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| **Summary of S4C Board Meeting**  Meeting No. 471 held at Yr Egin  14:45, 27 June 2024 | | |
| **Minutes** | | |
| Members in attendance: | | |
| Guto Bebb | GB | Chair (acting) |
| Geraint Evans | GE | Chief Content Officer (acting) |
| 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 |
| Suzy Davies | SuD | Non-Executive Member |
| Sioned Williams | SW | Chief Executive (acting) |
| Others in attendance: | | |
| Manon Edwards Ahir | MEA | Communications and Marketing Director |
| Llinos Priestland | LlP | 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 up to item 3 |

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| 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. | **Strategy 2022 – approval of 2024–25 priorities**  SW presented the document that the Management Team had prepared, which encompassed a review of the strategic pillars in order to streamline them in accordance with the commitment to do so in the Action Plan.  SW explained that the intention was to try to refocus the pillars so that the words used were more functional. The Management Team therefore recommended a move to four main pillars, with four sub-pillars cross-cutting everything we do.  The Management Team had also listed their priorities for the coming year on a quarterly basis. They had tried to be strategic in order to give guidance for the year’s activities, and to remind themselves of what they were trying to achieve.  AdG noted that the word ‘bold’ did not appear in terms of the content. SW replied that the feeling of the Management Team was that there was an expectation that everything we do would be bold. Not everything is going to be controversial – we want our content to be captivating to all audiences, rather than people feeling that the content is not for them because it is always ‘pushing the boundaries’. All content is going to make a noise.  SuD asked what the difference was between the Welsh language belonging to everyone, and welcoming people to the Welsh language? SW explained that the Management Team was trying to open things out and make things more operational rather than abstract. This was a matter of communication, rather than what we would be doing.  Resolution: To approve the revisions to the strategic pillars, and the priorities for 2024–25. | SW |
| 3. | **End of Year Reports**  The National Audit Office (NAO) had submitted the outcome of the external audit to the Audit and Risk Committee earlier that afternoon. As a number of the end of year reports were also to be considered during the meeting of that Committee, all members of the Unitary Board were extended a welcome to attend, in order to avoid duplication of detailed discussions.  CJ reported as Chair of the Audit and Risk Committee that the non-executive members had met separately with the external and internal auditors earlier today and that no concerns had been raised. He confirmed that the Audit and Risk Committee was fully confident in recommending that the Board should formally approve the end of year reports.  It was noted that the internal auditors’ annual report had been considered by the Audit and Risk Committee on 09 May 2024; and that the Financial Assurance Report to the BBC had not been considered by a committee prior to its submission to the Board.  **Resolution: To note the NAO report on the external audit, and to approve the management letter to be sent to them.**  **Resolution: To note the annual report of the internal auditors.**  **Resolution: To approve the S4C Annual Report and Financial Statements for 2023–24, to be submitted to the House of Commons as soon as possible after the general election.**  **Resolution: To approve the submission of the Financial Assurance Report to the BBC.**  **Resolution: To approve the publication of the Annual Statement on Modern Slavery for 2023–24.**  [ShW left the meeting] | ShW  TIAA  GP  GP  IM |
| 4. | **Revisions to the Whistleblowing policy**  The proposed amendments had already been discussed at the Audit and Risk Committee meeting that afternoon, and Committee members had recommended that the Board approve the amendments.  **Resolution: To approve the revisions to the Whistleblowing policy.** | IM |
| 5. | **AOB, evaluation of meeting, and business of next meetings**  Publication of expenses  GP reported that S4C had been publishing the expenses of Board and Management Team members quarterly for around a year now. It was therefore appropriate to review whether or not continuing to do so would be effective.  The issue was discussed, recognising that the total expenses claimed by the non-executive members and members of the Management Team were published in the Annual Report.  It was suggested that it was important to operate transparently, and that the practice in a number of public organisations was to publish the expenses of non-executive members only.  Resolution: To amend the arrangements for publication of expenses on a quarterly basis to cover non-executive members only. | GP |