



Terms of reference **Communications Committee**

Approved: March 2024 (Reviewed: March 2024; Next review: March 2026)

Purpose

The Communications Committee is responsible for overseeing the strategy and performance of S4C's corporate communications and marketing activities on behalf of the Unitary Board.

Membership and Other Attendance

Members (5 members)

- Non-Executive Member of the Board (to chair)
- 2 Non-Executive Members
- Chief Executive
- Chief Content Officer

Non-members

- Director of Communications and Marketing
- Communications Team Leader
- Head of Marketing
- Board Secretary

Quorum: 3 members, with at least two Non-Executive Members present.

The Chair of the Board may attend meetings of the Committee where he or she has not been appointed by the Board. In such circumstances, they will not be regarded as a member of the Committee in meeting the quorum, nor will they have a vote.

The members of the Committee are appointed by the Board, in accordance with the above membership.

Non-executive members who do not serve on the Board may be co-opted where desirable to ensure a suitable skills balance amongst members of the Committee.

At the request of the Secretary, the Chair of the Committee may permit members of staff of S4C and any other person to attend Board meetings as appropriate.

Terms of Reference

1. Scrutinise the following matters, and agree on recommendation(s) to the Board as appropriate:
 - i. The development of S4C's communications and marketing strategies and the relevant measures, and the review of the strategies as necessary;
 - ii. Amendments to the Committee's terms of reference (usually following an annual evaluation of its own performance).
2. To receive reports for information on the following matters and advise the Board and/or Chief Executive and Management Team as appropriate:
 - i. The work to achieve the strategic objectives, taking into account different campaigns and the relevant measures;
 - ii. Monitoring and evaluating the performance of the organisation's communications – both internal and external – against the agreed metrics;
 - iii. The development of S4C's brand and sub-brands, including in relation to perception and awareness;
 - iv. Steps to safeguard S4C's 'Reputation' safeguards, including through the public affairs and corporate strategies;
 - v. The programme for forming partnerships and communicating with key external stakeholders, to maximise the benefit to S4C and its activities;
 - vi. Internal and external communications plans in relation to the process to transform S4C in line with the 2022-27 Strategy, and offer advice as appropriate;
 - vii. Evaluate the quality and success of recent campaigns against the relevant agreed measures to identify lessons to be learned;
 - viii. Maintaining an overview of corporate policies relevant to S4C's profile as a public institution;
 - ix. S4C's audience insight and behaviour;
 - x. Any strategic risks that would have communication implications (as required);
 - xi. Review the appropriateness of communications and marketing methods of all kinds in the light of new trends, new opportunities and changing audience behaviour.

Rights of the Committee

The Committee may:

- investigate any activity within its terms of reference;
- commission expert advice or research for the Committee as required (via the Secretary); and
- seek any information required from any member of staff, and all staff are instructed to co-operate with any request made by the Committee.

Although the Chair may offer guidance and advice on the types of matters that should be formally presented to the Committee, together with the best time to do so, and the nature of the information appropriate to present to the Committee, the Chair cannot take any formal decisions on behalf of the Committee unless the Committee has agreed to delegate the decision to them in advance.

Meeting Arrangements

Meetings are arranged at least three times a year, and then as required (at the request of the Secretary, the Chair of the Committee, or the Chair of the Board).

The Committee may consider and approve matters through communication outside of formal meetings, provided that a full record of the decision is kept and that any decision taken outside of a formal meeting is reported and recorded in the next formal meeting.

Individuals are required to leave the meeting when a conflict of interest arises (the Committee will have the final say in any conflict of interest).

The Secretary, or other competent person appointed by the Secretary, will record the meeting.

Minutes and/or reports from the Committee will be noted or considered, as appropriate, by the Board as soon as possible following Committee meetings.

Subject to the above provisions, the activities of the Committee shall be governed by, so far as relevant, the Standing Orders of the Board.
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