



## Summary of S4C Board Meeting

Meeting No. 463 held at Yr Egin

09.30, 25 May 2023

<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	HR	(Non-Executive Member)
Chris Jones	CJ	(Non-Executive Member)
Denise Lewis Poulton	DLP	(Non-Executive Member)
Siân Doyle	SD	(Chief Executive)
Llinos Griffin-Williams	LIGW	(Chief Content Officer)
Elin Morris	EM	(Chief Operating Officer)
<b>Others in attendance:</b>		
Geraint Pugh	GP	(S4C Board Secretary)
Bethan C. Williams	BCW	(Assistant to Board Secretary)
Dewi Evans	DE	(Projects Director)
Sharon Winogorski	ShW	(Chief Finance Officer)
Eilir Jones	EJ	(Head of Research)
Apologies were received from:		
Geraint Evans	GE	(Director of Content and Publishing Strategy)

1.	<p><b>Matters raised by the Chair, and expressions of interest</b></p> <p>The 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. No relevant declarations were received. It was noted however that members had noted permanent interests in relation to their membership of the Board.</p>	
2.	<p><b>Capital Law process</b></p> <p>A paper was received from the Secretary to formally record the non-executive members' response to a letter received from Bectu</p> <p>It was explained that it was intended to circulate a note to all S4C staff over the next few days – in the Chair's name – which would explain the terms of reference that had been agreed for the process by the non-executive members. It was hoped that the note would answer any questions staff may have.</p>	
3.	<p>[LIGW, EM BCW, and DE joined the meeting]</p> <p><b>Quarterly update on the delivery dashboard of the Strategy (for DCMS)</b></p> <p>DE presented the latest version of the quarterly dashboard. It would be presented at a meeting with DCMS on 14 June 2023.</p> <p>It was noted that 34 of the 62 original objectives had now been completed. The risk register had also been simplified slightly, removing the main risks that appear on the strategic risk register anyway, and cross-referencing to the operational risk register.</p>	

	<p>It was noted that the new Transition Team – formerly the Operational Team – had held its first meeting in April. By setting up this new team, the hope was to facilitate the delivery of the new strategy and ensure that team members (such as the leaders of the various departments) understand what work needs to be done in order to be a successful multi-platform publisher.</p> <p>Discussion then ensued on details of the content strategy to broaden the audience, particularly so a younger audience and C2DE, and to expand on the multi-platform provision. GB was of the opinion that there should be a discussion on the tension between attracting a younger audience and the C2DE socio-economic group, as it was unlikely that the same content would appeal to these audiences.</p> <p>CJ reported that he had recently attended a session with DCMS for Audit Committee chairs and that they had noted that their current priorities were: making best use of data, offering opportunities for young people, and ‘placemaking’ (the current name for ‘levelling up’). CJ suggested that the report to DCMS could be restructured to emphasise these aspects.</p> <p><b>Resolution: That the dashboard be amended following feedback from Board members, and then submitted to DCMS.</b></p> <p>[DE left the meeting]</p>	DE
4.	<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 recent period. It was noted that elements of the report had already been mentioned during the informal meeting held on 19 May 2023 between the non-executive members and the Management Team.</p> <p>Regarding the Communications and Marketing departments, it was noted that a great deal of work was going on and that three important appointments had been made – namely the Director of Marketing and Communications; the Head of Marketing; and the Communications Team Leader. An external company had also been assisting the Marketing Department to review processes and identify the skills that members of the department will need in the future. The company will make recommendations to the Management Team, with a report to be submitted to the Communications Committee in mid-June.</p> <p>SD reported that discussions were ongoing regarding the launch of S4C content on a FAST channel in the USA. It was intended to share the details with members of the Commercial Board to obtain their input. An announcement would be made on completion of the agreement.</p> <p>During the Media Cymru Conference in Cardiff earlier in the month, S4C had launched the film fund – Sinema Cymru – in partnership with Ffilm Cymru Wales and Creative Wales. It was also reported that it was intended to collaborate with Wales Interactive to produce an interactive film.</p>	
5.	<p>[ShW joined the meeting]</p> <p><b>Consideration of the ‘Going Concern’ status</b></p> <p>ShW submitted a report which offered the Board an assurance that the Financial Statements for 2022–23 could be produced on a going concern basis.</p> <p>It was agreed that confirmation of the licence fee settlement until the end of March 2028 provides S4C with considerable financial security. However, ShW noted the importance of the steps being taken to manage content costs as a result of inflation.</p> <p><b>Resolution: To calculate on an active company basis in the Financial Statements for 2022–23.</b></p> <p>[ShW and AG left the meeting]</p>	ShW
6	<p><b>Approval of the Content Review 2022–23 (for Ofcom)</b></p> <p>The report could not be circulated to members prior to the meeting. It would therefore be circulated by e-mail.</p>	



	<b>Resolution: That the Content Review 2022–23 be circulated for approval by e-mail.</b>	LIGW
7.	<p>[EJ joined the meeting]</p> <p><b>Annual Image Tracking Survey Result</b></p> <p>EJ presented the results of the latest Image Tracking Survey, and outlined the main aspects.</p> <p>[EJ left the meeting]</p>	
8.	<p><b>Update on main budget holders within S4C</b></p> <p>An annual report was received on the financial delegation arrangements within S4C for the period 2023–24.</p>	
9.	<p><b>Minutes of Meeting No. 462 (held on 09.03.23)</b></p> <p>The minutes of the last Board meeting were tabled and approved.</p>	
10.	<p><b>Action Points Register</b></p> <p>The Action Points register was noted.</p>	
11.	<p><b>Decision between meetings</b></p> <p>Since the last Board meeting, members had approved the following by correspondence:</p> <ul style="list-style-type: none"> <li>• Appointment of the Communications and Marketing Director</li> </ul>	
12.	<p><b>Reports from Committees</b></p> <p>The minutes of the meetings of the following Committees were tabled, and chairmen were invited to draw to the attention of the Board any relevant matters that had not already been mentioned during this meeting:</p> <ul style="list-style-type: none"> <li>• Commercial Group Board (held 26.04.23)</li> <li>• Audit and Risk (held 16.05.23)</li> </ul> <p><u>Audit and Risk Committee</u></p> <p>CJ reported that the Committee had received the internal auditors’ Annual Report, TIAA, which was very positive.</p> <p>The Committee also noted that the recommendations made by TIAA as part of their investigation into the allegations relating to S4C’s procurement arrangements earlier this year had now all been carried out.</p> <p>The BBC’s Chief Information Protection Officer, Helen Rabe, had attended the Committee’s last meeting to give members a presentation and to offer reassurance on the arrangements the BBC has in place to safeguard the information technology and broadcast systems used by S4C.</p>	
13.	<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>	