

Sabine Chalmers
Group General Counsel
BT Group plc
1 Braham Street,
London
E1 8EE

Martin Ballantyne
General Counsel
Direct line: 020 7783 4315
Email: Martin.Ballantyne@ofcom.org.uk

25 June 2024
By email only

Dear Sabine,

BT's governance arrangements for reviewing its compliance with the Commitments

Thank you for your letter of 31 May 2024 in which you set out BT's new governance structure with respect to reviewing its compliance with the Commitments. Your letter explains that BT has transferred this responsibility from the BT Compliance Committee to the Audit and Risk Committee, and sets out your view that this change will enable BT's governance arrangements to better mirror the wider scope of Ofcom's Openreach Monitoring Unit.

As you are aware Ofcom considers it is crucial that BT takes seriously the need to comply with not only the letter of the Commitments but also their spirit, and has regularly warned of the risk of complacency. To guard against this, it is important that BT continually challenges itself to ensure its governance arrangements are appropriate and effective for BT Group on an ongoing basis.

In light of this, we welcome BT's decision to refresh and renew these governance arrangements, and your assurance that these new arrangements will continue to allow it to monitor that the Commitments operate in practice as they were designed to – thereby supporting Openreach's greater independence.

I note your proposal to update the 2018 Memorandum of Understanding between the CAO and Ofcom and we will look forward to hearing from you in due course on this point.

Finally, I note that the Responsible Business Committee will be taking over responsibility for monitoring the fairness commitments and I am copying in Lindsey accordingly. The fairness commitments are designed to help ensure that companies put fairness at the heart of their business. It is important that BT continues to embed fairness at all levels and that it is a central part of the business culture.

Yours sincerely,



Martin Ballantyne

Cc Lindsey Fussell, Group Director for Networks & Communications, Ofcom

Cc Ian Strawhorne, Director of Enforcement, Ofcom