

24 October 2018

Mr Charles Gurassa

I am delighted to confirm that the Rt Hon Jeremy Wright QC, Secretary of State for Digital, Culture, Media and Sport, has approved your re-appointment as the Chairman of Channel 4 for a further three year term beginning on 28 January 2019 and ending on 27 January 2022.

I am delighted to be able to confirm your re-appointment and I look forward very much to our continued working relationship.

I enclose two copies of this letter and of the terms and conditions of the re-appointment for your signature. I should be very grateful if you could sign one copy and return it to me.

**Chairman of Channel 4 Corporation**  
**Terms & Conditions of Re-appointment**

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**1. Re-appointment**

1.1 Your re-appointment as Chairman will commence on 28 January 2019 and will be for a further three year term until 27 January 2022, unless otherwise terminated earlier by and at the discretion of either party on six months' written notice to the other.

**2. Time commitments**

2.1 The time commitment shall be four to five days each month although extra time, which could be up to a maximum of two days in any week, may be required while the channel addresses the challenges ahead. The time commitment will include attendance at monthly Board meetings. In addition you will be expected to devote appropriate preparation time ahead of each meeting and to attend such other meetings as necessary to carry out your duties.

2.2 By accepting this re-appointment you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the Board of Ofcom should be sought before accepting additional commitments which might impact on the time you are able to devote to your role as Non-executive Chairman of Channel 4.

**3. Role**

3.1 Channel 4 is a statutory corporation established under the Broadcasting Act 1990.

3.2 Under the Communications Act 2003, Channel 4's statutory duties are to provide a broad range of high quality and diverse programming which in particular:

- demonstrates innovation, experiment and creativity in the form and content of programmes;
- appeals to the tastes and interests of a culturally diverse society;
- makes a significant contribution to meeting the need for licensed public service channels to include programmes of an educational nature and other programmes of educative value; and
- exhibits a distinctive character.

3.3 Channel 4's members have the same general legal responsibilities as a company director. All members must take decisions objectively in the interests of Channel 4. The Board of Channel 4 as a whole is collectively responsible for the success of Channel 4. The Board :

- provides entrepreneurial leadership within a framework of prudent and effective controls which enable risks to be assessed and managed;
- sets Channel 4's strategic aims, ensures that the necessary financial and human resources are in place for Channel 4 to meet its objectives and reviews management performance;
- sets Channel 4's values and standards and ensures that its statutory and other obligations are understood and met.

#### **4. Fees**

4.1 You will be paid a fee of £95,000 gross per annum which will be paid monthly in arrears. Channel 4 will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

4.2 Your fee will be subject to review by Ofcom which, in turn, will make a recommendation to the Secretary of State for Digital, Culture Media and Sport. If your fee is increased, the amount of the increase will be a matter to be decided at Ofcom's absolute discretion, taking into account the fees of market comparators and the amount of time you are devoting to your Channel 4 duties. Please note that the fact that your fee may be increased in one or more years does not confer any right to receive an increase in any subsequent year(s).

#### **5. Rules of Conduct and Conflict of Interest**

5.1 In accordance with the requirements set out in paragraph 2 of Schedule 3 of the Broadcasting Act 1990, you must have no financial or other interests as are likely to affect prejudicially the discharge of your functions as Chairman of the Channel 4 Corporation. If you become aware of any potential conflicts of interest, they should be disclosed to the Board of Channel 4 as soon as apparent and to the Ofcom Corporation Secretary.

5.2 In order to avoid suspicion of or an actual conflict of interest, corruption or impropriety, you are required to adhere to the Cabinet Office Guidance on Code of Conduct for Board Members of Public Bodies (copy enclosed) and the Seven Principles of Public Life (attached as an annex) contained within the Guidance. In addition you are required to comply with any codes of conduct relating to external activities, conflicts of interest, acceptance of gifts and hospitality, expense reimbursement, equal opportunities and diversity, health and safety and all other policies and procedures of Channel 4 which are applicable at your level and are specifically drawn to your attention.

**6. Confidentiality**

6.1 All information acquired during your appointment is confidential to Channel 4 and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Board of Channel 4.

**7. Review process**

7.1 Your performance will be evaluated by Ofcom annually.

**8. Directors' and Officers' Liability Insurance**

8.1 Channel 4 maintains indemnity provision for its directors. Details of this and your eligibility for cover under the policy are available from the Secretary of Channel 4.

**9. Independent professional advice**

9.1 Occasions may arise when you consider that you need professional advice in the furtherance of your duties as a member of Channel 4. Circumstances may occur where it will be appropriate for you to seek advice from independent advisers at Channel 4's expense. A copy of Channel 4's agreed procedure under which members may obtain such independent advice is available from the Corporation.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## **Annex**

### **The Seven Principles of Public Life**

#### **1. Selflessness**

Holders of public office should act solely in terms of the public interest.

#### **2. Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

#### **3. Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

#### **4. Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

#### **5. Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

#### **6. Honesty**

Holders of public office should be truthful.

#### **7. Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.