



**Summary of S4C Unitary Board’s Meeting
8th July 2022 – Yr Egin, 13.00**

Meeting No. 458

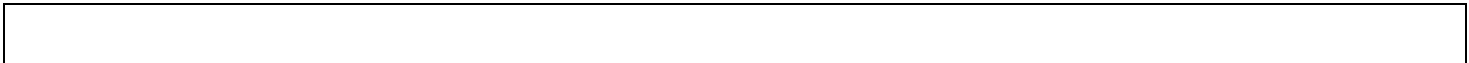
Present:

Non-Executive Board Members:	Rhodri Williams	(Chair)
	Guto Bebb	(Board Member)
	Adele Gritten	(Board Member) – on-line
	Chris Jones	(Board Member) – on-line
	Denise Lewis	(Board Member) – on-line

Executive Members:	Siân Doyle	(Chief Executive)
	Elin Morris	(Chief Operating Officer)

S4C Staff in attendance:	Geraint Pugh	(Board Secretary)
	Sharon Winogorski	(Chief Finance Officer) items 1 to 4; and items 9 to 11
	Geraint Evans	(Director of Content and Publishing Strategy)
	Rhidian Dafydd	(Projects Director) item 4
	Bethan C Williams	(Board Secretary’s Assistant)

Apologies:	Llinos Griffin Williams	(Creative Content Director)
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<p>Welcome and Declarations of Interest</p> <p>The Chair welcomed everyone to the meeting of the S4C Unitary Board, and in particular Geraint Evans who would be attending Board meetings from now on as an observer.</p> <p>The Chair asked any members with a particular interest in the business of the meeting to declare this. No declarations of interest were received. It was noted however that members had noted permanent interests in relation to their membership of the Board, and the Chair reminded everyone of the need to update their declarations of interest.</p>	
<p>Chairman’s Report</p> <p>RhW reported that he had not received any update from DCMS on the process for appointing new non-executive members to the Board.</p>	
<p>Risk Appetite</p> <p>Since the last meeting of the Board, the Management Team had been preparing various scenarios for discussion to assist the Board in agreeing suitable risk appetites for the various domains. These examples were outlined in the report.</p> <p>SD explained that she hoped to gain the Board’s agreement on S4C’s current risk appetite, and how the appetite should change in the future. It would then be possible for the Management Team to operate within that framework.</p> <p>The example scenarios, together with the levels of risk appetite outlined in the domain report, were discussed. It was specifically considered whether there should be a domain specific to public perception / risks, but it was agreed that the ‘Reputation’ domain already covered these elements.</p> <p>GB was keen for S4C to give further consideration to identifying our core and target audiences. In seeking to appeal to mixed-language households, it was also important to remember that there were fully Welsh-speaking households who do not watch S4C and that there was a need to reach out to them as well.</p>	

<p>Whilst Board members acknowledged that taking some risks would cause financial losses at times, it was emphasised that there was always a need to take significant steps to protect S4C’s reputation, including minimising any financial risks.</p> <p>Resolution: To approve the proposed risk appetite matrix, subject to the amendments to the following domains:</p> <ul style="list-style-type: none"> • Innovation – move to an ‘open’ risk appetite; • Legal – move to a ‘moderate’ risk appetite; and • Reputation – moving to an ‘open’ risk appetite. <p>[RhD joined the meeting]</p>	<p>ShW</p>
<p>Strategy 22: Quarterly update on the dashboard</p> <p>RhD presented the dashboard for Quarter 1, which also included the financial update. These documents would be shared with DCMS once approved by the Board.</p> <p>The dashboard format had already been agreed with DCMS. ShW had also amended the format of the quarterly financial report to DCMS to provide a better overview of how our expenditure is classified (using the same categories as the Annual Report).</p> <p>Resolution: The Dashboard and quarterly Financial Report were approved for submission to DCMS on 13 July 2022.</p> <p>RhD was congratulated on his appointment to a new post, which would mean that he would leave S4C’s employment in the next few weeks. A question was raised regarding a succession plan for this important post, and SD noted that she was preparing the job description in order to commence the recruitment process as soon as possible.</p> <p>[RhD and ShW left the meeting]</p>	<p>GP</p>
<p>October priorities</p> <p>SD presented the paper in the absence of LIGW. It outlined autumn’s content plans, with a clear focus on the World Cup in Qatar. Celebrating S4C’s 40th birthday would also provide an opportunity to look forward, launch various series and introduce new faces.</p> <p>Plans to work with the Football Association of Wales, Welsh Government, and other stakeholders to maximise the presence of the Welsh team at the World Cup were welcomed.</p>	
<p>Publication Scheme</p> <p>GE presented an update on the Publication Scheme. The main objective of the scheme is to put ‘your content on your platform’. From now on, any commission will be considered on the basis of the content as well as the target audience and the best platform for reaching that audience.</p> <p>In considering the new commissioning forms, CJ queried why there was no reference to the new personas. SD confirmed that a discussion about the personas would take place at the next meeting of the sector, and that the form would be amended once the personas had been shared with the sector.</p> <p>CJ suggested that there should perhaps be a process to define how we are going to appeal to particular personas. In particular, the market rate may be a good way of measuring how we reach the target audience.</p> <p>SD agreed that it would be useful to start an overall measurement based on the market rate, and that she would consider how to incorporate this into the new performance dashboard being developed.</p>	<p>SD</p>
<p>Chief Executive’s Report</p> <p>The Chief Executive presented her report, outlining the plans and meetings that had taken place over the period.</p>	

<p>Work to develop a new dashboard to monitor the performance of our content was ongoing. The intention is to submit a copy to the Board in September for approval.</p> <p>An MoU has been signed with the Korean Government, where it will be possible to collaborate with them on programmes about stadiums across the world. Discussions regarding MoU with the Welsh Government in relation to the 2050 Strategy were ongoing.</p> <p>EM outlined the developments in relation to the Media Bill. There was a positive call with the then Minister, Julia Lopez, and other broadcasters to discuss various aspects of the proposed Measure.</p> <p>It was reported that the company Wildseed – in which the S4C Commercial Group has shares – had received a request to purchase. Members of the Commercial Group Board had agreed in principle to sell their shares.</p> <p>Resolution: The offer to sell the Commercial Group’s shares in Wildseed was approved.</p>	EM
[ShW and CW joined the meeting]	
<p>Pay Settlement</p> <p>CW submitted a report on the proposed pay settlement for this year. A previous version had been considered by the People and Remuneration Committee on 23 June 2022. The proposed settlement had been amended slightly since then, following discussions with the BECTU union, Committee members were comfortable with the new proposal.</p> <p>Following the Board’s decision, the negotiation process would need to be formally completed with BECTU.</p> <p>Resolution: The Pay Settlement was approved as recommended in the report.</p> <p>[CW left the meeting]</p>	CW
<p>Financial Report</p> <p>ShW presented the financial report for Quarter 1. The content was noted.</p>	
<p>End of Year Reports</p> <p>The NAO had submitted the outcome of the external audit to the Audit and Risk Committee that morning. As a number of the end of year reports were also to be considered during the meeting of that Committee, all members of the Unitary Board were extended a welcome to attend, in order to avoid duplication of discussions in detail.</p> <p>CJ reported as Chair of the Audit and Risk Committee that the non-executive members had met separately with the external and internal auditors and that no concerns had been raised. He confirmed that the Audit and Risk Committee was fully confident in recommending that the board should formally endorse all the documents.</p> <p>Resolution: To receive the NAO annual report and approve the letter of representation to them. To receive the TIAA annual report. To approve the Annual Report and Accounts 2021–22, for formal submission at Westminster (and to formally share a copy with the BBC in place of the financial assurance report for the end of the reporting year). To approve the Annual Statement on Modern Slavery, to be published on the S4C website, together with the associated Policy.</p>	ShW GP IM
<p>Update on Diversity and Inclusion</p> <p>A written update was provided by the Diversity and Inclusion Officer. The report was noted.</p>	
Emergency communication	



<p>Following a previous request from the Board, a paper was submitted outlining S4C’s emergency communication arrangements. The report was welcomed, and it was noted that GP was responsible for informing Board members of any incidents.</p>	
<p>Minutes of the May Meeting The minutes of the Board meeting held on 26th May were approved.</p> <p>Minutes of the People & Remuneration Committee The minutes of the People & Remuneration Committee meeting held on the 23rd June were noted.</p>	
<p>Action Points Register An update of the Action Points was submitted to the Board for information.</p>	
<p>Any other business</p> <p><u>Away Day Meeting</u> Suggestions were sought for topics to be discussed during the next Away Day meeting, to be arranged in September. One suggestion was the future of the licence fee.</p> <p><u>Panel on Devolution of Broadcasting</u> It was noted that the Welsh Government had published the membership of the independent broadcasting panel.</p> <p>It was discussed how it would be appropriate for S4C to contribute to the Panel’s deliberations, and it was agreed that it would be useful to discuss the matter further during the Away Day.</p>	<p>GP</p> <p>GP</p>