

## S4C Board

Meeting 478

11:00, 27 June 2025

Virtual meeting

## SUMMARY OF MINUTES

### Members present:

- Delyth Evans [DE], Chair of the Board
- Geraint Evans [GE], Chief Executive
- Guto Bebb [GB], Non-Executive Member
- Suzy Davies [SuD], Non-Executive Member
- Gwenllian Lansdown Davies [GLD], Non-Executive Member
- Wyn Innes [WI], Non-Executive Member
- Llion Iwan [LII], Chief Content Officer
- Elin Morris [EM], Chief Operating Officer
- Denise Lewis Poulton [DLP], Non-Executive Member
- Betsan Powys [BP], Non-Executive Member
- Catryn Ramasut [CR], Non-Executive Member

### Others present:

- Llinos Priestland [LIP], Executive Officer to Board Secretary
- Geraint Pugh [GP], Board Secretary
- Sharon Winogorski [ShW], Chief Finance Officer

### Apologies for absence were received from:

- Dyfrig Davies [DD], Non-Executive Member

1.	<b>Declarations of interest and apologies</b>  The Chair asked any Member with an interest in the business of the meeting to declare their interest. No members declared an interest.  Everyone's attention was drawn to S4C's Culture Code at the beginning of the meeting.	
2.	<b>Quarterly financial report (Q4 2024–25)</b>  ShW presented her report stating that it showed management accounts against the budget rather than the statutory accounts, and highlighted key areas.	
3.	<b>Report on S4C Commercial's financial performance during 2024–25</b>  ShW presented the report highlighting two key factors that had impacted S4C Commercial's financial performance during 2024–25. It was noted that the challenge for all broadcasters is that income from advertising on linear services is decreasing, while income from advertising on other platforms is not yet closing the gap. S4C was in the early days of working to deliver adverts on Clic. It was agreed that it was essential to continue to examine advertisements on alternative platforms to generate revenue for S4C. This issue was discussed at the most recent meeting of the Board of the Commercial Group, where it was proposed to use sponsorship and other practices to help increase income.	

	<p>It was asked how the S4C Board kept an overview of the risks associated with the commercial activities. It was explained that the main risk identified in the corporate risk register is the dividend transferred annually from the commercial wing to the public service. Discussions will be needed to consider how any deficit can be mitigated in the future.</p> <p>It was reported that discussions were underway regarding the approach of S4C's commercial wing, taking into account the current state of the market, evaluating the current strategy, and what changes would be appropriate for the future. The need for strong leadership and a clear strategy was emphasized in order to provide guidance to the officers operating in this area. It was noted that a report will be submitted to the Board as a result of these discussions.</p>	
4.	<p><b>Tinopolis plans to relocate</b></p> <p>GE informed the Board that Tinopolis needed to relocate as their current building was coming to the end of its life.</p> <p>S4C had facilitated a conversation between Tinopolis and the University of Wales Trinity Saint David to see if there was a possibility for them to relocate. The situation was discussed, noting the relevant advantages and disadvantages.</p> <p>A meeting is scheduled to be held next week between Tinopolis, S4C and the University to discuss the final options. Thereafter, proper communication would be agreed and released.</p> <p>[GLD left the meeting]</p>	
5.	<p><b>Reports to be 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>Board members were invited to attend the Audit and Risk Committee meeting earlier in the morning with the National Audit Office (NAO). Several of the papers were discussed in detail during that meeting.</p> <p><u>NAO report of the external audit (including the management letter from the NAO, and the letter of representation)</u></p> <p>Chair ShW praised her team for their work, noting that accepting unconditional opinions – especially without any further comments – was a remarkable achievement. This achievement was recognized as a result of the team's significant effort.</p> <p><b>Resolution: To note the report, and approve the letter of representation to the NAO.</b></p> <p><u>Internal auditors' annual report</u></p> <p><b>Resolution: To note the internal auditors' annual report</b></p> <p><u>Annual Report and Financial Statements 2024–25</u></p>	

	<p><b>Resolution: To approve S4C's Annual Report and Financial Statements for 2024–25.</b></p> <p><u>Financial Assurance Report approved to the BBC</u></p> <p><b>Resolution: To approve the submission of the Financial Assurance Report to the BBC.</b></p> <p><u>Endorsement of the Policy and Annual Declaration on Modern Slavery</u></p> <p><b>Resolution: To approve the Policy and Annual Statement on Modern Slavery.</b></p> <p><u>Minutes of previous meetings</u></p> <p><b>Resolution: To approve the minutes of meeting 477, held on 21/05/2025.</b></p> <p><u>Action Points</u></p> <p>The update on Board and Committee action points was noted.</p>	
6.	<p><b>Any other matter, and evaluating the meeting against S4C's Culture Code</b></p> <p>SuD led a brief evaluation of how the Board had upheld the values of the Culture Code during the meeting. Everyone was thanked for holding good discussions and keeping up to date.</p> <p><u>2026-27 meeting dates</u></p> <p>Due to difficulties in identifying suitable dates for meetings in the autumn, the Secretary would begin the work of identifying dates for meetings in 2026–27 so that the meetings are in the diaries of the Board members in good time.</p> <p><u>Lead Independent Member</u></p> <p>Members were reminded that SuD is the Lead Independent Member (AAA), and that people are welcome to contact her if they wish to raise any issue. SuD would circulate an email to everyone to explain the nature of the AAA's role.</p>	