



**Summary of S4C Unitary Board’s Meeting  
26ain Mai 2022 – Yr Egin, 09.30**

**Meeting No. 457**

**Present:**

<b>Non-Executive Board Members:</b>	Rhodri Williams	(Chair)
	Guto Bebb	(Board Member)
	Anita George	(Board Member)
	Adele Gritten	(Board Member)
	Chris Jones	(Board Member)
	Denise Lewis	(Board Member) –Zoom

<b>Executive Board Members:</b>	Siân Doyle	(Chief Executive) –Zoom
	Elin Morris	(Chief Operating Officer)
	Llinos Griffin Williams	(Chief Content Officer)

<b>Other S4C staff present:</b>	Geraint Pugh	(Board Secretary)
	Sharon Winogorski	(Chief Finance Officer) – items 5-8
	Owen Derbyshire	(Digital and Marketing Director)– Zoom (item 13)
	Amanda Rees	(Director of Platforms) (item 13)
	Catrin Hughes Roberts	(Director of Partnerships –Zoom (item 9)
	Mali Williams	(Communications Officer) (item 9)
	Bethan C Williams	(Assistant to the Board Secretary)

<b>MINUTES</b>		
	<b>STANDING ITEMS:</b>	
1.	<p><b>Welcome and Declarations of Interest</b></p> <p>The Chairman welcomed everyone to the S4C Unitary Board meeting, and especially Llinos Griffin Williams who was attending her first meeting as an executive member of the Board.</p> <p>The Chairman asked any members who had a particular interest in the business of the meeting to declare so. There were no statements. It was nevertheless noted that members have a list of permanent interests in relation to their membership of the Board, and the Chairman reminded everyone of the need to update their declarations of interest.</p>	
2.	<p><b>Chairman’s Report</b></p> <p>Nothing specific to report this month.</p>	
3	<p><b>Chief Executive’s Report</b></p> <p>SD presented her report with reference to the issues below.</p> <p><u>White Paper</u></p> <p>EM reported that everything requested by S4C was reflected in the White Paper, including ensuring that the Unitary Board was legally established, and facilitating S4C’s commercial activities. She added that it was intended to retain the requirement for the BBC to provide 10 hours of programmes a week to S4C unless the two broadcasters agreed on other arrangements.</p> <p>There would be a change in emphasis regarding the purpose of public broadcasting in the UK, including, for the first time, recognition of the importance of broadcasting in minority languages.</p> <p>It was noted that the availability and prominence of PSBs on SmartTVs etc. is crucial. To this end, a letter has gone to the Minister to emphasize this requirement.</p>	

It was also noted that S4C is not recognized as a broadcaster for listed events at the moment, and it is hoped that we will be able to be included in relation to sports and events in the future. Information in the White Paper was encouraging and crucial for S4C.

In terms of regulation, it was noted that SVODs such as Netflix are to be included under the Ofcom code .

The White Paper emphasizes the need for content to be 'Distinctively British', and as such a discussion about how to define that in the context of S4C will be required, to ensure that all cultures within the UK receive appropriate attention. EM noted that she wanted to discuss this at the next meeting with the DCMS.

EM

The intention to sell Channel 4 was likely to affect the UK Government's ability to secure rapid approval of the Media Bill, and concern was expressed that this could create a risk that S4C would not benefit from what is in the White Paper.

It was reported that the UK Government was keen to review the BBC's governance arrangements and funding model. That any changes could affect S4C's funding arrangements, and the Management Team would consider different scenarios in order to present a discussion paper to the Board. It was agreed that the Secretary of State's comments that S4C should receive sufficient and sustainable funding gives some assurance that there is a desire to support S4C financially in the future.

**Decision: White Paper and the BBC's funding model**  
**Carry out internal work to understand exactly what would be ideal for S4C, and ensure that we are involved in discussions from the beginning, with a discussion paper to be presented to the Board in due course.**

EM

#### Sector Meetings

LLGW presented a report on the recent Sector meetings.

She outlined the new strategy and new operating methods with the sector, setting out our objectives for co-productions, and redefining S4C as a comprehensive brand for everyone. The restructuring and internal planning at S4C would take time to complete, but this work would allow us to work well with the sector on maintaining standards and talent in front of camera and behind the scenes.

Producers reminded us that we need to show respect and passion to create things for the core audience, not forgetting that they too could become a big part of the new strategy.

Some of the challenges from the perspective of the sector, which we have already identified, were highlighted, including promotion, marketing and so on, and assurances were given that plans are already underway to change the commissioning process, ensuring that these issues are understood from the outset.

The sector were keen to find out more about our strategy for comedy and drama. As a result, we intend to hold frequent meetings with the sector in order to have wider discussions about specific topics such as personas, target audience etc. We also want experts to work with the sector to upskill them.

SD noted that a questionnaire was being shared with the sector requesting feedback from the meetings.

DL asked if consideration had been given to creating direct contracts with our on-screen talents, which will ensure that S4C can call on them to help promote content. SD agreed that it was an important element, and that discussions were underway to seek ambassadors from our pool of talent to help us with special content, such as learners, sports, journalism, diversity and so on, to attract new people to our content.



	<p>There was a discussion about the usefulness of BARB, but detailed work would have to be done to try to find the best measurements for us, possibly through a combination of several measures through iPlayer and so on. The possibility of collaborating with the BBC on the measures was discussed if that would be appropriate.</p> <p>SD noted that she would work further with Kantar to further develop the proposed measures. An update on the work would be presented to the Board in July, with the intention of presenting the final measures for approval in September.</p> <p><b>Decision: Development of Measures That Kantar would continue to develop the measures, with the intention of presenting the final version for Board approval in September.</b></p>	SD
5.	<p><b>Financial Report – Quarter 4</b></p> <p>ShW presented the Quarter 4 Financial Report and outlined the main points.</p> <p>This year some production companies have invoiced earlier than in previous years and therefore the cash in our accounts appears lower compared to last year.</p>	
6.	<p><b>Going Concern</b></p> <p>ShW presented a report which offered assurance to the Board that the Financial Statements for 2021–22 could be drawn up on a going concern basis.</p> <p>It was agreed that confirmation of the license fee settlement until the end of March 2028 gives S4C considerable financial security</p> <p><b>Decision: Going Concern To calculate on a going concern basis in the Financial Statements for 2021–22.</b></p>	ShW
7.	<p><b>Risk Appetite</b></p> <p>Following the presentation on developing a matrix and S4C's risk appetite statement during the Board's away day meeting on 27 April 2022, the Management Team had drafted an initial matrix for consideration.</p> <p>CJ was keen to have a further in-depth session to discuss this register, especially in relation to elements such as innovation.</p> <p>SD welcomed the idea of a further detailed Board discussion on the risk appetite matrix. It would be necessary to ensure that the risks are in line with the wider corporate strategy, and to identify future ideals within the register.</p> <p>RhW asked if it would be possible to receive examples of statements and matrices from other public bodies for comparison.</p> <p><b>Decision: Risk Appetite To set aside time to have a wider discussion at the next Board meeting, to agree on the Board's risk appetite, so that the Management Team can prepare a final version of the matrix and the risk appetite statement for the September meeting.</b></p>	ShW / GP
8.	<p><b>Commercial activities performance</b></p> <p>A year-end S4C commercial activities financial report was presented. ShW outlined some of the main points.</p> <p>It was noted that the capital growth was less this year, with advertising sales down due to Covid. Sarasin's investments were the main income stream.</p>	
9.	<p><b>Welsh Language Standards Report</b></p>	

	<p>The Board needed to approve an annual report outlining how S4C complied with the Welsh Language Standards that apply to the organisation.</p> <p>A draft report for 2021–22 was presented, and the text was considered by the Board.</p> <p>DL suggested that we should present our statement of purpose on this document, and on any other documents owned by S4C.</p> <p>RhW asked if there was too much detail in the foreword to the Report. It was agreed the current wording helped to set the relevant context.</p> <p><b>Decision: Welsh Language Standards Report To approve the Report, ensuring a statement of purpose is added at the beginning to summarize S4C's purpose.</b></p>	<p><b>CHR/MW</b></p>
<p>10.</p>	<p><b>Content Policy Review 2021–22.</b></p> <p>The Content Policy Review was presented to the Board, following initial presentation to the Content Committee, who'd recommended approval for publication.</p> <p>It was noted that very little attention is given to learners in the draft. It was noted that this would need to be resolved when drawing up the next Review.</p> <p><b>Decision: Content Policy Review 2021-22 The Program Policy Review was approved, to be published in accordance with Ofcom's requirements.</b></p>	<p><b>GP</b></p>
<p>11.</p>	<p><b>Summary of Board Members' performance assessments</b></p> <p>RhW reported that he had held conversations with all but one of the non-executive members as part of their annual assessments. The final conversation would take place in due course.</p> <p>CJ was gathering feedback from Members on the Chairman's contribution over the past year, to be shared with the DCMS, to be considered as part of their process to evaluate the Chairman.</p>	
<p>12</p>	<p><b>Minutes of the Previous Meeting</b></p> <p>The minutes from the previous Board meeting were submitted, and no alterations or corrections were proposed. The minutes were approved.</p>	
<p>13.</p>	<p><b>Update on Platforms, visibility, and Clic 2.0 development</b></p> <p>OD presented an update regarding the platforms and developments in relation to Clic over the past few months. It was noted that the ambition is to "provide your content on your platform", in accordance with the 2022 Strategy.</p> <p>AR presented an update regarding Clic and the background work that is taking place to improve the service. It was explained that there are two elements to the work, namely UI (User Interface) and UX (User Experience), and two members of staff lead the different elements. Further work was being done in terms of recruiting additional members to this team, but it was noted that there was quite a bit of competition for individuals with these particular skills in the job market.</p> <p>One of the main priorities is the availability of S4C on Smart TVs. There are some less important platforms that highlight themselves such as, Android TV, LG, Apple TV, NowTV, Roku as well as leading ones such as Sky and Virgin.</p> <p>It was noted that a broad discussion is needed about how these new systems will be supported in the future. Following the departure of an external company that supported this work, some increase in internal resources has taken place. However, it was now necessary to develop a long-term plan.</p>	

	<p><b>Decision: Third Party Agreements</b>  <b>Board asked for a report outlining any third parties on which S4C is completely dependent.</b>  <b>It would be necessary to ensure that the risk register includes relevant risks when S4C is completely dependent on a third party to maintain services.</b></p> <p>Considering the increased use of iPlayer compared to Clic, the relevance of Clic was questioned.</p> <p>SD noted that extensive discussions had taken place in this regard and that no decision had been made yet. Both Clic and iPlayer have their merits, and it would be necessary to ensure that we gain the required information from iPlayer before considering the future of Clic.</p> <p>LLGW noted that the requirements of Welsh speakers are different from the requirements of iPlayer viewers. It was also explained that sports rights can be different between Clic and iPlayer, where Clic will have the right to broadcast in different countries to iPlayer.</p> <p>AR and OD were thanked for their presentation.</p>	AR/OD/ RhD ShW
14.	<p><b>Content Committee Minutes</b></p> <p>A draft of the minutes of the Content Committee held on the 12th of May was presented.</p>	
15.	<p><b>Action Points</b></p> <p>The latest action points were presented, but GP noted that the report did not fully reflect what had been discussed at this meeting due to the late arrival of some Board papers.</p>	
16.	<p><b>Decisions between meetings</b></p> <p>There were two decisions during the period:</p> <p>The amended Standing Orders were approved, which came into force on 1st of April, 2022.</p> <p>Changes to the membership of the committees were approved. It was noted that the membership would need to be looked at again, once new non-executive members join the Board.</p>	
17	<p><b>Any other matter</b></p> <p>This was Anita's George last Board meeting. The Chair thanked her for her valuable contribution to the Board's work over the past four years, specifically for her tireless work during the co-location period, and for her wise and reliable advice through a rather difficult period.</p> <p>AG was grateful for the opportunity to be part of all the developments, and felt privileged to be part of the Board.</p>	

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 Rhodri Williams, Chair of the Board

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 Date

**Date of the next Board meeting:**  
**8th July, 2022 in Yr Egin**