee noted that new FRC corporate reporting guidance had just been published, with management to review any implications of this.
- 2.2 Key issues were discussed including property financing. Timings and deadlines for the Annual Report and Accounts were discussed, noting an update on the timing of the DCMS consolidation process. It was agreed that the intention would be to pull forward the deadline for sections of the ARA as far as possible, with a note on the structure and deadlines to be shared.

#### *b) Audit planning report 2025/26*

- 2.3 The NAO's report was discussed. Lessons learned from the prior year's DCMS consolidation pack would be undertaken to ensure an aligned process to enable effective year-end closure in 2026. The proposed approach by the NAO on key risks, materiality and fraud risk was noted and the Committee noted that NAO materiality appeared to be lower than that of stakeholders, given the NAO is bound by auditing standards. The audit fee would be agreed with the BBC by the end of the year.
- 2.4 The Committee confirmed the points requested by the NAO, with nothing to bring to their attention other than likely contingent liability disclosure of a legal risk. The NAO would provide analysis to the Chair of what the differences would be if the BBC was considered a public-interest entity. The FRC's review of the NAO's work was progressing satisfactorily. It was also noted that the Committee Chair had met with the Comptroller and Auditor General.

### **3. Critical projects**

#### *a) Transformation Projects Portfolio – quarterly update*

- 3.1 The latest portfolio report was discussed with the overall position stable. Projects that had declined in rating were largely a result of timetable or resourcing issues, with delivery confidence remaining high. Significant executive engagement on the Capita IT project was noted, along with the intention to combine the project with wider work on the future Licence Fee contract reprocurement. The combined project would come to the committee for a deep dive at the right time.

#### *b) BBC Music Studios / East Bank*

- 3.2 The Committee reviewed the latest position on the East Bank project. The move of executive sponsorship to the COO was noted. The Committee noted the update and agreed a meeting of the ARC should be arranged in the new building at the right time.

### **4. Internal audit and assurance**

#### *a) Quarterly Internal Audit and Assurance report*

- 4.1 The Committee reviewed the quarterly report and the findings of audits during the period. An audit on editorial compliance processes was discussed, which cut across areas of the business. A management response to this audit would come to the next editorial committee.
- 4.2 Overdue actions were discussed and it was agreed that the importance of a considered and appropriate action closure processes would be re-emphasised to divisional COOs. The report was noted.

#### *b) Internal Audit charter*

- 4.3 The updated draft charter was approved with changes as proposed.

#### *c) Board declaration on operational controls – quarterly update*

- 4.4 The Committee noted the update and welcomed progress made on the work. Assessment of risk appetites for tech and procurement were being developed and would be reviewed in the new year. Scenario planning on potential impacts from significant control failures would be undertaken and reported back to the Committee. Management were asked to draft the wording of the proposed declaration, for review.

#### *d) Management responses to audits: Washington; SCMF; Fleet Management*

- 4.5 The Committee noted management responses to three previous audits. The responses were felt to be considered and robust in the context of addressing the issues identified.

*e) Revised internal Fair Trading assurance plan*

- 4.6 The updated assurance plan was noted, with the work now to be undertaken by the Internal Audit function. Consideration would be given to whether public reporting on the work was required. The Policy team had reviewed and were content with the approach and would seek to set up a meeting for the Committee chair with Ofcom.

**5. Risk and compliance**

*a) Quarterly risk and compliance report*

- 5.1 The risk report was reviewed, with cyber security risks remaining an area of focus, along with a need to continue to monitor revenue and income levels. Market risks were discussed and it was agreed a briefing on a potential merger of ITV and Sky would be sent to the Board. The plan to mitigate residual security risks was noted. Emerging risks from recent high profile editorial issues were discussed, noting people risks and management bandwidth risks would be kept under review. The report was noted.

*b) Cyber risk update*

- 5.2 The Committee were briefed on current cyber risks and an assessment of resilience in key areas. Planning to test different existential scenarios in this area was underway and a deep dive on the findings of this work would come to a future meeting. The Committee noted the report and agreed that prioritisation of upcoming Committee papers would be undertaken offline, along with the need to agree a position on technology risk appetite.

*c) Risk appetite – sustainability risk*

- 5.3 The Committee discussed a deep dive on risk appetite for sustainability where a proposed appetite at level 3 – safe and mitigated with potential for some risk – was supported as appropriate. Ongoing risks around scope 3 reporting were noted, though with progress in this area being made, particularly around access to data from key suppliers. The need to keep this as an area for close review was agreed. The Committee agreed the position, subject to a review of wording around the potential risks and opportunities in the approach.

**6. AOB**

- 6.1 There were no other items of business.

**7. Whistleblowing report**

- 7.1 The whistleblowing report was reviewed in private session, discussing progress on overall caseload and specific sensitive cases.