

S4C Board

Meeting 476

13:00, 13 March 2025

Caernarfon Office

S4C Culture Code	
Purpose:	Showing our world through the medium of Welsh
Mission:	Inspire, entertain and reflect Wales today with great content for all
Values:	<ol style="list-style-type: none"> 1. At your best: Perform to the highest standard while respecting each other 2. Go for it: Leadership, overcoming challenges and promoting learning — pushing boundaries to excel 3. Celebrate everyone: Appreciate others, the journey, and feedback 4. Proud of S4C: Promoting our mission and sharing our successes

MINUTES

Members present:

- Guto Bebb [GB], Chairman of the Board
- Suzy Davies [SuD], Non-Executive Member
- Denise Lewis Poulton [DLP], Non-Executive Member
- Geraint Evans [GE], Chief Executive
- Elin Morris [EM], Chief Operating Officer
- Llion Iwan [LII], Chief Content Officer

Others present:

- Nadine Beaton [NB], Director of People and Culture (virtual)
- Manon Edwards Ahir [MEA], Director of Communications and Marketing
- Llinos Priestland [LIP], Executive Officer to Board Secretary
- Geraint Pugh [GP], S4C Board Secretary
- Mali Williams [MW], Head of Public Affairs (virtual)
- Sara Peacock [SP], Head of the Strategic Team (virtual)
- Iestyn Morris [IM], Head of Legal (virtual)
- Sharon Winogorski [ShW], Chief Financial Officer (virtual)
- Dafydd Franklin [DF], Senior Accountant (virtual)
- Sara Maredudd Jones [SMJ], Communications Officer (Press)

Apologies were received from:

- Adele Gritten [AG], Non-Executive Member
- Chris Jones [CJ], Non-Executive Member

1.	<p>Declarations of interest and apologies</p> <p>LII was welcomed to his first Board meeting since taking office on Monday as Chief Content Officer.</p> <p>The Chair asked any Member with an interest in the business of the meeting to declare their interest. GB himself noted that the Welsh Farmers' Union is in discussions with Axiom regarding advertising on S4C.</p>	
2.	Chairman's Update.	

	<p><u>Annual evaluations</u></p> <p>GB had met with GE to agree objectives for his probationary period as Chief Executive.</p> <p>GB noted that he had completed GP's evaluation and thanked him for his support during his time as interim Chairman.</p> <p><u>Board Membership</u></p> <p>The Board is still awaiting an update from the DCMS after they interviewed candidates for the chairmanship and non-executive board membership in mid-February.</p>	
3.	<p>[SP joined the meeting]</p> <p>The Strategic Team</p> <p>In presenting her slides SP explained that the presentation at the last Board meeting had been about the Education Strategy but today that she focused on the new Strategic Team. She noted that S4C's Social Purpose has already been agreed by the Board and that the team is working on its basis.</p> <p>SP's first priority was to set up a team that worked across all elements of its responsibility rather than on individual areas only, and it focused on putting the right systems in place to monitor and facilitate feedback.</p> <p>GE confirmed this was a report on where the team was at the moment. A new member of the strategic team would be required in order to achieve the objectives.</p> <p>DLP welcomed the presentation and asked how it would tie in with the new corporate strategy in terms of inclusion, diversity and equality? GE anticipated that the new strategy would have three pillars — content, publication, and S4C's economic and social contribution. She suggested this would fit into the last pillar.</p> <p>SuD had been at a meeting with the NAO in London and noted that considering sustainability within public bodies was going to be part of her future audits.</p> <p>[SP left the meeting]</p>	
4.	<p>[IM and ShW joined the meeting]</p> <p>Senior Leadership Team Report</p> <p>GE presented the report, with other members of the Senior Leadership Team (SLT) presenting the elements for which they had responsibility. As GE presented the report, he indicated his intention to be more concise in line with the feedback from the last meeting. Nevertheless, feedback from the Board's recent effectiveness questionnaire expressed the need to maintain sufficient focus on content issues, so that was his intention in the presentation.</p> <p>The report provided an update on topics including: Content (recent highlights, latest monthly dashboard, and audience feedback); Communication & Marketing; People & Culture; Finance; Risk; and S4C Commercial.</p> <p><u>Content</u></p>	

	<p>Board members enjoyed Y Llais and noted the positive feedback from viewers, especially the Welsh feel to the format.</p> <p>It was also noted that the new online voting system for Cân i Gymru has been successful. Although some complained that it was not possible to vote by telephone, these numbers were not significant.</p> <p><u>Stakeholder Engagement</u></p> <p>GE noted that he and MW are holding a session at the Plaid Cymru Conference in Llandudno in the next two weeks and that discussions are under way about a similar session during the Labour conference in June.</p> <p>DLP asked if a regular bulletin going out to the politicians contained S4C's main messages? MW replied that she intends to re-establish the practice, possibly every quarter. She wanted to tailor the messages to specific people.</p> <p><u>Artificial Intelligence (AI)</u></p> <p>It was noted that the Senior Leadership Team has begun to look at developing guidance for the sector on the use of AI, and is also developing a policy on the internal use of AI. A working group with representatives from across S4C was being set up to see what was possible internally adding to what people are doing, rather than replacing people. LLI suggested that there is potential to use AI to add to the creative elements and increase our value for money.</p>	
5.	<p>[DF and SMJ joined the meeting]</p> <p>The Staff Forum</p> <p>After GB welcomed DF and SMJ to the meeting, they presented slides outlining the Background, Membership, Purpose and Activities of the Staff Forum. It was noted that the Staff Forum:</p> <ul style="list-style-type: none"> • Meet quarterly before attending a meeting with the Senior Leadership Team; • Are looking to amend the terms of reference of the Forum; and • Elect a permanent Chair and Vice-Chair, rather than having a different member of the Forum undertake these functions on a quarterly basis. <p>SuD inquired about the Forum's relationship with the union? DF explained as the Forum was being set up they were trying to be clear with staff about the kinds of things should be raised with the forum and what would be better raised with the union.</p> <p>DLP wanted to know if a process was in place for raising significant concerns with the SLT. DF replied that the forum represented all staff but if an individual had a complaint, they were encouraged to discuss with their line manager, a relevant member of the SLT or the Department of People and Culture. NB noted that whistle-blowing, and complaint policies were available to S4C staff members.</p> <p>It was agreed that the Staff Forum was key to ensuring that S4C was able to hear everyone's voices effectively, also a valuable resource from the SLT's perspective. It offers the opportunity to test different ideas with a cross-section of staff, and have an open discussion. There was a need to recognize that the members had day-to-day jobs, but still wanted to try to do more.</p> <p>[DF and SMJ left the meeting]</p>	

6.	<p>Update on the review of the Strategy</p> <p>As GE delivered the update, he thanked GP and MW for initiating the development of the new corporate strategy on behalf of the Senior Leadership Team.</p> <p>MW noted that the documents were currently in draft form, outlining S4C's vision for 2030. GP added that this was an evolution of the current strategy, rather than a change in our direction, and that other broadcasters were on the same path. It was also noted that the Strategy must be made more than empty words: by having discussions on the detail of the indicators to be adopted, the way to measure and report on progress, and the SLT's annual work plan for the implementation of the Strategy.</p> <p>GE stressed that the purpose of today's discussion was to update the Board on the work and that the SLT intends to present a more complete document at the Board meeting in May. He added that this strategy is simpler and easier to explain to people.</p> <p>The Board was unanimous in praising the update and saw it as a great opportunity to reaffirm S4C's purpose. SuD noted it would be good to see more about who we are in the final document.</p> <p>Discussing the evolution to be a multi-platform publisher, EM explained that the requirements for our annual statement of programme policy will increase in the wake of the Media Act 2024. In order to deliver our public service remit, the statement will need to state how S4C is going to deliver across all of our services — not just on the linear service.</p> <p>The future of the linear service was discussed. It was noted that 'must carry and must offer' requirements will remain in place for the linear service until DTT ends, sometime around 2034, as a result of the award of the multiplexes.</p> <p>LLI explained that there is uncertainty in the sector about where to invest, because there will be uncertainty about where S4C's emphasis will be in terms of multi-platform content (versus the traditional linear). So at the moment they are focusing on the traditional elements because they know what S4C's expectations are in that regard.</p> <p>DLP asked if there was a desire to run an element of S4C as a campaign brand, would it capture a case? GE responded that it's worth having a conversation across our content, to see what would be possible across different genres.</p> <p>Resolution: Consider adding more about S4C's identity and purpose at the start of the new strategy.</p>	
7.	<p>Consider an evaluation of the Board's effectiveness</p> <p>Board members and attendees were invited to complete a questionnaire between 12 February and 28 February 2025 in order to assess the effectiveness of the Board. Eight responses were received, including five Board members (71% response rate).</p> <p>GP submitted his report on the replies received to the questionnaire, noting that they were mostly positive. Nevertheless, it appeared that the changes introduced in response to the governance effectiveness review in autumn 2024 had not yet had the expected impact.</p>	

	<p>A number of steps were suggested that could be taken in response to the latest feedback, including:</p> <ul style="list-style-type: none"> • Board members to receive an introduction to commercial activities as part of the induction/training scheme. • Re-establish the Content Committee, if the view is that the discussion of Content issues at Board meetings is not sufficient. • Further consider the situation when the corporate strategy (and relevant metrics) are in place, and new members have been welcomed to the Board. <p>Resolution: It was agreed to review the structure and responsibilities of the committees once the new non-executive members had been appointed, including consideration of the re-establishment of the Content Committee.</p>	
8.	<p>Progress on delivering Darwin Gray's work plan</p> <p>In approving the action plan in response to Darwin Gray's governance review in autumn 2024, it was agreed that the Board would receive an update on progress in six months' time. However, GP wanted to provide an update before the new non-executive members joined the Board — to allow them to focus on future strategic issues rather than historical events.</p> <p>The majority of recommendations had been achieved, and there was a clear timetable for the completion of the remaining recommendations.</p> <p>SuD questioned what the intention was now with regard to the SLT to develop a plan to “evaluate campaigns”. GP explained that this would now be part of reviewing the strategy, setting metrics and agreeing on reporting arrangements.</p>	
9.	<p>Review of Standing Orders</p> <p>9.1 As part of an action plan approved in February 2024 following Capital Law's governance review, a review of the Board's Standing Orders was undertaken. This review has now been completed, taking into account Darwin Gray's recommendations and good practice in other organisations.</p> <p>GP thanked EM and IM for their input during the review of the Standing Orders. He noted that he had also received feedback from Darwin Gray since the paperwork was circulated to the Board — he had therefore shared the lawyers' comments in a separate report.</p> <p>The revised Standing Orders were welcomed, and suggestions for further amendments were made in the discussion:</p> <ul style="list-style-type: none"> • DLP wanted to know if something standard should be added regarding succession planning? GP agreed to consider this further. • It was asked whether further references needed to be made in view of the responsibility now on the Board with regard to the prevention of sexual harassment. It was noted that S4C already has a policy in place with an overview of the policy a matter for the Board. NB added that there was a plan to provide training to the Board. <p>In her feedback, Fflur Jones of Darwin Gray's firm had suggested that Board approval should be obtained for 'defence' as well as 'commencing' and/or 'settling' litigation. This was discussed, a recognized that it would not be practical to seek Board approval for the defence of all lawsuits (particularly in relation to our content) — and that we used to take appropriate action to defend all lawsuits. Following the discussion, SuD suggested that we add wording to the Standing Orders to confirm that the Chief Legal Officer would determine whether the</p>	

	<p>Board's approval is required before commencing the defence of legal proceedings, taking into account the nature of the case and the Board's potential interest in it.</p> <p>GB raised a point regarding clause 5.9.2, noting that S4C could not impose an obligation on the Secretary of State as to how he can appoint non-executive members to the Board. Instead, S4C can only outline how it would hope for such a process to take place.</p> <p>Resolution: Members to submit any further minor amendments to the Secretary by the end of the following week.</p> <p>Resolution: To approve the proposed amendments on the basis of the feedback received during the meeting, to come into effect on 01 April 2025 or as soon as possible thereafter, on the understanding that the following will be further considered and the relevant wording refined as necessary:</p> <ul style="list-style-type: none"> • Add reference to succession planning; • Review the wording of clause 5.9.2 in light of GB's feedback; and • Ask IM to draft a suitable clause for inclusion in the Standing Orders concerning the Chief Legal Officer determining when Board approval is required before 'defending' a legal case, in order for GP to discuss further with Darwin Gray's firm. 	
10.	<p>Review of non-executive members' remuneration</p> <p>GP outlined the current situation of non-executive Board members receiving £9,650 a year in remuneration, with an expected commitment of one day a week. The fee has not been increased since 2009, and the level of remuneration is significantly lower than that seen in other national public appointments.</p> <p>This was discussed by the members, acknowledging that there were valid reasons for and against requesting the DCMS to consider the level of remuneration for non-executive members. It was noted, however, that the DCMS had recently received a sufficient number of quality applications in advertising for a Chair and non-executive members of the Board — on the basis of existing remuneration — and that it would be advantageous to wait for the new individuals to join the Board before taking a decision on this matter.</p> <p>Resolution: To reconsider the matter in the autumn.</p>	
11.	<p>Reports from the Board's 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> <p>Audit and Risk (held on 29/01/2025)</p> <p>SuD noted the following points:</p> <ul style="list-style-type: none"> • Since the meeting, have agreed that Lewis Knights of the NAO may continue to lead the external audit this year. • SuD had requested a meeting with GP, ShW and GE to discuss the review of the risk register. <p><u>Commercial Group Board (held on 17/02/2025)</u></p> <p>ShW noted the points below:</p>	

	<ul style="list-style-type: none"> • A strategic session for the members of the Commercial Board will be held in May. 	
12.	<p>Reports approved / noted without the need for discussion</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>Resolution: Approve the update to be published on the website.</p> <p><u>Programme Policy Statement 2025—26 (for Ofcom)</u></p> <p>Resolution: To endorse the statement, on the understanding that LII will have an opportunity to refine as he sees fit.</p> <p><u>Approval of BBC Programme Plan for 2025—26</u></p> <p>Resolution: The Programme Plan was approved.</p> <p><u>Amendments to the Code of Practice for Board Members</u></p> <p>Resolution: The amendments were approved.</p> <p><u>Review the Committees' terms of reference (and membership) — including the new Remuneration Committee</u></p> <p>Resolution: The terms of reference of the new Remuneration Committee have been approved.</p> <p><u>Board member induction scheme</u></p> <p>Resolution: The Plan has been approved.</p> <p><u>Training programme for Board members</u></p> <p>Resolution: The programme was approved.</p> <p><u>Secretary's job description</u></p> <p>Resolution: The amendments were approved.</p> <p><u>Structure and main messages of the 2024—25 Annual Report</u></p> <p>The report was noted.</p> <p><u>Minutes of previous meetings</u></p> <p>Resolution: The minutes of meeting 475, held on 23/01/2025 were approved.</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, namely:</p> <ul style="list-style-type: none"> • LII's appointment as S4C's Chief Content Officer. <p><u>Work Programme</u></p> <p>The Board's work programme for the next 12 months was noted.</p>	
13.	<p>Any other matter, and evaluation of the meeting</p> <p>EM 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>It was noted that this would be GB's last meeting as interim Chairman — he was thanked for his service.</p> <p>DLP was also thanked as her current period as a non-executive member came to an end. This would have been AG and CJ's last meeting before the end of their respective seasons on the Board too.</p>	