



**S4C Board**

Meeting 473  
10:00, 24 October 2024  
S4C Office, Caernarfon

**SUMMARY OF MINUTES**

Members in attendance:

- Guto Bebb [GB], Board Chair
- Suzy Davies [SuD], Non-Executive Member
- Geraint Evans [GE], Director of Content and Publishing Strategy
- Chris Jones [CJ], Non-Executive Member - virtually, up to item 3
- Elin Morris [EM], Chief Operating Officer
- Denise Lewis Poulton [DLP], Non-Executive Member
- Sioned Wiliam [SW], Chief Executive (acting)

Others in attendance:

- Llinos Priestland [LLP], Executive Officer to Board Secretary
- Geraint Pugh [GP], S4C Board Secretary
- Nia Bennett [NB], Director of People and Culture (acting) – virtually, for item 3
- Hanna Davies [HD], Research Officer – virtually, for item 3
- Rebecca Griffiths [RG], Head of Communications and Marketing – virtually, for item 3
- Eilir Jones [EJ], Head of Audience Research – virtually, for item 3
- Fflur Jones [FJ], Management Partner, Darwin Gray – virtually, for item 7
- Llinos Wynne [LW], Head of Documentaries and Special Factual – for item 4

Apologies for absence were received from:

- Adele Gritten [AG], Non-Executive Member
- Manon Edwards Ahir [MAE], Director of Communications and Marketing
- Dewi Evans [DE], Projects Manager

1.	<p><b>Declarations of interest and apologies</b></p> <p>The Chair asked any Member with an interest in the business of the meeting to declare their interest. No members declared an interest.</p>	
2.	<p><b>Chairman’s Update</b></p> <p><u>Meeting with the Secretary of State</u></p> <p>GB and SW had had a constructive meeting with the Secretary of State, Lisa Nandy MP, and the relevant Minister, Stephanie Peacock MP, on 22 October 2024.</p> <p><u>Labour Party Conference</u></p> <p>GB and Mali Williams attended the Labour Party conference in Liverpool on 24 September 2024. Whilst there, they had met with various politicians, including Ruth Jones MP, the new Chair of the Welsh Affairs Committee.</p> <p><u>Meetings in London</u></p>	

	<p>On 07 October 2025, GB and GP met with BBC Chairman Samir Shah in London. Various matters were discussed.</p> <p>Following the meeting with the BBC, GB and GP met with Becky Gittins MP, who is a PPS at the Wales Office, and sponsoring the reception for Welsh public broadcasters in Westminster on 13 November 2024.</p> <p><u>Attending other events</u></p> <p>GB noted that he had also attended the following corporate events:</p> <ul style="list-style-type: none"> <li>• S4C's board at the Wales v Montenegro football match on 14 October 2024.</li> <li>• Reception at Senedd Cymru to celebrate women in journalism, on 15 October.</li> <li>• Reception to celebrate Pobol y Cwm's 50th birthday, on 16 October.</li> </ul> <p><u>Appointment of Chair and non-executive members to the Board</u></p> <p>GP reported that he had received an update from DCMS on the process for appointing new non-executive members: they were now planning to advertise for a Chair, and up to five executive members, as part of the campaign. DCMS also intended to use a headhunting service to assist them with the process.</p>	
3.	<p>[CJ left the meeting]</p> <p>[NB joined the meeting]</p> <p><b>Report of the Management Team</b></p> <p>SW presented the report, with other members of the Management Team presenting the elements for which they had responsibility. The report provided an update on topics including: Content (latest highlights, latest monthly dashboard, feedback through the Hotline, feedback through activities to capture audience views, and priorities for the next period); Communications and Marketing; People and Culture; Finance; Risk; and S4C Commercial.</p> <p>Board Members discussed the report. In doing so, the focus was on some specific elements.</p> <p>[EJ, HD and RG joined the meeting]</p> <p><u>Content</u></p> <p>GE noted that he had informed the sector that S4C was planning to introduce commissioning windows to help companies know when they needed staff in order to pitch / develop ideas, and when they would receive S4C's decision on their idea.</p> <p>GE also noted the dates and locations of the sector meetings in mid November.</p> <p><b>Resolution: To share the dates of the sector meetings with the non-executive members.</b></p> <p>As EJ introduced the Monthly Dashboard, DLP inquired about the decline in the number of those in the 16-44 age group watching S4C linearly. EJ explained that the shift away from linear viewing among younger audiences was happening faster than with other audiences – and it was happening to all linear broadcasters. He added that the monthly dashboard for September showed that there had been a significant increase in viewing on Clic and iPlayer – but that did not necessarily mean they were younger viewers.</p>	

[EJ, HD and RG left the meeting]

#### People and Culture

GB had had a conversation with Carwyn Donovan, Bectu's union official, during the Pobol y Cwm 50th anniversary reception. He noted that CD was now praising the relationship between S4C and Bectu.

The next Pulse Survey would take place during November. It was inquired when the results would be available?

**Resolution: To share highlights of the pulse survey with the Board in December.**

A discussion was held regarding changing the contractual locations of S4C staff, and it was noted that the workplace had changed since Covid. It was emphasised that the Egin was the headquarters and that there was a need to continue to hold meetings, sector training, and apprenticeships there in order to continue to raise the standard of the workforce locally.

The process to appoint a new Director of People and Culture was continuing. NB reported that the two candidates who had done best in the initial interviews would undergo a final interview the following week.

The UK Government was now consulting on changes to basic terms of employment for staff (e.g. flexibility, probation period, etc). S4C intended to submit a response to the consultation.

DLP asked NB how she saw the impact of the internal communications plan? She replied that there was a feeling things were going in the right direction and that staff were feeling positive at the moment.

[NB left the meeting]

#### Finance and Risk

DLP suggested that, given the new format of the Management Team Report, more information was needed on risk. Possibly headlines talking about the five main risks and what has changed and not changed. She also mentioned it would be helpful to have a better overview of finance reports.

**Resolution: To add more information and highlights to the Risk and Finance slides.**

#### S4C Commercial

In updating the Board on what was discussed at the Commercial Board meeting on 16 October it was inquired that the Board approved a change to the conditions of the Growth Fund to enable some investment beyond Wales.

EM explained that the fund's objectives remained the same – only the conditions would change – and that any investment over £500k would need to come back to the Board for approval anyway.

**Resolution: To approve the Commercial Board's recommendation on changes to the Growth Fund conditions but to ask the Commercial Board to be sensitive to the concerns of the Board.**

4.	<p>[LIW joins the meeting]</p> <p><b>Presentation: Focus on the ‘Factual Programmes’ genre</b></p> <p>LIW presented an overview of the priorities for the Factual Programmes genre. In doing so, she referred to data on the performance of the latest factual series across various measurements.</p> <p>LIW noted specifically that Prynhawn Da viewing figures had increased significantly since the relaunch and was also attracting a good audience among the 16-44 age group. However, Y Llinell Las had performed best among factual content, both in terms of the number of viewers and across various indicators.</p> <p>Regarding the series which do not always perform as well, they are often commissioned for different reasons – perhaps because it is important that S4C has such content.</p> <p>[LIW left the meeting]</p>	
5.	<p><b>Progress on the Action Plan</b></p> <p>SW outlined the main developments since the previous report to the Board.</p> <p>Although the original plan had included a commitment to undertake an independent review of the HR function, the Management Team was now of the view that this was no longer required.</p> <p>It was explained that the recent changes to the structure of the department, and Nia Bennett’s input as a consultant while we appoint a Director of People and Culture, had led to a review of processes and ways of working within the department, in line with the CIPD’s good practice framework.</p> <p><b>Resolution: To accept the Management Team’s recommendation that there was no need for an independent review of the HR function at present, but the Management Team to consider the matter in a year’s time.</b></p> <p><b>Resolution: To publish the update to the Action Plan on the website.</b></p>	
6.	<p><b>Update on the Strategy’s delivery dashboard – Quartiles 1 and 2</b></p> <p>In DE’s absence SW introduced the new-look dashboard – which allowed information to be shared at a higher level in a more concise way.</p> <p>It was explained that it was now intended to develop KPIs to enable the Board to have a better overview of progress on delivering the strategic pillars. Those indicators would be added to the dashboard once formally adopted by the Board.</p> <p><b>Resolution: To approve an Update on the Strategy’s delivery dashboard (to be shared with DCMS at the quarterly meeting in November).</b></p>	
7.	<p>[FfJ joined the meeting]</p> <p><b>The Board’s response to the Effectiveness of Governance Review</b></p> <p>Following the Board’s Away Day on 19 September 2024, FfJ had observed a meeting of the Commercial Group Board. In presenting her final report to the Board, she enquired whether members were happy with the level of detail she had included as a result of observing that meeting, particularly as there were expectations in the Media Act 2024 regarding S4C’s commercial activities, and its implications for reporting</p>	

	<p>arrangements to the Board. The Board noted that they were satisfied with the content.</p> <p>Regarding the comparison between the Commercial Group Board and the Board, FfJ replied that the remit of the Commercial Group Board was easier but that the Board's terms of reference were clearer, which was positive. The creation of a work programme for the Management Team and the Board (and its Committees) would assist in that respect.</p> <p>FfJ's recommendations were discussed, particularly in relation to reducing the number of committees. FfJ suggested retaining the Audit and Risk Committee, as well as a Remuneration Committee. However, she recommended bringing the other matters that would have historically been submitted to the People and Culture Committee to the full Board.</p> <p><b>Resolution: To cancel the Content, Communications and People and Remuneration committees but to retain the Audit and Risk Committee and introduce a Remuneration Committee.</b></p> <p>There was a general feeling at the meeting that it would be too much to hold monthly meetings of the Board, and therefore the aim should be to have a Board meeting every 6 weeks or so. Also, all members of the Management Team should be invited to attend throughout each meeting of the Board.</p> <p><b>Resolution: To hold 6 long meetings of the Board, with 2 strategic/informal meetings per year (subject to the new work programmes).</b></p> <p><b>Resolution: That members of the Management Team be invited to attend throughout all future meetings of the Board.</b></p> <p>DLP suggested that it would be useful for the Board to receive an update on corporate communications (internal, external and with key stakeholders) as part of the Management Team Report, as it differed from content marketing.</p> <p><b>Resolution: To include an update on corporate communications (internal, external and with key stakeholders) as part of the Management Team Report in the future.</b></p> <p><b>Resolution: To draft a note to staff (with feedback from FfJ) to summarise the findings of FfJ and the Board's response.</b></p> <p>The next steps were discussed and it was decided that GP should lead on the action plan, with input from FfJ.</p> <p><b>Resolution: To prepare a report to the Board within approximately six months on how S4C is delivering the new action plan.</b></p>	
8.	<p><b>Reports from committees of the Board</b></p> <p>The minutes of the meetings of the following Committees were tabled, and the chairmen were invited to draw the attention of the Board to any relevant matters that had not already been mentioned during this meeting:</p> <ul style="list-style-type: none"> <li>• Audit and Risk (held on 26/09/2024); and</li> <li>• Commercial Group Board (held on 16/10/2024).</li> </ul>	
9.	<p><b>Reports approved / noted without the need for discussion</b></p> <p>The following reports were shared with Board members, with a request that members notify the Chair or Secretary in advance if they wished to discuss any of them in</p>	

	<p>detail. If no such request had been received, any proposed action was approved in accordance with the recommendation in the report itself.</p> <p><u>Review of the Risk Appetite Statement and Matrix</u></p> <p>It was approved that the Risk Appetite Statement and Matrix be retained as they were for the next year.</p> <p><u>Financial Report Quartile 1, 2024-25</u></p> <p><b>Resolution: Budget transfers included in the report were approved.</b></p> <p><u>Financial Report Quartile 2, 2024-25</u></p> <p><b>Resolution: Budget transfers included in the report were approved.</b></p> <p><u>Financial assurance report to the BBC</u></p> <p><b>Resolution: The report was approved for submission to the BBC.</b></p> <p><u>‘Salary and Suspension from Work’</u></p> <p><b>Resolution: The ‘Employment and Suspension from Work’ policy was approved.</b></p> <p><u>Listening Programme Report 2024</u></p> <p>The report was noted.</p> <p><u>Minutes of previous meeting</u></p> <p><b>Resolution: The minutes of meeting 472, held on 17/07/2024, were approved.</b></p> <p><u>Action Points</u></p> <p>The update on the action points of the Board and Committees was noted.</p> <p><u>Decisions between meetings</u></p> <p>The decisions taken by correspondence since the last meeting were formally noted.</p> <p><u>Work Programme</u></p> <p>The Board’s work programme for the next 12 months was noted.</p>	
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