

**S4C Board Meeting**

Meeting No. 460 held at S4C Office, Caernarfon

11.15, 8 December 2022

**Minutes**

<b>Members in attendance</b>		
Rhodri Williams	RhW	(Chair of the Board)
Guto Bebb	GB	(Non-Executive Member)
Suzy Davies	SuD	(Non-Executive Member)
Adele Gritten	AdG	(Non-Executive Member) – virtually
Chris Jones	CJ	(Non-Executive Member)
Denise Lewis Poulton	DLP	(Non-Executive Member)
Siân Doyle	SD	(Chief Executive) – virtually
Llinos Griffin-Williams	LIGW	(Chief Content Officer) – virtually
Elin Morris	EM	(Chief Operating Officer) – virtually
<b>Others in attendance:</b>		
Geraint Evans	GE	(Director of Content Strategy and Publishing) – virtually
Geraint Pugh	GP	(S4C Board Secretary)
Bethan C. Williams	BCW	(Assistant to Board Secretary)
Sharon Winogorski	ShW	(Chief Finance Officer) – virtually, for item 3
Elinor Price	EP	(Finance Manager) – virtually, for items 3.1 to 3.5
Angharad Thomas	AT	(Senior Business Affairs Officer) – virtually, for items 3.1 to 3.5
No apologies for absence were received.		

<b>1</b>	<p><b>Matters raised by the Chair, and expressions of interest</b></p> <p>The Committee Chair welcomed everyone to the meeting.</p> <p>The Chair asked any Member with an interest in the business of the meeting to declare their interest. There were no declarations. 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>The Chair reported that he had not received any further update from DCMS in relation to the appointment of new Board members.</p> <p>A number of the non-executive members had visited the Aria Studio in Llangefni the previous day. As well as visiting the new facility, there was an opportunity to visit the Rownd a Rownd sets, and meet the production team. It was agreed that it had been a very useful and interesting visit.</p>	
<b>2</b>	<p><b>Appointment of Lead Independent Member</b></p> <p>Anita George served as Lead Independent Member of the Unitary Board until her term of office on the Board ended at the beginning of July 2022. DCMS was now keen for the Board to appoint a new member to the role.</p>	

	<p>GP had therefore contacted the non-executive members to enquire who would be interested in undertaking the role of the Lead Independent Members. The Chairman had also had a conversation with CJ regarding the role, and CJ had agreed to undertake the duties if the Board wished.</p> <p><b>Resolution: The appointment of Chris Jones as the Lead Independent Member was approved, and to notify DCMS of this appointment.</b></p>	<p>GP</p>
<p>3</p>	<p>[ShW, EP and AT joined the meeting]</p> <p><b>Shape of 2023–24 Budget (and financial forecasts for subsequent years)</b></p> <p>It was expected that inflation will continue to have an impact on S4C’s budgets over the next period – particularly as there will be no increase in income from the licence fee until 2024-25. The Management Team had therefore been assessing the implications of this for S4C’s budgets over the coming period, and had outlined possible options in order to respond to the financial squeeze.</p> <p>SD outlined the main options outlined in the report. In doing so, he emphasised that it was the intention of the Management Team to try to keep to the same expenditure allocation as that achieved in recent years. This would mean continuing to spend around the same percentage of our income on content, and ensuring that expenditure on overheads does not increase as a percentage of our total expenditure.</p> <p>It was noted that the report outlined options in order to ensure that the Board was comfortable with the possible route. Detailed work would commence following feedback from the Management Team from the Board, which in turn would result in the introduction of the 2023–24 Budget for approval by the Board in the spring.</p> <p><u>Content Costs</u></p> <p>EP and AT introduced the new dashboard they have developed for monitoring content spend. It was reported that there are regular fortnightly meetings that give green light to any new production, and that the dashboard is subsequently updated to reflect the decisions taken.</p> <p>In line with the 2022 Strategy, the intention was to prioritise the drama, children and sports genres over the coming period. The dashboard therefore offered an opportunity to gain an overview of what is commissioned within those genres, along with the spend on the other genres. It was also noted that it was important to have sufficient variation within the timescale, ensuring an accurate balance, assessing which platforms and also needing to consider flexibility in securing high-speed content, and trying to do all this within budget.</p> <p>[EP and AT left the meeting]</p> <p><u>Other Costs</u></p> <p>The Management Team had also considered what options could be considered for managing expenditure on operating costs and internal administration. The relevant aspects of the report were outlined, which included reducing unnecessary travel and making better use of the space we have in our offices.</p> <p>It was agreed that it was important to demonstrate that S4C was taking appropriate steps to reduce our expenditure internally before asking the sector to try to identify savings.</p> <p><b>Resolution: The approach outlined in the report was approved, in order for detailed work on developing the Budget 2023–24 to commence.</b></p> <p>[ShW left the meeting]</p>	<p>SD</p>
<p>4</p>	<p><b>Cymru i’r Byd Concert, New York</b></p> <p>Following the broadcast of the concert in November, RhW had asked for a report on a range of elements relating to the programme, including the concert objectives, the target audience, and production considerations. SD had produced a report responding to the questions raised.</p> <p>It was reported that all New York attendees enjoyed the evening, and that S4C had formed links with international producers such as Disney following their attendance at the concert. However, it was acknowledged that the broadcast in Wales had not offered the same experience to the audience at home.</p>	

<p><b>5</b></p>	<p><b>Policy Statement on S4C Social Contribution</b></p> <p>GP presented his report, which included a draft Policy on S4C’s Social Contribution. The Communications Committee had already considered the draft on 01 December 2022, and had provided feedback.</p> <p>The paper outlined the background, the process by which the draft was produced, and sought to summarise what S4C is already doing. In producing the draft, GP had discussed with ITV and STV who had recently produced similar policies. Their advice was that S4C should identify some four priorities in order to identify our core activities and to measure our success. As well as suggesting these priorities – which echoed the 22 Strategy – the report recommended measures and reporting arrangements.</p> <p>The draft policy was welcomed, and CJ suggested that the ‘creating value’ element should be more prominent among the priorities. He also felt that a financial target for investment in other companies should not be set through S4C Commercial.</p> <p><b>Resolution: To approve the draft Policy Statement, with the amendments mentioned during the discussion.</b></p>	<p>GP</p>
<p><b>6</b></p>	<p><b>Chief Executive’s Report</b></p> <p>The Chief Executive presented her report, outlining the plans and meetings that had taken place over the period – including the Autumn Campaign, and the proposed Memorandum of Understanding between S4C and Cymraeg 2050 (a division of the Welsh Government).</p> <p><u>Press Releases</u></p> <p>DLP was keen to start receiving copies of press releases circulated by S4C. GP explained that he does receive copies of some releases and shared them if they are likely to be of interest to Board members.</p> <p><b>Resolution: GP to ask for copies of all press releases circulated by S4C, in order to share relevant ones with Board members.</b></p> <p><u>Media Bill</u></p> <p>Following the discussion at the last Board meeting, EM had taken external legal advice on the changes to S4C’s statutory purpose in the proposed Media Bill. She had now taken the advice of the Counsel, and had shared a copy with Board members.</p> <p><b>Resolution: Based on the Counsel’s advice, to confirm to DCMS that we are comfortable with the proposed changes, but that we are keen to include suitable explanatory notes.</b></p>	<p>GP</p> <p>EM</p>
<p><b>7</b></p>	<p><b>Amendments to the Complaints Procedure</b></p> <p>GP had reviewed the current S4C Complaints Procedure, and had recommended amendments to reflect the new ways of working internally which place emphasis on publishing content on a range of platforms.</p> <p>The new version would make it clearer that the procedure for considering complaints about the content of S4C (published by S4C on any platform), and for other complaints (which do not relate to the content). At the same time, there was a recommendation to set time limits for appealing against a decision, and to harmonise job titles.</p> <p><b>Resolution: The new Complaints Procedure was approved for publication on the S4C website.</b></p>	<p>GP</p>
<p><b>8</b></p>	<p><b>Environmental Sustainability Update</b></p> <p>At the time of COP26 in Glasgow last year, S4C signed the Climate Content Pledge jointly with 11 other broadcasters. This pledge recognises that TV and film has a unique role and responsibility to help audiences understand ways to tackle the climate emergency.</p> <p>S4C’s environmental sustainability work can be divided into three strands: embedding climate and sustainability themes through our content, making environmental sustainability a priority in production, and doing all we can as an organisation to keep our environmental impact as low as possible.</p>	



	<p>GE presented the report, which provided a brief update on sustainability through our content and production, and how S4C is delivering on our commitment to the Climate Content Pledge.</p> <p>The report was welcomed, and DLP said she was keen to see a series of consistent corporate policies developed to encompass S4C's work in this area. It was explained that this would be a responsibility of the new Head appointed to lead on Environmental, Social and Corporate Governance (ESG) matters.</p>	
<b>9</b>	<p><b>Minutes of Board Meeting No. 459 (held 20.10.22) and Minutes of Committees</b></p> <p>The minutes of the last Board meeting were tabled and approved.</p> <p>The minutes of the following Committees were tabled for information:</p> <ul style="list-style-type: none"><li>• Audit and Risk Committee (held 17.11.22)</li><li>• Communications Committee (held 01.12.22)</li></ul>	
<b>10</b>	<p><b>Action Points</b></p> <p>The Action Points register was noted.</p>	
<b>11</b>	<p><b>The Board's work programme for the next 12 months</b></p> <p>The Board's work programme for next year was noted.</p>	

Signed: \_\_\_\_\_ Date: \_\_\_\_\_