Meeting of the BBC Remuneration Committee

SUMMARY MINUTES

Thursday 18 May, 2017
New Broadcasting House, London

ITEMS OF BUSINESS

1. BBC Disclosure 2016/17
2. Remuneration report 2016/17
3. BBC Worldwide Annual Bonus Plan 2016/17
4. Draft Terms of Reference for the Remuneration Committee
5. AOB
ATTENDANCE

Members:
- Steve Morrison  Non-executive director (Chair)
- Tanni Grey Thompson  Non-executive director
- Nicholas Serota  Non-executive director

Board members present:
- David Clementi  Chairman
- Tony Hall  Director-General
- Anne Bulford  Deputy Director-General

With:
- Valerie Hughes-D’Aeth  Director, HR
- Phil Harrold  Company Secretary
- Chris Sandford  Director-General’s Office (secretary)
- John Shield  Director, Communications (item 1)
- Martin Nicholds  HR Director (item 1)
- Tom Fussell  CFO, BBC Worldwide (item 3)

APOLOGIES

No apologies were received.
1. **Chairman’s introduction**

1.1 The Chairman welcomed the Committee members to the first meeting of the new BBC Remuneration Committee. The previous Committee had overseen a focus on efficiency, value for money and reduction in headcount at senior levels. A continued challenge would be the need to keep achieving value for money whilst balancing this with the need to attract the best talent in highly competitive areas of the market.

2. **BBC Disclosure 2016/17**

2.1 The Committee discussed the background to the requirement for the BBC to publish salary details of all staff – including on-screen talent – paid over £150k from the licence fee, in the BBC’s Annual Report and Accounts. The discussion included the BBC’s proposed approach to the disclosure, and an overview of the likely figures to be published. The final figures were to be audited by EY for accuracy.

2.2 Discussing the paper, the Committee noted that the publication was a requirement imposed by the Government during the Charter Review process, and that it would not include staff in BBC Studios in future, following the transition to a commercial entity.

3. **Remuneration report 2016/17**

3.1 The Committee discussed a paper which provided a draft of the 2016/17 Remuneration Report for the BBC Annual Report and Accounts. The report had been reviewed by the previous Executive Remuneration Committee and would be approved by the BBC Board as part of the overall Annual Report and Accounts. The content was in line with previous years and with expected standards of corporate disclosure. The final details were subject to audit in the usual way.

3.2 The Committee discussed the report and asked to see it in the final formatted version when available. Minor drafting changes were discussed and it was agreed that information on the Chairman-Designate’s fees for the relevant period should also be included.

4. **BBC Worldwide Annual Bonus Plan 2016/17**

4.1 The Committee discussed the proposed payout levels under the 2016/17 BBC Worldwide Annual Bonus Plan. The proposed metrics for the scheme had been discussed by the
previous Remuneration Committee and the final proposals were being brought forward based on agreed year-end figures. The Committee noted that the mechanics of the scheme had been previously agreed by the last Remuneration Committee.

4.2 The Committee debated the proposed adjustments and agreed that overall performance had been stronger than the previous year, with cash management particularly strong. The final level of payout for the scheme was agreed.

5. **Draft Terms of Reference for the Remuneration Committee**

5.1 The Committee had before it a draft Terms of Reference. The final proposed terms would be approved by the Board. The Chair asked members to review the document and to send any comments or amendments to him offline.

6. **AOB**

6.1 The Chair said that the Committee would seek to arrange an informal session, before the next formal meeting in July, at which issues relating to future strategy and market context would be discussed, with expert input where appropriate.