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| **Summary of S4C Board Meeting**  Meeting No. 470 held at Yr Egin  10:00, 23 May 2024 | | |
| **Minutes** | | |
| Members in attendance: | | |
| Guto Bebb | GB | Chair |
| Geraint Evans | GE | Acting Chief Content Officer – virtually |
| Adele Gritten | AG | Non-Executive Member |
| Chris Jones | CJ | Non-Executive Member |
| Denise Lewis Poulton | DLP | Non-Executive Member |
| Elin Morris | EM | Chief Operating Officer – excluding items 3.5 to 3.8 |
| Sioned Williams | SW | Acting Chief Executive |
| Others in attendance: | | |
| Manon Edwards-Ahir | ME-A | Director of Communications and Marketing – virtually |
| Fflur Jones | FfJ | Managing Partner, Darwin Gray (observing) – excluding item 4 |
| Llinos Priestland | LlP | Executive Officer to Board Secretary |
| Geraint Pugh | GP | S4C Board Secretary |
| Dewi Evans | DE | Projects Manager - for item 3 |
| Eilir Jones | EJ | Head of Research - for item 8 |
| Sion Thomas | ST | Gwifren Team Leader – virtually for item 7 |
| Mali Williams | MW | Public Affairs Lead – for item 9 |
| Sharon Winogorski | ShW | Chief Finance Officer – virtually for item 5 |
| Apologies were received from: | | |
| Suzy Davies | SuD | Non-Executive Member |

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| 1. | **Chair’s update, declarations of interest and apologies**  A welcome was extended to FfJ of Darwin Gray, who was observing the meeting as part of the external review of governance effectiveness.  The Chair asked any Member with an interest in the business of the meeting to declare their interest. No members declared an interest.  GB thanked SW, AG and EM for representing S4C at the event held in Buckingham Palace Garden last week, which had been organised by the DCMS for the creative industries. |  |
| 2. | **Strategy 2022 – approval of 2024–25 priorities**  SW apologised that she did not yet have a document to submit on this matter. She explained that it had become apparent that the Management Team had not yet had an opportunity to consider S4C’s operational priorities for 2024–25, and that they needed to have a strategic discussion regarding workflows, responsibilities, etc.  SW was now going to organise a strategic away day for the Management Team, and they would bring a paper to the Board as soon as possible – ideally at the time of the meeting on 27 June 2024. |  |
| 3. | [DE joined the meeting]  **Quarterly update on the Strategy’s delivery dashboard**  As DE introduced the dashboard, he noted how much good progress had been made during the period in question given the challenges that had been encountered. That progress was discussed.  AG suggested it would be useful to group the data into red, yellow and green – in order to facilitate the reader’s understanding. In addition, strategic / operational groupings could be made using subtitles. DE explained that he and GP had already had an initial conversation regarding how to amend the dashboard in the future. DE was now seeking clarity on the Management Team’s priorities for next year first, in order to identify an opportunity to rationalise and avoid duplication between various reports.  DLP suggested that it would be a good idea to have a reference to our efforts to improve internal communication via the dashboard. She also noted that there was a reference to ‘disaster recovery’ arrangements in the dashboard, but that it would be useful to have an assurance about business continuity arrangements.  Resolution: It would be useful for the Board to see the Business Continuity Plan at some point, focusing on the strategic considerations rather than any individual policies that were part of the plan.  [EM left the meeting temporarily]  DLP inquired how we use AI internally? GE explained that this was being discussed by broadcasters at European Broadcasting Union level. Although people see there are opportunities here, there are risks we need to be careful of too. In S4C, AI touches some conversations but we have not started using it.  Resolution: To approve sharing the dashboard with DCMS ahead of the next quarterly meeting on 20 June 2024.  [DE and FfJ left the meeting]  [EM re-joined the meeting] | EM  GP |
| 4. | **Progress on the Action Plan**  SW outlined the progress in the wider action plan and gave an update on everything. In discussing the update, CJ emphasised the need to be realistic with the time limits if they needed to be extended.  SW and EM had started the process of appointing someone to provide leadership and resilience training to S4C staff. After being here for 6 weeks, SW could see the need to have this as soon as possible. SW and EM had met with the three companies who had applied and were looking to confirm an appointment as soon as possible.  GP reported that DCMS had queried whether S4C intended to publish progress updates against the action plan on the website. That was discussed.  Resolution: To initiate the publication of updates on the action plan on a quarterly basis (from 01 July 2024), once that update has been submitted to the Board.  [FfJ returned to the meeting] | GP |
| 5. | Chief Executive’s Report  SW submitted the Chief Executive’s report, outlining the work that had taken place over the recent period.  GB noted that he and SW had attended meetings with key stakeholders. As well as recognising what had happened over the past year, they noted how S4C had made progress recently with the support of the additional funding they had received for strategic development.  The start of the Listening Programme was discussed, which will offer an opportunity for people to come to us to offer feedback on our content. It will be possible to meet people face to face at the Urdd and other live events, but it was explained that there would also be an online questionnaire.  CJ noted that it was important for us to consider our loyal audience as we can rely on them to get our messages out to the community. |  |
| 6. | **Consideration of the ‘Active Company Presumption’ aspect**  ShW submitted a report which offered the Board an assurance that the Financial Statements for 2023–24 could be produced on an active company basis.  AG queried whether there was a need to consider any implications as a result of the forthcoming general election? ShW responded that we had received confirmation of our Licence Fee settlement until April 2028, but that it would be useful to recognise that this is the basis of our assumptions in the final report that would be shared with the external auditors.  CJ noted that the Unitary Board had approved the 2024–25 budget earlier this year, and in doing so had set out the financial forecasts for subsequent years. He suggested that it would be useful to mention that in the final report.  Resolution: To calculate on an operating company basis in the Financial Statements for 2023–24, and to amend the report as a result of the feedback received from members before sharing it with the external auditors. | ShW |
| 7. | [ST joined the meeting]  **Presentation by S4C staff members: The Viewers’ Hotline (Gwifren Gwylwyr)**  ST introduced the Hotline, outlining what they do.  ST explained that some phone calls could be difficult, but he felt the team were getting the support needed.  It was noted that the numbers of people who gave praise were significantly higher than the numbers who complained.  GB asked how social media had changed things? ST replied that social media had initially trebled the work of the Hotline, when Twitter was at its peak. He now notices it is older people who have stayed on Facebook and still use it. The use of WhatsApp had recently increased.  DLP asked about serious complaints, was there a protocol in place to inform the Management Team and the Board as it was developing? ST felt that suitable processes were in place. They also go through the timetable on a weekly basis with ME-A and Gwyddno Dafydd to try to identify the content that would be likely to lead to more feedback to the Hotline.  The Board were grateful to ST for the presentation, and to the Hotline for their work. It is important that good practice reflects what the other channels are doing in order to protect the hotline staff – but this was not a criticism of what the hotline did in any way.  [ST left the meeting] |  |
| 8. | [EJ joined the meeting]  **Annual Image Tracking Survey Result**  EJ presented the results of the latest Image Tracking Survey, and outlined the main aspects.  AG noted that what the survey showed were the results at one point in time, and suggested that it would be useful to gather feedback more often from our audience. EJ responded that the annual survey was useful in tracking responses year on year, but noted that it was important to track more frequently for the important things.  ME-A added that the data we collect is useful, and it would be useful to draw together what is being done throughout the year to discover feedback, and how. This ensures that there is a clear strategy in place of where linear research is conducted, and where more digital research is conducted.  [EJ left the meeting] |  |
| 9. | [MW joined the meeting]  **Report on implementation of the Language Standards during 2023–24**  MW presented the report, outlining the aspects that were different from last year.  She noted that the report was still a draft, and that she would add recent data in terms of the reach of S4C content when it became available.  **Resolution: To approve the report on the implementation of the Language Standards during 2023–24.**  [MW left the meeting] | MW |
| 10. | **Report on Health & Safety Activity**  GP and EM presented the report, and the content was noted. |  |
| 11. | **Reports from Committees**  Commercial Group Board (held 24/04/23)  DLP enquired whether there was a risk register attached to the commercial activities? It was confirmed that there was a register being submitted to all meetings of the Commercial Group Board.  GP, EM & ShW had recently spoken to discuss the non-executive membership of the Commercial Group Board. It was agreed that this was a suitable time to look at the skills required amongst Board members to help deliver the commercial strategy. It was suggested that we go out and advertise for members of the Commercial Group Board targeting specific skills.  Resolution: To approve the intention to advertise for new members to the Commercial Group Board, with the names of the individuals to be appointed to come back before the Board for approval.  People and Remuneration Committee (held on 03/05/24)  The minutes were noted.  Audit and Risk Committee (held on 09/05/24)  CJ reported that the Committee had approved the internal Audit Plan for this year, with input from the other committee chairs where relevant.  CJ noted that since the meeting on 09 May, the Committee had met with Helen Rabe, the BBC’s Chief Data Protection Officer. There was a question regarding how S4C had access to the BBC’s cyber security training, and Helen Rabe had offered to provide S4C staff with bespoke training over the summer to raise awareness of the basics. | EM / ShW |
| 12. | **Minutes of Meeting No. 469, held on 14/03/24**  The minutes of the last Board meeting were tabled and approved. |  |
| 13. | **Action Points**  The Action Points register was noted. |  |
| 14. | **Decisions between Meetings**  The two decisions taken between meetings were noted, namely:   * Appointment of DLP as a member of the Complaints Panel; and * An addition to the salary of a member of the Management Team in recognition of the individual undertaking additional responsibilities. |  |
| 15. | **The Board’s work programme for the next 12 months**  The Board’s work programme for next year was noted.  DLP asked when would the EDI strategy come before the Board? She explained that she had been inquiring since several meetings about seeing the strategy.  EM responded that the current strategy was in place until 2027.  DLP was keen to receive an update on S4C’s priorities in relation to diversity and equality, including a review of the relevant strategy to ensure that it remained appropriate.  Resolution: That an appropriate report be submitted to the Board on diversity and equality activities during the next 12 months. | RC |