

**S4C Board Meeting Minute
2 March 2021 - Zoom Meeting**

Meeting No. 447

Present:

**Non-Executive Board
Members:**

Rhodri Williams	(Chairman)
Anita George	(Board Member)
Siân Lewis	(Board Member)
Adele Gritten	(Board Member) – items 1-8
Chris Jones	(Board Member)
Guto Bebb	(Board Member) – items 1-8

Executive Members:

Owen Evans	(Chief Executive)
Elin Morris	(Chief Operating Officer)
Amanda Rees	(Director of Content)

Also present: S4C staff:

Gwyn Williams	(Director of Communications)
Sharon Winogorski	(Chief Finance Officer)
Owain Lloyd	(Board Secretary)
Bethan C. Williams	(Assistant to the Board Secretary)

Apologies:

Hugh Hesketh Evans	(Board Member)
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STANDING MATTERS:

1. **Welcome and Declarations of Interest**

The Chairman welcomed everyone to S4C's Unitary Board meeting. He had received an apology from Hugh Hesketh Evans.

The Chairman asked any members with an interest in the business of the meeting to declare their interest. There were no declarations other than that of RhW in relation to Ofcom.

See the Register of Interests in the Board's section on S4C's website for general declarations

2. **Chairman's Report**

The Chairman had no update to make.

3. **Chief Executive's Report**

OE presented his monthly report including the issues below.

3.1 **National Broadcasting Archive**

[Summary: EM presented details of the formal application to be part of the National Broadcasting Archive with the National Library by signing a Memorandum of Mutual Understanding.

The recommendation that S4C become part of the National Broadcasting Archive and should sign the Memorandum of Mutual Understanding was approved.]

3.2 **An update on discussions with the BBC**

An update was given on the discussions with the BBC.

HD Position

[Summary: There have been discussions about the BBC providing space to ensure a part-time HD service on Freeview in Wales.]

Discussions on Sports Rights

[Summary: Discussions were taking place in relation to the Pro14 and the Six Nations.]

3.3 **Co-location**

It was reported that there had been some initial problems with broadcasting from Central Square, but the officers were working hard to resolve these.

[Summary: Officers were asked if they had confidence that the BBC was responding. OE noted he has confidence that the issues will receive the necessary attention. There are monthly meetings of the Joint Partnership Board and regular technical or operational meetings. There are also daily discussions between the teams.]

In relation to the faults from the viewers' perspective, the most obvious was the lack of subtitles on S4C Clic and the delay before some programmes appear on Clic. It was reported that complaints had been received, but S4C had responded honestly, acknowledging the faults, and noting the plans for improving them.

RhW noted the amount of work involved in the co-location project and was keen to formally record the Board's thanks to all those involved in the effort and work.

3.4 **Devolution of Broadcasting**

In relation to the Senedd's aim to publish a report on the devolution of broadcasting, one member asked if S4C intended to respond at all. If S4C were asked to respond, it was noted that the intention was to do so in the usual way. That is, that the responsibility for how, and from where, S4C is funded is a matter for the politicians, and that S4C is willing to work with any arrangements that are agreed between Cardiff Bay and Westminster.

3.5 **Membership of Board Committees**

The recommendations below for the membership of the Board's Committees were presented.

Audit and General Purpose Committee	
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Hugh Hesketh Evans (Chair)	Owen Evans	
Anita George	Sharon Winogorski	
Rhodri Williams	Elin Morris	
Chris Jones	Owain Lloyd	
Guto Bebb		
Content Committee		
Rhodri Williams (Chair)	Owen Evans	
Siân Lewis	Amanda Rees	
Anita George	Eilir Jones	
Adele Gritten	Gwyn Williams	
1 Other*	Owain Lloyd Owen Derbyshire	
Complaints and Compliance Committee		
Siân Lewis (Chair)	Owain Lloyd	
Hugh Hesketh Evans		
Guto Bebb		
Adele Gritten		
Commercial Board		
Rhodri Williams (observer)	Owen Evans	
Anita George	Elin Morris	
Chris Jones	Sharon Winogorski	
1 Other*		
David Sanders (independent member)		
Gwyn Roberts (independent member)		

It was reported that there was no update in relation to the appointment of a new fourth member to the Board. RhW and OLI were still pressing on the issue.

The recommendations made in respect of committee membership were approved.

4. **Commercial Board**

[Summary: OE provided the background to the working procedures of the Commercial Board noting the problems of the past. The Board has been reformed with a greater emphasis on governance particularly in terms of investment decisions. There is now an investment panel at officer level, then the Commercial Board itself which reports back to the full Board. It was explained that independent members sit on the Commercial Board, and, in addition, independent experts keep track of the companies and advise.]

5. **Internal Auditors' Report on Governance**

RhW explained that the Internal Auditors TIAA had changed the status of the report.

[Summary: Among the matters which had received attention was the work of the Board. Some comments were received from the Members. It was reported that a number of the points had already been implemented, with others receiving attention.]

One member asked about the methods of delivering the Board papers via e-mail. OLI explained that he was to have meetings with several companies to look at a portal system for sharing the papers in the future.

It was suggested that the above issues could be discussed as part of the awayday meeting.

RhW was keen to receive comments on the exact topics that should be addressed by the auditors and was keen to have an external audit of the Governance and effectiveness of the Board in 2022-23.

6. **The Content and Structure of the Awayday Meeting**

Ideas were discussed for the agenda of the awayday meeting. Some were keen to understand and discuss how the change to a Unitary Board has worked. Others were also keen to have a full discussion about Strategy 22. There should be a balance between presentations and opportunities for discussion, with the papers distributed in good time before the meeting. RhW and OLI would discuss the agenda.

The induction programme for new members was also raised stressing the need to provide it before the awayday meeting so that the new members have the opportunity to learn more about S4C.

It was agreed that a background information pack would be sent to the new members, and that it would be beneficial to distribute the material to the existing members as well.

7. **Licence Fee Application**

The licence fee application was discussed noting that discussions had been taking place with DCMS officials.

[Summary: The application would set out the channel's requirements and explain how S4C compares with other PSBs.

There was a further discussion about exactly what needs to be included in the document.]

8. **Financial Report, Quarter 3, 2020-21**

[Summary: ShW presented the financial report for Quarter 3.]

9. **Board Work Programme**

A copy of the Board's Work Programme for 2021 was submitted for information.

10. **Minutes of Meeting 14 January 2021**

The minutes of meeting number 446 held on 14 January 2021 were presented. No matters arising from the minutes were discussed. The minutes were approved.

11. **Commercial Board**

[Summary: EM presented a brief outline of the Commercial Board's latest meeting.]

12. **Action Points and Decisions Register**

The register was noted.

13. **Any other business**

No other matters were discussed.