



## S4C Board

Meeting 474

11:30, 12 December 2024

Principality Stadium, Cardiff

## MINUTES

### Members present:

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

### Others present:

- Nadine Beaton [NaB], Director Designate of People and Culture
- Nia Bennett [NB], Director of People and Culture (interim)
- Manon Edwards Ahir [MEA], Director of Communications and Marketing
- Dewi Evans [DE], Projects Manager
- Llinos Priestland [LIP], Executive Officer to Board Secretary
- Geraint Pugh [GP], S4C Board Secretary
- Sharon Winogorski [ShW], Chief Finance Officer
- Carwyn Donovan [CD], Negotiations Officer BECTU
- Anna Huws [AH], Social Media Executive
- Lleucu Lynch [LLL], Senior Social Media Executive
- Siân Lloyd [SL], Deputy Director of Content and Publication Strategy

1.	<b>Declarations of interest and apologies</b>  The Chairman welcomed NaB to the meeting – she was attending to observe before starting as S4C's Director of People and Culture in the new year. He also thanked NB for her temporary work in that role over the past few months, and the way she had begun to transform the Department of People and Culture.  It was noted that members and attendees of the Management Team were present throughout the meeting, in light of the Board's decision at its last meeting to invite them to attend Board meetings from now on.  The Chair asked any Member with an interest in the business of the meeting to declare their interest. No members declared an interest.	
2.	<b>Chairman's Update.</b>  <u>Chief Executive Interviews</u>  GB warmly congratulated GE on his appointment as S4C Chief Executive, following a series of thorough interviews held on 08 November 2024. GE would take up that position on 01 January 2025.	

	<p>In thanking her as her tenure as interim Chief Executive came to an end, all board members wished SW well into the future.</p> <p><u>Stakeholder Engagement</u></p> <p>GB outlined the meetings or events he had attended with stakeholders since the last meeting, which included:</p> <ul style="list-style-type: none"> <li>• Welsh public broadcasters' reception at Westminster on 13 November 2024.</li> <li>• Quarterly meeting between S4C and DCMS in London on 26 November.</li> <li>• Meeting with Jack Sargeant MP, Welsh Government Minister for Culture, Skills and Social Partnership, on 04 December.</li> </ul> <p><u>Meeting between S4C and BBC chairs of audit committees.</u></p> <p>At GB's invitation, CJ reported that he and GP met with the Chair of the BBC's Audit and Risk Committee, Chris Jones, in London on 11 December 2024. It was a constructive meeting and Chris Jones (BBC) was very keen to have direct contact with the Chair of S4C's Audit and Risk Committee in the future.</p> <p><u>The Board's session with Dr Ioan</u></p> <p>It was reported that members of the Board and Management Team attended a training session by Dr Ioan Rees of Sycol company that morning. During the meeting, there was an opportunity to consider the new S4C Culture Code which the Management Team, supported by Dr Ioan, had been presenting to S4C staff. In particular, ways of ensuring that the Board also acted in accordance with the new principles were discussed.</p>	
3.	<p>[Ymunodd SL, LIL and AH joined the meeting]</p> <p><b>Introduction: Update on S4C's performance on social media and YouTube.</b></p> <p>LIL and AH presented on S4C's activities on social media and YouTube, and how we measure the performance of our content on those platforms. They were thanked for the interesting and quality presentation.</p> <p>Discussing the presentation, it was inquired about S4C's plans with regards to having a presence on the BlueSky social platform. They replied that S4C is learning lessons from fellow broadcasters who are also members of the EBU on when to have a presence on new platforms. While we are not yet active on the BlueSky platform, accounts have been created to future-proof the S4C brand there.</p> <p>Historically, it has been noted that social media is seen as something to promote linear content – but that's no longer the case. This is where the younger generation watches their content. It was declared at a quarterly meeting with DCMS that social media use was part of S4C's content provision.</p> <p>It was inquired about the budget for content published on social media. It was explained that the origin of funding doesn't make a difference – commissioning suitable content is the top priority, and that the separate budgets for different genres don't discriminate based on where the content is published. This means regular discussions are held between the social media team and commissioners to ensure the appropriate content reaches the target audiences.</p> <p>SuD asked if there was information available about who the viewers of our digital content are? GE replied that there was a lot of data available and that S4C intended to revise its reporting arrangements to better reflect digital viewing data.</p>	

	<p>In terms of the use of social media for news and current affairs content for young people in particular, S4C News creates content suitable for the platform in question (e.g. TikTok). However, while the news content generally managed to reach the audience, the appeal of such content was more specific depending on the subject.</p> <p>[SL, LLL and AH left the meeting]</p>	
4.	<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><u>Contents</u></p> <p>Outlining S4C's recent content, GE noted:</p> <ul style="list-style-type: none"> <li>• Cleddau experienced huge success, the S4C drama with the highest ever viewing figures on iPlayer.</li> <li>• That autumn rugby matches have returned to S4C, are 'exclusive free to air', and are doing exceptionally well.</li> <li>• The point was passed in October where over 20% of S4C content viewing now takes place digitally.</li> </ul> <p>GE reported that he has a meeting with the BBC where S4C's iPlayer requirements will be discussed.</p> <p><u>Risk</u></p> <p>As no risks were identified in the report, SuD stressed the importance of ensuring that risk considerations are a core part of the culture from now on.</p> <p><u>People and Culture</u></p> <p>It has been noted that improvements are underway at the Caernarfon office. S4C is also in talks with the BBC to improve the Cardiff office but will need to make better use of other areas within the Central Square building.</p>	
5.	<p><b>People and Culture Update</b></p> <p>NB presented the report which included workforce statistics for 2024, the plans for workforce training for 2025 along with an overview of the results of a staff pulse survey conducted from 12 to 25 November 2024.</p> <p>During the presentation, NB noted that there was no concern in terms of short-term sick leave. Although there was some long-term absence, there were legitimate reasons for it.</p> <p>The results of the staff survey had been discussed with the Staff Forum. At the request of the Forum, the Management Team would produce S4C's response to what was raised in the survey before sharing the results with staff more widely.</p>	

	<p>DLP asked when the next pulse survey would be? NB replied that she anticipated the end of next spring would be appropriate to establish a pattern of conducting a survey twice a year. It was noted that it was important to avoid conducting too many surveys in case staff get fed up, and that there were other ways to gather staff feedback more frequently. It has also been suggested that it would be useful to get staff feedback during 2025 on the work to introduce the Culture Code.</p> <p>DLP was interested in the status of the skills audit to be conducted across the organisation. NB noted that the skills audit had not yet started due to staff shortages in the Department of People and Culture, but that this would be part of the programme of work over the next period. The Management Team is aware that we need to identify what skills we have, what skills will be needed for the future and what training will be required. But before doing so, line managers need to be trained and we need to ensure they have the capacity to contribute to this.</p>	
6.	<p>[CD joined the meeting]</p> <p><b>Meeting with Bectu representative</b></p> <p>CD was welcomed to the meeting, in accordance with the arrangement of holding an annual discussion between the Board and a Bectu officer.</p> <p>SW outlined recent developments at S4C, focusing on the work to strengthen people and culture arrangements, and reviewing internal governance arrangements. NB added that she has been updating CD monthly on developments.</p> <p>CD said it was a pleasure to meet the Board under calmer circumstances and acknowledged that S4C had been through significant change. Bectu felt that the concerns raised had been addressed and that only the normal issues remained, as was the case with all organisations. He stressed the importance of recognising employees as people rather than resources.</p> <p>He added that he would welcome being copied into updates shared with staff, for example, Darwin Gray's recommendation summary, discussions with the Staff Forum etc.</p> <p>CD was keen to engage with the NaB to review a trade union recognition agreement so that there would be a clearer framework for negotiating pay rises etc.</p> <p>GB thanked CD for joining us.</p> <p>[CD left the meeting]</p>	
7.	<p><b>Governance arrangements from 01 February 2025 onwards</b></p> <p>Following the Board's request at its meeting on 24 October 2024, GP had produced a summary report setting out the steps needed to maintain appropriate governance arrangements over the coming months when there is a change in the Board's non-executive membership.</p> <p>Recommendations included:</p> <ul style="list-style-type: none"> <li>• Hold the next Audit and Risk Committee meeting before Chris Jones and Adele Gritten's terms come to an end on 31 January 2025.</li> <li>• Appoint a new Chair to the Audit and Risk Committee.</li> <li>• Appoint a new Lead Independent Member.</li> <li>• Provisionally amend the requirements to have two of the non-executive members of the Board be members of the Board of the Commercial Group.</li> </ul>	

	<p><b>Resolution: The next meeting of the Audit and Risk Committee will be held on 29 January 2025 (as opposed to 13 February 2025).</b></p> <p><b>Resolution: SuD appointed as Chair of the Audit and Risk Committee, for the period from 01 February 2025 onwards.</b></p> <p><b>Resolution: Remove the requirements of Standing Order 18.4 until 30 April 2025 (regarding the need to have at least two non-executive members of the Board as directors of the commercial companies).</b></p> <p><b>Resolution: SuD appointed as Lead Independent Member for one year from 01 February 2025.</b></p> <p>[EM, LIP and DE left the meeting]</p>	
8.	<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 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><b>Resolution: Approve the update to be published on the website.</b></p> <p><u>Board member role descriptions</u></p> <p><b>Resolution: Approve the new role descriptions.</b></p> <p><u>Approve 2025-26 meeting dates</u></p> <p><b>Resolution: Approve 2025-26 meeting dates</b></p> <p><u>Minutes of previous meetings</u></p> <p><b>Resolution: The minutes of meeting 473, held on 24/10/2024 were approved.</b></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.</p> <p><u>Work Programme</u></p> <p>The Board's work programme for the next 12 months was noted.</p>	
9.	<p><b>Reports from the Board's committees</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. No new matters were raised.</p> <ul style="list-style-type: none"> <li>• Audit and Risk (held on 14/11/2024)</li> <li>• Commercial Group Board (held on 02/12/2024)</li> </ul> <p>[SuD left the meeting]</p>	

10.	<p data-bbox="240 100 877 134"><b>Any other matter, and evaluation of the meeting</b></p> <p data-bbox="240 174 718 208"><u>Appointment of Chief Content Officer</u></p> <p data-bbox="240 244 1300 347">An update was given on the process of appointing a Chief Content Officer, including the decision to ensure that as many suitable individuals as possible have the opportunity to apply for the post.</p>	
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