



## Summary of S4C Board Meeting

Meeting No. 468 held at Yr Egin

09.45, 25 January 2024

### Minutes

<b>Members in attendance:</b>		
Rhodri Williams	RhW	Chair of the Board
Guto Bebb	GB	Non-Executive Member
Adele Gritten	AG	Non-Executive Member (virtually)
Chris Jones	CJ	Non-Executive Member (virtually)
Denise Lewis Poulton	DLP	Non-Executive Member
Elin Morris	EM	CEO – from item 2 onwards
Geraint Evans	GE	Director of Content Strategy and Publishing – from item 2 onwards
<b>Others in attendance:</b>		
Manon Edwards-Ahir	ME-A	Director of Communications and Marketing – from item 2 onwards (virtually)
Llinos Priestland	LIP	Executive Officer to Board Secretary
Geraint Pugh	GP	S4C Board Secretary
Dyfrig Davies	DD	Chair, TAC - for item 2
Sioned Harries	SH	Administrative Officer, TAC - for item 2
Carwyn Donavan	CD	Bectu Representative – for item 3
Iestyn Morris	IM	Head of Legal - for item 7
Elinor Price	EP	Finance Manager - for item 9
Dewi Evans	DE	Project Manager - for item 10
Apologies for absence were received from Suzy Davies		

1.	<b>Private meeting for non-executive members</b>  RhW offered an update on the matter he had drawn to the attention of the non-executive members during the board meeting on 07 December 2023.	
2.	<p>[EM, GE, ME-A, DD and SH joined the meeting]</p> <p><b>Meeting with TAC representatives</b></p> <p>It was a tradition for the Unitary Board to meet annually with TAC representatives. RhW therefore thanked Dyfrig Davies and Sioned Harries for travelling to Egin to the Board meeting and welcomed them to the meeting.</p> <p>DD and SH gave a presentation, stating:</p> <ul style="list-style-type: none"><li>• That the TAC membership remains stable;</li><li>• Despite the challenges faced by S4C recently and the impact that had had on the sector, TAC was grateful to both EM and GE for the stability they had provided over the past few weeks.</li><li>• TAC met with DCMS and the Minister John Whittingdale MP to discuss 'brass plating' and the need to retain income and intellectual property ownership within the sector in Wales.</li></ul>	

	<ul style="list-style-type: none"> <li>TAC continues to provide a range of training courses, working with S4C on elements such as compliance with prominence, and race awareness.</li> </ul> <p>DD and SH were thanked for their presentation, and for TAC's support to S4C over recent months. Various elements of the presentation were discussed further with Board members.</p> <p>RhW noted that the consultation on the future of the Licence Fee would be the next major debate on the horizon – which would have significant implications for S4C and the sector in Wales. TAC was encouraged to contribute to that consultation when appropriate.</p> <p>DD expressed the desire of some TAC members for the S4C Board to be more visible at events over the coming months. It was noted that some production companies were already proactive in inviting Board members to visit their offices or various events where live production takes place. However, Board members were keen to receive more similar invitations.</p> <p>In terms of training arrangements, the reasons why some companies were unable to offer apprenticeships were discussed. In order to expand opportunities, it was suggested that TAC could work with Creative Wales – supported by S4C – to develop an alternative scheme that would lead to a suitable qualification. TAC would consider this further.</p> <p>[DD and SH left the meeting]</p>	
3.	<p>[CD joined the meeting]</p> <p><b>Discussion with Carwyn Donavan, Bectu</b></p> <p>CD was welcomed to the meeting, following his request to attend to address Board members. RhW thanked CD for his supportive comments on behalf of Bectu following the publication of the Capital Law report on 06 December 2023.</p> <p>CD was keen to work with S4C on implementing positive measures to avoid a similar situation in the future. The plans being developed by the Management Team were discussed and a commitment was made to share the Recovery Plan with CD once approved by the Board.</p> <p><b>Resolution: To share the Recovery Plan with Bectu once approved by the Board.</b></p> <p>The reasons why members of Bectu did not feel comfortable to raise their concerns during spring 2023 were discussed in line with current S4C policies. CD explained that this arose because Bectu members were concerned about raising these issues in the first place, not because of any shortcomings in S4C's policies. He suggested, however, that the boundaries between different policies could be made clearer.</p> <p><b>Resolution: That the People and Remuneration Committee review the co-ordination between the various HR policies, in order to provide clarity on the types of concerns to raise under each policy.</b></p> <p>CD was also keen to re-establish his regular meetings with the Management Team, and to commence an annual meeting with the Board.</p> <p><b>Resolution: That the Board meets annually with Bectu.</b></p> <p>[CD left the meeting]</p>	<p>GP</p> <p>GP</p> <p>GP</p>
4.	<p><b>Matters raised by the Chair, and declarations of interest</b></p> <p>The Chair welcomed everyone to the meeting.</p> <p>The Chair asked any Member with an interest in the business of the meeting to declare their interest. It was noted however that members had noted permanent interests in relation to their membership of the Board.</p> <p><b>Resolution: To update GB's declaration of interests to reflect the additional information provided during the meeting.</b></p>	<p>LIP</p>
5.	<p><b>Response to Capital Law Report</b></p> <p>At the last Board meeting, it was agreed to agree a work programme, which would include an action plan on cultural transformation to be developed by the Management Team. The</p>	

	<p>Secretary of State had also set out her expectation that such a programme of work would be developed in her letter to Board members on 16 January 2024.</p> <p>The Management Team and Secretary had now developed a renewal programme – the S4C Recovery Plan – and a draft was circulated for consideration by the Board. The main aspects of the proposed Recovery Plan were discussed and feedback was offered.</p> <p>The discussion regarding the core values of S4C had already begun during the Away Day session with staff on 18 January 2024. It was now intended to appoint an external facilitator to work with staff to continue this discussion, and some other aspects of the Recovery Plan.</p> <p>As the Capital Law report highlighted the need to re-establish the trust of the workforce in the HR department, it was suggested that a specific action should be added to the Recovery Plan.</p> <p>GP had already drafted a narrative document reflecting on the events of the coming months. The document had contributed to the content of the briefings for RhW's and CJ's appearances before the parliamentary committees. However, it was suggested that a shorter narrative document should be produced to explain the new Recovery Plan.</p> <p><b>Resolution: To amend the Recovery Plan in accordance with the feedback received, and circulate it for members' consideration by email within two weeks.</b></p> <p><b>Resolution: That a short narrative document be developed to explain the Recovery Plan, to be considered by email within two weeks.</b></p> <p><b>Resolution: That suitable 'lines to take' be developed in relation to the Recovery Plan, and shared with Board members.</b></p> <p><b>Resolution: That the Recovery Plan be shared with staff, DCMS and Bectu for feedback once approved by the Board, before sharing a copy with the parliamentary committees and any other stakeholders.</b></p>	<p>GP / GE / EM</p> <p>ME-A</p> <p>ME-A</p> <p>GP / GE / EM</p>
6.	<p><b>Communications and Marketing Plans</b></p> <p>Following discussions with DLP, ME-A tabled a Partnership Plan for the coming months as we re-establish S4C's reputation. She highlighted the main aspects of the proposed plan, recognising that elements would depend on who served as acting Chair and Acting Chief Executive.</p> <p>DLP welcomed the draft plan, and noted the importance of being vigilant in organising corporate hospitality at present due to the 'optics'.</p> <p>ME-A had also amended the long-term Communications and Marketing Strategy following feedback from members at the last Communications Committee meeting. She would present the Strategy for further consideration at the next meeting of that Committee next month.</p> <p><b>Resolution: To approve the Partnership Plan for the coming months.</b></p> <p><b>Resolution: That a suitable 'message matrix' be developed to accompany the Partnership Plan, and shared with the Board.</b></p>	<p>ME-A</p> <p>ME-A</p>
7.	<p>[IM joined the meeting]</p> <p><b>Social Media Policy</b></p> <p>IM outlined the key principles of the Social Media Policy which had been developed to provide guidance to the independent production sector on the use of social media platforms linked to S4C content, brands and accounts. The Policy also proposed specific guidelines for the personal social accounts of those who are the faces of S4C series and editorial persons working on them.</p> <p>It was noted that the BBC had developed a policy last year on the use of social media by their prominent faces, and S4C had sought to reflect the relevant principles in our Social Media Policy.</p> <p>There was a separate policy in relation to S4C staff use of social media. This policy was part of the Code of Conduct that new staff were expected to sign up to at the time of</p>	

	<p>appointment. It was suggested, however, that all S4C staff should be encouraged to remind themselves of the policy, and the wider Code of Conduct.</p> <p>[IM left the meeting]</p>	
8.	<p><b>The BBC's Programme Plan for 2024-25.</b></p> <p>The BBC's Programme Plan for 2024-25 was presented. In outlining the main aspects of the Programme Plan, GE explained that it was hoped to keep to a similar structure to this year – although the impact of inflation meant that it would not be possible to include as much sport as usual within the plan.</p> <p>It was noted that the Media Bill would offer an opportunity for S4C and the BBC to reach an agreement on an alternative that was not based on hours. A paper on various issues in that regard would be presented to the next Board Away Day meeting.</p> <p><b>Resolution: The Programme Plan for 2024–25 was approved.</b></p> <p><b>Resolution: That a report on alternatives to the statutory 10 hours be presented to the Board Away Day meeting in April 2024.</b></p>	<p>GE</p> <p>GE</p>
9.	<p>[EP joined the meeting]</p> <p><b>Quarter 3 Financial Report</b></p> <p>EP presented the financial report for quarter 3, 2023-24. The main aspects of the report were outlined.</p> <p>DLP noted the importance of keeping an eye on the costs of attending external events and holding corporate events, as well as expenses claimed generally. It was explained that such expenditure was being monitored.</p> <p>[EP left the meeting]</p>	
10.	<p>[DE joined the meeting]</p> <p><b>Quarterly update on the delivery dashboard of the Strategy (for DCMS)</b></p> <p>DE presented the latest version of the quarterly dashboard. In doing so, DE outlined the main changes since the Board reviewed the dashboard in October 2023.</p> <p>RhW noted that DCMS had previously asked that S4C's quarterly reports focus on the use of the additional £7.5m awarded to us from the Licence Fee. There was a risk that sharing the full dashboard would result in S4C over reporting on wider activities.</p> <p>DE explained that he was producing an additional paper to be submitted to DCMS with the dashboard which provides a specific update on how the additional £7.5m is being spent. He would also discuss with GP the possibility of amending the format of the quarterly dashboard to avoid over reporting.</p> <p><b>Resolution: That DE and GP review the format of the quarterly dashboard.</b></p> <p><b>Resolution: To approve the dashboard for submission to DCMS.</b></p> <p>[DE left the meeting]</p>	<p>DE / GP</p> <p>GP</p>
11.	<p><b>Management Team report</b></p> <p>The report was presented, outlining the work that had taken place over the recent period.</p> <p>It was reported that the new Staff Forum was now in place, and that useful feedback had been provided by them to the Management Team and the Transition Team following their first meeting. It was suggested that it would be useful to share the feedback with the Board for information.</p> <p><b>Resolution: That feedback from the Staff Forum to the Management Team and the Transition Team be shared with the Board.</b></p>	<p>GP</p>
12.	<p><b>Minutes of Meetings Nos. 466 and 467 (held on 07.12.23 and 14.12.23)</b></p> <p>The minutes of the latest Board meetings were tabled and approved.</p>	

13.	<b>Action Points Register</b> The Action Points register was noted.	
14.	<b>The Board’s work programme for the next 12 months</b> The Board’s work programme for next year was noted.	