



## Summary of S4C Board Meeting

Meeting No. 467 held virtually

13:00, 14 December 2023

### Minutes

<b>Members present:</b>		
Rhodri Williams	RhW	Chairman of the Board
Guto Bebb	GB	Non-executive Member
Suzy Davies	SuD	Non-executive Member
Geraint Evans	GE	Director of Content and Publishing Strategy
Chris Jones	CJ	Non-executive Member
Denise Lewis Poulton	DLP	Non-executive Member
Elin Morris	EM	Chief Operating Officer
<b>Others in attendance:</b>		
Manon Edwards-Ahir	MEA	Director of Communications and Marketing
Dewi Evans	DE	Project Manager
Geraint Pugh	GP	S4C Board Secretary
Catrin Whitmore	CW	Director of Human Resources
Sharon Winogorski	ShW	Chief Finance Officer
<b>Apologies received from:</b>		
Adele Gritten	AG	Non-executive Member

1.	<p><b>Issues raised by the Chair, and declarations of interest</b></p> <p>The Chairman welcomed everyone to the meeting.</p> <p>During a separate discussion prior to this meeting, the non-executive members had approved the appointment of GE as an executive member of the shadow Unitary Board. He would therefore attend the current meeting as a full member of the Shadow Unitary Board.</p> <p>The Chairman asked any Member who had an interest relating to the business of the meeting to declare that interest. It was noted that members had noted permanent interests in relation to their membership of the Board.</p>	
2.	<p><b>Response to the Capital Law report</b></p> <p>Although Capital Law's report did not include specific recommendations for the non-executive members to consider, there were some steps that needed to be taken immediately. As that had now happened, it was appropriate to proceed to respond to the other issues arising from the fact-finding process - doing so on the basis of a shadow Unitary Board.</p> <p>GE reported that the Management Team and the Transformation Team had met the previous day to discuss how to move forward together as an organization into the future. Although some felt that it would be desirable to hold back until a new Chief Executive was in place, it would not be possible to start the recruitment process until we have clarity about the Chairman's term and some aspects relating to culture needed to be addressed before that.</p>	

	<p>The suggestion of the Transformation Team was therefore to develop an action plan on cultural transformation, bringing in external experts to lead and / or advise on different aspects of the plan as needed. It was agreed that such a method would be appropriate, but that it would be necessary to take ownership of delivering the plan internally.</p> <p>An action plan on cultural transformation would be part of a wider programme of which the shadow Unitary Board would take ownership. It was noted that the non-executive members had already discussed some aspects that they would be keen to include as threads of a wider work programme.</p> <p>With regard to the position of Chief Content Officer, it was noted that it was a matter for the permanent Chief Executive to consider the structure of the Management Team and decide how to fill the position. In the meantime, it was expected that GE would continue to undertake the duties of the Chief Content Officer.</p> <p>DLP noted the importance of having a temporary communication plan - with a specific focus on internal communication over the next period. Ideally, a suitable mechanism would be in place to facilitate communication between the Board and the staff, as Board members are keen to listen to colleagues.</p> <p><b>Decision: To proceed to agree on a work programme, which would include an action plan on cultural transformation developed by the Management Team.</b></p>	GP / GE / EM / CW
3.	<p><b>Review the Risk Appetite Statement and Matrix</b></p> <p>ShW presented her report which outlined the outcome of the Management Team's review of the current risk matrix (agreed during autumn 2022). As part of the review, ShW had mapped the 13 strategic risks to show where they fall on the risk appetite matrix.</p> <p>SuD noted that the risk management arrangements for S4C's commercial activities are monitored separately by the Board of the Commercial Group, but that it would be useful to have an overview of their risk appetite as well.</p> <p><b>Decision: To approve the revised risk appetite matrix.</b></p>	ShW
4.	<p><b>Proposed Budget 2024–25</b></p> <p>ShW presented her paper which gave an overview of the proposed budget for 2024–25. The final budget would be presented in the spring for formal approval.</p> <p>Since the report had been circulated, S4C had received confirmation on 07 December 2023 of the CPI inflation rate that would increase the income from the License Fee from April 2024. However, discussions with the BBC were continuing about whether what they spend on the statutory 10-hour content would also increase in value.</p>	
5.	<p><b>Management Team Report</b></p> <p>The report was presented, outlining the work that had taken place over the recent period.</p> <p>In response to the Board's previous request, the report included an appendix outlining the arrangements recently agreed with BARB to renew the 'boost'. The importance of the 'boost' was noted in order to offer more detailed data to S4C, which would allow us to better measure a wider range of our target audiences. In that regard, the Management Team felt that the new arrangement offered value for money for S4C.</p>	
6.	<p><b>Other matters approved</b></p> <p>It was agreed before the meeting that the following would be formally approved without discussion:</p> <p><u>Revised Language Guidelines</u></p> <p><b>Decision: The amendments to the Language Guidelines were approved.</b></p> <p><u>Commercial Protocol</u></p> <p><b>Decision: The Commercial Protocol was approved</b></p> <p><u>Minutes of Meeting No. 465 (held 19.10.23)</u></p>	SP EM

	<p>The minutes of the previous Board meeting were submitted, and approved.</p>	
<p>7.</p>	<p><b>Other matters noted</b></p> <p>It was agreed before the meeting that the following would be noted without discussion:</p> <p><u>Action points</u></p> <p>The register of Action Points was noted.</p> <p><u>Decisions between meetings</u></p> <p>Since the previous Board meeting, members had approved the following:</p> <p>Dismissal of Llinos Griffin-Williams (12.10.23).</p> <p>Process to appoint a temporary Chief Executive as a result of the continuing absence of the permanent Chief Executive (08.11.23).</p> <p>Dismissal of Siân Doyle (24.11.23).</p> <p>Report on the Economic and Social Impact of S4C in the form of a document to be published (27.11.23).</p> <p>Appointment of EM as temporary Accounting Officer (28.11.23).</p> <p><u>Committee reports</u></p> <p>The minutes of meetings of the following Committees were submitted:</p> <ul style="list-style-type: none"> <li>• Commercial Group Board (11.10.23)</li> <li>• Audit and Risk (16.11.23)</li> <li>• People and Remuneration (16.11.23)</li> <li>• Communications (23.11.23)</li> <li>• Content (23.11.23)</li> </ul> <p><u>Meeting dates 2024-25</u></p> <p>The dates for the Board and Committee meetings from 01 April 2024 onwards were noted.</p> <p><u>The Board's work programme for the next 12 months</u></p> <p>The Board's work programme for next year was noted.</p>	