



S4C Board Meeting Minute
6 May 2021 - Zoom Meeting

Meeting No. 449

Present:
Non-Executive Board
Members:

Rhodri Williams	(Chairman)
Anita George	(Board Member)
Hugh Hesketh Evans	(Board Member) – item 1-4
Siân Lewis	(Board Member)
Chris Jones	(Board Member)
Guto Bebb	(Board Member)
Denise Lewis Poulton	(Board Member)

Executive Members:

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

S4C staff present:

Gwyn Williams	(Director of Communications)
Sharon Winogorski	(Chief Finance Officer)
Owen Derbyshire	(Director of Digital and Marketing)
Eilir Jones	(Head of Research) – item 4
Arwyn Rawson Thomas	(Planning Organiser) – item4
Owain Lloyd	(Board Secretary)
Bethan C. Williams	(Assistant to the Board Secretary)

Apologies:

Adele Gritten (Board Member)

STANDING ISSUES:

1. **Welcome and Declarations of Interest**

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

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

See the Register of Interests in the Board's Section of S4C's website for general declarations.

2. **Chairman's Report**

2.1 **[Summary:** He reported from a meeting held with the Minister John Whittingdale. Officers would continue to brief MPs and other stakeholders.]

2.2 RhW asked when would it be possible for the Board to meet in person? OE replied possibly in September depending on Government guidance and other factors. The new members were keen to meet up at some point.

2.3 A note was presented on the discussions at the Awayday Meeting held on 28 April, including the following:

Non-executive members' only meetings

It was noted that having meetings of the non-executive members only was a key part of good governance, but a situation where the executive members of the Board feel that they are being excluded should be avoided.

It was agreed to arrange quarterly meetings of the non-executive members and to do away with the private sessions before each Board meeting unless a specific need arises.

However, it was agreed that, when appropriate, it would be possible to call a meeting of the non-executive Members at any time.

Frequency of meetings

It was agreed that we adhere to the practice of holding eight formal Board meetings and two awayday meetings during the year.

The order of the Board's agenda

There was a discussion on the possibility of changing the order of meetings to ensure that there is a greater focus on the major strategic issues at the start of Board meetings. It was agreed that we ensure that strategic issues are considered and discussed after the Chief Executive's report as part of the Board's agenda.

Member Training

[Summary: It was agreed that we should look at arranging external training for Members with a focus on how to operate as a Unitary Board.]

Information for the Board

There was a discussion on what kind of information it would be useful for the Board to receive. Members were generally happy with the format and length of the papers but needed to be clear about their purpose – for discussion, decision, or noting.

It was also suggested that:

- a dashboard should be devised showing the KPIs and the RAG status against the major projects etc.
- a written update should be sent between Board Meetings by the Chief Executive/Chairman/Secretary;
- post-meeting feedback should be sent on the major action points.

It was agreed that the Management Team should give further consideration to what kind of dashboard could be provided to the Board. OE, RhW and OLI would also discuss the idea of a written update between meetings.

In addition, members asked whether it would be possible for the non-executive members to receive regular information relating to the sector or the industry, and also S4C's internal events. There was a discussion about the frequency of messages and the need not to overload members with constant information. Various options were suggested - such as using Enders or Broadcast reports, joining S4C staff meetings or the meetings with the production sector. It was agreed to leave the detail of what to do to the officers.

- 2.4 One felt that it would also be desirable to receive more feedback from the committees and there was a discussion on the timing of the committees. However, it was noted that this year's meetings had been placed in the diaries and that it would be difficult to reorganise them. Members were also reminded that there is already a procedure in place where committee papers are circulated to all Board members. It was suggested that the minutes should be added to Diligent once they have been prepared.
- 2.5 There was discussion about the proposed plans regarding face-to-face meetings. RhW noted that discussion was needed at the Board but believed that a mix of virtual and face-to-face meetings would be acceptable, and that it was intended to continue holding the Board meetings at S4C's three sites.

3. **Chief Executive's Report**

OE submitted his monthly report.

[Summary: OE and RHTD were to meet to discuss broadcast arrangements for the election.

Reference was made to the relationship with the National Centre for Learning Welsh.]

S4C had advertised for a Commissioner for Children and Learners, with SR in future focusing on streaming digital content for children and on the strategy for education and learners.

Officers were asked about the arrangements to re-open S4C's offices. OE reported that some reorganisation of the office space at Yr Egin had taken place, considering that there was now a greater demand for meeting rooms rather than individual desks. Teams are scheduled to meet together but he did not anticipate everyone being back in the office at the same time for a while.

4. **BBC Programme plan for 2021-22**

[Summary: An update was presented on the BBC's Programme plan for 2021-22. The BBC Programme Plan for 2021-22 was approved.]

5. **Committee Membership**

A paper was presented recommending the revised committee membership following the arrival of new non-executive members.

RhW explained the intention was to establish a new Communications Committee, chaired by DLP. There was a discussion about the purpose of the committees. As well as providing scrutiny, it was noted that the committees were a way of using the expertise and perspective of the

non-executive members.

Audit and General Purposes Committee

Hugh Hesketh Evans (Chair), Anita George, Rhodri Williams, Chris Jones, Guto Bebb, Owen Evans, Sharon Winogorski, Elin Morris and Owain Lloyd.

Content Committee

Rhodri Williams (Chair), Siân Lewis, Chris Jones (in place of AG), Adele Gritten, Denise Lewis Poulton, Owen Evans, Amanda Rees, Eilir Jones, Arwyn Thomas, Rhodri ap Dyfrig, Geraint Evans and Owain Lloyd.

Communications Committee

Denise Lewis Poulton (Chair), Rhodri Williams, Guto Bebb, Adele Gritten, Chris Jones, Owen Evans, Gwyn Williams, Owen Derbyshire, Catrin Hughes Roberts and Owain Lloyd.

Complaints Committee

Siân Lewis (Cad), Guto Bebb (Cad) >June 2021, Hugh Hesketh Evans, Adele Gritten and Owain Lloyd.

Commercial Board

Rhodri Williams (Observer), Anita George, Chris Jones, Adele Gritten, Owen Evans, Elin Morris, David Sanders and Gwyn Roberts.

6. **Review of Operational Objectives 2020/21**

The review of the last year was presented. It was an unusual year with Covid-19, but much had been achieved such as co-location, the service performance up, the DCMS application etc. It was suggested that it might be helpful to identify targets against the objectives in the future.

7. **Annual Report and Financial Statement Timetable**

OLI noted the intention was to submit the Annual Report and Financial Statement to the Board on 17 June. Some of the Report had been presented to the Audit Committee the previous day.

It was suggested that perhaps we should consider ESG (Environmental Social Governance) for the future. It was a useful framework to focus on the contribution of organisations to the environment, social and corporate issues and an important part of the branding and purpose of organisations.

The Board wanted to congratulate the team and all S4C staff for their good work over a very difficult year.

8. **The Board's Work Programme**

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

9. **Minutes of the Meeting of 18 March 2021**

The minutes from meeting number 448 held on 18 March 2021 were approved. No matters arising from the minutes were discussed.

10. **Action Point Register**

It was agreed that BCW would arrange briefings between the new Non-Executive Members and relevant officers.