



S4C Board Standing Orders

Approved: March 2025 (Reviewed: March 2025; Next review: March 2029)

An English translation of the Standing Orders of the S4C Board is provided for information. In the event of a discrepancy between the Welsh version and the English version of S4C documents, including these Standing Orders, the Welsh version shall take precedence.

These Orders supplement the Acts and are not intended to replace or limit or infringe upon them.

Standing Order 13 provides definitions and interpretations for the terms used in this document.

Introduction

S4C is an independent public body responsible for providing high-quality public service television and digital services through the medium of Welsh, primarily for the audience in Wales, but also for the wider audience that wishes to use S4C's Welsh-language service.

S4C is a statutory corporation and the relevant legal provisions relating to the structure, governance, and responsibilities of S4C are set out in legislation.

These Standing Orders put in place detailed corporate governance arrangements and do not supersede or replace the relevant statutory provisions. These Standing Orders have been developed and ratified by the S4C Board in accordance with the Broadcasting Act 1990 (as amended).

As a general principle, and subject to the relevant statutory provisions and these Standing Orders, the Board delegates responsibility for the provision of S4C's public services, including editorial and commissioning matters, and day-to-day management, to the Chief Executive of S4C and their Senior Leadership Team. S4C's Senior Leadership Team is accountable to the S4C Board through the Chief Executive, and the Board has the responsibility to guide and oversee the strategic direction of the Channel. This practice has existed since 1982, and it continues to maintain and ensure the Board's independence from involvement in operational decisions regarding the content of S4C's services.

Standing Orders of the S4C Board

1. The Status of S4C

- 1.1. S4C is a corporation established by statute. Its current constitutional arrangements are set out in Chapter VI of Part I of the Broadcasting Act 1990 (as amended).

2. General Standards

2.1. *The Independence of S4C*

- 2.1.1. S4C must be independent in all matters concerning the fulfilment of its remit and the provision of its services, particularly regarding editorial and creative decisions, the times and manner in which its output and services are supplied, and in the management of its affairs.

2.2. *Engagement with the Public and Acting in their Interest*

- 2.2.1. S4C must act in the public interest.
- 2.2.2. S4C must assess the views and interests of the public and audiences in accordance with the provisions of section 64 of the Broadcasting Act 1990.
- 2.2.3. S4C must make arrangements to ensure that the diverse perspectives and interests of the public and audiences are taken into account in its decision-making.
- 2.2.4. In complying with this Order, S4C must:
 - (i) ensure that the benefits (whether direct or indirect) of decisions relating to the fulfilment of its remit justify the costs (whether direct or indirect); and

- (ii) in doing so, have regard to economic, social, and cultural benefits and costs.

2.3. *Openness, Transparency, and Accountability*

- 2.3.1. S4C must ensure high standards of openness and seek to promote transparency and accountability to the fullest extent.
- 2.3.2. S4C must ensure that the following are published as soon as possible:
 - (i) a summary of the discussions of formal Board meetings;
 - (ii) any other information that it is reasonable and proportionate to publish to comply with Order 2.3.1.
- 2.3.3. In complying with this Order, S4C is not required to publish or otherwise disclose information that it would not be required to disclose under the Freedom of Information Act 2000.

2.4. *Stewardship of Public Money*

- 2.4.1. S4C must exercise rigorous stewardship of public money in accordance with the following principles:
 - (a) Regularity: the management of all of S4C's resources must comply with the relevant statutory provisions, relevant directions or guidance from the UK Government, and other relevant audit requirements;
 - (b) Propriety: the management of all of S4C's resources must meet high standards of public conduct and robust governance;
 - (c) Value for Money: procurement arrangements, projects, and processes must be systematically evaluated and assessed to provide confidence about suitability, effectiveness, prudence, quality, value, and avoidance of errors and other waste, taking into account the wider public interest, not just S4C's own interest; and
 - (d) Feasibility: proposals using public funds should be implemented accurately, sustainably, and in accordance with the intended timetable.

2.5. *Guidance and Best Practice*

- 2.5.1. S4C, in exercising its functions, must have regard to such general guidance concerning the management of the affairs of public bodies as it considers relevant, appropriate, and proportionate; including generally accepted principles of good corporate governance for S4C as a statutory corporation.

3. The S4C Board

- 3.1. S4C shall have a single Board which, acting collectively, is responsible for the proper, effective, and independent exercise of all the functions of S4C in accordance with the provisions set out in the relevant statutory provisions.
- 3.2. In accordance with Order 2.1, each member of the Board must at all times uphold and protect the independence of S4C, including by acting in the public interest, exercising independent judgment, and recognizing when it is appropriate to consider any advice or instructions from Government Ministers or any other person.
- 3.3. The Board must ensure that S4C fulfils its remit. The main responsibilities of the Board are outlined in Schedule A.
- 3.4. The Board must operate in accordance with principles of good corporate governance. Procedures for carrying out the work of the Board are outlined in Schedule B.
- 3.5. Once a year, the Chair – through the Secretary – shall arrange and conduct a process for evaluating the effectiveness of the Board, the Board's committees, and the Commercial Group Board. These effectiveness evaluation processes must be conducted by external consultants at least once every three years, in line with good practice.

4. Board Committees

- 4.1. The Board may establish committees of the Board.
- 4.2. The Board's committees shall perform a scrutiny role in accordance with the terms of reference of each committee established by the Board.
- 4.3. The number, remit, terms of reference, and composition of such committees are a matter for the Board, subject to the following paragraphs of this Order.
- 4.4. The Board's committees shall comprise Non-Executive Members of the Board, and at the Board's discretion may include the Chief Executive and/or other Executive Members of the Board, or other individuals who are not members of the Board.
- 4.5. The Board shall be responsible for all appointments to the Board's committees.
- 4.6. The quorum for meetings of any of the Board's committees shall be as outlined in the committee's terms of reference.
- 4.7. *The Audit and Risk Committee*
 - 4.7.1. There must always be an Audit and Risk Committee, and its functions must be commensurate with the highest standards of corporate governance.
 - 4.7.2. The Audit and Risk Committee shall, among other duties, be responsible for audit and risk management matters.
 - 4.7.3. Members of the Audit and Risk Committee should not have operational responsibility for the management of S4C.
 - 4.7.4. The Chair of the Board should not be a member of the Audit and Risk Committee.
 - 4.7.5. The Audit and Risk Committee must include at least one member with recent experience in financial management, and preferably a member with experience in risk management.

5. Membership of the Board

- 5.1. The membership of the Board shall be governed by the provisions of sections 56 and 56A and Schedule 6A of the Broadcasting Act 1990 (as amended).
- 5.2. The Board must consist of a number of Non-Executive Members (including the Chair) and a number of Executive Members.
- 5.3. No member of the S4C Board shall at any time be a member or employee of the BBC or Ofcom.
- 5.4. No Non-Executive Member or the Chair shall be an employee of S4C.
- 5.5. Before appointing a Chair or Non-Executive Member to the S4C Board, the Secretary of State must be satisfied that the individual has no financial interest or any other conflict of interest that could affect their ability to perform their duties. The Secretary of State must also periodically review whether any current Non-Executive Member has such an interest.
- 5.6. All members of the Board must comply with S4C's Culture Code and values, as well as the Code of Practice for Board members.
- 5.7. Subject to Orders 5.9, 5.10, 5.11, and 5.12, all actions taken by a meeting of the Board, or by a person acting as a member, despite the fact that the appointment of any members is later found to be defective or that any one of them has been disqualified from holding office, has left office, or was not entitled to vote, shall be as valid as if taken by eligible people who were properly appointed, are still members, and are qualified to vote.
- 5.8. No individual member shall appoint a deputy to attend Board meetings or undertake other duties as a Board member on their behalf.

5.9. *Chair of the Board*

- 5.9.1. The Chair of the Board is appointed by the Secretary of State in accordance with the provisions of Schedule 6A of the Broadcasting Act 1990 (as amended).
- 5.9.2. The appointment is expected to be made following a fair and open competition.
- 5.9.3. Whenever the office of Chair is vacant, the Secretary of State, having consulted the Board, must appoint one of the Non-Executive Members as 'Acting Chair' with all the powers of the Chair until a new Chair is appointed.
- 5.9.4. The Chair shall act in accordance with the job description provided by the Secretary of State.

5.10. *Non-Executive Members of the Board*

- 5.10.1. Non-Executive Members of the Board must be appointed by the Secretary of State in accordance with the provisions of Schedule 6A of the Broadcasting Act 1990 (as amended).
- 5.10.2. The Secretary of State shall appoint not less than five nor more than eight Non-Executive Members in addition to the Chair. The appointment is expected to be made following a fair and open competition.
- 5.10.3. Non-Executive Members of the Board shall act in accordance with the job description provided by the Secretary of State.

5.11. *Lead Independent Member*

- 5.11.1. The S4C Board must appoint a Lead Independent Member from among the Non-Executive Members (excluding the Chair).
- 5.11.2. When the position is vacant, the Secretary shall invite expressions of interest from eligible Non-Executive Members who wish to be considered for the role.
- 5.11.3. The Lead Independent Member shall be appointed by a vote of all Board Members, for a term not exceeding the original term of that member on the Board.
- 5.11.4. The Lead Independent Member shall act in accordance with the job description agreed by the Board, which may be amended from time to time at the Board's discretion.

5.12. *Executive Members of the Board*

- 5.12.1. The S4C Board must include up to three Executive Members, which in accordance with Order 5.10.2 shall include the Chief Executive. The Non-Executive Members of the Board shall appoint Executive Members to sit on the Board in accordance with the following provisions.
- 5.12.2. The Chief Executive must be appointed an Executive Member of the Board.
- 5.12.3. At least one, and up to two, additional Executive Members must be appointed to the Board by the Non-Executive Members of the Board. However, the Non-Executive Members may only make an appointment that has been agreed by the Chief Executive.
- 5.12.4. For the purposes of this Order, the roles of proposing and approving the making of an appointment relate not only to the identity of the person to be appointed but also to the terms of their appointment as an Executive Member.
- 5.12.5. Executive Members of the Board shall act in accordance with the job description agreed by the Board, which may be amended from time to time at the Board's discretion.

5.13. *Members' Expenses*

- 5.13.1. Board Members shall have the right to receive reimbursement of expenses incurred in relation to their office or their duties as members, in accordance with the Board's expenses policy at any given time.

5.14. *Evaluating Members*

- 5.14.1. Once a year, the Chair shall meet with each other member individually to evaluate that person's performance as a Board member.
- 5.14.2. Once a year, the Lead Independent Member and the Chair of the Audit and Risk Committee or the Chair of the Remuneration Committee shall meet with the Chair of the Board to evaluate their performance as Chair. As part of the evaluation, the Lead Independent Member shall invite feedback on the Chair's performance from the other Board members, the Secretary, and members of the Senior Leadership Team.

6. S4C Staff

- 6.1. S4C must appoint staff to efficiently perform its functions and conduct its business.
- 6.2. The Board must ensure that it has suitable arrangements in place at all times for the Board (or its representatives), where appropriate, to consult S4C staff on all matters affecting the interests of those staff.
- 6.3. *The Chief Executive*
 - 6.3.1. The Chief Executive is appointed by the Board, under terms deemed appropriate by the Board; and any individual appointed in this way can only be dismissed (subject to employment rights) by the Board.
 - 6.3.2. The Chief Executive must also be the editor-in-chief of S4C. As such, the Chief Executive shall have final responsibility and is accountable to the Board for individual decisions on editorial matters concerning S4C's content.
 - 6.3.3. When the post of Chief Executive is vacant, the Board will invite the Non-Executive Members of the Remuneration Committee to consider and propose a suitable process for filling the post, including appointing to the post on a temporary basis if it is to be vacant for a defined period. Once the Non-Executive Members of the Board have approved an appointment process, the Non-Executive Members of the Remuneration Committee will lead the process (including interviewing suitable candidates) in order to agree an appointment to recommend to the Board for formal agreement.
 - 6.3.4. At least once a year, the Chair shall meet with the Chief Executive to evaluate their performance as Chief Executive. If the Chair or the Chief Executive wishes, the Director of People and Culture shall be present at the meeting to advise and record. As part of the evaluation, the Chair shall invite feedback on the Chief Executive's performance from the other Board members, the Secretary, and members of the Senior Leadership Team. After discussing the evaluation results with the Chief Executive, the Chair shall present the results to the next meeting of the Remuneration Committee.
- 6.4. *The Secretary*
 - 6.4.1. The Board must appoint a Secretary, in accordance with the relevant statutory provisions. Subject to the provisions of the Acts, the Secretary is appointed under terms deemed appropriate by the Board; and the individual appointed in this way can only be dismissed (subject to employment rights) by the Board.
 - 6.4.2. The Secretary shall be accountable to the Board as a whole.
 - 6.4.3. When the post of Secretary is vacant, the Board will invite the Non-Executive Members of the Remuneration Committee to consider and propose a suitable process for filling the post, including appointing to the post on a temporary basis if it is to be vacant for a defined period. Once the Non-Executive Members of the Board have approved an appointment process, the Non-Executive Members of the Remuneration Committee will lead the process (including interviewing suitable candidates) in order to agree an appointment to recommend to the Board for formal agreement.
 - 6.4.4. At least once a year, the Chair shall meet with the Secretary to evaluate their performance as Secretary. If the Chair or the Secretary wishes, the Director of People and Culture shall be present at the meeting to advise and record. As part of the evaluation, the Chair shall invite feedback on the

Secretary's performance from the other Board members and members of the Senior Leadership Team. After discussing the evaluation results with the Secretary, the Chair shall present the results to the next meeting of the Remuneration Committee.

6.5. *The Senior Leadership Team*

- 6.5.1. The Chief Executive shall establish a Senior Leadership Team, which shall be responsible with the Chief Executive for the day-to-day operation of S4C.
- 6.5.2. The Remuneration Committee shall be responsible on behalf of the Board for approving appointments to the Senior Leadership Team. Members, appointments, changes to the Senior Leadership Team, and terms and conditions of individual members of the Senior Leadership Team shall be proposed to the Remuneration Committee by the Chief Executive.
- 6.5.3. Representation from among the Non-Executive Members of the Board must be included on panels to appoint to any position that will be a member of the Senior Leadership Team. The representative shall be appointed by the Chair of the Board, following consultation with the other Non-Executive Members of the Board.

7. Acting on Behalf of S4C

- 7.1. When individuals act in their capacity as members of the Board, they shall be acting on behalf and in the name of S4C.
- 7.2. The members of the S4C Board shall be members of the corporate body, but membership of the corporate body shall not enable any individual to act otherwise than through the Board.

7.3. *The Seal*

- 7.3.1. The Board shall arrange for a seal to be kept by the Secretary.
- 7.3.2. The seal is only to be used through the Board or a committee of the Board authorized by the Board. The Board or such committee shall decide who is to sign any instrument bearing the seal. Without infringing on the previous provisions, the Board, through this Order, authorizes the Chair, Secretary, and Chief Executive of S4C at any given time, acting individually, to sign any instrument bearing the seal, unless specifically decided otherwise.

7.4. *Documents Relating to S4C*

- 7.4.1. Except when required by law, the Board may act at its discretion to receive, authorize, or approve an electronic copy or any other copy made by a machine of any application, instrument, authorization, contract, notification, or other form of document given or presented to the Board or the members. The Board may act at its discretion to receive, authorize, or approve an email message or SMS text message that reproduces the content of any such application, instrument, authorization, contract, notification, or document.

7.5. *Indemnity*

- 7.5.1. The Board members and the Secretary at any given time, acting in relation to any matters pertaining to the Board and its executors or their relevant administrators, shall be indemnified and kept indemnified from the Board's assets, to the extent permitted by law, from and against any personal civil liability they encounter when executing or claiming to execute the Board's roles, providing they have acted honestly, reasonably, sincerely, and without neglect. Furthermore, the Board shall purchase and maintain insurance at the Board's expense for the benefit of any Board members or the Secretary, to the extent permitted by law.

7.6. *Executing Documents*

- 7.6.1. Only individuals with the proper authority designated by the Board can execute documents on behalf of S4C. See Schedule C.

7.7. *Legal Proceedings*

- 7.7.1. If legal proceedings are initiated against S4C, or if legal proceedings need to be brought on behalf of S4C, the Board's approval should be obtained to initiate or settle any such proceedings. The Head of Legal at S4C, or any other qualified lawyer authorized by them, including the appointment of external lawyers, may act on behalf of the body.
- 7.7.2. To avoid doubt, the Board's approval is not required to defend legal proceedings initiated against S4C, unless the Head of Legal at S4C reasonably believes that such approval is reasonably necessary under the circumstances. Relevant factors may include (without limitation) urgency and / or the nature of the case, and / or the risk to S4C's reputation.

8. S4C's Commercial Activities

- 8.1. The Board shall establish a Commercial Group Board responsible for managing S4C's commercial activities.
- 8.2. The Board shall be responsible for all appointments as Directors to the commercial subsidiaries.
- 8.3. The Board shall ensure that at least one Non-Executive Member of the Board is appointed to the Commercial Group Board.
- 8.4. The Chief Executive of S4C shall usually be appointed to chair the Commercial Group Board. However, the Board may choose to appoint another Director from the Commercial Group Board to act as its chair.
- 8.5. The Secretary of the Board shall attend meetings of the Commercial Group Board as an observer on behalf of the Board.
- 8.6. The Commercial Group Board shall develop a long-term strategy and an annual business plan for the commercial activities and present them to the Board for approval. The strategy and business plan for the commercial activities must align with S4C's values and the corporate strategy approved by the Board for the S4C Group.
- 8.7. Any investments exceeding the financial threshold approved by the Board shall require formal Board approval, and the Board may review this threshold from time to time at its discretion.
- 8.8. The Commercial Group Board shall present quarterly reports to the Board, including financial analysis, strategic risks, and the commercial significance of decisions made during the period.
- 8.9. The Commercial Group Board shall present end-of-year accounts and annual strategic reports on the activities of all commercial subsidiaries (including any undertakings and joint ventures of S4C) to the Board for approval.

9. Accounts and Auditing

- 9.1. S4C must keep adequate accounting records in accordance with the requirements of the UK Government and other relevant accounting directions and requirements.
- 9.2. In accordance with Schedule 6 of the Broadcasting Act 1990 (as amended), the external auditors of the S4C group shall examine, certify, and report on the group accounts prepared by S4C in respect of each financial year. The report must include an opinion on regularity on the group accounts and must be addressed to the members of the Board in terms that acknowledge that the UK Parliament also relies on the group accounts and report.
- 9.3. S4C must send a copy of the auditor's report to the Secretary of State.

10. Annual Report and Financial Statement

- 10.1. S4C must prepare and publish an annual report and financial statement for each financial year in accordance with the relevant statutory provisions.

- 10.2. The annual report must comply with the requirements of the UK Government and the UK Corporate Governance Code insofar as they are applicable to a statutory corporation.
- 10.3. The Secretary of State must lay the Annual Report and Financial Statement before the UK Parliament. When this has been done, S4C must publish the Annual Report and Financial Statement.
- 10.4. S4C must lay the Annual Report and Financial Statement before the Welsh Parliament on the same day as, or as soon as possible after, those documents have been laid before the UK Parliament.

11. Statement of Programme Policy

- 11.1. S4C must prepare and publish an annual Statement of Programme Policy and an annual review of each statement for each year in accordance with this Order and the relevant statutory provisions.
- 11.2. S4C must publish the annual Statement of Programme Policy in advance of the period to which it relates.

12. Regulation of S4C's Services

- 12.1. It shall be a function of Ofcom, pursuant to section 203 of the Communications Act 2003, to regulate S4C's television and on-demand programme services.
- 12.2. The Board must establish a framework for handling and resolving complaints to provide transparent, accessible, effective, timely, and proportionate methods of securing that S4C complies with its obligations and that remedies are provided which are proportionate and related to any alleged non-compliance.

13. Standing Orders

- 13.1. These Orders supplement the Acts and are not intended to replace or limit or infringe upon them.
- 13.2. In the event of a discrepancy between the Welsh version and the English version of these Standing Orders, the Welsh version shall take precedence.
- 13.3. The Board can change these Standing Orders by resolution of the Board from time to time.
- 13.4. The Board shall review these Standing Orders at least once every 5 years.

13.5. *Definitions and Interpretation*

- 13.5.1. Under these Orders, unless the context requires otherwise:

"Acts" means the Broadcasting Act 1990, the Broadcasting Act 1996, the Communications Act 2003, and the Media Act 2024 (where relevant to S4C).

"Annual Report and Financial Statement" means the annual report and statement of accounts for S4C's activities each year as defined in Schedule 6 of the Broadcasting Act 1990 (as amended).

"Board" means the board of the statutory corporation known as S4C as defined in section 56A of the Broadcasting Act 1990 (as amended).

"Chair" means the Chair of the Board at any given time appointed by the Secretary of State.

"Chief Executive" means the Chief Executive of S4C at any given time.

"Code of Practice" means the Code of Practice for Board members adopted by the Board at any given time.

"Commercial Group Board" means the board of directors of the company or companies responsible for managing S4C's commercial activities.

"Executive Member" means members of S4C's staff appointed in accordance with Order 8 to serve as members of the Board.

"Member" means an executive or non-executive member appointed to serve on the S4C Board.

"Non-Executive member" means a member of the S4C Board appointed by the Secretary of State in accordance with the provisions of Schedule 6A of the Broadcasting Act 1990 (as amended), including the Chair, but does not include executive members.

"Orders" means these Standing Orders, as amended at any given time.

"Secretary" means the Secretary to S4C at any given time.

"Secretary of State" means the Secretary of State for Culture, Media and Sport.

- 13.5.2. Any reference to a Statute will include any statutory adjustment to it or re-enactment of it that is in effect at any given time.
- 13.5.3. Unless it appears that this is not the intention, phrases referring to text or a document shall be interpreted as including references to any method of representing or reproducing words, symbols, or other information in visible form via any medium or combination of media, whether electronic or otherwise and (without prejudice to the generality of the above) shall include email, printing, lithography, and photography.
- 13.5.4. Any word or phrase defined in these Orders shall have the same meaning if it appears mutated elsewhere in the Orders.
- 13.5.5. Words and phrases meaning the singular form only shall also include the plural and vice-versa, and phrases referring to one gender shall also include any other gender.
- 13.5.6. Any reference to a person "signing" any contract, deed, instrument, or document of any kind shall include the signing, sealing, or use of any other proper method available to that person in order to bind themselves to any such contract, deed, instrument, or document, unless the context requires otherwise.

SCHEDULE A: RESPONSIBILITIES OF THE BOARD

This Schedule outlines the main responsibilities of the Board, the matters the Board has reserved to itself, and delegation arrangements.

A1. General Principles

- A1.1. The Board must ensure the effective and efficient management of S4C and all its activities, including its commercial subsidiaries by, in particular:
- (a) appointing, and holding to account, the management of S4C;
 - (b) ensuring that the organizational structure of S4C and the skills of the staff of S4C are fit for purpose; and
 - (c) setting the general terms and conditions for the staff of S4C and reviewing these regularly.
- A1.2. The Board must ensure the effective and efficient management of the finances of S4C by, in particular, putting in place appropriate policies and controls to ensure that S4C's public and commercial income is spent and S4C's operations are managed efficiently, effectively, and in accordance with regularity, propriety, value for money, and feasibility.
- A1.3. The Board must ensure compliance by S4C with its obligations under the relevant statutory and regulatory provisions and the general law by, in particular, complying with any requests or decisions made by Ofcom.
- A1.4. The Board can appoint, or arrange for assistance from, advisory committees in order to receive advice on any issues relating to the Board's roles in accordance with the Board's decision.

A2. Delegation Arrangements

- A2.1. The Board can delegate any of its powers (with powers to sub-delegate) to any committee that includes any person or persons (whether they are Board members or not) as it sees fit, or to any one or more of its members or members of S4C's staff. However, the Board will remain ultimately responsible for any decisions or actions taken under the delegated powers, and where any challenge to those decisions is presented.
- A2.2. Any delegation of powers in accordance with Order A2.1 will come under the general direction of the Board and may be subject to any conditions the Board wishes to apply, and can be revoked or changed. Subject to any such conditions, procedures of committees with two or more Board members shall be governed by the Orders pertaining to the Board's procedures to the extent to which they may be applicable.
- A2.3. Without limiting the general provisions of Order A2.1, and to the extent permitted by the Acts, the Board shall delegate responsibility to the Chief Executive subject to matters that are reserved by the Board to itself, on the conditions, and within the guidelines, that shall be stated in Order A3 that is to be approved from time to time by the Board.

A3. Matters Reserved by the Board to Itself

- A3.1. This Order sets out the strategic matters, the functions, and decisions that the S4C Board reserves to itself and its committees.
- A3.2. The Board may, by vote, expand, revoke, amend, and/or update this Order from time to time at its discretion.
- A3.3. The Board has identified below some matters that are either functions that need to be exercised directly by the Board, or functions for which the formal approval of the Board is required. The matters listed are subject to the relevant statutory provisions, the Board's Standing Orders, and the terms of reference of the Board's Committees.
- A3.3.1. *S4C Strategy and Performance Management*
- Contributing to the development of, and approving, strategies and priorities for S4C and the related long-term business plan.

- Establishing and monitoring a structure for measuring and assessing the strategic performance of S4C's services, including, where appropriate, setting targets relating to corporate governance provisions.
- Ensuring that appropriate corporate governance structures and processes are approved and implemented for all of the S4C Board's activities.

A3.3.2. *Commercial Matters*

- Ensuring any necessary approvals for the delivery of S4C's commercial activities.
- Contributing to the development of, and approving, S4C's commercial strategy and priorities.
- Ensuring that S4C's commercial activities comply with S4C's statutory duties, including acting within the legal powers of the S4C Board.

A3.3.3. *Stewardship*

- Undertaking an annual assessment of S4C's financial management, risk management and appetite, and internal control processes.
- Applying financial reserves.
- Preparing and presenting any assurance report to the BBC Board under the provisions of the Partnership, Funding and Accountability Agreement (November 2017).

A3.3.4. *Audience Opinion and Complaints*

- Ensuring appropriate opportunities for the audience to present their opinion on S4C's services to the Board.
- Ensuring that a relevant complaints process is implemented by S4C and the Board's Complaints Panel.

A3.3.5. *Collaboration with Other Organizations*

- Ensuring that S4C operates as a national organization that collaborates and partners with national and local organizations in order to create new creative partnerships.

A3.3.6. *Policies*

- Approving and monitoring the following policies:
 - S4C Content Language Guidelines;
 - Statutory Language Scheme and Standards;
 - Changes to S4C's standard employment terms;
 - Health and Safety;
 - Equality and Diversity, including the duty to avoid Sexual Harassment in the workplace;
 - Whistleblowing/Disclosure;
 - Modern Slavery;
 - Anti-Bribery Arrangements;
 - Protection of children and vulnerable people;
 - Environmental Sustainability; and
 - Corporate Social Responsibility.

A3.3.7. *Appointments and Remuneration*

- Appointing the Chief Executive and Secretary, and managing their performance.
- Determining the remuneration of the Chief Executive, the Secretary, and the Senior Leadership Team.

A3.3.8. *Other Matters*

- Approving the terms of reference and membership of all the Board's committees.
- Prosecuting or settling relevant litigation on behalf of S4C.
- Responding to any investigation into S4C's activities by any competent regulatory body.

A4. Other Matters

- A4.1. In an area where change is a constant feature, and in a body that receives public funding but is independent of political influence or interference, and that also owns commercial subsidiaries, it can be expected that matters will arise where it is unclear whether they come within the definition of 'reserved matters' or not. When such matters arise, officials must consider carefully matters that need to be brought to the attention of the Board before being acted upon. The Chief Executive should provide direction to the Senior Leadership Team in this regard, as should the Senior Leadership Team to other officials. The Secretary's membership of the Senior Leadership Team, and their advice in identifying such issues are key, as are the relationship and the regular discussions between the Chair and the Chief Executive.

- A4.2. The Chair has an important function in advising the Chief Executive on the types of matters that will require formal attention by the Board, along with the best time for doing so and the nature of the information that it is appropriate to present to the Board. The Chair should also keep in touch with the non-executive members to anticipate questions the Board might ask. By taking this approach, the Chief Executive will feel free to approach the Chair for guidance on matters that may be controversial, while other members of the Board will be confident that the Chair is always aware that it is the whole Board that holds the right to make decisions on far-reaching and contentious issues.

SCHEDULE B: BOARD PROCEDURES

This Schedule outlines the procedures for carrying out the work of the Board, in accordance with its responsibilities.

It is also expected that meetings of any committees of the Board will comply with these procedures to the extent possible.

- B1. Subject to the Acts and the Standing Orders, the members shall meet as a Board to manage S4C's business and otherwise adjourn and manage their meetings as they see fit.
- B2. The Board shall normally act through the medium of Welsh, in compliance with any Welsh Language Standards which apply to S4C.
- B3. Calling Meetings
 - B3.1. The Board shall meet as required, and at least six times each year. Meetings shall be called by:
 - (a) the Secretary; or
 - (b) the Secretary at the request and on behalf of the Chair; or
 - (c) the Secretary at the request and on behalf of any two Board members.
 - B3.2. Every member shall be informed of all Board meetings by the Secretary. Usually, the notice is circulated electronically, along with the agenda and supporting papers, no later than five working days before the date of the meeting.
 - B3.3. In exceptional circumstances where urgent decisions are required, the Chair may authorize calling a Special Meeting with a shorter notice period. The agenda for such meetings shall be limited to the specific urgent business.
 - B3.4. Any decision taken or steps undertaken at any Board meeting are valid even if any person eligible to receive notification of the meeting was accidentally not informed, or did not receive the notification.
- B4. Participation in Meetings
 - B4.1. Every Board meeting will be chaired by the Chair, and the Chair may bring a meeting to an end as required. If the Chair is not present at any one of the Board's meetings or if a Chair has not been appointed at the time, the meeting shall be chaired by any non-executive member appointed by the Board members through a vote at the start of that meeting, in accordance with the provisions of Order B7 (below).
 - B4.2. The Secretary will usually be present at Board meetings (unless the Board decides otherwise due to a conflict of interest by the Secretary) and the Board may, at the request of the Secretary, allow members of S4C staff and any other person to be present for the duration or part of any meeting, but no persons other than Board members are entitled to vote.
 - B4.3. Any member or every member can take part in a Board meeting via telephone or video conferencing, or by use of any other communication equipment which enables everyone taking part in the meeting to hear each other. Any member taking part in this way is deemed to be present in person at the meeting and therefore has the right to vote and be included as part of a quorum. Such a meeting is deemed to take place where the largest group of those taking part is gathered, or, in the absence of such a group, in the place where the Chair of the meeting is located at the time.
- B5. Managing the Agenda
 - B5.1. The agenda for each meeting shall be prepared by the Secretary in conjunction with the Chair and the Chief Executive. Board members may propose substantial items to be included on the agenda by submitting requests to the Secretary no later than seven working days before the meeting.
- B6. Quorum
 - B6.1. The quorum for any meeting of the Board shall be four Board members, which shall include at least three non-executive Board members and one executive Board member.

B6.2. If a quorum is not present after half an hour of the starting time of any Board meeting, or if the Chair counts the number of members present during any meeting and announces that a quorum is not present, the meeting shall be postponed. The remaining business shall be discussed at a time and date set by the Chair. If no date is set, the remaining business shall be discussed at the next Board meeting.

B6.3. Where at any given time the number of non-executive members appointed to the Board is less than the fixed quorum, the remaining non-executive members, or the only remaining non-executive members can continue to transact the business of the board, in which circumstances a minimum of half of the remaining non-executive members would constitute a valid quorum.

B7. Voting

B7.1. Subject to the provisions of the Acts and the Standing Orders, if a matter raised at a meeting of the Board is put to a vote, that matter shall be decided by a simple majority of the votes cast by those Board members present and qualified to vote. Each Board member has one vote, unless they are prevented from voting due to a conflict of interest. In the case of an equal vote, the Chair of the meeting has a right to a casting vote, as well as any other vote that they may have.

B8. Delegations

B8.1. Any delegations wishing to meet with the Board must submit a written request to the Chair, through the Secretary. If the Chair and the Lead Independent Member deem it appropriate to receive the delegation on that matter, the delegation will be invited to attend.

B8.2. No more than three individuals shall be in a delegation and, unless agreed by the Chair, one individual from the delegation shall address the Board (except in response to questions from Board members).

B8.3. The matter presented by the delegation shall not be considered by the Board until after the delegation has departed.

B9. Decisions Between Meetings

B9.1. Subject to Order B7, a decision signed or approved in written form by a majority of those members entitled to receive notification of a meeting of the Board, and entitled to vote on that decision, shall be as valid and effective as those decisions passed at meetings of the Board. It may include a number of documents all signed or approved by one or more people.

B9.2. Any decisions taken between meetings must be reported at the next Board meeting.

B10. Conflicts of Interest

B10.1. Any members must take positive steps to identify and declare the potential for any direct, indirect, or perceived interest in any matter raised for discussion at a Board meeting. Before the discussion proceeds, the member should declare the potential conflict of interest to the Chair (or in the case of the Chair, to at least two other Board members) and where any such declaration is made:

- (a) the declaration shall be recorded in the minutes of the meeting; and
- (b) the Chair (or in the case of the Chair, a panel of two other Board members) shall decide whether the potential conflict of interest means that the member should not take part in the discussion, and if so (subject to Order B7) the member shall not take part or be present in any discussion or decision of the Board relating to that matter.

B10.3. If a member or members of the Board are unhappy with the decision of the Chair (or a panel of two in the case of the Chair), they should raise their concerns directly with the Lead Independent Member, and the discussion should be delayed until the final decision of the Lead Independent Member is declared. If the Lead Independent Member has the potential conflict of interest, the Chair's opinion shall be final in this regard.

B10.4. For the purposes of Order B10.1, a general announcement made at a Board meeting to the effect that a member is a member of a particular company or enterprise and should be considered as a person with

an interest in any matter concerning that company or enterprise shall be treated as a sufficient declaration of interest in any such matter.

B10.5. A member will not be required to attend a Board meeting in person to declare an interest in accordance with Order B10.1 if they take reasonable steps to ensure that the declaration is made via notification that is considered and read out at the meeting.

B11. Confidentiality

B11.1. Discussions during Board meetings are confidential unless the Chair, in consultation with the Chief Executive and the Secretary, decides otherwise. Individual viewpoints or voting details should not be disclosed outside the meeting. The official minutes, once approved, will represent the agreed record of decisions and discussions.

B12. Minutes

B12.1. The Secretary shall arrange to keep minutes of all proceedings at Board meetings, including the names of all those present at every such meeting. The minutes shall be presented to the next meeting of the Board.

B12.2. S4C shall publish on its website a summary (excluding confidential information) of the Board minutes, once the full minutes have been approved.

SCHEDULE C: ACTING ON BEHALF OF S4C – SIGNING AUTHORITIES AND LEGAL PROCEEDINGS

This schedule explains the responsibilities and procedures for executing documents on behalf of S4C, as well as the method for initiating or settling legal proceedings in the name of the body.

C1. Executing Documents

- C1.1. The Board shall approve a financial delegation framework and review and amend that framework from time to time as necessary.
- C1.2. Documents may be signed by any individual authorized to commit expenditure on behalf of S4C, provided that the matter:
 - falls within their designated financial authority; and/or
 - relates to their direct area of responsibility.
- C1.3. Any significant matters outside the course of ordinary business shall require Board approval before they can be executed.
- C1.4. Any execution under the above must comply with any additional guidelines, restrictions, or approvals set by the Board from time to time.

C2. Legal Proceedings

C2.1. *Role of the Board*

- C2.1.1. The Board is responsible for initiating or settling legal proceedings on behalf of S4C.

C2.2. *Procedures*

- C2.2.1. Legal proceedings on behalf of S4C can only be initiated or settled with the appropriate approval of the Board. To avoid doubt, Board approval is not required to defend legal proceedings initiated against S4C, unless the Head of Legal at S4C reasonably believes that such approval is necessary under the circumstances. Relevant factors may include (without limitation) urgency, and / or the nature of the case, and / or the risk to S4C's reputation. The Chair must be promptly informed of any such case where prior approval has not been sought and where there may be implications for S4C's reputation.
- C2.2.2. The Head of Legal at S4C, or any other qualified lawyer authorized by them, may act on behalf of S4C in initiating, defending, or settling any legal proceedings, including appointing external lawyers to act on behalf of the body.

C3. Amendments and Monitoring

- C3.1. These provisions shall be subject to any additional directions or decisions by the Board from time to time.
- C3.2. This schedule shall be regularly reviewed to ensure it reflects any changes in the law or the operational needs of S4C.