



**S4C Board Meeting Minute
18 June 2020 – Zoom Meeting**

Meeting No. 440

Present:

**Non-Executive Board
Members:**

Rhodri Williams	(Chairman)
Owen Derbyshire	(Member of the Board) – items 1-7
Anita George	(Member of the Board)
Siân Lewis	(Member of the Board) – items 5-8
Hugh Hesketh Evans	(Member of the Board) – items 1-5; 8-12

**Executive Members of
the Shadow Unitary
Board:**

Owen Evans	(Chief Executive)
Elin Morris	(Chief Operating Officer)
Amanda Rees	(Director of Content)

Also present:

S4C staff:

Gwyn Williams	(Director of Communications)
Eilir Jones	(Head of Research) – item 8
Sharon Winogorski	(Chief Finance Officer) – items 4-12
Catrin Whitmore	(Head of Human Resources) – items 4-12
Owain Lloyd	(Board Secretary)
Bethan C. Williams	(Assistant to the Board Secretary)

External:

Jeremy Evas	Welsh Language Division, Welsh Government – item 2
Lewis Knight	National Audit Office – item 5
Saagar Patel	National Audit Office – item 5

STANDING ISSUES:

1. Welcome and Declarations of Interest

The Chairman welcomed everyone to the meeting of S4C's Unitary Board.

The Chairman asked any members with an interest in the business of the meeting to declare their interest. There were no declarations. He reminded everyone to declare their interests and to ensure that the information was up to date. RhW declared his interest in Ofcom.

See the Register of Interests in S4C's Unitary Board section of the S4C website for general declarations.

2. **Presentation by Jeremy Evas**

Jeremy Evas of the Welsh Government's Welsh Language Division gave a presentation and outlined the plans in place to try to increase the use of the Welsh language. He noted the need to try to change peoples' behaviour, by using many different techniques, to ensure that everyone feels included and comfortable in using the language. Everyone needs to belong, and the emotions play an important part in doing so.

[Summary: There was a discussion on how people perceive the Welsh language in terms of brand; what is a brand; the significant potential to develop the sense of belonging; and how to discuss the Welsh language.

OD felt that it was a very good presentation, and that it was important for us in terms of the S4C brand. He would like us to work more closely as organisations, piloting some of the suggestions with our audiences. AR agreed, noting that there are simple things that we could do: including the use of clear communication, and the way that we respond to enquiries - encompassing those made via the Viewers' Hotline. HHE noted the importance of developing partnerships and changing the tone of the discussion.]

RhW noted that there was a willingness to work closely with the Welsh Government and that there was a need to ensure that the principles in JE's presentation form part of the 22 Strategy. He thanked JE for his presentation.

3. **Chief Executive's Report**

OE presented his monthly report which included the matters below.

Covid

OE gave an update on the situation. Regular calls with production companies were continuing as well as holding a meeting with the sector as a whole. Officers were looking carefully at the content budget and were preparing to plan for September onwards. The Drama Forum had met again and discussed issues such as insurance, travel and overnight stays for filming etc. Officers were in close contact with the Welsh Government and the DCMS on a number of issues. The weekly staff meetings were also continuing.

SL wanted to thank the officers for supporting the Urdd in relation to Steddfod T. She also noted that there had been positive feedback from the sector regarding S4C's response to the crisis.

Re-opening the offices

It was reported that much work was taking place in the background to try to prepare for the re-opening of offices. HM noted that a plan had been prepared for each office in respect of the 2 metre rule, and that risk assessments were being carried out with the help of an expert adviser. It was reported that the landlord at Doc Fictoria already had plans in place, and that further discussions were needed with Yr Egin. In relation to the BBC's offices in Central Square, it will be necessary to see how many staff will be allowed in as the BBC has more stringent rules.

In relation to staffing, there would be a need to arrange a presence for each team within the offices, with different working patterns offering greater flexibility. It would not be possible for everyone to come in at the same time and it would be a gradual process whilst continuing to use the available technology.

VAT

OE noted that the HMRC had been in touch with SW regarding the legislation in relation to S4C's VAT payments.

BBC Statutory Provision

It was reported that Ken MacQuarrie had responded to OE's letter on 15 June and that EM had prepared a draft response for the Board to discuss.

[Summary: Following a discussion, it was agreed to redraft the letter to the BBC in the light of the Board Members' comments.]

4. **Content Presentation**

[Summary: AR presented an update on S4C's Content. The financial implications of the crisis were discussed.]

There had been another meeting with the sector and a whole range of ideas had been sent to the Commissioners as a result. Some of the series in the pipeline were noted. It is hoped that it will soon be possible to re-start shooting *Pobol y Cwm* but there would be fewer episodes between September and December 2020. It is also hoped to restart filming *Un Bore Mercher* but drama was a difficult genre under the restrictions. The team had also made a callout for half-hour dramas.

S4C's Drama Forum had been meeting regularly with 30-40 people from the sector joining the meeting. Insuring productions was identified as a huge problem because of COVID-19. PACT and others were lobbying the DCMS and Treasury to create a fund that would underwrite productions and S4C had written to the DCMS.

There was a discussion about the challenges faced by companies in obtaining consent from local councils to continue filming in various locations across Wales. Officers were in discussion with the Welsh Government and others. HHE offered to raise the issue within the WLGA.

With reference to the loss of sports programmes, it was noted that 170 hours had been lost, but that 63 hours had been replaced with a mix of archive programmes and some new content. New Zealand's Super rugby programme had begun, and it would be possible to restore some of the hours with the Tour de France and the Giro in due course. There were still discussions about when the Pro14 season will re-start.

5. **External Auditors' Report, National Audit Office**

Lewis Knight thanked the Board for the opportunity to present the external audit report. He also thanked Sharon Winogorski and the team for their support. In addition to the challenge of conducting an audit for the first time for S4C, he explained they were working remotely because of the pandemic. NAO officials had familiarised themselves with S4C's work over the period, and it was noted that the risk report had changed as they got to know S4C's procedures better.

[Summary: The report outlined the work that had already been completed. Although COVID-19 was not treated as a special risk, consideration of the impact of the pandemic played a role across all aspects of the work.

Another area that needed attention was the fact that several productions had been postponed. It was noted that the description was postponement rather than a cancellation. Saagar Patel outlined the remaining work, with the focus on different risks requiring attention.]

LK, SP and SW noted that there was still some work to be done before confirming the final report for the Annual Report.

RhW thanked the NAO and acknowledged that a first-year audit was always difficult. LK noted that lessons had been learned and it will be possible to move on to the next audit with confidence.

6. **Approval of Financial Statement 2019/20**

[Summary: SW presented the Financial Statement. It had been a challenging time, but the work was almost finished. The increase in hours transmitted as a result of the leap year was noted.]

The Board thanked SW and the finance team for all the hard work. Ensuring a clean audit from the NAO was quite an achievement.

7. **Annual Report - Governance Narrative**

The draft of the Governance section of the Annual Report was presented. OLI noted the main changes since the discussion in the Audit Committee including how S4C had responded to COVID-19 with **the Viewers' Evening held over Facebook Live, and the fact that the business continuity arrangements had been** fully tested during March 2020 in response to the crisis.

[Summary: Some other elements of the narrative were discussed, including the gender pay report. There were some changes from last year, mainly as a result of some female officers leaving during the year. CW had prepared an explanation as part of the report.

It was noted that, as S4C has so few staff, small changes can have a major impact on the figures. However, there was a lack of diversity within S4C and the possibility of creating a Diversity Officer was explored.]

8. **Performance Update**

[Summary: EJ reported on the performance of the service and on the change in S4C's audience during the lock-down period, by slot and by day. It was noted that the audience had changed during the day and the peak hours, with an increase on Sunday mornings with the morning service.

There had been a large increase in viewing content outside television. According to BARB, people were now viewing an hour and a half of content outside the broadcast channels.

HHE noted how interesting the report was. However, he had some concern about this year's reach so far. EJ underlined the fact that the impact of the loss of sport was primarily on reach.

AR believed it was difficult to measure the actual performance this year. There may be a need to focus on performance during the peak hours and the hours of alternative viewing. The Thousands of Viewers during peak hours was up, possibly due to the greater appeal to the core audience. SL felt that the core audience was important, but that there was also a need to try and attract a new audience.]

9. **Minutes of the Meeting held on 21 May 2020**

The minutes of meeting number 439 held on the 21 May 2020 were presented. The minutes were approved by the Board.

10. **Matters Arising**

No matters arising from the minutes were discussed.

11. **Action Points and Decision Register**

The register was noted.

12. **Any Other Business**

Officers were asked if the Board needed to meet more frequently due to COVID-19. OE noted that the current arrangements were working, and the important thing was that the Board was happy with the officers' response. An urgent meeting can always be arranged if something specific needed to be discussed.