1. Constitution
1.1 The BBC Board has established a committee of the Board, under Charter article 31(1), to be known as the Scotland Committee (“the Committee”).

1.2 This document provides the Terms of Reference for the Committee and should be read in conjunction with the Terms of Reference for the Board where relevant.

2. Remit
2.1 The remit of the Committee is to require that the BBC provides output and services that meet the needs of Scotland and that the BBC fulfils its public purpose in relation to the Nations and Regions of the United Kingdom.

3. Responsibilities
3.1 The core responsibilities of the Committee are to:
- advise the Board, providing it with:
  - regular updates on BBC performance in Scotland in respect of the BBC’s mission and public purposes;
  - regular updates on BBC performance in Scotland in respect of the BBC’s Annual Plan (in particular the creative remit);
  - advice on delivery of the BBC’s strategic goals and policy objectives; and
  - advice on any significant issues that pertain to the operation and/or reputation of the BBC in Scotland.
- regularly review the regulatory requirements for Scotland, as set by Ofcom, and make any recommendations to the Board on delivery against these;
- on behalf of the Board, oversee the BBC’s audience engagement strategy and activities in Scotland, and ensure that interaction with licence fee payers and stakeholders is appropriately diverse and wide-ranging;
- provide the Board with an annual performance report from Scotland; and
- prepare and propose the relevant section of the Annual Report and Accounts on performance of the BBC in Scotland.

4. Membership and attendance
4.1 Members of the Committee are appointed by the Board on the recommendation of the Nominations Committee. The Committee consists of up to five members, with the non-executive Board member for Scotland acting as Chair. The other members of the Committee will include one other non-executive member of the Board, the Director, Nations and Regions, the Director, Scotland and one other employee of BBC Scotland.

4.2 Other individuals may be invited to attend all or part of any meeting as and when appropriate.
4.3 The Company Secretary (or their nominee) attends as secretary of the Committee.

4.4 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. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. **Frequency of meetings**
   6.1 The Committee meets approximately three times a year and at other times as required.

   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 of the Committee are summoned by the Secretary of the Committee (or their nominee). Meetings can be requested by any member of the Committee, or by the Director-General.

   7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.

8. **Minutes of meetings**
   8.1 The Secretary (or their nominee) shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

   8.2 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 meetings.

   8.3 Minutes of the Committee meetings shall be circulated promptly to members of the Committee and, once agreed, to the Chairman and all members of the Board.
9. Review and reporting

9.1 The Committee shall annually review its own performance and terms of reference and recommend any changes to the Board for approval.

9.2 The Committee Chairman shall formally report to the Board at least once a year on all matters within the Committee’s duties and responsibilities. The Committee shall also make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is need.