



**Summary of Minutes of S4C’S Board Meeting
453
2 December 2021 - Meeting via Zoom**

Meeting No.

Present:

- Non-Executive Board Members:**
- Rhodri Williams (Chair)
 - Guto Bebb (Board Member)
 - Anita George (Board member) items 1-9
 - Adele Gritten (Board Member)
 - Chris Jones (Board Member)
 - Denise Lewis (Board Member)

- Executive Members:**
- Owen Evans (Chief Executive)
 - Elin Morris (Chief Executive Officer)
 - Geraint Evans (Content Director)

- S4C Staff in attendance:**
- Geraint Pugh (Board Secretary)
 - Gwyn Williams (Director of Communications)
 - Sharon Winogorski (Chief Finance Officer) – items 7 & 8
 - Catrin Hughes Roberts (Director of Partnerships) – item 4 & 10
 - Nia Edwards-Behi (Diversity and Inclusion Officer) – item 10
 - Bethan C Williams (Assistant Board Secretary)

MINUTES		
	STANDING ISSUES:	
1.	Welcome and Declarations of Interest The Chair welcomed everyone to the meeting of the S4C Unitary Board.	
1.1	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.	
2.	Chairman’s Report	

2.1	Geraint Evans was welcomed to his first meeting of the Board as an executive member.	
3	Chief Officer's Report	
3.1	OE presented his monthly report including the issues below.	
3.1.1	<p>Licence Fee It was noted that OE had held meetings to discuss the transfer of a number of his duties, together with introducing EM and GP to his contacts in DCMS, OfCom and the BBC.</p>	
3.1.2	<p>HD It was reported that we had received confirmation in principle that S4C will be able to broadcast in HD again by marking the Cbeebies HD space during evenings and weekends.</p>	
3.1.6	<p>Events List An application was made to extend the listed events to include a list of Welsh sports, as S4C is not eligible to be a broadcaster of games that do not have enough coverage in the UK (according to current legislation). It is believed that there is a need to insist that there is a specific list for Wales and that S4C is on that list. Decent coverage needs to be secured regionally, and Scotland has also applied in the same way.</p>	
3.1.7	<p>Board Membership During discussions for a new law, there was a discussion about the recruitment process for the Board, and members were keen for the Board to have more influence in terms of the balance of the Board in the future.</p>	
3.1.9	RhW suggested that it may be possible to open the discussion after this round of appointments.	
3.1.10	GP gave a reminder of the procedure adopted by the BBC, i.e. the DCMS to appoint the Chairman and the four non-executive members of the nations, and that the other members were selected internally by the BBC Board.	
3.1.11	<p>Decision: The Board's governance arrangements A question was asked whether there would be more input from Board members into the process of appointing non-executive members once the governance arrangements of the Unitary Board had been formalised. It was decided to raise this with DCMS to see what their feelings would be about such a development.</p>	GP
3.1.12	<p>DR It was reported that a report would be presented to the Board regarding all possible options for future DR arrangements.</p>	

3.1.13	It was noted that the Board needed to visit PTG in order to gain a better understanding before deciding on the new strategy for the site.	
3.1.14	<p>Decision: Visits to PTG It was decided that it would be a good idea for Board members to visit the PTG site to gain a better understanding of the plans for the site. EM to check if it is possible to meet there, or at least undertake a site visit.</p>	EM
<p>4. 4.1</p> <p>4.1.1</p> <p>4.1.2</p> <p>4.1.3</p>	<p>Creative Wales MoU S4C has been developing the Memorandum of Understanding with Creative Wales over the past year. The document presented is a high level document without legal status, but with clear commitments, with the Government to provide funding to support Welsh medium films and dramas, and training for the sector.</p> <p>DCMS were aware of the intention to agree upon this Memorandum, but had not seen the detail. They welcomed the plans in principle as they would strengthen the existing arrangements, with S4C's main funding determined by DCMS in London, but with formal collaboration with the Welsh Government through the Memorandum with Creative Wales.</p> <p>Dawn Bowden MS has approved the Memorandum on behalf of the Government, and once approved by S4C, the intention is to sign formally and release a statement.</p> <p>Decision: Creative Wales MoU It was resolved to formally approve the Memorandum of Understanding between S4C and Creative Wales, and OE was asked to share a copy of the final Memorandum with DCMS for information.</p>	OE
<p>5. 5.1</p> <p>5.1.1</p> <p>5.1.2</p>	<p>Innovation This report has been produced specifically for new Board members to give an indication of the type of things that are happening in S4C. It was suggested that any rewards or any economic impact would be linked into this document in the future and the data kept under review.</p> <p>There was a discussion about the intention to create a film, possibly for the second series of Gwledd, which will allow the viewer to decide what happens within the drama. A lot of development work needs to be done and discussions are ongoing.</p> <p>RhW welcomed this type of document and wished to consider whether it is possible to refer back to it from time to time in order to keep any developments under review.</p>	

5.1.3	<p>Decision: International Sales / to Other Platforms As more and more production companies sell their content internationally and / or to other platforms, the question was asked what data is available to S4C on viewing on those platforms. OE would check what data Britbox provides on viewing of S4C's original programming on the platform.</p>	OE/EJ
6. 6.1 6.1.1	<p>Appointment of Chris Jones as Chair of the Audit Committee and Other Affairs It was recommended that Chris Jones be appointed Chair of the Audit Committee. Decision: The appointment of Chris Jones as Chair of the Audit Committee was formally approved and the relevant action taken to inform DCMS.</p>	GP
7. 7.1 7.1.1	<p>Financial Report ShW presented a financial report for quarter 2, 2021-22. The main points were noted including: changes to the budget following Covid expenditure, some vacancies meaning less expenditure in some departments, apprentices were not appointed this year; less dividend transfer as there is less income in PTG and low interest rates; in terms of content expenditure, it was noted that the main expenditure was taking place towards the end of the financial year as invoices from production companies had not been submitted. The Board were happy to receive the report.</p>	
8. 8.1 8.1.1 8.1.2	<p>Consider Financial Assurance Report Q1- 2 to be presented to the Board of the BBC It was noted that the Financial Assurance report had historically been submitted to the BBC twice a year, but now there was a feeling, particularly after discussions with Phil Harrold at the BBC, that we would not be obliged to do so in the future, as the NAO now audits for both S4C and the BBC. EM suggested that once the settlement is agreed, it will be an opportunity to revisit many aspects of our work and review what sort of reporting is required. Decision: The Financial Assurance Report was approved for submission to the BBC.</p>	GP
9.	<p>BBC Programme Plan 2022-23</p>	

<p>9.1</p> <p>9.1.2</p> <p>9.1.3</p> <p>9.1.4</p> <p>9.1.5</p> <p>9.1.6</p> <p>9.1.7</p>	<p>GE introduced the BBC’s Programme Plan for 2022-23. It was noted that little had changed, apart from the possibility that Covid creates more costs. The Content Committee had already considered the proposed Programme Plan, and recommended that the Board approve the Scheme.</p> <p>It was noted however that Covid could have quite a significant impact, particularly with regards to sport, and that there was a need to be aware of this and the ability to change things at short notice, ensuring that a plan was in place if events were cancelled.</p> <p>Overall hours were acceptable at 504 for the year and GE was fairly satisfied with the proposed costs.</p> <p>It was noted that cancelling the Eisteddfod, or holding an Alternative Eisteddfod, could cause some difficulties, but S4C and the BBC are already discussing plans to fill the hours.</p> <p>It was suggested that some of the rugby money could be re-directed, if we were not successful in obtaining the rights for events such as the autumn series, and spend it on women’s matches as there was an increase in interest.</p> <p>GE noted that discussions regarding the rights had been difficult, but was very keen to show women’s football, and the discussions are ongoing, but at the moment other broadcasters have exclusive rights.</p> <p>Decision: The BBC’s Programme Plan for 2022-23 was formally approved.</p>	<p>Board</p>
<p>10</p> <p>10.1</p> <p>10.1.1</p> <p>10.1.2</p> <p>10.1.3</p>	<p>Consider S4C’s Diversity Strategy</p> <p>NE-B gave an update on the development of S4C’s new Diversity Strategy.</p> <p>It was suggested that the document is now more ambitious, and a measurable document to ensure that we do the work correctly. It will be a five-year strategy which will be evaluated annually.</p> <p>The next steps will involve working with different departments to create a workflow, as it is essential to have everyone’s input and support. The strategy means that some activities will require additional funding, including joining the Diamond scheme.</p> <p>DL thanked NE-B for the report and suggested some improvements, including the development of reporting on ESG activity generally, and that we need to be clear with regards to how we will measure successes and failures.</p>	

10.1.4	CHR added that the staff questionnaire, although not compulsory, gives us a snapshot of the organisation, and similarly the sector could be asked to do the same. Comparisons could then be made against the overall data available from Diamond. However, OE noted that there had been problems with Diamond as it is not possible to implement it through the medium of Welsh, but it is believed that it will be possible to resolve this matter.	
10.1.5	AdG asked whether we as S4C fully understand and agree what success would look like in the context of the Strategy – are there KPIs, and how will we be able to demonstrate success internally and externally?	
10.1.6	NE-B considered that the relevant KPIs would become easier to define after further discussions with the relevant departments within S4C, and through those KPIs, to report back by showing the successes or failures annually.	
10.1.7	It was acknowledged that more internal work was needed, and that more engagement needs to be sought from staff in order to realise the scheme. The Board offered help with any aspect of the work.	
10.1.8	It was also suggested that the internal research could be done more quickly than what was recommended in the document, seeking to find out what needs to be done in the next year (2022) rather than in the summer of 2023.	
10.1.9	GE agreed that we need to reflect a modern Wales. S4C was not diverse in terms of our internal staff, but our showreel on diversity really showed how well we were able to be on screen. Hansh was doing well in terms of diversity. However, disability is difficult to measure, which is a priority for us this year.	
10.1.10	It was suggested that it would be useful to have a policy statement on what S4C is trying to do, to accompany the strategy. An element of the narrative that forms part of the strategy could be re-purposed.	
10.1.11	The Chair thanked the officers for their report and encouraged them to continue with the good work. He encouraged the officers to contact the Board if there is any support they could offer. It will also be necessary to keep in mind the need for diversity for future Board members.	
10.1.12	Decision: Strategy approved. However, in relation to undertaking research to accompany the strategy, it was suggested that research should be moved to 2022 rather than waiting until 2023.	NE-B
12	Minutes / Reports	

12.1	<p>The minutes of the Board meeting (No. 452) held on the 15th of October were approved.</p> <p>The minutes from the following committees were tabled for information: Minutes of the Commercial Board (13.10.21) Minutes of the Communications Committee (17.11.21) Minutes of the Audit Committee (24.11.21) Minutes of the Content Committee (24.11.21)</p>	
13.	Action Points	
13.1	An update on the action points was tabled.	
14.	Inter-Meeting Decisions	
14.1	<p>Three decisions that took place since the last Board meeting were highlighted: A recommendation was approved that S4C formally supports a draft Promise in relation to Global Climate Content. Sian Doyle was appointed Chief Executive of S4C and will commence working from the 1st of January, 2022. She will shadow Owen Evans from the 6th of December. GE was appointed as a temporary executive member of the Unitary Board</p>	
15.	Any other business	
15.1	<p>Evaluating the Board There was a discussion about an annual evaluation of the Board, and it was suggested that we consider starting working on that matter. It was also noted that a review of the committees was taking place, and a full programme of work over the period April 2022-March 2023 will be presented to the Board early in the new year.</p>	
15.1.2	<p>OE's Last meeting Our thanks to OE for his work were formally recorded and we wished him well in taking up the new post.</p>	
15.1.3	<p>The Chair congratulated OE on his achievements during his time as Chief Executive of S4C. OE had ensured that we were able to operate virtually and that staff had the resources to do so. His continued support and communication with staff ensured that people knew what was going on. It is hoped that confirmation of the financial settlement will be received from DCMS, bringing a fitting end to the work of OE.</p>	
15.1.5	<p>OE said that he had enjoyed his time with S4C very much. He had inherited a strong team and had managed to add to that team. The team had been fantastic and he wished S4C every success for the future. He wished Sian Doyle well.</p>	

 Rhodri Williams, Chair of the Board

 Date



Date of the Board's next meeting:
Board: 20 January
