



S4C Board Meeting Minute
15th November 2018, Canolfan S4C, Yr Egin, Carmarthen

Meeting No. 422

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| Present: | Huw Jones | (Chair) |
| | Hugh Hesketh Evans | (Board Member) |
| | Anita George | (Board Member) |
| | Owen Derbyshire | (Board Member) |
| | Rhodri Williams | (Board Member) |
| S4C Staff: | Owen Evans | (Chief Executive) |
| | Gwyn Williams | (Director of Communication) |
| | Phil Williams | (Board Secretary) |
| | Elin Morris | (Corporate and Commercial Director) |
| | Amanda Rees | (Director of Content) |
| | Bethan C. Williams | (Assistant to the Board Secretary) |
| | Huw Jones | (Senior Statistics Officer) – Item 7 |
| | Arwyn Rawson Thomas | (Head of Planning) – Item 7 |
| Apologies: | Siân Lewis | (Board Member) |

MINUTES

STANDING ITEMS:

- Welcome and Declaration of Interest**
The Chair welcomed everyone to the first meeting of the Shadow Unitary Board.

Members were asked if they had any interest to declare in the meeting's business to so declare their interest.

See the Register of Interests under the Authority Board section on the S4C website for general declarations.
- Minutes of Board Meeting No. 421 held on 25th October 2018**
The minutes of Board meeting No. 421 held on 25th October were presented.

The minutes were approved by the Board.
- Matters arising from the minutes of Meeting No. 421**
Shadow Unitary Board
An update was requested on the arrangements for the Shadow Unitary Board. It was explained that the Board had approved the revised Standing Orders and the objective of operating as a Shadow Unitary Board from this meeting.

An update had been given to the DCMS and the Department had asked about lessons learned in drawing up the arrangements in order to ensure that any request for legislation considered the process thus far. S4C had noted that discussion was needed on the whole scope of the existing statutory provisions that will need revising in a bill in due course.

In terms of membership of the Shadow Unitary Board, the Chief Executive was an Executive Member of the Board in line with Order provisions. The Orders also authorised the Board to appoint a maximum of two additional Executive Members to act as executive directors in line with the recommendation of the Audit and General Purposes Committee. It was noted that the Committee's next meeting had been rescheduled for 12th December.

It was noted in terms of corporate governance that a formal process was required for nominating and appointing Executive Members in accordance with the Orders. It was

suggested that the Board could consider a recommendation from the Audit and General Purposes Committee to appoint Executive Board Members by e-mail or Skype rather than waiting until the next formal Committee meeting, while noting that the Standing Orders allowed the Board and its committees to conduct their business by electronic means.

It was resolved rather than waiting until the meeting of the Audit and General Purposes Committee in December, that the Chief Executive should submit his recommendation for appointing Executive Shadow Unitary Board Members to the Chair of the Audit and General Purposes Committee by e-mail, and then for the Committee to consider the recommendation before submitting it to the Board for consideration.

PW noted that plans were in place in the context of the S4C website to ensure that any reference to the Authority was changed to refer to the Unitary Board. It was resolved that PW and EM should discuss what changes were needed to reflect the new name of the Board in other documentation, including S4C agreements.

4. **Action Points**

The Action Points were presented for information, with particular reference to the following points.

Digital Hub

Reference was made to an action point from April 2018 in relation to plans for the Digital Hub, and a question asked what progress had been made with setting up the Hub at Yr Egin. It was explained that there would be an opportunity to discuss digital developments in December. The digital plans continued to be developed with Ruth Meadows responsible for leading on infrastructure matters, and Rhodri ap Dyfrig responsible for commissioning content for digital platforms.

A plan was being developed to include the launch of box sets before Christmas, then optional registration and a compulsory registration scheme to follow in the New Year.

5. **Chief Executive's Report**

The Chief Executive presented his report with specific reference to the following matters.

Governance Arrangements for the Commercial Board, including guidelines for investing in production companies

EM presented the revised process in relation to governance arrangements, together with guidelines, to enable investment by S4C Masnachol in production companies.

A discussion was had on how the plan would be implemented, and how to ensure that a clear protocol was drawn up to avoid any conflict in relation to a commission or content and investment by the commercial section. There was some concern that the Chief Executive or Director of Content could influence investment decisions under the proposed arrangements. It was explained that the Unitary Board would have to approve any investment decision, and therefore that the Chief Executive or Director of Content would not have any inappropriate influence on the process.

It was asked whether OE had discussed the proposals to invest in production companies with the sector. He explained that he had discussed this with TAC representatives who were comfortable with the idea.

It was resolved that AG and EM would discuss options to ensure the inclusion of clear boundaries between public and commercial funding interests in the investment protocol before reporting back to the next Board meeting.

The Archive and partnership with the National Library

OE gave an update on discussions with the National Library on options for archiving S4C material.

It was agreed to provide a further progress report to the Board when further information became available.

Editorial Agreement with the BBC

It was noted that comments on the draft agreement had been submitted to the BBC, and a meeting set up to discuss the comments.

Late delivery of programmes

Reference was made to OE's written report and it was noted that work was ongoing to try to resolve the issue of late delivery of programmes.

Relocation – Progress Report

OE was in the process of preparing a progress report on the Relocation Project.

The Relocation Project's final report will be presented to the Board by the Chief Executive in January.

6. Chair's Report

The Chair presented his report with specific reference to the following matters.

Structural matters arising from the Review**Proposed MoU with Ofcom**

Ofcom Cymru had received a copy of the draft MoU for their consideration in October and had given a positive verbal response to S4C. They were now discussing the document with colleagues in London.

Audit Arrangements

PWC's new Internal Audit programme of work will be presented to the Audit and General Purposes Committee at its meeting in December.

Official Opening of the S4C HQ at Yr Egin

The Chair referred to the official opening of the S4C headquarters at Yr Egin and noted that the occasion had been a success. It was good to have welcomed the Secretary of State Jeremy Wright to Yr Egin on his first official visit to Wales, also Lord Bourne who was representing the Wales Office. Following the opening, there was a meeting between the Secretary of State and Lord Bourne and TAC and S4C representatives.

Board Membership

The Chair reported that the DCMS had informed S4C that two new Non-Executive Members of the Unitary Board would be appointed at the same time as appointing a new Chair.

Viewers Evenings

The Chair referred to the viewers evenings held recently and noted that approximately 70 viewers had attended the evening at Welshpool last night. Minutes from the evenings will be distributed in due course.

A discussion was held on the value and purpose of the viewers evenings. While noting that these meetings were valuable - since they gave viewers an opportunity to submit their views and for S4C to hear the views of the audience and to identify any trends or specific points that arise - they also had a PR value. It was noted that they were not a substitute for formal research work.

TAC

The Chair welcomed TAC Council members to the meeting and there was a discussion on a number of relevant issues.

Digital Hub

OE gave an update on S4C's digital plans and explained that the work had been distributed between the digital infrastructure project and digital content.

The Infrastructure work was focussing on using technology to understand more about audience views and to communicate better with them. A new team had been set up to

combine social media, Clic developments and digital analysis work in a single team. The work of content development and commissioning was continuing in a separate team.

OE was asked whether the option to produce digital content within S4C was still being considered. He explained that the option was still being considered but due to the encouraging growth in companies developing the ability to produce content for digital platforms, there were no current plans to produce content internally.

7. **Service Content and Performance**

AR gave a summary of the original content strategy and a review of the service strategy and performance which led to a discussion on the performance of the service.

Changes to the Timetable / Moving Newyddion

It was agreed to provide background papers to the Board before the Away Day to include information about (i) the distribution of funding within the timetable,(ii) promotional options in future, and (iii) an assessment of the performance of digital services in relation to the performance of the televised service.

It was agreed to provide demographic information to the Board that would provide background information on the audience and the population of Wales.

It was also agreed to continue to work on options for the revised timetable, including the possibility of moving Newyddion, and to provide further information, together with a recommendation to the Board for consideration at its meeting in January 2019.

The meeting also noted the need to ensure how, under the Unitary Board structure, the scrutiny of the £67m expenditure at a strategic level was possible, without interfering in commissioning and timetabling decisions.

8. **The past month's programmes**

A number of programmes broadcast during the past month were discussed.

9. **Viewers' Hotline and Complaints and Compliance Reports**

The report of the Viewers' Hotline was presented for information.

10. **Programme of Work**

The Board's Work Programme for 2018-19 was presented for information.

11. **Any Other Business**

No other business was discussed.