

**Special Meeting of the S4C Board**

Meeting held over Zoom

09.30, 14 December 2022

**Minutes**

<b>Members present:</b>		
Rhodri Williams	RhW	(Chairman of the Board)
Guto Bebb	GB	(Non-Executive Member)
Suzy Davies	SuD	(Non-Executive Member)
Adele Gritten	AdG	(Non-Executive Member)
Chris Jones	CJ	(Non-Executive Member)
Denise Lewis Poulton	DLP	(Non-Executive Member)
Sean Doyle	SD	(Chief Executive)
Llinos Griffin-Williams	LIGW	(Chief Content Officer)
Elin Morris	EM	(Chief Operating Officer)
<b>Others present:</b>		
Geraint Evans	GE	(Director of Content and Publishing Strategy)
Geraint Pugh	GP	(S4C Board Secretary)

1.	<p><b>Allegations regarding the implementation of S4C procurement policy</b></p> <p>RhW reported that he received a phone call from the DCMS to inform him that they had received a copy of an open letter from S4C's former Director of Corporate Communications to the National Audit Office (NAO) claiming that S4C has not been complying with its procurement policy. RhW shared a copy of the letter with Board members before the meeting.</p> <p>In addition to the open letter, the former member of staff had also released a statement to the press under embargo until 15:00 that afternoon.</p> <p>SD outlined the status of the relationship between S4C and the four companies mentioned in the open letter. It was emphasised that S4C has no relationship with one of the companies named. However, S4C had informed the companies of what was alleged.</p> <p>The Management Team had discussed, and were confident that the agreements complied with S4C's procurement policy. Furthermore, it was emphasised that the policy has not been amended recently, and that the way S4C deals with procurement has not changed.</p> <p>The former staff member's letter also questioned whether S4C should have followed the procurement policy in relation to the expenditure of the Cyngerdd Cymru i'r Byd concert - which took place in New York last month and was subsequently broadcast on S4C. It was noted that content to be broadcast was excluded in accordance with the relevant public procurement regulations, and that S4C's procurement policy is therefore not relevant.</p> <p>It was discussed how the Board should respond to the allegations.</p> <p>It was noted that the open letter was addressed to the NAO, and that S4C only became aware of it through the DCMS. If the former member of staff had raised the allegations with S4C in accordance with the relevant whistleblowing policy, an appropriate investigation would have been carried out. RhW felt that it would be appropriate for the Board to commission such an investigation - through the Audit and Risk Committee - asking the internal auditors to undertake the work.</p> <p>It was also discussed how S4C should respond publicly to the allegations, and how to convey</p>	
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the Board's response to the allegations to the staff. It was suggested that our response should be kept simple.

It was noted that the individual in the open letter suggested that the NAO should ask SD to step aside as Chief Executive of S4C during any investigation. The Board was unanimous that this would not be an appropriate step in light of the allegations, and the NAO was not expected to make such a request.

**Resolution: That CJ and GP contact the NAO to discuss how the Board intends to respond to the open letter.**

CJ / GP

**Resolution: That CJ and GP, on behalf of the Audit and Risk Committee, commission the internal auditor to carry out a review of what is alleged in the open letter; with a report on the findings as soon as possible to the members of the Committee.**

CJ / GP

**Resolution: That a draft response to the media is prepared, to be used if there is a request for comment from S4C. The content of the draft response would also provide a basis for informing staff of the allegations in a meeting to be held that afternoon.**

RhW