



SUMMARY MINUTES

17 December 2025

17.30-18.30

Broadcasting House, London and via Video Conference

1. Apologies and Conflicts of Interest
2. Remuneration Committee Matters
3. Minutes of the 18 November 2025 Meeting and Matters Arising
4. Director-General Succession
5. Appointment of a Non-executive to the Board
6. AOB

Attendees

Present

Samir Shah	Chair
Damon Buffini	Non-executive Director
Muriel Gray	Non-executive Director
Caroline Thomson	Non-executive Director

With

Robbie Gibb	Non-executive Director (item 1)
Paul Oldfield	Chief to Staff to the Chair and Director-General
Chris Sandford	Company Secretary
Jo Clarke	Secretary to the Committee
Uzair Qadeer	Chief People Officer
Helen Crowley	Egon Zehnder
Dom Loehnis	Egon Zehnder

Apologies: Tim Davie

1 Apologies and Conflicts of Interest

- 1.1 Tim Davie was an apology for this meeting.
- 1.2 No conflicts were noted in addition to those already recorded.

2. Remuneration Committee Matters

- 2.1 The Committee were joined by the Chair of the Remuneration Committee, to discuss a proposal on the mandate for Director-General pay. All the members of the Remuneration and People Committee were present.
- 2.2 The Committee noted the need to agree an outline pay level so the search firm would be able to give guidance to candidates in the process. The Committee reviewed the proposed level and asked for further work to be done on benchmarking and the impact of pay reviews on the pay of the current Director-General. A further proposal would come back for approval, noting that the expectation was that the pay level would remain largely consistent with the pay of the current Director-General.

3 Minutes from the Nominations and Governance Committee on 18 November 2025

- 2.1 The minutes from the 18 November meeting were approved.
- 2.2 The Committee noted the Matters Arising paper.

3. Director-General Succession

- 3.1 The Committee welcomed Dom Loehnis and Helen Crowley of Egon Zehnder to the meeting. Directors noted an updated on the candidate list.
- 3.2 Directors discussed how Nominations Committee members would engage with candidates and agreed the process. An update on the process and timeline would go to the Board's January meeting.

4. Non-executive Appointment to the Board

- 4.1 The Committee noted that a process had been underway to replace Shumeet Banerji as a BBC-appointed Board member, supported by Egon Zehnder. The search focused in two specific areas – those with experience and knowledge of the public sector at the highest levels, and those with a deep understanding of technology changes and digital transformation.

- 4.3 Following an interview process, led by a panel consisting of the Samir Shah, Caroline Thomson and Muriel Gray Nominations Committee approved the nomination of Jody Ford as a non-executive Board member for a period of 4 years, with the date of commencement and communication of appointment to be agreed once he had had the chance to inform his Board and agree the terms of release.
- 4.4 The nomination would go forward to the December meeting of the Board for approval of the appointment.

5. AOB

- 5.1 There was no other business.