



## **S4C Board**

### **Code of Practice for Board Members**

April 2025

#### **1. Introduction**

- 1.1. This document outlines a Code of Practice for all S4C Board members, whether non-executive or executive members.
- 1.2. The Code of Practice supplements the information provided in any legislation that applies to S4C; the *S4C Board Standing Orders* document; and the job descriptions for the different categories of Board membership. All Board members are expected to agree and undertake to carry out their duties in accordance with these documents.
- 1.3. For non-executive members of the Board, this Code of Practice supplements the *Code of Conduct for Board Members of Public Bodies* published by the UK Government Cabinet Office. The non-executive members are expected to comply with the requirements of the *Code of Conduct*, and that document will prevail if there is any conflict with the contents of this Code of Practice.
- 1.4. For the executive members of the Board, as S4C employees, they are also expected to comply with their employment agreement.
- 1.5. There is nothing in this Code that requires or allows a member to act in a way that would be illegal.
- 1.6. The terms used in this Code are consistent with the definitions provided in the *S4C Board Standing Orders*.

#### **2. Behaviour, and S4C and Public Service Values**

- 2.1. Individuals must not act in a manner likely to bring S4C into disrepute.
- 2.2. Board members are expected to act in the best interest of S4C, and not for any financial or other material benefit – be it theirs personally, or any other individuals or organization they are associated with or represent.
- 2.3. All Board members must act in accordance with S4C's Culture Code and corporate values, as well as the general standards expected of the Board as outlined in the *S4C Board Standing Orders*.
- 2.4. In carrying out their duties as Board members, they must ensure that they adhere to the Nolan Committee's seven principles for public life:

##### *Selflessness:*

Holders of public office should make decisions solely in terms of the public interest. They should not act in order to obtain financial or other material benefit for themselves, their families or their friends.

##### *Integrity:*

Holders of public office must avoid placing themselves under any financial or other obligation to external individuals or organizations that could influence the way they carry out their official duties.

##### *Objectivity:*

When doing public work, including making public appointments, awarding contracts, or recommending individuals for rewards or benefits, holders of public office should make their choices on merit.

##### *Accountability:*

Holders of public office are accountable to the public for their decisions and actions and must be prepared to be inspected in whatever way is appropriate to their position.

##### *Openness:*

Holders of public office should be as open as possible about all their decisions and actions. They should give reasons for their decisions and information should only be withheld from the public when the wider public good clearly requires it.

*Honesty:*

Holders of public office have a duty to disclose any private interests that are relevant to their public duties and to take steps, in a way that protects the public interest, to resolve any conflicts that may arise.

*Leadership:*

Holders of public office should promote and support these principles through guidance and example.

- 2.5. When applying these specifically to S4C's work, members must:
- adhere to the highest standards in terms of integrity, objectivity and impartiality;
  - behave with respect, dignity, propriety and fairness at all times;
  - listen carefully and consider all expressions of opinion when determining the Board's aims, objectives and priorities;
  - ensure that the integrity and independence of S4C as a broadcaster is protected at all times from inappropriate political or other types of pressure;
  - act in good faith and in the best interests of S4C;
  - not misuse information they have obtained as a result of serving on the Board for personal advantage, or for political purposes, nor should they use the opportunity to serve the public to promote their private interests, or any other persons, companies, businesses or bodies;
  - ensure that they comply with the Board's rules on accepting gifts and hospitality; and
  - refrain from participating directly or indirectly in any competition or other event organized by S4C which would result in them benefiting or receiving some other personal advantage, or a member of their family benefiting or receiving advantage in the same way.
- 2.6. Members are responsible for ensuring that S4C does not go further than its powers or functions, whether they are defined in statute or otherwise, or through any restrictions on its authority to spend money. The Board is advised in these matters by the Secretary.
- 2.7. If any Board member fails to comply with S4C's expectations of them (as outlined in documents including the *S4C Board Standing Orders*, this Code of Practice, and relevant S4C policies and procedures), disciplinary action will be taken against them in accordance with the principles of S4C's Disciplinary Policy (see point 12).

### 3. **Conflict of Interests**

- 3.1. Individuals must not allow their external activities to interfere with their work with S4C or allow any conflict between their duties and personal interests to affect their ability to perform their role effectively.
- 3.2. Members must make a full and timely disclosure of any personal interests when appointed to serve on the Board, and at least once a year thereafter, in accordance with the agreed procedures. More information about when and how to declare and update any interests will be provided by the Secretary. All statements made by individual members will be recorded in the Register of Board Members' Interests, which is published on S4C's public website.
- 3.3. It is the responsibility of individual members to ensure that they promptly declare to the Secretary any matter that is required to be included in the Register of Interests. Any potential interest should be declared as soon as it becomes apparent. The Secretary will remind all members to review their statements in the Register of Interests at the beginning of each financial year.
- 3.4. If there is doubt as to whether a particular matter should be declared, it should be declared and the Secretary (in consultation with the Chair where appropriate) will decide whether it should be included in the Register or not. The Audit and Risk Committee will also review the Register of Interests annually in order to satisfy itself that no member's interests affect their ability to carry out the function's duties.
- 3.5. The majority of the Board may decide that permanent measures are needed to manage actual or potential conflicts of interest. Before doing so, the member concerned must be consulted about appropriate measures to protect them and other parties. The Secretary will then communicate the decision to the member and any other relevant individual.
- 3.6. The inclusion of a declaration of interest in the Register of Interests does not remove a member's obligation to declare all interests at meetings of the Board and its committees – whether they are included in the Register of Interests or not – that are relevant to the business being considered. The Standing Orders provide arrangements for dealing with conflicts of interest that arise during a meeting of the Board and committees.

- 3.7. Non-executive members should consult the Chair before accepting new external appointments. The Chair will consult with the Lead Independent Member before accepting new appointments themselves.
- 3.8. Where a member has been appointed by the Board to act as a director of one of S4C's commercial subsidiaries, the member may be considered to have a conflict of loyalty and should declare this conflict in the Register of Interests.
- 3.9. Although executive members do not need to record their employment with S4C in the Register of Interests, they must declare an interest if a matter directly related to their role arises in a meeting, and recuse themselves from the discussion.
- 3.10. Non-executive members should not undertake any consultancy (be it paid or unpaid) for S4C or one of its suppliers during the period of their appointment.
- 3.11. All non-executive members agree that, for a period of three months immediately following the end of their term on the Board, they will not:
  - seek employment from, accept employment with, or offer to provide services to; or
  - accept a directorship with any entity that supplies, or competes and / or collaborates with S4C.
- 3.12. Arrangements for restrictions on activities by executive members following the end of their employment with S4C are outlined in their employment agreements.

#### **4. Accepting Gifts and Hospitality**

- 4.1. S4C has appropriate arrangements in place in response to the Bribery Act 2010. More information about the arrangements will be provided to Board members by the Secretary, and members must comply with these arrangements, including the principles of S4C's policy on accepting gifts and hospitality.
- 4.2. Even where there is no bribery, receiving gifts or hospitality could give the impression of influencing your business decisions or lead to a conflict of interest, especially if the value of the gift is significant.
- 4.3. The guiding principle is that any gift or hospitality received should be proportionate and appropriate to the circumstances in which it is offered or received. The risk of receiving or providing gifts that could be considered disproportionate, excessive or extreme should always be avoided.
- 4.4. If a gift is offered to an individual in their capacity as a Board member, the matter should be discussed with the Chair (or with the Lead Independent Member, in the case of the Chair) and a Declaration of Gifts and Hospitality form should be completed.
- 4.5. Certain types of hospitality will be appropriate if they contribute to S4C's work, but should be discussed with the Chair (or with the Lead Independent Member, in the case of the Chair) first before accepting in their capacity as a Board member. If an individual accepts hospitality, a Declaration of Gifts and Hospitality form should be completed.

#### **5. Travel, Accommodation and Expenses**

- 5.1. S4C will provide for the travel and accommodation needs of Board members as they undertake their duties. Members will be reimbursed for all reasonable necessary expenses paid by them in executing their duties on behalf of S4C.
- 5.2. Board members will need to comply with the Travel and Subsistence Policy that applies to S4C staff, which requires them to bear in mind the need for all travel, accommodation and general expenses to be cost effective – to allow them to carry out their functions effectively whilst recognizing that there are other demands on their time.
- 5.3. A summary of the expenses paid, and the travel and accommodation arrangements funded on behalf of non-executive Board members will be published on S4C's website.

#### **6. Political Activities**

- 6.1. Board members are prohibited from being members of the House of Commons and the Welsh Senedd (or any of the other parliaments of the United Kingdom). Members are expected to not accept paid positions in political parties or any unpaid positions that are particularly sensitive or high profile in a political party.
- 6.2. Non-executive members are free to act politically, provided they are aware of their general public responsibilities and that they act wisely, regarding S4C Board's work. On issues that affect the work directly, they should not make political speeches or engage in other political activities. The restrictions do not apply to local councillors or to Lords in terms of their behaviour in the House of Lords. Lords are dealt with in a statement reproduced by the Government for 'Non Departmental Public Bodies: Guidance for Departments'.
- 6.3. The executive members' employment agreement will define any restrictions on their ability to act politically.

## **7. Relationship with Sponsorship Department**

- 7.1. The Secretary of State for Culture, Media and Sport (DCMS) is accountable to the Westminster Parliament for the policies and performance of all public bodies sponsored by their Department, including their use of resources and the policy framework within which they operate. The Chief Executive of S4C, acting as the Accounting Officer, is accountable to the DCMS for S4C's expenditure and activities.

## **8. Board Meetings**

- 8.1. Board meetings are held in accordance with the Standing Orders.
- 8.2. A full and honest discussion is encouraged to ensure that all the important considerations are aired and discussed. Once decisions have been made in the light of such a discussion, members share responsibility for them.
- 8.3. As a condition of their appointment, members undertake to attend all Board meetings and meetings of any sub-committee on which they also serve, except where exceptional or unexpected circumstances prevent their attendance. Where practical, arrangements can be made for members to join a meeting virtually.

## **9. Confidentiality**

- 9.1. Board members will receive a great deal of information relating to S4C whilst undertaking their duties. Much of the information will be of a sensitive nature, commercially or editorially. In accordance with their fiduciary duties to S4C, members will be required to keep all information confidential, and use it only for the benefit of S4C when carrying out their duties.
- 9.2. No member should, except with S4C's prior written consent, during or after their membership of the Board has ceased, disclose directly or indirectly to any person, company or third party any information relating to S4C, its business, trade secrets, suppliers or any other information of whatever nature that S4C may consider to be confidential.
- 9.3. After their membership of the Board has ended, individuals are expected to return or destroy all confidential information about S4C and its work in their possession - whether electronic or on paper. The Secretary can ask for written confirmation from individuals that they have destroyed anything relevant.

## **10. Public Statements**

- 10.1. Members accept joint responsibility for the decisions of the Board and the committees, including at times when they were in the minority when any decisions were made.
- 10.2. In accordance with Rule 5.4 of the Ofcom Code, neither the Chair nor executive members of the Board (as S4C officers<sup>1</sup>) should express opinions or views on political or industrial matters that are hot topics or on current public policy issues in programs on S4C broadcasting services. An exception to this is when

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<sup>1</sup> In accordance with Ofcom's guidance on Rule 5.4 of the Broadcasting Code, the term "the person providing the service" includes the licensee, company officers, and individuals with editorial responsibility for the service or part of it. In the case of S4C, we have interpreted this to include the Chair and executive members of the Board – but not the non-executive members. This is based on the Chair's leading role as the holder of a specific function on the Board (and thus a public face of the organization), and due to their informal role as an advisor to the Chief Executive.

the individual is speaking in a legislative forum or court. This restriction does not apply to opinions or views related to the provision of program services.

- 10.3. Members will not bring S4C or the Board into disrepute, and will be aware that any comments they make publicly (including through social media) could be considered as being expressed on behalf of the Board.
- 10.4. When making public comments on matters relating to S4C, Board members will agree their comments in advance with the Chair and fellow Board members, and in consultation with the Director of Communications and Marketing, and, unless otherwise agreed, reflect the agreed position of the Board. If the media contacts them unannounced, the member(s) will need to inform the Secretary and Head of Communications at S4C as soon as possible.
- 10.5. Members should not publicly state a personal opinion on issues that are currently being considered by the Board, or any other internal processes that are ongoing. They must also consider the circumstances, and the audience, when making private comments, and behave in an appropriate manner.
- 10.6. A member is not allowed to receive any payment when contributing to any media in their capacity as a Board member.

## **11. Legal Cases**

- 11.1. Any action by a third party is likely to be taken against S4C as a body. In exceptional circumstances action (civil, or in some situations, criminal) may be taken against individual members. For example, a member may be personally liable if they make a fraudulent, negligent, or unauthorized statement that results in loss to a third party. A member who misuses information obtained as a result of their position may face charges of breach of confidentiality under common law or insider buying and selling laws.
- 11.2. Individual members who have acted honestly, reasonably and in good faith, without negligence, and with the Board's approval, will not have to pay out of their personal resources any personal civil liability that they encounter while performing or purporting to perform the functions of the Board. Within the conditions of its specific statutory powers, S4C provides indemnity for its members in the Standing Orders.

## **12. Policies**

- 12.1. Although non-executive members are not employees, in order to operate as one organization they are expected to comply with the principles of the policies published in the *S4C Staff Handbook* to the fullest extent possible. These policies include: the Complaints Policy and Procedure; the Misconduct or Improper Activity Disclosure Policy; the Respect at Work Policy; and the Alcohol and Drug Misuse Policy.
- 12.2. This means that if dealing with a matter related to a non-executive member (e.g. a complaint against them, or failure to comply with S4C's requirements of them) then the policy relevant for dealing with such matters with S4C staff will be followed as far as possible. However, it is likely that the individuals involved in and considering the matter in question will need to be amended. The Secretary and the Director of Human Resources (with input from an independent individual where appropriate) will agree the amendments required to the normal policy and notify the non-executive member and any other relevant individuals.
- 12.3. If internal S4C processes need to be followed in relation to a non-executive member, the Chair (or the Lead Independent Member if the matter relates to the Chair) may decide as a neutral act that it is easier for S4C to do so after the member steps aside for a period. The Secretary will inform the Secretary of State for the Department for Culture, Media and Sport (DCMS) of this step, and must formally report the Chair's (or Lead Independent Member's) decision to the next Board meeting.
- 12.4. If, following a suitable process in relation to a non-executive member, it is decided that disciplinary action needs to be taken beyond S4C's ability, the matter will be referred to the Secretary of State for the Department for Culture, Media and Sport (DCMS).
- 12.5. If, following internal S4C processes in relation to a non-executive member, the majority of Board members wish the non-executive member to leave their position, the Secretary will inform the Secretary of State for the Department for Culture, Media and Sport (DCMS) of this wish.
- 12.6. The Secretary will inform the DCMS of any formal processes that need to be followed in relation to a non-executive member, even in cases where matters are dealt with entirely internally.

- 12.7. If a non-executive member sees the need to raise a matter in accordance with S4C policies, they can consult with the Secretary if they would like guidance on the processes to follow.
- 12.8. Any matters related to an executive member of the Board will be considered in accordance with the policy relevant for dealing with such matters with S4C staff.

### **13. Evaluating Board Members**

- 13.1. Each member of the Board must undertake an annual evaluation process to support them to make the best possible contribution to the Board's work.
- 13.2. Once a year, the Chair will meet with each member individually to evaluate that person's performance as a Board member. A summary of the issues raised in the evaluations will be presented to the Board.
- 13.3. Once a year, the Lead Independent Member and the Chair of the Audit and Risk Committee or the Chair of the Remuneration Committee will meet with the Chair of the Board to evaluate their performance as Chair. As part of the evaluation, the Lead Independent Member will invite feedback on the Chair's performance from the other Board members, the Secretary, and members of the Senior Leadership Team. A summary of the issues raised in the evaluation will be presented to the Board, along with the DCMS.

### **14. Board Members' Term**

#### **14.1. The Chair and Non-Executive Members**

- 14.2. The Chair and non-executive members are appointed by the Secretary of State for the Department for Culture, Media and Sport (DCMS). The terms applicable to those appointments define the individual's term on the Board, and any other relevant considerations.
- 14.3. The arrangements for appointing non-executive members also normally make it possible for the Secretary of State to dismiss a non-executive member if they fail to carry out the duties required of the members to the standard expected of persons who hold public office.

#### **14.4. The Executive Members**

- 14.5. The Chief Executive of S4C must be an executive member of the Board, and their membership of the body will continue throughout their appointment in that position.
- 14.6. In accordance with the Standing Orders, at least one, and up to two, executive members (in addition to the Chief Executive) can be appointed. The executive members will be appointed by the non-executive members, following a proposal from the Chief Executive. The individual's term on the Board will be confirmed to them in writing by the Secretary.
- 14.7. Non-executive members can terminate the appointment of an executive member to the Board on the basis of a recommendation from the Chief Executive.

### **15. Health and Safety**

- 15.1. Although S4C takes steps to ensure a safe working environment, it is the responsibility of each Board member to act in accordance with S4C's advice and guidance on health and safety matters. All members are expected to follow best practices and report any concerns to the Chief Operating Officer or the Secretary immediately.

### **16. Data Processing**

- 16.1. S4C collects and processes personal data of Board members for administrative purposes and to comply with statutory requirements. This information is kept confidential and in accordance with personal data protection regulations.