

Broadband Stakeholder Group

Structure and Governance May 2007



1. Introduction

- 1.1. This document sets out the membership, structure and governance of the Broadband Stakeholder Group (BSG). The BSG was formed in April 2001 by Patricia Hewitt in her role as Minister for e-commerce. It is an independent Advisory Group whose role is to advise government on the on-going development of its broadband strategy.
- 1.2. The Mission and Work Plan for BSG are agreed every two years, and can be found in a separate document.

2. Membership

- 2.1. Membership of the BSG is voluntary and is open to corporations and organisations throughout the broadband value chain at no cost. This includes, but is not limited to: broadband service providers; broadband product suppliers and manufacturers; content developers, content aggregators; broadcasters; rights holders; advertisers; central government departments; local government; representatives from Devolved Administrations and RDAs; consumers and consumer representatives; trade unions and trade associations.
- 2.2. Member companies will be contacted once a year to reconfirm membership and to review their engagement with BSG in terms of groups and work streams. Members will be regularly informed about BSG activities, and will be consulted on broadband related issues via the BSG web site or e-mail. They will also be invited to participate in BSG working groups as and when they are established. BSG members can raise issues for the attention of the Executive directly through the Secretariat.
- 2.3. A principle contact within each member company should be identified, although direct contact with BSG through working groups and email/website with other relevant employees should be encouraged.

3. Structure and governance

3.1. Non-Executive Chair

The BSG will be led by an independent non-Executive Chair. The appointment will be nominated and approved by the Executive, in consultation with the Advisory Council and Government. The position will be unpaid, although all expenses will be reimbursed. The Chair holds a term of 2 years and can be re-elected by the Executive after this period.

3.2. Non-Executive Vice-Chair

A Vice-Chair will be elected from within the Executive to serve a term of 2 years, and can be re-elected at the end of each term. The role of the Vice-Chair is to chair Executive meetings when the Chair is unable to do so, and to support the work and decision-making processes with the Chair and CEO as appropriate.

3.3. BSG Executive Committee

3.3.1. Role

The BSG Executive will provide the strategic leadership for the BSG and will be chaired by the BSG's independent chair. The Executive is the ultimate decision making body in the BSG with responsibility to oversee the BSG work programme and approve BSG positions, recommendations and published reports etc. It will meet approximately ten times per year.

3.3.2. Membership

There are up to 30 seats on the BSG Executive, with appropriate representation from corporations and organisations throughout the broadband value chain. If it is not possible to include representatives of all of the above, then suitable consultation arrangements (over and above normal stakeholder processes) will be put in place. Members of the Executive Committee will be appointed by an Operations Board (see below) for terms of two years, after which membership will be reviewed. In addition to the Chair and BSG secretariat, the make-up of the seats is as follows:

- Sponsorship of BSG entitles companies to take a seat on the Executive.
- Up to ten seats will be available for non-sponsoring companies and organisations, as well as SMEs on a reduced-sponsorship basis. Nominations can come from anyone in the wider BSG membership, and should be accompanied by a recommendation. Election to the Executive will be suggested by the Operations Board who will allocate the seats in order to achieve a balance of large, small and medium sized companies, and to achieve breadth across the value chain. The Executive approves the Operations Board recommendations
- One seat is taken by Intellect and can be filled either by a member of the Intellect staff or an Intellect member who attends in an Intellect capacity.
- DTI, DCMS and Ofcom all have seats on the Executive
- Guests will be invited to attend either part or all of the Executive's meetings as appropriate

3.3.3. Unless additional representatives are required for a specific agenda item, there should be one representative on the Executive per company. Each representative should have a named alternative.

3.3.4. If a company does not provide representation at more than a third of meetings within a year, the Nominations Committee can approach the company to discuss whether they wish to continue on the Executive.

3.4. Operations Board

3.4.1. Role

The Operations Board is a sub-group of the Executive and exists to provide operational oversight of BSG on issues such as funding, governance, member engagement and budget etc, as well as to ensure the independence

and appropriate breadth of representation on the BSG Executive and the Advisory Board. It reviews progress against the BSG work plan and budget and provide reports of progress to the main Executive. It will also nominate representatives to both the Executive and Advisory Board and ensure appropriate replacements are appointed when vacancies occur. It will review relationships with stakeholders and will act as a sounding board for the Chief Executive in the day-to-day management of the BSG. The Board will meet quarterly.

3.4.2. Membership

A maximum of 6 members of the Executive will be elected by the Executive to form the Operations Board, which will be chaired by the BSG Chair. The Chair will report back to the Executive after each meeting. Membership of the Operations Board will be reviewed once every two years. As the person responsible for running BSG's accounts, Intellect's Finance Director will also sit on the Operations Board.

3.5. Advisory Council

3.5.1. Role

The Advisory Council exists to provide a forum for regular engagement with senior executives and decision makers and to act as a sounding board to discuss progress in implementing the strategy. The Council will have no formal decision-making role and will work in an advisory capacity providing feedback to the Chair and CEO. Meetings will be chaired by the BSG Chair and will take place over dinner. The Advisory Council will meet three times a year to be briefed on and discuss overall progress against the BSG's mission and objectives.

3.5.2. Membership

The advisory council comprises senior policy leaders (No 10, DTI, DCMS, Ofcom) and industry leaders from companies representing a cross-section of the broadband value chain, including the BSG's sponsoring members. The make-up of the Council will be overseen by the Operations Board.

3.6. Working Groups

3.6.1. Role

Working Groups will be responsible for investigating specific strategic issues within the larger broadband agenda. The BSG Executive will form the Working Groups on either a permanent or ad hoc basis depending upon the issue. The Executive will also approve the terms of reference and oversee the work programmes to ensure that there is a coherent program and schedule across all the working groups.

3.6.2. Membership

Members of the groups can be drawn from anywhere in the BSG membership but will have a Chair drawn from the Executive. There is no maximum number of members of working groups. The Executive will oversee the membership/attendance of these groups to ensure that a broad range of company sizes and sectors are represented. The groups will be supported by a Programme Manager from the Secretariat.

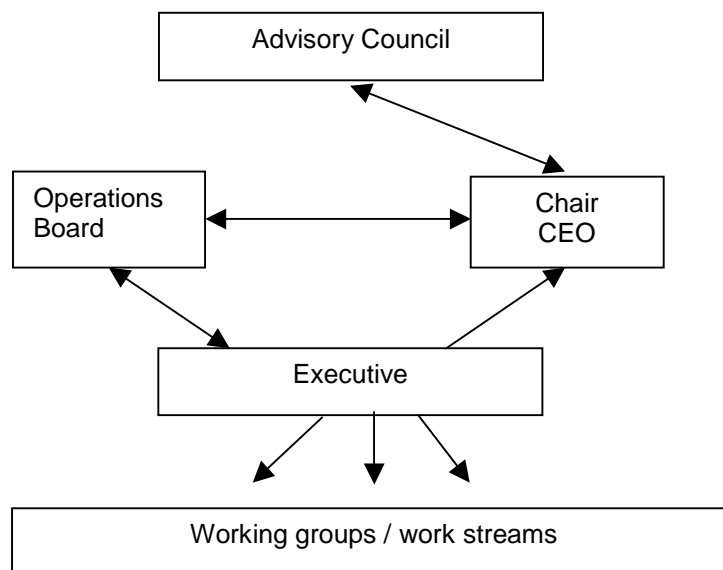
3.7. Secretariat

A four-person secretariat based in Intellect will be comprised of a CEO, two Programme Managers and a Programme Executive. The responsibilities of the secretariat will include:

- supporting the work of the Chairman;
- supporting the work of the Executive;
- supporting the work of the Advisory Board;
- providing a secretary for the working groups;
- creating and supporting the BSG web site
- representing the BSG at events and in the media.

BSG secretariat direct salary costs are paid through BSG resources, with all other overheads covered by Intellect (see below).

3.8. BSG structure



4. Funding

The BSG is resourced through a combination of industry sponsorship, DTI funding and in-kind contributions from Intellect, with each providing about a third of the BSG's total funding.

4.1. Industry Sponsors

- 4.1.1. The current industry sponsors are: Alcatel-Lucent, Babcock & Brown, BBC, BskyB, BT, Carphone Warehouse, Cisco, Deloitte, Discovery, Ericsson, Google, Orange, ITV, Microsoft, Yahoo!, Virgin Media.
- 4.1.2. All industry sponsors are represented both on the Executive and the Advisory Council.

4.2. Government

- 4.2.1. Government funding is provided through the DTI, which contributes £100,000 per annum.
- 4.2.2. Ofcom funding is provided on a project-by-project basis to support work that is directly related to their remit.

4.3. Intellect

- 4.3.1. Intellect provides all overheads for the BSG including office space, meeting rooms, IT resources and support, accounts, access to press and public affairs resources etc.
- 4.3.2. This amounts to an in-kind contribution from Intellect of approximately £120,000 (based on a 50% per cent discount on their audited overheads).

5. Transparency and intellectual property policy

- 5.1. BSG will seek to be as open and transparent as possible. This includes having thorough and fair governance procedures and by making notes from meetings available in the members area of the website.
- 5.2. The multiparty structure of BSG means that a wide number of individuals are likely to take part in an iterative process to produce the majority of the BSG's written output. Attribution to published sources will always be made, and special mention will be made of individual's contributions on request. However, participants in BSG's work programmes should assume that contributions they make will form part of an output which will be released under the BSG title.
- 5.3. In line with its public policy remit, the BSG will make its outputs publicly available whenever possible.