



Summary of S4C Board Meeting

Held at Yr Egin

Meeting No. 462

10.00, 9 March 2023

Minutes

Members in attendance		
Rhodri Williams	RhW	(Chair of the Board)
Guto Bebb	GB	(Non-Executive Member)
Adele Gritten	HR	(Non-Executive Member) (up to item 15)
Denise Lewis Poulton	DLP	(Non-Executive Member)
Suzy Davies	SuD	(Non-Executive Member) – virtually
Chris Jones	CJ	(Non-Executive Member)
Siân Doyle	SD	(Chief Executive)
Llinos Griffin-Williams	LIGW	(Chief Content Officer) – virtually, (up to item 10)
Elin Morris	EM	(Chief Operating Officer)
Others in attendance:		
Geraint Evans	GE	(Director of Content Strategy and Publishing)
Geraint Pugh	GP	(S4C Board Secretary)
Bethan C. Williams	BCW	(Assistant to Board Secretary) - virtually
Sharon Winogorski	ShW	(Chief Finance Officer) – virtually (for items 3 and 4)
Eilir Jones	EJ	(Head of Research) (for item 6)
Dyfrig Davies	DD	(Chair, TAC) (for item 9)
Sioned Haf Roberts	SHR	(General Manager, TAC) (for item 9)
No apologies for absence were received.		

Matters raised by the Chair, and declarations of interest

The Committee Chair welcomed everyone to the meeting.

The Chair asked any Member with an interest in the business of the meeting to declare their interest. No relevant statements were received. It was noted however that members had declared permanent interests in relation to their membership of the Board.

DLP was congratulated on her appointment as Chair of the Board of the Heritage Lottery Fund in Wales, and the Wales representative on the Fund's board in the United Kingdom. She would update her standing declaration of interests, and everyone was reminded to ensure that their general interest statements were up to date.

Membership of the Board

Whilst visiting London at the end of February, the Chairman and Chief Executive had met with Robert Specterman-Green to emphasise the need for DCMS to seek to appoint additional non-executive members to the Unitary Board.

Structure of DCMS



<p>In meeting RSG, the recent reforms to the structure of DCMS was also discussed, which had seen responsibility for digital matters transferring to a new department within the UK Government.</p>	
<p>2022 Strategy – review of 2022–23 progress, and priorities for 2023–24</p> <p>It was reported that the Management Team had been able to meet away in Llangrannog in order to evaluate the first year of the Strategy and to consider the priorities of the next period. SD presented the outcome of this review to the Board, and outlined the proposed priorities.</p> <p>AG queried the latest arrangements for collaborating with BARB. SD reported that we had re-engaged with BARB for the next 4-5 years, but agreed changes to the panel’s composition to ensure it better reflects our audience, and that audiences who watch on different platforms could be measured in the future.</p> <p>In addition, a session was held on leading organisational transformation during the Management Team away meeting. One of the key objectives discussed was to ensure that the tier of managers under the Management Team is stronger, with clear and specific terms of reference for a new Transition Team.</p> <p>CJ welcomed the idea of having a strong Transition Team, so that the whole organisation can understand exactly what are the changes that are happening and what everyone needs to do.</p> <p>Resolution: That a report on the new arrangements agreed with BARB be presented to the next Board meeting.</p> <p>Resolution: The strategic priorities for 2023–24 were approved.</p>	<p>SD</p> <p>SD</p>
<p>Approve 2023–24 Budget (and the five year financial plan)</p> <p>ShW presented the proposed budget for 2023–24 together with the financial plans for the next five years. ShW outlined the assumptions underlying the budget – including in relation to inflation, and one-off costs for specific activities over the coming years.</p> <p>A copy of the most recent content cost dashboard for 2023–24 was attached. It was noted that there was still some pressure on the content budget, but that relevant steps were being taken to keep within budget, with the option to hold back on broadcast dates if required.</p> <p>Whether there was any reprioritisation of content spend due to the impact of inflation on different genres was raised. It was noted that all parts of the content budget had been measured against the strategy, with a focus on sport, drama and children’s programming.</p> <p>Despite the current challenges of inflation, it was agreed with SD that we should not depart from the strategy, and that there is a need to continue to deliver the strategy as a whole – particularly the element of developing our new platforms.</p> <p>Resolution: Budget approved for 2023–24.</p>	<p>ShW</p>
<p>S4C Masnachol governance arrangements</p> <p>At the Commercial Board meeting on 15 February 2023, proposed amendments were approved to the governance arrangements of S4C Masnachol, to facilitate the delivery of the new commercial strategy. EM outlined the proposed governance arrangements, explaining the relationship between the various bodies involved in commercial matters and the thresholds for approving investments.</p> <p>The Commercial Board had also considered a general update on the implementation of the new commercial strategy, which included an outline of how the commercial income is expected to be used. More detailed forecasts of the level of income would be prepared in the development of the five year commercial activity business plan as a result of the new strategy.</p> <p>Resolution: The new governance arrangements were approved, including the following thresholds for approval of commercial investments (recognising that other bodies will be scrutinising the plans before final approval):</p> <p style="padding-left: 40px;">Up to £250k – Chief Executive £250k to £500k – Commercial Board Over £500k – Unitary Board</p> <p>Resolution: That a report be submitted to the Unitary Board on the membership of the Commercial Board to ensure that the relevant skills are available to advise on the implementation of the new Commercial Strategy.</p>	<p>EM</p> <p>EM</p>
<p>Statement of Programme Policy 2023–24</p>	





S4C Economic and Social Impact Assessment

It was noted that a tender had been issued but, although seven companies had been invited, no application had been received which was able to carry out the assessment within the proposed timescale. GB noted his disappointment in this matter.

It was explained that the original plan was to include the results of the assessment in the next Annual Report, but that this would no longer be possible. The intention was therefore to recommence the tendering process and extend the period for completing the assessment in order to publish a separate report on S4C's contribution to the Welsh economy and society during the autumn.

Live Events 2023

SD presented a report outlining plans for S4C's presence at live events during the summer. There was an intention to attend more events this year, including the Urdd Eisteddfod, the Royal Welsh Show, the National Eisteddfod, Tafwyl, Green Man and Pride.

There is considerable expenditure on the events, and SD is keen to try to ensure that we get better value from our attendance at these events. There was also a need to ensure that the content was purposeful to our audience.

In terms of arrangements during the Urdd Eisteddfod, it was decided that it would not be appropriate to hire a specific building to locate the S4C stand, so there is an intention to share a big top with the Urdd in order to hold the Cyw show, and use the transmission compound as S4C's corporate site. There will also be a presence at the entrance. It is hoped that an education event can be held during the week, and S4C will be fully visible during the week.

As with the National Eisteddfod, with Pentre Plant for Cyw, and youth on the Maes Stage.

SuD noted that the Welsh Government was re-visiting school terms, and that this could have an impact on the timing of events such as The Royal Welsh and the Urdd in the future.

[Dyfrig Davies and Sioned Haf Roberts joined]

Meeting with TAC representatives

It was a tradition for the Unitary Board to meet annually with TAC representatives. RhW therefore thanked Dyfrig Davies and Sioned Haf Roberts for travelling to Egin to the Board meeting and were welcomed to the meeting.

DD outlined the background to TAC's work, and noted that TAC subscriptions had increased.

It was reported that there was a good relationship between TAC and S4C, and that there were regular meetings every two months with the officers. This provided a good forum for open discussion, rather than just liaising when complaints need to be responded to.

In addition to the involvement through TAC, it was greatly appreciated that S4C was visiting each company individually to discuss the impact of inflation.

SHR provided an update on the courses held by TAC (often in partnership with S4C and other bodies) over the year, and noted that a recent annual questionnaire shared with TAC members had gathered feedback on the industry's wider training needs in the future.

Given the past success of Cyfle in training and encouraging young people into the sector, GB wondered if it was possible for TAC to fill the gap. DD also believed that Cyfle had been a very good system, but unfortunately it was a very expensive system, and therefore did not feel that the capacity was there at the moment. The hope is to try to provide training through partnerships such as colleges, apprenticeships and so on. DD explained that discussions were also taking place on apprenticeships, with the possibility of sharing apprentices between different companies.

Resolution: TAC to share an analysis of the questionnaire recently delivered to the sector.

TAC has recently established a joint technical sub-committee with S4C, with Rhys Bevan feeding in with any difficulties, and technicians going to Central Square to better understand any problems that may arise from, say, late submissions etc.

In addition, the work of the rights sub-committee is having regular discussions with Equity and Writer's Guild unions etc. There will be an increase in their fees from January, and there are major discussions to try and get agreement to work across all content. It is hoped that everyone will come to an agreement soon.

TAC



He was asked about the response to the new commissioning process, and DD noted that he had not received a response to date, but that he welcomed the fact that there were discussions about the content and managing expectations at the beginning of the commissioning process, rather than adding any changes at the end of the process, which tend to be costly.

RhW thanked both for their presentation, and encouraged them to continue lobbying on behalf of the sector in Wales.

[Dyfrig Davies, Sioned Haf Roberts, and Llinos Griffin-Williams left the meeting]

Consider the evaluation of the effectiveness of the Board and its Committees

Between 30 January and 28 February 2023, members of the Unitary Board were invited to complete a questionnaire to offer constructive feedback on the Board's arrangements over the last reporting year. GP presented a report summarising the responses received to that questionnaire, as well as the results of the separate questionnaires circulated during January 2023 for Board Committees.

The responses received to the Board questionnaire were mixed. Although the results in terms of the enablers / behaviours were fairly consistent with last year, responses in free text had raised a number of suggestions that would be useful for the Board to discuss further. These suggestions were outlined in the report and discussed by Board members.

In summary, RhW noted that it will be possible to return to some of these topics during a session with the facilitator and an external trainer, Ian White, during our April away meeting.

CJ welcomed the intention to hold a discussion with Ian White on some of the issues, noting the importance of ensuring that the way the Board operates adds value in supporting the Management Team in implementing the Strategy. It was therefore important that the wider Management Team had been invited to attend the session with Ian White during the away meeting.

Resolution: GP to share a copy of the results of the questionnaire with Ian White to ensure that the relevant points are discussed during the session at the away meeting.

GP

Minutes of Board Meeting No. 461 (held 19.01.2023)

The minutes of the last Board meeting were tabled and approved.

Action Points Register

The Action Points register was noted.

Reports from Committees

The minutes of the meetings of the following Committees were tabled, and Chairs were invited to draw to the attention of the Board any relevant matters that had not already been mentioned during this meeting:

- People and Remuneration (held 09.02.23)
- Communication (held 10.02.23)
- Content (held 16.02.23)
- Audit and Risk (held 16.02.23)

[AG left the meeting]

The Board's work programme for the next 12 months

The Board's work programme for next year was noted.