



**S4C Board Meeting Minute
15 October 2020 - Zoom meeting**

Meeting No. 443

Present:

Non-Executive Board Members:	Rhodri Williams	(Chairman)
	Owen Derbyshire	(Board Member)
	Anita George	(Board Member)
	Siân Lewis	(Board Member)

Executive Members:

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

Also present: S4C staff:

Gwyn Williams	(Director of Communications) *
Sharon Winogorski	(Chief Finance Officer) *
Ruth Meadows	(Head of Digital Strategy and Analysis) – item 6
Owain Lloyd	(Board Secretary) *
Bethan C. Williams	(Assistant to the Board Secretary)

Also present

Helen Cargill	TIAA – item 5
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Apologies

Hugh Hesketh Evans	(Board Member)
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* = Leave meeting for item 5

STANDING ISSUES:

1. Welcome and Expressions of Interest

The Chair welcomed everyone to S4C's Unitary Board meeting. He had received apologies from HHE.

The Chair asked any members with an interest in the business of the meeting to declare their interest. There were no statements. He reminded everyone to declare their interest and 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. Chairman's Report

RhW presented his oral report.

He noted that he had requested a meeting with the Secretary of State for Wales and the response had offered a meeting with David TC Davies in November.

On the previous day the Chairman had been interviewed by Huw Thomas of the BBC in both Welsh and English. The intention was to broadcast the Welsh

interview that night on Newyddion and that the interviews would appear on the BBC Wales and Cymru Fyw websites.

It was also intended to hold another event on Wednesday 21 October, with Huw Thomas, on behalf of RTS Cymru, seeking to expand on the previous interview. He would be taking questions live on the RTS website.

This was an opportunity to start the process of sending out messages about Strategy 22 and instigating the conversation with the audience. Once the Board have agreed and are happy with the Strategy, OE said that, over the next months, it would be important to discuss and consult publicly.

3. **Chief Executive's Report**

OE presented his monthly report including the matters below.

It was noted that discussions about the possible lockdown were ongoing, particularly when considering broadcasting sports programmes. It is hoped that it will be possible to continue to broadcast professional games.

[Summary: AR added that she felt that we were more confident that processes were in place, compared to the first lockdown period, which will allow the sector to continue with their productions within the proposed rules.

In terms of drama, the productions Bregus and Fflam were due to start filming the following week. It is hoped that it will be possible to continue as all productions are now able to apply for insurance under the DCMS scheme although some aspects differ from normal insurance. There was no reason to think that Pobol y Cwm and Rownd a Rownd cannot continue filming.

GW said it would be vital to inform the audience of our plans. We will do so by communicating any updates or changes to the schedule through the press, the screen, on social media, as well as interviews with OE and AR.

OE noted that lessons had been learned from the previous lockdown. It was also necessary to look at the possibility of showing new content on digital first. On the whole the story of how S4C has responded to the situation was positive.

He reported that the fourth Facebook Live session had gone well. SL suggested the possibility of having a specific theme, such as Sport, for future sessions, as it would provide opportunities for different people to contribute.

OE suggested that we should arrange at least one in the North and one in the South each year. It will be possible to consider the arrangements once the current restrictions are lifted.]

4. **Treasury Loan**

[Summary: The arrangements for repaying the Treasury loan were discussed.]

EM was also keen to receive confirmation that Section 33 with respect to VAT would be resolved. ShW noted that the DCMS had said that the Finance Act was going to include the change, but that written confirmation was required.

5. **TIAA Report on Board Governance**

Helen Cargill introduced the report and discussed some of the main points raised during the audit. It was noted that there had been ready co-operation from Board Members with all open and honest.

[Summary: It was noted that the basics of the organisation were correct with clear roles, induction courses and accurate minutes being presented. It was noted that one of the main changes to the organisation was the change from an Authority to a Unitary Board. It was clear that the Board needed more members, and that more clarity was needed on the exact role of Board members, including the role of the Chair, the Chief Executive and the Members themselves.

Limited assurance had been noted on the report, but there was also a significant amount that was positive in the report. The document was positively received. It was suggested that it should be presented as a consultative report rather than a limited report.

It was noted that the recent period may have been unusual in the fact that we have had to focus on relocation and now co-location, as well as on Covid-19.]

It was also suggested that a note should be added to the report about the positive way in which S4C has responded to the Covid-19 crisis.

There was a discussion about the possibility of having Members with different expertise and trying to establish exactly what their expertise is in order to help the Board. It would also be good to be able to set up a scheme where Board Members can get to know the rest of the staff members.

HC was thanked for the report.

6. **Ruth Meadows Presentation**

RM gave a presentation on the review into audience activity and engagement. It was noted that she had held interviews and focus groups with staff to try to find better ways of working and to communicate with our audience.

The report contained a number of important recommendations including:

- Adopting a gateway process for commissioning, communication and marketing that creates a consistent approach to the development and evaluation of campaigns;
- Creating a team made up of the commissioner, research and communications to ensure early discussions between the teams and the opportunity to maximize the success of content by targeting the audience;
- Reconfiguration of the department into two new groups focusing on Digital and Marketing and Corporate Affairs and the Press;
- Communicating the new arrangements with the production sector through joint briefings and sector events with the commissioning team;
- Developing an engagement strategy to create the debate around the new direction and the new service;
- Relaunching the service with renewed vision, services and brand.

OE had established a Project Board to take the work forward

SL asked what the cost of the work would be, and OE said that was something that the new digital director would have to look at as well the structures, creating sub-brands etc. A clear marketing strategy was needed with the data driving everything.

OE noted that this was a 2-3-year project and that the need now was to draw up a work plan. He would return to the Board in the new year with a plan. All departments will need to work together, and staff were enthusiastic about the changes.

7. **Complaints Process**

[Summary: OL said that S4C's current complaints process has been in place since 2013.

The paper therefore recommended that the role of the Complaints Committee/Board should concentrate on compliance/regulatory matters, and not on editorial issues making that clear on our website.

In terms of complaints about S4C's programmes (including on-demand programmes), the paper recommended adding a couple of additional layers in the process. With complaints about compliance/regulatory issues (other than programmes), the paper recommended adding one more step in the process before there was an appeal to the Complaints Committee.]

It was agreed to accept the recommendations in relation to the complaints process.

8. **Minutes of Meeting 17 September 2020**

The minutes of meeting number 442 held on 17 September were presented. The minutes were approved as correct by the Board. No issues arising from the minutes were discussed.

9. **Action Points and Decisions Register**

The register was noted.

10. **Any Other Business**

With reference to the Board's discussions next month, it was noted that Strategy 22 will be the focus of the meeting