



Summary of a Meeting of the S4C Board

Meeting No. 472 held at the S4C Office, Caernarfon

10:00, 17 July 2024

Minutes

Members in attendance:		
Guto Bebb	GB	Chair (acting)
Geraint Evans	GE	Chief Content Officer (acting)
Adele Gritten	AdG	Non-Executive Member - virtually from item 11
Chris Jones	CJ	Non-Executive Member
Denise Lewis Poulton	DLP	Non-Executive Member – virtually
Elin Morris	EM	Chief Operating Officer
Suzy Davies	SuD	Non-Executive Member – up to item 19.2
Sioned Wiliam	SW	Chief Executive (acting)
Others in attendance:		
Manon Edwards Ahir	MEA	Director of Communications and Marketing
Llinos Priestland	LIP	Executive Officer to Board Secretary
Geraint Pugh	GP	S4C Board Secretary
Fflur Jones	FfJ	Managing Partner, Darwin Gray (observing)
Sharon Winogorski	ShW	Chief Finance Officer – virtually for items 6, 7 & 8
Dr Ioan Rees	IR	Chief Executive Sycol – for item 12

1.	Matters raised by the Chair, and declarations of interest The Chair welcomed everyone to the meeting. The Chair asked any Member with an interest in the business of the meeting to declare their interest. No members declared an interest.	
2.	Content and Publishing Strategy GE presented the Strategy, which had been considered by the Content Committee on 20 June 2024. At that meeting, it had been agreed to recommend that the Strategy be approved by the Board. SuD asked what the reaction of staff was following the simplification of the pillars? SW noted that the Management Team had not yet shared with staff but that they were going to hold a workshop. GE added that there was no change in priorities in the content strategy – rather, the Strategy offered more meat. CJ queried how we would measure success against the Strategy? GE responded that a separate piece of work was needed in order to revisit the KPIs. They are very linear at present and more emphasis is needed on the reach of our individual, digital, content. The monthly dashboard does not cover everything, and it is not clear what some of the current indicators offer. MEA added that a discussion was also needed on what exactly constitutes success. There was a need to look at the impact of our content, rather than just the size of the audience. In that respect, GE noted that he had included a new dashboard for the Content Committee – looking at last year’s content. This meant bringing together all the information we had, giving each piece of content a score.	

	<p>GB was interested in how much effort was being made to market the various platforms? MEA noted that marketing was not the same across all platforms and to all ages and categories. External experts are used to target groups. We see what succeeds at the time, and what needs to be pushed further if they see that they are succeeding on the platforms where we are trying to target individuals.</p> <p>Resolution: To approve the Content and Publishing Strategy.</p>	GE
3.	<p>Quarterly update on the Strategy's delivery dashboard</p> <p>DE had been off work recently, so had not prepared the usual quarterly dashboard. However, he had undertaken to do so by the end of the month. It is not anticipated that there would be any significant changes that would require detailed discussion.</p> <p>Resolution: DE to circulate the update by email to Board Members by the end of the month.</p>	DE
4.	<p>Progress on the Action Plan</p> <p>SW outlined the main developments since the previous report to the Board.</p> <p>CJ enquired when would the next Pulse survey be held? SW replied that the Management Team had indicated that they would be carrying out a Pulse survey in July. Since Nia Bennett had commenced her temporary post in the People and Culture department, it was hoped that the survey could be carried out soon.</p> <p>It was noted that the Board agreed at its last meeting to publish a quarterly update on the Action Plan on the website. It was suggested that it would be a good idea to publish more frequently.</p> <p>Resolution: From now on, to publish progress on the Action Plan on the website shortly after the update has been considered by the Board.</p>	GP
5.	<p>Report of the Management Team</p> <p>SW presented the report, noting that the Management Team had held a further useful 'Away Day' meeting at the Botanic Garden at the beginning of July 2024. As a result of the discussions at the Botanic Garden, DE would lead a review of how we want to change our ways of working in order to free up staff time to allow them to focus on the priorities.</p> <p>SW noted that a staff Away Day in Cardiff had been very useful. The Management Team was in the process of processing the feedback received, but it was similar to what had already arisen in the Management Team.</p> <p>SuD welcomed feedback from the staff Away Day, but was the Management Team confident that staff had more trust in them and in S4C policies/strategies? SW replied that it seemed so, people were more open to discussion, but there was still an element of uncertainty. Due to costs, it was only possible to hold an Away Day twice a year at the most, so there was a need to ensure there were other opportunities to bring people together.</p> <p>SuD inquired what the situation was as regards staff working from home, and was this causing problems in relation to interaction with each other? SW noted that an important element here was training for the managers. There is some work that needs to be done to consider training arrangements within S4C, and Nia Bennett (People and Culture) is currently working on this.</p> <p>Resolution: That a short report be presented to the Board on the considerations of hybrid working, and the relevant training provided to managers.</p> <p>CJ stated that he welcomed the new format of the Report and hoped that it meant less work for the Management Team.</p> <p>[ShW joined the meeting]</p>	NB
6.	<p>Financial Report Quarter 4, 2023-24</p> <p>ShW presented management accounts for the end of the year. In doing so, she noted that the Board had seen the statutory accounts at the end of June, but that the management accounts showed the</p>	

	<p>result against the budget for the year. In that respect, the results were as expected, although reserves were being used to fund some of last year's overspend.</p> <p>More stock than usual is being transferred to this financial year. It is primarily driven by payments for broadcasting dramas – because we have a few drama series that have slipped to 2024-25 for various reasons.</p>	
7.	<p>S4C Commercial</p> <p>At the Commercial Group Board meeting on 26 June 2024, reports were received on the financial performance at the end of the reporting year 2023–24 for the commercial activities, and the commercial budget for 2024–25 was approved. These documents were shared with members of the Unitary Board for information, and ShW outlined the main aspects.</p> <p>DLP inquired how the Unitary Board oversaw commercial risks? This was discussed, and CJ suggested that it was sufficient for the key risks to be recorded on a commercial risk register, and if relevant to the Group they should be included in the Group risk register. The presence of CJ and AdG as members of the Commercial Board also provided assurance on that aspect. This works for now, but may need to be revisited should personalities change. The reputation aspect is relevant to the Unitary Board.</p> <p>CJ also highlighted the fact that there was a five-year budget on page 41 of the report. It was important to note that it was based on an unknown set of investments and realisations and that the forecasts allowed for deemed losses. This then aligns with the stakeholder management approach, as there are likely to be losses, but we are aware of that.</p> <p>ShW said it was important to note that potential investments were subject to close scrutiny and that investments were not being made solely for investment's sake.</p> <p>Resolution: To approve the financial report for 2023–24 and the budget for 2024–25 in respect of S4C Commercial.</p>	ShW
8.	<p>Pay Settlement 2024–25</p> <p>EM presented the proposed pay settlement, which had been considered by the People and Remuneration Committee on 12 June 2024. Since that meeting, EM had shared the offer with Bectu.</p> <p>The availability of the Bectu Negotiations Officer meant that they needed to arrange someone else to hold the ballot on whether to accept the pay settlement among union members. The likely timing, and the implications of a decision not to accept the settlement, were discussed.</p> <p>SuD asked how this proposal now fitted with our budget for the year? ShW replied that it was within what they had budgeted for in general. However, ShW noted that there was a need to be mindful not only of what the BBC was offering, but also what the sector was likely to be awarding its staff.</p> <p>Resolution: To approve the pay settlement as recommended in the report.</p> <p>[ShW left the meeting]</p>	EM
9.	<p>Review of Content Report 2023–24</p> <p>GE presented the paper reviewing the performance of S4C's content during 2023–24. He noted that it would need to be published in order to comply with Ofcom's requirements for S4C to conduct a review of performance against Programmes Policy 2023–24.</p> <p>It was noted that the Content Committee had already considered the report on 20 June 2024, and had recommended that the Board approve the Report.</p> <p>Resolution: To approve the 2023-24 Content Report Review.</p>	GP
10.	<p>Standing Orders</p> <p>The Media Act 2024, which was agreed in May 2024 before Parliament rose for the general election, provided the long-awaited statutory basis for future S4C governance arrangements. DCMS officials were now discussing options for implementing the statutory elements relating to S4C governance, and</p>	

	<p>suggested that this could be done in early August 2024. To achieve this, the S4C Board will need to approve some amendments to the Standing Orders.</p> <p>The Secretary and Chief Operating Officer had therefore reviewed the current Standing Orders, and GP presented a report outlining the main amendments proposed at this point.</p> <p>It was noted that the Board had already undertaken to conduct a thorough review of the Standing Orders as part of the Action Plan published at the end of February 2024. That thorough review would take place in the autumn of 2024, once we have had an opportunity to consider Darwin Gray's recommendations following the review of governance effectiveness.</p> <p>Resolution: To approve the amendments to Standing Orders, to take effect once the relevant elements of the Media Act 2024 have been formally implemented.</p> <p>[AdG joined the meeting]</p>	GP
11.	<p>Darwin Gray's report on the review of governance effectiveness</p> <p>FfJ reported that she was currently drafting her formal report for the Board's attention as part of the final phase of the Governance Effectiveness Review. She hoped to submit that report during August 2024.</p> <p>In the meantime, she outlined the main themes she anticipated would appear in the report.</p> <p>It was noted that there was a need to give the Board an opportunity to discuss its response to the full report when it had been received from FfJ. GP explained that it was intended to arrange an opportunity to discuss further during the Away Day in September.</p> <p>Resolution: To arrange a discussion at the Away Day in September on the Governance Effectiveness Review.</p> <p>[Dr Ioan Rees joined the meeting]</p>	GP
12.	<p>Presentation by Sycol</p> <p>IR was welcomed to the meeting and invited to give a brief presentation on how he intends to go about working with S4C over the coming months to agree the internal culture for the future.</p> <p>IR outlined his ideas. He noted that very often there are many things that need to be solved, but most often if they know what the underlying problem is (usually culture) it is possible to solve so much more. Staff also don't want to solve problems – they want to be part of building something better.</p> <p>He went on to explain that the sessions with staff would incorporate the range of headings outlined in the Action Plan in terms of training. As part of this, Sycol would train a core team within the company, so that they have bottom-up ownership of establishing the framework that is important to them.</p> <p>IR emphasised that the focus here is on how S4C does what it does already and not creating additional work for the staff. However, there will be more work to start with because the training will need to be attended, but not afterwards. He added that Sycol's job was to ensure quality, so that people know what the boundaries are, and importantly that staff are involved in building those boundaries. The boundaries will have to be differentiated due to different cultures in departments within those boundaries.</p> <p>[IR left the meeting]</p>	
13.	<p>Business Continuity Plan</p> <p>At the Board meeting on 23 May 2024 it was agreed that it would be useful for the Board to see the S4C Business Continuity Plan so that the organisation could be assured that appropriate arrangements were in place. It was also acknowledged that it was important for the Board to focus on the strategic considerations rather than any individual policies that are part of the plan.</p> <p>A copy of the S4C Business Continuity Plan for our non-broadcast activities was circulated. S4C's broadcasting arrangements are part of the BBC's separate Business Continuity Plan. It was also noted</p>	

	<p>that internal auditors, TIAA, reviewed S4C's Business Continuity Plan arrangements during February 2024 giving 'substantial assurance' and without making any recommendations.</p> <p>A DLP suggested that it would be useful to add a communications plan to the Business Continuity Plan in order to offer some guidance if required.</p>	
14.	<p>Reports from Committees</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"> • Audit and Risk (held on 17/05/24 and 27/06/24) • People and Remuneration (held on 12/06/24) • Communications (held on 14/06/24) • Content (held on 20/06/24) • Commercial Group Board (held on 26/06/24) 	
15.	<p>Minutes of previous meetings: Meeting No. 470, held on 23/05/24 Meeting No. 471, held on 27/06/24</p> <p>The minutes of the latest Board meetings were tabled and approved.</p>	
16.	<p>Action Points</p> <p>The Action Points register was noted.</p> <p>Resolution: To review the historical action point relating to the commercial activities.</p>	GP / EM
17.	<p>Decisions between meetings</p> <p>The decision taken between meetings were noted, namely:</p> <ul style="list-style-type: none"> • Approval of non-executive members for a revised process in relation to the appointment of a permanent Chief Executive as soon as possible. 	
18.	<p>The Board's work programme for the next 12 months</p> <p>The Board's work programme for next year was noted.</p>	