



Summary of S4C Board Meeting

Meeting No. 464 held at Yr Egin

11.30, 29 June 2023

Members in attendance:		
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
Siân Doyle	SD	Chief Executive
Elin Morris	EM	Chief Operating Officer
Others in attendance:		
Manon Edwards-Ahir	MEA	Communications and Marketing Director
Geraint Pugh	GP	S4C Board Secretary
Dewi Evans	DE	Projects Director
Catrin Hughes Roberts	CHR	Director of Partnerships
Mali Williams	MW	Public Affairs Officer
Sharon Winogorski	ShW	Chief Finance Officer
Apologies were received from:		
Denise Lewis Poulton	DLP	Non-Executive Member
Llinos Griffin-Williams	LIGW	Chief Content Officer
Geraint Evans	GE	Director of Content and Publishing Strategy

1.	Private meeting for non-executive members A discussion took place on the Capital Law investigation and the proposed timeline.	
2.	Outcome of annual performance assessments of the Chief Executive and Secretary A report was given on the meetings held with the Chief Executive and the Secretary.	
3.	[SD, EM, MAE, and GP joined the meeting] Matters raised by the Chair, and declarations of interest The Chair welcomed everyone to the meeting – particularly MEA who was attending her first Board meeting since taking up the post of Director of Communications and Marketing at S4C. Since the last Board meeting, Bethan C Williams had left her post as Assistant to the Board Secretary. The Board’s thanks were noted to her for her contribution to S4C. The process for appointing to the new post of Executive Officer to the Board Secretary would commence shortly. The Chair thanked EM for representing S4C at an evidence session with the UK Parliament’s Culture, Media and Sport Committee on 20 June 2023.	

	<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> <p>GB reported that a member of his family was now employed by a production company and that he would therefore update his permanent declaration of interests.</p>	GB
4.	<p>Summary of Board members' performance assessments</p> <p>During April 2023, the Chair of the Unitary Board held informal discussions with the independent members as part of the annual appraisal process. The report summarised the feedback gathered during these conversations, and it was noted that a number of the issues raised were similar to what was discussed during the development session with Ian White.</p>	
5.	<p>Chief Executive's Report</p> <p>The Chief Executive presented her report, outlining the work that had taken place over the recent period.</p> <p>Earlier in the week, S4C announced a new partnership with Fubo and Ryan Reynolds' company to provide six hours per week in Welsh for the Maximum Effort channel in the USA. This development was welcomed and the terms of the agreement were discussed.</p> <p>SD noted that the announcement had attracted considerable attention to S4C across the world through the media coverage – particularly the public media. A summary of the reach of coverage for S4C on social media as a result of the announcement had been added to the Board's papers on Diligent. SD also reported that a number of streamers had now enquired about discussions with S4C regarding potential future partnerships – it was agreed that this was a welcome development.</p> <p>An English language video of Tudur Owen explaining the use of the name Bannau Brycheiniog had been released by S4C on social media, to coincide with the version released in Welsh. The clip had received a very good response amongst the non-Welsh speaking audience.</p> <p>A first joint-meeting of the Management Team and the Transition Team was held on 19 June 2023. During that meeting, discussions were held regarding how S4C could repurpose content in order to improve our presence on platforms – and on YouTube in particular. A strategy would now be developed.</p> <p>It was noted that there were complaints at present regarding the amount of English to be heard on Pobol y Cwm as a result of introducing a new character who is learning Welsh. S4C was working with the BBC to monitor the amount of English to be heard in the series currently. GB emphasised the importance of considering the context, and whether the use of English in a programme was justified.</p>	
6.	<p>Pay Settlement 2023–24</p> <p>SD submitted the proposed pay settlement, which had been considered by the People and Remuneration Committee on 15 June 2023. Since that meeting, the Human Resources Director had shared the offer with Bectu and was awaiting a response.</p> <p>Resolution: To approve the pay settlement as recommended in the report.</p>	CW
7.	<p>[ShW joined the meeting]</p> <p>Quarter 4 Financial Report</p> <p>ShW presented the financial report for Quarter 4 2022–23, which provided a clearer outline than the annual financial statements of performance against the budget for the year. The main aspects of the report were outlined.</p>	
8.	<p>End of Year Reports</p> <p>The National Audit Office (NAO) had submitted the outcome of the external audit to the Audit and Risk Committee that morning. As a number of the end of year reports were also to be considered during the meeting of that Committee, all members of the Unitary Board were extended a welcome to attend, in order to avoid duplication of detailed discussions.</p>	

	<p>CJ reported as Chair of the Audit and Risk Committee that the non-executive members had met separately with the external and internal auditors earlier today and that no concerns had been raised. He confirmed that the Audit and Risk Committee was fully confident in recommending that the Board should formally approve the end of year reports.</p> <p>It was noted that the internal auditors' annual report had been considered by the Audit and Risk Committee on 16 May 2023; and that the Financial Assurance Report to the BBC had not been considered by a committee prior to submission to the Board.</p> <p>Resolution: To note the NAO report on the external audit, and to approve the management letter to be sent to them.</p> <p>Resolution: To note the annual report of the internal auditors.</p> <p>Resolution: To approve the S4C Annual Report and Financial Statements for 2022–23, to be submitted in the House of Commons on 12 July 2023.</p> <p>Resolution: To approve the submission of the Financial Assurance Report to the BBC.</p> <p>Resolution: To approve the publication of the Annual Statement on Modern Slavery for 2022–23.</p>	<p>ShW</p> <p>GP</p> <p>GP</p> <p>IM</p>
<p>9.</p>	<p>S4C Commercial</p> <p>At the Commercial Group Board meeting on 21 June 2023, reports were received on the financial performance of the end of the reporting year 2022–23 for the commercial activities, and the commercial budget for 2023–24 was approved. These documents were shared with members of the Unitary Board for information, and ShW outlined the main aspects.</p> <p>The Financial Report outlined the financial position of S4C's commercial activities at the end of the reporting year 2022–23, and therefore provided an overview of the performance of the commercial activities during the past year.</p> <p>The intention of the Commercial Group Board was to revise their five-year financial plan later this year, to reflect the new commercial strategy as further elements of that strategy were implemented. CJ noted that it was important to retain an element of flexibility with the long-term financial plan in implementing the new commercial strategy.</p>	
<p>10.</p>	<p>[ShW left and DE joined the meeting]</p> <p>Quarterly update on the delivery dashboard of the Strategy (for DCMS)</p> <p>DE submitted the latest version of the quarterly dashboard – for the quarter ending the following day. There had been little change since the dashboard shared with the Board last month for Quarter 4. DE outlined the main changes.</p> <p>Dates had not yet been agreed for the quarterly meetings with DCMS during 2023–24. The Secretary would discuss this further with DCMS officials.</p> <p>Resolution: That the dashboard be amended, before it is submitted to DCMS.</p>	<p>DE</p>
<p>11.</p>	<p>[DE left and CHR and MW joined the meeting]</p> <p>Report on the implementation of the Language Standards during 2022–23</p> <p>The Board was required to approve and publish an annual report outlining how S4C has complied with the Welsh Language Standards applicable to the organisation during 2022–23. This annual report was also expected to outline any complaints received by S4C regarding the implementation of the Standards, and how those complaints were responded to.</p> <p>CHR outlined the main aspects of the annual report which had been produced in relation to the reporting year 2022–23. The draft was considered by the Board.</p> <p>Resolution: To correct any minor errors in the annual report, before typesetting and publication by the end of September 2023.</p> <p>[CHR and MW left the meeting]</p>	<p>CHR</p>

12.	<p>Minutes of Meeting No. 463 (held on 25.05.23)</p> <p>The minutes of the last Board meeting were tabled and approved.</p>	
13.	<p>Action Points Register</p> <p>The Action Points register was noted.</p>	
14.	<p>Reports from Committees</p> <p>The minutes of the meetings of the following Committees were tabled, and the chairs 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"> • Communication (held 15.06.23) • People and Remuneration (held 15.06.23) • Commercial Group Board (held 21.06.23) <p><u>Communications Committee</u></p> <p>The Committee had received a presentation from the Lily Grey consultants on their findings following their reviews of S4C’s marketing processes. RhW noted that a copy of the report in its entirety was available on Diligent, and members of the Board were encouraged to read it if they had not already done so.</p> <p><u>People and Remuneration Committee</u></p> <p>AG reported that the Committee had received a comprehensive report from the Human Resources Director on relevant staffing statistics. She welcomed this development as it would provide the Committee with a better overview of various aspects of staff experience.</p>	
15.	<p>Decision between meetings</p> <p>Since the last meeting of the Committee, members had approved two matters by correspondence:</p> <p>Appointment of Chief Editor on behalf of S4C in respect of any content relating to Bectu’s letter to the non-executive members of the S4C Board on 28 April regarding the working environment at S4C, the Capital Law investigation, and related matters.</p> <p>Review of S4C’s Content Policy for the reporting year 2022–23.</p>	
16.	<p>The Board’s work programme for the next 12 months</p> <p>The Board’s work programme for next year was noted.</p> <p>The work programme needed to be reviewed following the discussion during the development session with Ian White at the end of April 2023. As there had not yet been an opportunity to consider a number of the elements discussed during the development session, the Chair proposed that time be allocated during the next Away Day Meeting to continue the discussion.</p> <p>Resolution: That time be allocated at the Board’s next Away Day meeting to discuss aspects of what was raised during the development session with Ian White, including the Board’s work programme.</p>	GP