

By email

Maggie Carver
Interim Chairman

Email: [REDACTED]@ofcom.org.uk

25 January 2022

Dawn Airey

Dear Dawn

Appointment as Interim Chair, Channel 4 Corporation

I am delighted, on behalf of the Office of Communications (Ofcom), to confirm your appointment as Interim Chair of the Channel 4 Corporation. I am writing to set out formally the terms of your appointment.

1. Appointment

- 1.1 Your appointment is made under s.23 of the Broadcasting Act 1990 and is made with the approval of the Secretary of State for Digital, Culture, Media and Sport.
- 1.2 The appointment begins on 28 January 2022 for a term of up to nine months, or until a new substantive Chair is able to take up the role, whichever is sooner. Thereafter, you will resume your role as a non-executive member of the Channel 4 Corporation for the remainder of your three year term and as per the appointment terms set out in my letter to you of 3 December 2021.

2. Time Commitment

- 2.1 This will be a part-time appointment. 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 Corporation addresses the challenges ahead. The time commitment will include attendance at Channel 4 Board meetings, away days, other meetings and exercising those functions that are required to be undertaken by the Chair and/or specifically delegated to you by the Channel 4 Board from time to time. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.
- 2.2 By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of the 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 the Interim Chair of the Channel 4 Corporation.

3. Fees and Expenses

- 3.1 In consideration of your services as Interim Chair, the Corporation will pay to you fees of £95,000 gross per annum, payable in equal monthly instalments in arrears, subject to appropriate deductions for PAYE tax and Class 1 National Insurance.
- 3.2 During your appointment, the Corporation will reimburse to you all reasonable expenses properly incurred by you in connection with your appointment, subject to the production of relevant invoices or receipts and provided that you comply with the Corporation's prevailing expenses policy.

4. Role

- 4.1 Channel 4 is a statutory corporation established under the Broadcasting Act 1990.
- 4.2 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:
- demonstrate innovation, experiment and creativity in the form and content of programmes;
 - appeal to the tastes and interests of a culturally diverse society
 - make 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
 - exhibit a distinctive character.
- 4.3 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.

5. Duties

- 5.1 As I am sure you will be aware, in addition to your common law duties as a director, you owe fiduciary duties to the Corporation which involve, amongst other things, a duty of confidentiality and an obligation not to bring the Corporation into disrepute.
- 5.2 In addition to the duties referred to above, you agree that you will not, either during your appointment or after it has ended, except in the proper course of your duties or as required by law, misuse or directly or indirectly disclose confidential information of the

Corporation which may come to your knowledge during the course of your appointment.

6. Directors' and Officers' Liability Insurance

- 6.1 The Corporation maintains indemnity insurance for the members of the Board. Details of this and your eligibility for cover under the policy are available from the Channel 4 Corporation Secretary.

7. Conduct and Conflicts of Interest

- 7.1 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.
- 7.2 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 and the Seven Principles of Public Life contained within the Guidance.
- 7.3 By your acceptance of this appointment, you confirm that, apart from those disclosed in writing previously, you have no existing causes of likely conflict of interest with the business of the Corporation. Should the need arise in future, you are required immediately to disclose any such conflict or potential conflict to the Channel 4 Board and the Ofcom Corporation Secretary.
- 7.4 You agree that you will not occupy any paid party-political post, hold particularly sensitive or high-profile unpaid roles in a political party or engage in controversial political activity without the prior approval of the Board of Ofcom.
- 7.5 You acknowledge that you will comply with all of Channel 4's policies and procedures or 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.

8. Review process

- 8.1 Your performance, for the period you are Interim Chair, will be evaluated by Ofcom.

Please confirm your agreement to the terms set out above by returning by email a signed copy of this letter.

Yours sincerely



Maggie Carver
Interim Chairman

I accept the appointment as interim Chair of the Channel 4 Board on the terms and conditions set out in this letter.

Signed:Date:

Dawn Airey