

S4C Board

Meeting 475

10:00, 23 January 2025

Yr Egin, Carmarthen

MINUTES

Members in attendance:

- Guto Bebb [GB], Chair of the Board
- Suzy Davies [SuD], Non-Executive Member
- Geraint Evans [GE], Chief Executive
- Adele Gritten [AdG], Non-Executive Member (virtual)
- Chris Jones [CJ], Non-Executive Member
- Elin Morris [EM], Chief Operating Officer
- Denise Lewis Poulton [DLP], Non-Executive Member

Others in attendance:

- Nadine Beaton [NaB], Director of People and Culture
- Manon Edwards Ahir [MEA], Director of Communications and Marketing (virtual)
- Llinos Priestland [LIP], Executive Officer to Board Secretary
- Geraint Pugh [GP], S4C Board Secretary
- Sharon Winogorski [ShW], Chief Finance Officer
- Dewi Evans [DE], Projects Manager
- Sioned Harries [SH], TAC — for item 9
- Natalie Jones [NJ], Education, Diversity and Welsh Language Manager
- Llŷr Morys [LIM], TAC
- Sara Peacock [SP], Head of the Strategic Team
- Sioned Haf Roberts [SHR], TAC
- Llinos Wynne [LIW], Chief Content Officer (temporary) — (virtual)

1.	Declarations of interest and apologies The Chair asked any Member with an interest in the business of the meeting to declare their interest. No members declared an interest.	
2.	Chairman's Update <u>Discussion with Dr Ioan</u> Following the session with Dr Ioan Rees ahead of the Board meeting in December, GP and Dr Ioan had further discussions. It was suggested that the Board use the item 'Any Other Matter and Evaluation of the Meeting' to evaluate Board meetings against the Culture Code and ask a different Board member to lead a summary evaluation at the end of each meeting. GE agreed to do this at this meeting. <u>AdG and CJ Board Membership</u> The DCMS had confirmed short extensions to AdG and CJ terms on the Board until the end of April 2025.	

	<p><u>Darwin Gray report recommendations</u></p> <p>One of the recommendations of Darwin Gray's report was that the Board consider introducing a mentor and/or buddy system — to help with inductions for new Board members.</p> <p>In discussing this, it was noted that many non-executive members were not available to be buddies — nevertheless, given the unitary board model it was suggested that it would be appropriate to pair new members with executive members of the Board as well.</p> <p>It also emerged during the discussion that non-executive members of the Board (with the exception of SuD) had not received formal induction. It was also noted that an induction process for a number of new members of the Board, and the Board of the Commercial Group, would need to be arranged.</p> <p>Resolution: To introduce a buddy system for new Board members inductions, in line with Darwin Gray's recommendation.</p> <p>Resolution: To review S4C's process for new Board members inductions — in line with the action plan in response to Darwin Gray's recommendations.</p> <p>Resolution: To offer new induction sessions, and general training, to all existing Board members, at the same time as that provided for the new members.</p>	
3.	<p>Senior Leadership Team Report</p> <p>GE presented the report, with other members of the Senior Leadership Team presenting the elements for which they had responsibility. The report offered an update on topics including: Content (recent highlights, latest monthly dashboard, and audience feedback); Communication & Marketing; People & Culture; Finance; Risk; and S4C Commercial.</p> <p>The report was discussed by Board members. In doing so, we focused on certain elements.</p> <p>[LIW joined the meeting]</p> <p><u>Content</u></p> <p>As LIW presented content headlines she noted that many positive messages about content were received over Christmas. Reference was also made to 'Fflam y Ddraig' which was in the 'idents', and also the marketing and communication campaign for the content over the period.</p> <p>Amour a Mynydd's overnight linear figures were not very high, but many watched on demand and created quite a bit of noise around it. Apres Amour a Mynydd had also worked well. It was also noted that Amour a Mynydd is a good example of content that is very 'clippable', so being able to put it on social media that helps create noise, and increases engagement with Welsh content.</p> <p>[LIW left the meeting]</p> <p><u>Communication and Marketing</u></p> <p>DLP asked in terms of stakeholder engagement whether Board members could help by attending corporate events on behalf of S4C? If that were desirable, he noted that</p>	

	<p>it would be useful to have guidance on the 'lines to take'. MEA replied that MW was updating the corporate communications plan, and this would all be part of the package being developed.</p> <p>Resolution: To share a copy of the package being developed to offer guidance on messages when engaging with stakeholders.</p> <p><u>People and Culture</u></p> <p>After NB presented her slides, DLP asked whether it was intended to establish a central resource in order to compile material relating to people and culture, and to make it easier for staff to find information. NB replied that she was in discussions with MEA to create a specific area on Sbec for this, enabling staff to remind themselves of various processes, such as establishment arrangements and the Culture Code. It was noted that Sbec was relaunched at the end of 2024.</p> <p>GE added that the annual evaluations need to be given more structure, ensuring that they assess not only whether individuals are achieving their objectives, but also how they do so in relation to the Culture Code. He also stressed the need to actively develop staff by encouraging opportunities to learn from the practices of other organizations. Nevertheless, he noted that the challenge is to ensure that staff realise that they have opportunities for continuous development through their daily work, and that there is no need to take a course or attend formal training every time.</p> <p><u>Finance</u></p> <p>ShW noted that S4C is now responsible for funding the increase in National Insurance for employers. This will also affect the sector, so S4C is engaging with individual companies to understand the challenges they face.</p> <p><u>Risk</u></p> <p>DLP asked whether it would be an idea to include a summary of the risks in the form of a traffic light system? GE replied that it was intended to review the risk register in detail, to coincide with the review of the strategy.</p> <p>DLP had a question about S4C's plans to review the use of AI (artificial intelligence). GE noted that there was no guidance from S4C yet but that the BBC had published guidance recently. The Senior Leadership Team had just discussed this and planned to set up a team to consider this as part of innovation in general at S4C.</p> <p>[LLP and DE left the meeting]</p>	
4.	<p>Composition of the Senior Leadership Team</p> <p>At the time of his interview for the position of Chief Executive, GE clearly stated his intention to review the name and composition of the Management Team. Since formally starting on 01 January 2025, he had now had the opportunity to consult with colleagues and so outlined his recommendations to the Board.</p> <p>It was recommended to change the name of the body from the “Management Team” to the “Senior Leadership Team,” which more closely matches the familiar term “Senior Leadership Team” used in other organizations.</p> <p>GE also noted that GP had drawn up a terms of reference for the Senior Leadership Team because a terms of reference did not previously exist.</p>	

	<p>GE proposed to expand the membership of the Senior Leadership Team by adding the following individuals as full members: Iestyn Morris, Head of Legal Affairs; Geraint Pugh, Board Secretary; and Mali Williams, Public Affairs Leader.</p> <p>While welcoming the recommendation to add the three as full members of the Senior Leadership Team, it was asked whether there would be an overlap between the responsibilities of the Head of Public Affairs, and those of the Director of Communications and Marketing? It was nevertheless noted that MW is already responsible for the involvement of S4C and its leading stakeholders, and works closely with MAE and EM.</p> <p>Regarding the addition of the Board Secretary as a full member of the Senior Leadership Team, it was noted that he already attends all Management Team meetings as an observer. Some members had concerns that full membership could put the Secretary in an awkward position in the event of a conflict between the Chair and the Chief Executive; that clear communication was needed to avoid misunderstandings; and to protect the Secretary's independence if there was a risk that he would be accountable to the Chairman and Chief Executive.</p> <p>CJ noted that the Board Secretary's job description already clarifies his responsibilities to the Board, so his membership of the Senior Leadership Team would not be in conflict with that. CJ also felt that this was evidence of S4C's move from the Authority model to a full Board, ensuring that the Board was an integral part of the organisation's structure rather than something separate.</p> <p>GP, GE and NB were asked to review the concerns and develop a clear framework on the Secretary's role in relation to the Senior Leadership Team, to be shared with members via email.</p> <p>Resolution: To approve the name change of the Management Team to the Senior Leadership Team.</p> <p>Resolution: To add IM as a member of the SLT.</p> <p>Resolution: To add MW as a member of the SLT, and approve an intention to amend her job description, title, and terms of employment.</p> <p>Resolution: To add GP as a member of the SLT, subject to the noting that the Board considered implications in terms of the Secretary's accountability to the Board as a whole and any framework that needs to be put in place to protect the Secretary's independence when necessary.</p>	
5.	<p>Plans to review the corporate strategy</p> <p>With the 2022—27 Strategy having been in place for three years, GE submitted a proposal to review progress to date and develop a new strategy for the next five years.</p> <p>In response to the implementation plan in the wake of the Capital Law report, the Senior Leadership Team had already suggested reducing the strategic pillars from eight to four. However, since starting as Chief Executive, GE had considered the issue further and proposed a review of the strategy as a whole.</p> <p>In discussing GE's paper, the following feedback was offered by Board members:</p> <ul style="list-style-type: none"> • That it is essential that the Board with the new members have input and approve the revised strategy. • The importance of setting performance indicators (KPIs) and assessing progress on a regular basis. • An annual report on progress against the strategy should be prepared. 	

	<ul style="list-style-type: none"> • Non-executive members of the Commercial Group Board could contribute to the review process, offering a different perspective. • The importance of communicating the changes to the DCMS. <p>GE thanked for the helpful feedback, noting that he expected the adoption of a new strategy would then lead to further workflows, including:</p> <ul style="list-style-type: none"> • Review the existing sub-strategies. • Consider how S4C measures and reports on the delivery of the strategy, to the Board and other stakeholders. • Review the risk register to ensure we identify the main risks we now face. • Develop an operational work plan for the Senior Leadership Team, which will be shared with the Board. <p>SuD asked what role the Audit and Risk Committee would have in assessing the effectiveness of the processes resulting from the new strategy. ShW replied that it would be a matter for consideration after the adoption of the revised strategy and its implementation.</p> <p>It was stressed that the new strategy would build on the existing strategy, rather than replace it entirely.</p> <p>Resolution: The Senior Leadership Team to conduct a review of the strategy, and present a preview of the main objectives to the next Board meeting in March.</p>	
6.	<p>Approval of the 2025-26 budget (and the financial outlook for the years thereafter)</p> <p>ShW presented a paper asking the Board to approve the budget for 2025—26, also outlining implications for the coming years.</p> <p>Following the presentation, GB asked about the vacancies that had been included in the budget, and the plans for these to be filled. ShW explained that some positions are currently being filled on a temporary basis by freelancers, and that it will be necessary to consider roles that S4C had planned to create in the past but hadn't developed job descriptions for them. It will be necessary to determine whether those roles are still needed.</p> <p>CJ welcomed the intention to increase the investment in staff development. However, he stressed the importance of continuing cautiously to ensure that expenditure on surpluses does not increase significantly above the current 3% of the budget.</p> <p>In terms of accounting arrangements, ShW outlined that S4C is now an Annually Managed Expenditure (AME) body, like the BBC. Members were reminded that the management accounts record the expenditure of the point of payment, while the statutory accounts reflect expenditure on a basis when content is broadcast or when the money is used.</p> <p>Resolution: To approve the 2025-26 budget (and the financial projections for the years thereafter).</p>	
7.	<p>Commercial investment approval</p> <p>S4C International Ltd established the Commercial Content Fund in 2023, with the Board already agreeing that investments of up to £500k can be made without additional approval.</p> <p>An application had been received for a loan of £600k from the Fund to flow-finance tax credit for a film that S4C intends to commission.</p>	

	<p>The application had been discussed by the Commercial Group's Board the day before, and EM outlined their recommendations, which included the S4C Board approving the investment.</p> <p>Resolution: To grant S4C International the right, if it decides to do so, to lend to flow-finance tax credit for the film.</p>	
8.	<p>[SP and NJ joined the meeting]</p> <p>The Education Strategy</p> <p>NJ presented a proposed Education Strategy for S4C, which had been prepared to align with the current corporate strategy. When presenting, NJ explained that S4C had quite a bit of content on HWB, with “Y Weithred” and “Y Gwyll” being watched repeatedly. The challenge, however, is to encourage teachers to broaden their horizons and to use other S4C content.</p> <p>SuD asked if there was data on what kind of teachers use S4C's resources? NJ replied that a questionnaire had been distributed to collect feedback from schools, but that Welsh medium schools had mostly responded. Due to teachers’ workload, it is difficult to ensure consistent feedback. It was noted that SP had a meeting with Eilir Jones to discuss what additional data would be useful to collect from them.</p> <p>SuD asked how S4C reaches audiences in areas where there are fewer Welsh speakers. NJ replied that the strategy included a method of targeting schools with relevant content, e.g. showing Ar y Ffin at a school in the vicinity of Newport. SP added that English-medium schools also benefit from S4C's resources, such as short quizzes to help adults learn Welsh.</p> <p>In response to suggestions that S4C could work more closely with partners such as TAC and Hay Festival to raise awareness of what we offer and career opportunities in the sector, NJ stated that she expects the new strategy to provide the necessary structure to make this a reality.</p> <p>However, SP stressed the need to be strategic in prioritizing activities, avoiding a situation where NJ would have to visit each school individually.</p> <p>Resolution : To approve the Education Strategy.</p> <p>[SP and NJ left the meeting]</p>	
9.	<p>[LIM, SHR and SH joined the meeting]</p> <p>Board meeting with TAC representatives</p> <p>GB welcomed LIM, SHR and SH to the meeting, congratulating LIM in particular on his election as Chair of TAC.</p> <p>The main concerns raised with LIM during his meetings with TAC members were 'brass plating', and tax credit for expensive productions. Those aspects were discussed.</p> <p>It was noted that TAC members value the stability S4C's commissioning processes offer. In response, GE recognised TAC's key role as a bridge between S4C and the production companies, enabling information sharing and raising concerns if necessary.</p> <p>[AdG left the meeting]</p>	

	<p>CJ referred to S4C's new Education Strategy, and the opportunity to work with TAC on promoting employment in the sector. LIM agreed that TAC and its members could contribute by visiting schools to discuss careers in the sector.</p> <p>[LIM, SHR and SH left the meeting]</p>	
10.	<p>Reports approved / noted without the need for discussion</p> <p>The following reports were shared with Board members, with a request that the members notify the Chair or the Secretary in advance if they wished to discuss any of them in 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>Progress on the Action Plan</u></p> <p>Resolution: Approve the update to be published on the website.</p> <p><u>Quarterly update on the Strategy delivery dashboard</u></p> <p>Resolution: Approve the dashboard, to be presented to the DCMS at the quarterly meeting on 18/02/2025.</p> <p><u>Financial Report Quarter 3, 2024—25</u></p> <p>Resolution: Approve the budget transfers included in the report.</p> <p><u>Appointment of independent members to the Commercial Group Board</u></p> <p>Resolution: To appoint Luci Sanan, Oliver Lang and Richard Johnston to the Commercial Group Board.</p> <p>Resolution: To confirm the appointment of Geraint Evans as a member of the Commercial Group Board.</p> <p>Resolution: To appoint Geraint Evans as Board Chairman of the Commercial Group Board.</p> <p><u>Minutes of previous meeting</u></p> <p>Resolution: The minutes of meeting 474, held on 12/12/2024, were approved.</p> <p><u>Action Points</u></p> <p>The update on Board and Committee action points was noted.</p> <p><u>Decisions between meetings</u></p> <p>The decisions taken by correspondence since the last meeting were formally noted, namely:</p> <p><u>Work Programme</u></p> <p>The Board's work programme for the next 12 months was noted.</p>	

11.	Any other matter, and evaluation of the meeting GE led a brief evaluation of how the Board had upheld the values of the Culture Code during the meeting. During the evaluation, the following were noted: <ul style="list-style-type: none">• The need to adhere to the timing on the agenda;• Assume that the papers have been read before the meeting — with the Board increasing in size in the near future, it will be necessary to be more disciplined; and• Consider whether to invite all Senior Leadership Team to attend throughout the meeting in future — although they are welcome to attend, they are not required to be there throughout if they have other priorities.	
-----	--	--