



S4C Board Meeting Minute

Meeting No. 432

28 November 2019 - S4C Cardiff

Present:

Non-executive Board Members:

Hugh Hesketh Evans	(Chairman)
Siân Lewis	(Member of the Board)
Owen Derbyshire	(Member of the Board)
Rhodri Williams	(Member of the Board)

Shadow Unitary Board

Executive Members:

Owen Evans	(Chief Executive)
Amanda Rees	(Director of Content)
Elin Morris	(Chief Operating Officer)

Also Present:

S4C Staff:

Gwyn Williams	(Director of Communications)
Eilir Jones	(Head of Research)
Catrin Whitmore	(Head of Human Resources)
Sharon Winogorski	(Chief Finance Officer)
Owain Lloyd	(Board Secretary)
Bethan C. Williams	(Assistant to the Board Secretary)

Invitees:

Lewis Knights	(NAO)
Saagar Patel	(NAO)

Apologies:

Anita George	(Member of the Board)
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STANDING ISSUES:

1. Welcome and Declaration of interest

The Chair welcomed everyone to the S4C Unitary Board meeting in Cardiff.

The Chairman asked any members with an interest in the business of the meeting to declare their interest. There were no declarations of interest.

See the Register of Interests under the Board section on the S4C website for general declarations.

2. Minutes of Board Meeting 431 held on 24 October, 2019

The minutes of Board Meeting number 431 held on 24 October were presented.

The Minutes were approved.

3. **Matters arising from Minutes 431**

Human Resources Plan – A question was asked about the HR plan and it was agreed that the plan would be presented to the Board in January.

[Summary: Clic Emails – Members were given an update on the emails promoting Clic. The process of sending emails based on the user's interests has begun. Work was ongoing to create a fully automated process.]

Ofcom - OE and EM reported that they had recently met the Ofcom Board at a reception in Cardiff. It was a valuable event and useful discussions took place with several Ofcom Board members. In addition, S4C and the other PSBs had met with Ofcom and the DCMS to discuss inclusion and prominence beyond linear television including the new streaming platforms. The importance of data access was also discussed.

4. **Register of Decisions and Action Points**

[Summary: The Register of Decisions and Action Points was presented for information and some changes noted.]

5. **Chairman's Report**

The Chairman presented his report and referred specifically to the following issues.

BBC Audit Committee

[Summary: The Chairman and Secretary had met with Shirley Garrod, the new Chair of the BBC Audit Committee.]

Audit Committee meeting with the BBC to discuss co-location

On 5 November representatives from the BBC attended the Audit Committee to provide an update on Central Square and the co-location project.

[Summary: Following the discussion, the Chairman wrote to the BBC on 8 November to summarise the conversation and the main action points.]

An update on the appointment of the New Chair

As a result of the calling of a general election no confirmation of an appointment has been received and no pre-appointment hearing arranged.

It was likely, therefore, that no appointment will be made before the New Year. In the meantime, DCMS officials had indicated that they have the Secretary of State's agreement to extend HHE's term as acting Chair until the end of March 2020.

[Summary: The Secretary had already discussed the need to advertise for more non-executive Board members with DCMS officials.]

6. **Chief Executive's Report**

The Chief Executive presented his report and referred specifically to the following matters.

General Election

[Summary: OE noted that each party's manifesto has now been published and that there are positive words in them for both S4C and Welsh language broadcasting.]

It was also important to note that S4C has clear rules in place in the run up to an election and that a note had been sent to remind staff and the production sector of this. RhW asked if guidelines were in place for using social media. A Guide to Using Social Media is in place and a copy will be sent to Members.

It was noted that the management team and the Chair receive the weekly Newsdirect monitoring report by email and it was agreed to add the other Members to the distribution list.

National Assembly for Wales

It was noted that the Assembly's Culture Committee had launched a consultation on the devolution of broadcasting. The Committee wanted to consider several issues including the governance and funding of S4C. OE had been asked to give evidence and this was likely to take place on 22 January 2020 on a panel along with the BBC and ITV Wales. The Committee also wanted to hear about Ofcom's work on the future of public television - 'Small Screen: Big Debate'.

Young Audiences Content Fund

At the beginning of November, it was announced that S4C had become one of the first broadcasters to receive sponsorship from the Young Audiences Content Fund. S4C will receive over £ 500,000 for developing content for children and young people. The Board agreed that this was very positive news and thanked everyone who had worked on the applications.

7. Minutes of the Content Committee meeting held on 23 October 2019

RhW presented the minutes of the Content Committee meeting. It was noted that officers were considering a work programme following the discussion at the October Committee.

8. Minutes of the Audit Committee meeting held on 23 October 2019

The Chair presented the minutes of the Audit Committee meeting.

9. Minutes of the Commercial Board meeting held on 6 November 2019

[Summary: EM presented the minutes of the Commercial Board meeting.]

The Board was asked to appoint SW as a director of the commercial companies in the S4C group. The appointment was supported by the Commercial Board and the Audit and General Purposes Committee.

The appointment of SW to the Commercial Board was approved.

10. Meeting with the National Audit Office

[Summary: LK and SP introduced themselves and outlined the NAO's work programme in relation to S4C's audit work.]

NAO Work Programme

It was noted that there were three basic points to the work programme, and that S4C would need to formally agree to the programme.

[Summary: On page 2 of the plan, the risk assessment is outlined noting that discussions have already taken place with S4C officials. The NAO had also reviewed the work of GT.

The NAO were discussing the timetable with SW, and they will attempt to implement the work programme earlier in the financial year, so that there is no excess work at the end of the year.

The plan was approved, and the Board agreed with the following three basic points that they were asked to consider, namely:

- Whether our assessment of the risk of material misstatement to the financial statements is complete;
- Our proposed audit plan to address these risks; and
- Whether the financial statements could be materially misstated due to fraud, and communicate any areas of concern to management and the audit team.]

11. Licence Fee Settlement in 2022

One of the recommendations of the independent review was that S4C should be funded entirely by the licence fee from 2022/23 onwards, with all decisions on future funding being made as part of the negotiations on the BBC licence fee funding settlement.

[Summary: It was noted that officers had begun to consider S4C's main expectations as part of any process.]

12. S4C News Strategy

As part of the independent review in 2017, the provision of BBC News content for S4C was raised.

[Summary: The review had identified concerns about a lack of pluralism. The challenge for all public service broadcasters is to respond to the needs of the audience, especially young people, and to provide them with linear and digital news. The Board welcomed the discussion and agreed with the move to attract additional expertise to assist.]

13. Paper on the Archive Digitisation Programme

The paper on the archive digitisation program was noted.

[Summary: The paper confirmed the disaster recovery plans and noted that the uploading of the archive to the BBC system was underway. The future of the original tapes was discussed and a paper will be presented to the Board in the new year.]

14. **Paper on the action taken to restore the performance of specific programmes in September / October**

[**Summary:** AR presented a paper outlining the steps taken to restore the performance of specific programmes in September and October.]

15. **Monthly performances - linear and digital**

[**Summary:** EJ presented the linear and digital monthly reports. The continuing high percentage of viewing for S4C on live television, as well as to recorded and digital television, was noted. He indicated that S4C now receives information on the viewing via iPlayer but that it is not possible to target these viewers.]

16. **A Presentation on the Rugby World Cup on S4C's Social Media**

The presentation given was noted. Board members were complimentary and wished to thank the team for all the work that had led to the noteworthy figures. Members also liked the infographics.

17. **Sports**

[**Summary:** There was a discussion on an issue that has arisen regarding the prioritisation of sports competitions. The Board noted that it was important that the decision be guided by the analysis of performance data. If a particular competition cannot be broadcast it is still possible to create content such as documentaries around the games. With the Iaith ar Daith campaign taking place over the summer of 2020 it was suggested that there will be opportunities to integrate content around two events.]

18. **Financial Report Quarter 2, 2019-2020**

[**Summary:** SW presented the Financial Report for Quarter 2, 2019-20.]

19. **S4C's Financial Assurance Report to the BBC Board, Q1 & 2 2019/20**

The financial assurance report was presented and approved by the S4C Board.

20. **Complaints and Compliance Report and Viewers' Hotline**

The Viewers' Hotline report was presented for information.

21. **Work Programme 2019/2020**

The Board's Work Programme was presented for information.

22. **Any other business**

Llanrwst Viewers' Evening - 3rd December

The practical arrangements for the evening were outlined.