



## S4C Unitary Board Standing Orders

Approved: March 2024 (Reviewed: March 2024; Next review: March 2027)

*This English translation of the Standing Orders of the S4C Board is provided for information.*

*In the event of a discrepancy between the Welsh version and English version of S4C documents, including these Standing Orders, the Welsh version shall take precedence.*

### Introduction

S4C is an independent public body responsible for the provision of high quality public service television and digital services through the medium of Welsh, mainly for the audience in Wales, but also for the wider audience that wishes to use S4C's Welsh-language service.

S4C is a statutory corporation and the relevant legal provisions relating to the structure, governance and responsibilities of S4C are set out in legislation. These standing Orders put in place detailed corporate governance arrangements and do not supersede or replace the relevant statutory provisions. These Standing Orders have been developed and ratified by the S4C Board in accordance with Schedule 6 of the Broadcasting Act 1990 (as amended).

The Review of S4C published in March 2018 recommended that S4C's corporate governance structure should be based on a unitary board comprising executive and non-executive members, with clearly defined roles and responsibilities, where the executive members manage and non-executive members scrutinise and advise. These Standing Orders are intended to implement the corporate governance structure recommended by the review.

Formally, S4C's current corporate governance structure is based on a non-executive board and an executive management team. The Unitary Board (and shadow Unitary Board model) will replace the current non-executive-only structure.

The legislation that established S4C refers to one statutory body and television service. The service is referred to as 'Sianel Pedwar Cymru' or S4C, and the body that provides the service as the S4C Authority (referred to as the 'S4C Board').

As a general principle, and subject to the relevant statutory provisions and these Standing Orders, the Board delegates responsibility for the provision of S4C's public services, including editorial and commissioning matters, and day-to-day management, to the Chief Executive of S4C and their Management Team. S4C's Management Team is accountable to the S4C Board through the Chief Executive. This practice has existed since 1982, and it continues to maintain and ensure the Board's independence from decisions about the content of S4C's services.

Where provisions in these standing Orders are interim provisions that may require legislative changes to be implemented officially, these have been noted as Shadow Unitary Board Provisions (denoted as "SUB xx"). These provisions relate in particular to the status of executive members and their voting rights

### S4C Standing Orders

1. The Status of S4C
  - 1.1. S4C is a corporation established by statute. Its current constitutional arrangements are set out in Chapter VI of Part I of the Broadcasting Act 1990.
  - 1.2. When individuals act in their capacity as members, they shall be acting on behalf and in the name of S4C.
  - 1.3. The members of the Board of S4C shall be the members of the corporate body, but membership of the corporate body shall not enable any individual to act otherwise than through the Board.

2. The independence of S4C
  - 2.1. S4C must be independent in all matters concerning the fulfilment of its remit and the provision of its services, particularly as regards editorial and creative decisions, the times and manner in which its output and services are supplied, and in the management of its affairs.
3. General standards
  - 3.1. *Acting in the public interest*
    - 3.1.1. S4C must act in the public interest.
    - 3.1.2. In complying with this Order, S4C must—
      - (a) ensure that the benefits (whether direct or indirect) of decisions relating to the fulfilment of its remit justify the costs (whether direct or indirect); and
      - (b) in doing so, have regard to economic, social and cultural benefits and costs.
  - 3.2. *Engagement with the public*
    - 3.2.1. S4C must assess the views and interests of the public and audiences in accordance with the provisions of section 64 of the Broadcasting Act 1990.
    - 3.2.2. S4C must make arrangements to ensure that the diverse perspectives and interests of the public and audiences are taken into account in its decision-making.
  - 3.3. *Openness, transparency and accountability*
    - 3.3.1. S4C must observe high standards of openness and seek to maximise transparency and accountability.
    - 3.3.2. S4C must ensure that the following are made public as soon as possible—
      - (a) a record of the meetings of the Board;
      - (b) important decisions; and
      - (c) such other information it is reasonable and proportionate to publish to comply with Order 3.3.1.
    - 3.3.3. In complying with this Order, S4C is not required to publish or otherwise disclose information that it would not be required to disclose under the Freedom of Information Act 2000.
  - 3.4. *Stewardship of public money*
    - 3.4.1. S4C must exercise rigorous stewardship of public money in accordance with the following principles:
      - (a) Regularity: the management of all of S4C's resources must accord with the relevant statutory provisions, the Memorandum of Understanding (MOU) and other relevant audit requirements;
      - (b) Propriety: the management of all of S4C's resources must meet high standards of public conduct, robust governance and duly consider the expectations of Parliament which have been formally communicated to S4C;
      - (c) Value for money: procurement, projects and processes must be systematically evaluated and assessed to provide confidence about suitability, effectiveness, prudence, quality, value and avoidance of error and other waste, taking into account the wider public interest, not just that of S4C itself; and
      - (d) Feasibility: proposals using public funds should be implemented accurately, sustainably and to the intended timetable.
  - 3.5. *Guidance and best practice*
    - 3.5.1 S4C, in exercising its functions, must have regard to such general guidance concerning the management of the affairs of public bodies as it considers relevant, appropriate and proportionate; including generally accepted principles of good corporate governance for S4C as a statutory corporation.

#### 4. The S4C Board

- 4.1. S4C shall have a a single Board which, acting collectively, is responsible for the proper, effective and independent exercise of all the functions of S4C in accordance with the provisions set out in the relevant statutory provisions.
- 4.2. In accordance with Order 2, each member of the Board must at all times uphold and protect the independence of S4C including by acting in the public interest, exercising independent judgement and neither seeking nor taking instructions from Government Ministers or any other person.
- 4.3. The Board must ensure that S4C fulfils its remit.
- 4.4. The Board must secure the effective and efficient management of S4C and all its activities, including its commercial subsidiaries by, in particular—
  - (a) appointing, and holding to account, the management of S4C;
  - (b) ensuring that the organisational structure of S4C and the skills of the staff of S4C are fit for purpose; and
  - (c) setting the terms and conditions for the staff of S4C and reviewing these regularly.
- 4.5. The Board must secure the effective and efficient management of the finances of S4C by, in particular putting in place appropriate policies and controls to ensure that S4C's public and commercial income is spent and S4C's operations are managed efficiently, effectively and in accordance with regularity, propriety, value for money and feasibility.
- 4.6. The Board must ensure compliance by S4C with its obligations under the relevant statutory and regulatory provisions and the general law by, in particular, complying with any requests or decisions made by Ofcom.
- 4.7. The Board can delegate any of its powers (with powers to sub-delegate) to any committee that includes any person or persons (whether they are Board members or not) as it sees fit, or to any one or more of its members or members of S4C's staff. Any such delegation of powers will come under the general direction of the Board and may be subject to any conditions the Board wishes to apply, and can be revoked or changed. Subject to any such conditions, procedures of committees with two or more Board members shall be governed by the Orders pertaining to the Board's procedures to the extent to which they may be applicable.
- 4.8. Without limiting the general provisions of Order 4.7, and to the extent permitted by the Acts, the Board shall delegate responsibility to the Chief Executive subject to matters that are reserved by the Board to itself, on the conditions, and within the guidelines, that shall be stated in an Annex to these Orders that is to be approved from time to time by the Board. The Board may expand, revoke, amend and, or update the Annex from time to time at its discretion.
- 4.9. The Board can appoint, or arrange for assistance from, advisory committees in order to receive advice on any issues relating to the Board's roles in accordance with the Board's decision.

#### 5. Membership of the Board

- 5.1. *SUB provision: The membership of the Board shall be governed by the provisions of section 56 of the Broadcasting Act 1990 (as amended), however during the period the Board shall be acting as the Shadow Unitary Board shall also include executive members, as set out in this Order.*
- 5.2. *SUB provision: The Board must consist of a number of non-executive members (including the Chair) and a number of executive members.*

#### 6. Appointment of the Board Chair

- 6.1. The Board Chair must be appointed by the Secretary of State in accordance with the provisions of section 56 of the Broadcasting Act 1990 (as amended).
- 6.2. The appointment may only be made following a fair and open competition.

6.3. Whenever the office of Chair is vacant, the Secretary of State, having consulted the Board, must appoint one of the non-executive members as 'Acting Chair' with all the powers of the Chair until a new Chair is appointed.

7. Non-Executive Members of the Board

7.1. The non-executive members of the Board must be appointed by the Secretary of State in accordance with the provisions of section 56 of the Broadcasting Act 1990 (as amended). The Secretary of State shall appoint not less than four nor more than eight non-executive members in addition to the Chair.

8. Executive Members of the Board

8.1. *SUB provision: It is proposed that the S4C Unitary Board include up to three executive members, which in accordance with Order 8.2 shall include the Chief Executive. Under the current statutory provisions, it is not possible for the Board to appoint executive members. However, the Board shall appoint executive members to sit on the Shadow Unitary Board in accordance with the following provisions.*

8.2. *SUB provision: The Chief Executive must be appointed an executive member of the Board.*

8.3. *SUB provision: Any other executive members of the Board shall be appointed by the non-executive members of the Board. However, the Board may only make an appointment which has been proposed by the Chief Executive, via the People and Remuneration Committee.*

8.4. *SUB provision: For the purposes of this Order, the roles of proposing and approving the making of an appointment relate not only to the identity of the person to be appointed but also the terms of their appointment.*

9. The Chief Executive, and Secretary

9.1. The Board must appoint a Chief Executive, and a Secretary, in accordance with the relevant statutory provisions.

9.2. The Chief Executive must also be the editor-in-chief of S4C. As such, the Chief Executive shall have final responsibility and is accountable to the Board for individual decisions on S4C's editorial matters and creative output.

9.3. Subject to the provisions of the Acts, the Chief Executive, Secretary and any deputy secretary shall be appointed by the Board under terms deemed appropriate by the Board; and any individual appointed in this way can be dismissed (subject to employment rights) by the Board.

9.4. The Chief Executive, and Secretary, must be appointed solely by the non-executive members of the Board.

9.5. When the posts of Chief Executive, or Secretary, are vacant, the Board will invite the non-executive members of the People and Remuneration Committee to consider and propose a suitable process for filling the post in question, including appointing to the post on a temporary basis if it is to be vacant for a defined period. Once the non-executive members of the Board have approved an appointment process, the non-executive members of the People and Remuneration Committee will lead the process (including interviewing suitable candidates) in order to agree an appointment to recommend it to the Board for formal agreement.

10. The Board's Procedures

10.1. Subject to the Orders and the Acts, the members shall meet as a Board in order to manage S4C's business and otherwise adjourn and manage their meetings as they see fit.

10.2. The Board shall meet as required, and at least six times each year. Meetings shall be called by:

- (a) the Secretary; or
- (b) the Secretary at the request and on behalf of the Chair; or
- (c) the Secretary at the request and on behalf of any two Board members.

- 10.3. Every member shall be informed of all Board meetings, usually by electronic means.
- 10.4. The Secretary will usually be present at Board meetings (unless the Board decides otherwise) and the Board may, at the request of the Secretary, allow members of S4C staff and any other person to be present for the duration or part of any meeting, but no persons other than Board members are entitled to vote.
- 10.5. Every Board meeting will be chaired by the Chair, and the Chair may bring a meeting to an end as required. If the Chair is not present at any one of the Board's meetings or if a Chair has not been appointed at the time, the meeting shall be chaired by any non-executive member appointed by the Board members through a vote, in accordance with the provisions of Order 11.
- 10.6. Board members may appoint a member to serve as a vice-Chair and also a member to serve as Lead Non-executive Member.
- 10.7. The Board shall normally act through the medium of Welsh, in compliance with any Welsh Language Standards which apply to S4C.

## 11. Voting

- 11.1. Subject to the provisions of the Acts and Order 10, if a matter raised at a meeting of the Board or any of its committees is put to a vote, that matter shall be decided by a simple majority of the votes cast by those Board members present and qualified to vote in accordance with this Order. Each Board member has one vote, unless they are prevented from voting under Order 13. In the case of an equal vote, the Chair of the meeting has a right to a casting vote, as well as any other vote that they may have.
- 11.2. *SUB provision: During the period of the Shadow Unitary Board, executive members of the Board shall not be entitled to vote, where any matters put to a vote would create binding obligations or commitments upon S4C. However where matters are put to a vote of the Board, executive members shall be entitled to express their voting intentions.*
- 11.3. *SUB provision: In the event of a split vote where the voting intentions of executive members of the Board would not have changed the outcome, the numbers of votes cast for and against the motion by non-executive members and executive members of the Board shall be recorded separately.*
- 11.4. *SUB provision: In situations where it becomes clear that the voting intentions of the executive members of the Board, if applied, would change the outcome of a vote, the Chair shall have the discretion to propose formally that the decision taken by the Board on the matter in question should be such as would give force to the majority view, including that of the individual executive members present.*
- 11.5. *SUB provision: In the event that such a proposal is defeated, the meeting should be adjourned to allow appropriate time for further consideration of the issues and reconvened at the Chair's discretion or in accordance with the provisions of Order 10.2.*

## 12. Quorum

- 12.1. The quorum for any meeting of the Board shall be four Board members, which shall include at least three non-executive Board members. The quorum for meetings of any of the Board's committees shall be as outlined in the committee's terms of reference.
- 12.2. If a quorum is not present after half an hour of the starting time of any Board or committee meeting, or if the Chair counts the number of members present during any meeting and announces that a quorum is not present, the meeting shall be postponed. The remaining business shall be discussed at a time and date set by the Chair. If no date is set, the remaining business shall be discussed at the next Board or committee meeting.
- 12.3. Where at any given time the number of non-executive members appointed to the Board is less than the fixed quorum the remaining non-executive members, or the only remaining non-executive members can continue to transact the business of the board, in which circumstances a minimum of half of the remaining non-executive members would constitute a valid quorum.
- 12.4. Any or every member can take part in a Board or committee meeting via telephone or video conferencing, or by use of any other communication equipment which enables everyone taking part in

the meeting to hear each other. Any member taking part in this way is deemed to be present in person at the meeting and therefore has the right to vote and be included as part of a quorum. Such a meeting is deemed to take place where the largest group of those taking part is gathered, or, in the absence of such a group, in the place where the Chair of the meeting is located at the time.

- 12.5. Subject to Orders 5, 6, 7 and 8 all actions taken by a Board or committee meeting, or by a person acting as a member, despite the fact that the appointment of any members is later found to be defective or that any one of them has been disqualified from holding office, has left a position, or was not entitled to vote, shall be as valid as if taken by eligible people who were appointed properly, are still members and are qualified to vote.
- 12.6. Any decision taken or steps undertaken at any Board or committee meeting are valid even if any person eligible to receive notification of the meeting was accidentally not informed, or did not receive the notification.
- 12.7. Subject to Order 11 a decision signed or approved in written form by a majority of those members entitled to receive notification of a meeting of the Board or a committee, and entitled to vote on that decision, shall be as valid and effective as those decisions passed at meetings of the Board or committee. It may include a number of documents all signed or approved by one or more people.
- 12.8. No individual member shall appoint a deputy to attend Board meetings or undertake other duties as a Board member on their behalf.

### 13. Conflicts of interests

- 13.1. Any members with a direct or indirect interest in any matter raised for discussion at a Board or committee meeting must declare the nature of their interest to the meeting. Where any such declaration is made:
  - (a) the declaration shall be recorded in the minutes of the meeting; and
  - (b) (subject to Order 11) that members shall not take part or be present at any discussion or decision of the Board, or any of its committees, relating to that matter.
- 13.2. Order 13.1 shall not be applicable to any Board meeting where every other member that is present decides that the interest of the member should be disregarded for the purposes of that Order.
- 13.3. For the purposes of Order 13.1, a general announcement given at a Board meeting to the effect that a member is a member of a certain company or firm, and should be considered as a person with an interest in any matter concerning that company or firm, shall be treated as a sufficient declaration of interest in any such matter.
- 13.4. A member will not be required to attend a meeting of the Board in person in order to declare an interest in accordance with Order 13.1 if they take reasonable steps to ensure that the declaration is made via notification that is considered and read out at the meeting.
- 13.5. In this Order, references to Board meetings include references to meetings of its committees.

### 14. Minutes

- 14.1. The Secretary shall arrange to keep the minutes of all proceedings at Board and committee meetings, including the names of all those present at every such meeting. The minutes shall be presented to the next meeting of the Board and the Chair shall sign the Board's minutes, and the committee Chair shall sign the committee's minutes after they have been approved.

### 15. The Seal

- 15.1. The Board shall arrange for a seal to be kept by the Secretary.
- 15.2. The seal is only to be used through the Board or a committee of the Board authorised by the Board. The Board or such committee shall decide who is to sign any instrument bearing the seal. Without infringing on the previous provisions, the Board, through this Order, authorises the Chair, Secretary, and Chief Executive of S4C at any given time, acting individually, to sign any instrument bearing the seal, unless specifically decided otherwise.

16. Documents relating to S4C

- 16.1. Except when required by the law, The Board may act on its discretion to receive, authorise or approve an electronic copy or any other copy made by a machine of any application, instrument, authorisation, contract, notification or other form of document given or presented to the Board or the members. The Board may act on its discretion to receive, authorise or approve an email message or SMS text message that reproduces the content of any such application, instrument, authorisation, contract, notification or document.

17. Committees of the Board

- 17.1. The Board may establish committees of the Board.
- 17.2. The Board's committees shall perform a scrutiny role in accordance with the terms of reference of each committee established by the Board.
- 17.3. The number, remit, terms of reference and composition of such committees are a matter for the Board, subject to the following paragraphs of this Order.
- 17.4. The committees of the Board shall comprise non-executive members of the Board, and at the Board's discretion may include the Chief Executive and / or other executive members of the Board, or other individuals who are not members of the Board.
- 17.5. The Board shall be responsible for all appointments to the Board's committees.
- 17.6. There must always be an Audit and Risk Committee, which must have the functions commensurate with the highest standards of corporate governance.
- 17.7. The Audit and Risk Committee shall amongst other duties be responsible for audit and risk management.
- 17.8. Members of the Audit and Risk Committee should not have operational responsibility for the management of S4C.
- 17.9. The Board Chair should not be a member of the Audit and Risk Committee.

18. S4C's Commercial Activities

- 18.1. The Board shall establish a Commercial Group Board charged with managing S4C's commercial activities.
- 18.2. The People and Remuneration Committee, discharging its nominations functions, shall propose to the Board all individuals to be appointed as directors of the commercial subsidiary companies.
- 18.3. The Board shall be responsible for all appointments as Directors of commercial subsidiary companies.
- 18.4. The Board shall ensure that at least two non-executive members of the Board are appointed to the Commercial Group Board.
- 18.5. S4C's Chief Executive shall usually be appointed as the Chair of the Commercial Group Board; however the Board may choose to appoint another Director of the Commercial Group Board to serve as its Chair.
- 18.6. The Board shall be responsible for approving the commercial subsidiary companies' strategy and business plan on an annual basis.
- 18.7. The Commercial Group Board's shall develop a five year strategy and an annual business plan.
- 18.8. The Commercial Group Board shall present regular performance updates to the Board.
- 18.9. The Commercial Group Board shall present end of year accounts and (an) annual strategic report(s) on the activities of the commercial subsidiary companies (including any undertakings and joint ventures) for the approval of the Board.

19. The Management Team

- 19.1. The Chief Executive shall establish a Management Team.
- 19.2. The Management Team shall be responsible for the day to day operation of S4C.
- 19.3. The Board shall be responsible for approving appointments to the Management Team.
- 19.4. Membership, appointments, changes to and terms and conditions of the Management Team shall be proposed to the Board by the Chief Executive, via the People and Remuneration Committee.
- 19.5. The non-executive members of the Board shall usually be represented on panels to appoint members to the Management Team by the Chair of the People and Remuneration Committee.

20. S4C Staff

- 20.1. S4C must appoint staff for the efficient performance of its functions and transaction of its business.

21. Communication with S4C's Staff

- 21.1. The Board must ensure that at all times it has in place suitable arrangements under which it (or its representatives) will, where appropriate consult S4C staff on all matters affecting the interests of those staff.

22. Statement of Programme Policy

- 22.1. S4C must prepare and publish an annual Statement of Programme Policy and an annual review of each statement for each year in accordance with this Order and the relevant statutory provisions.
- 22.2. S4C must publish the annual Statement of Programme Policy plan in advance of the period to which it relates.

23. Annual Report and Statement of Accounts

- 23.1. S4C must prepare and publish an annual report and statement of accounts for each financial year in accordance with the relevant statutory provisions.
- 23.2. The annual report must comply with the requirements of the MOU, and the UK Corporate Governance Code insofar as they are applicable to a statutory corporation.

24. Accounts

- 24.1. S4C must keep adequate accounting records in accordance with the requirements of the MOU, and other relevant accounting directions and requirements.

25. Audit of S4C

- 25.1. The Board must appoint external auditors for all of the S4C group's financial affairs and must seek the Secretary of State's approval for any such appointment in accordance with the relevant statutory provisions.
- 25.2. The external auditors appointed by the Board shall examine, certify and report on the group accounts prepared by S4C in respect of each financial year. The report must include an opinion on regularity on the group accounts and must be addressed to the members of the Board in terms that acknowledge that Parliament also places reliance on the group accounts and report.
- 25.3. S4C must send a copy of the auditor's report to the Secretary of State.



- 25.4. The Secretary of State must lay the Annual Report and Statement of Accounts before Parliament. When this has been done, S4C must publish the Annual Report and Statement of Accounts.
- 25.5. S4C must lay the Annual Report and Statement of Accounts before the Welsh Parliament on the same day as, or as soon as possible after, those documents have been laid before the United Kingdom Parliament.
26. Regulation of S4C's services
- 26.1. It shall be a function of Ofcom, pursuant to section 203 of the Communications Act 2003 to regulate S4C's television service.
- 26.2. It shall be a function of the Board, pursuant to the relevant statutory provisions to regulate S4C's on-demand programme services.
- 26.3. The Board must establish a framework for handling and resolving complaints to provide transparent, accessible, effective, timely and proportionate methods of securing that S4C complies with its obligations and that remedies are provided which are proportionate and related to any alleged non-compliance.
27. Changing and Reviewing Orders
- 27.1. The Board can change these Standing Orders by resolution of the Board from time to time.
- 27.2. The Board shall review these Standing Orders at least once every 5 years.
28. Language of Standing Orders
- 28.1. In the event of a discrepancy between the Welsh version and English version of these Standing Orders, the Welsh version shall take precedence.
29. Indemnity
- 29.1. The Board members and the Secretary at any given time, acting in relation to any matters pertaining to the Board and its executors, or their relevant administrators, shall be indemnified and kept indemnified from the Board's assets, to the extent permitted by the law, from and against any personal civil liability they encounter when executing or claiming to execute the Board's roles, providing they have acted honestly, reasonably, sincerely and without neglect. Furthermore, the Board shall purchase and maintain insurance at the Board's expense for the benefit of any Board members or the Secretary, to the extent permitted by the law.
30. Members Expenses
- 30.1. Board members shall have a right to receive a reimbursement of expenses incurred in relation to their office or their duties as members, in accordance with the Board's expenses policy at any given time.
31. Evaluating Members
- 31.1. Once a year, the Chair shall meet every other member individually in order to evaluate that person's performance as a Board member.
- 31.2. Once a year, the Lead Non-Executive Member and the Chair of the Audit and Risk Committee or the Chair of the People and Remuneration Committee shall meet with the Board Chair in order to evaluate their performance as Chair.
- 31.3. Once a year, the Chair and the Lead Non-Executive Member or the Chair of the Audit and Risk Committee shall meet with the Chief Executive to evaluate their performance as Chief Executive.
- 31.4. Once a year, the Chair and the Lead Non-Executive Member or the Chair of the Audit and Risk Committee shall meet with the Secretary to evaluate their performance as Secretary.

31.5. Once a year, the Chair – through the Secretary – shall arrange and conduct a process for evaluating the effectiveness of the Board and its committees, including the Commercial Group Board. Some of the annual effectiveness evaluation processes must be undertaken by external consultants, in line with good practice

32. Definitions and interpretation

32.1. Under these Orders, unless the context requires otherwise:

“Acts” means the Broadcasting Act 1990, the Broadcasting Act 1996 and the Communications Act 2003 (where relevant to S4C);

“Annual Report and Statement of Accounts” means the annual report and statement of accounts for S4C’s activities each year as defined in Schedule 6 of the Broadcasting Act 1990 (as amended);

“Board” means the board of the statutory corporation known as S4C as defined in section 60 of the Broadcasting Act 1990 (as amended);

“Chair” means the Board’s Chair at any given time appointed by the Secretary of State;

“Chief Executive” means the Chief Executive of S4C at any given time;

“Code of Practice” means the Code of Practice for the Directors adopted by the Board at any given time;

“Commercial Group Board” means the board of company directors responsible for the management of S4C’s commercial activities.

“Executive member” means members of S4C’s staff appointed in accordance with Order 8 to serve as members of the Shadow Unitary Board.

“Member” means a member of the S4C Board appointed by the Secretary of State in accordance with the provisions of section 56 of the Broadcasting Act 1990 (as amended), including the Chair;  
*SUB Provision: For the purposes of these Orders, for the period the Board is meeting as the Shadow Unitary Board, the definition of member shall also include executive members.*

“Non-Executive member” means a member of the S4C Board appointed by the Secretary of State in accordance with the provisions of section 56 of the Broadcasting Act 1990 (as amended), including the Chair, but does not include executive members;

“Orders” means these Standing Orders, as amended at any given time;

“Secretary” means the Secretary to S4C at any given time;

“Secretary of State” means the Secretary of State for Digital, Culture, Media and Sport;

“Shadow Unitary Board” means the Board of S4C, acting in accordance with these Orders and during the period until primary legislation is enacted to re-constitute the Board as a unitary board (including statutory provisions for the appointment of executive members) which subject to Orders 5 and 8 shall include executive members.

“Unitary Board” means the Board of S4C as set out in section 56 of the Broadcasting Act 1990 (as amended).

32.2. Any reference to a Statute will include any statutory adjustment to it or re-enactment of it that is in effect at any given time.

32.3. Unless it appears that this is not the intention, phrases referring to text or a document shall be interpreted as including references to any method of representing or reproducing words, symbols or other information in visible form via any medium or combination of media, whether electronic or otherwise and (without prejudice to the generality of the above) shall include email, printing, lithography and photography.

32.4. Any word or phrase defined in these Orders shall have the same meaning if it appears mutated elsewhere in the Orders.

- 32.5. Any reference to a person "signing" any contract, deed, instrument or document of any kind shall include the signing, sealing or use of any other proper method available to that person in order to bind themselves to any such contract, deed, instrument or document, unless the context requires otherwise.
- 32.6. Words and phrases meaning the singular form only shall also include the plural and vice-versa, and phrases referring to one gender shall also include any other gender.
- 32.7. These Orders supplement the Acts and are not intended to replace them or limit or infringe on them.

## **Annex: Matters Reserved by the S4C Board to itself**

### Introduction

This Annex sets out the strategic matters, the functions and decisions that the S4C Board reserves to itself and its committees.

This document shall be periodically reviewed by the Board (usually while reviewing the Standing Orders).

The Board has identified some matters that are either functions that need to be exercised directly by the Board, or functions for which the formal approval of the Board is required. These are noted below in the list of reserved matters.

In an area where change is a constant feature, and in a body that receives public funding but is independent of political influence or interference, and that also owns commercial subsidiaries, it can be expected that matters will arise where it is unclear whether they come within the definition of 'reserved matters' or not. When such matters arise, officials must consider carefully matters that need to be brought to the attention of the Board before being acted upon. The Chief Executive should provide direction to the Management Team in this regard, as should the Management Team to other officials. The Secretary's attendance at meetings of the Management Team, and their advice in identifying such issues are key, as are the relationship and the regular discussions between the Chair and the Chief Executive.

The Chair has an important function in advising the Chief Executive on the types of matters that will require formal attention by the Board, along with the best time for doing so and the nature of the information that it is appropriate to present to the Board. The Chair should be in close enough contact with the non-executive Board members to be able to provide guidance to the Chief Executive on the types of questions that the Board might wish to ask if a matter were brought to its attention. By taking this approach, the Chief Executive will feel free to approach the Chair for guidance on matters that may be controversial whilst other members of the Board will be confident that the Chair is always aware that it is the whole Board that holds the right to make decisions on far-reaching and contentious issues.

The matters listed below are subject to the relevant statutory provisions, the Board's Standing Orders and the terms of reference of the Board's Committees.

### Reserved Matters

#### S4C Strategy

- Contribution to the development of, and approval of strategies and priorities for S4C and the associated 5 year business plan;
- Application of revenues generated by S4C's commercial activities;
- Application of financial reserves;
- On the recommendation of the Audit and Risk Committee and in accordance with the responsibilities of the Secretary of State, the appointment of external auditors.

#### Commercial Matters

- Ensuring suitable and adequate legal powers for the delivery of S4C's commercial activities;
- Contribution to the development of, and approval of S4C's commercial strategy and priorities;
- Ensuring that S4C's commercial activities comply with S4C's statutory duties, including acting within the legal powers of the S4C Board.

#### Stewardship

- Undertaking an annual assessment of S4C's financial management, risk management and appetite, and internal control processes;
- Preparing and presenting any assurance report to the BBC Board under the provisions of the Partnership, Funding and Accountability Agreement (November 2017).

#### Performance Management

- Establishing and monitoring a structure for measuring and assessing the performance of S4C's services, including where appropriate setting targets relating to corporate governance provisions;
- Ensuring that appropriate corporate governance structures and processes are approved and implemented for all of the S4C Board's activities.

#### Audience opinion and research

- Ensuring appropriate opportunities for the audience to present their opinion on S4C's services to the Board.

#### Collaboration with other organisations

- Ensuring that S4C operates as a national organisation that collaborates and partners with national and local organisations in order to create new creative partnerships.

#### Policies

- Approval and monitoring of S4C's key policies, including:
  - S4C Content Language Guidelines;
  - Statutory Language Scheme and Standards;
  - Policies relating to employment and S4C's workforce;
  - Health and Safety;
  - Equality and Diversity;
  - Whistleblowing / Disclosure;
  - Environmental Sustainability; and
  - Corporate Social Responsibility.

#### Appointments and Remuneration

- Appointment and performance management of its Chief Executive, and Secretary;
- Determination of the remuneration of its Chief Executive, Secretary, and Management Team.

#### Complaint Handling and Compliance

- Ensuring that a relevant complaints process is implemented by S4C and the Board's Complaints Panel.

#### Delegation Arrangements

- Approval of the terms of reference and membership of all the Board's committees.

#### Other Matters

- The prosecution or settlement of material litigation on behalf of S4C;
- Responding to any investigation into S4C's activities by any competent regulatory body.