



S4C Authority Board Meeting Minute
13 February, 2018, S4C, Llanishen, Cardiff

Meeting No. 414

Present:	Huw Jones	(Chairman)
	John Davies	(Member of the Board)
	Hugh Hesketh Evans	(Member of the Board)
	Guto Harri	(Member of the Board)
	Siân Lewis	(Member of the Board)
	Elan Closs Stephens	(Member of the Board)
S4C Staff:	Owen Evans	(Chief Executive)
	Amanda Rees	(Creative Content Director)
	Elin Morris	(Director of Corporate and Commercial Policy)
	Gwyn Williams	(Director of Communications)
	Llion Iwan	(Head of Content Distribution)
	Catrin Hughes Roberts	(Director of Partnerships) – item 5.6
	Rhidian Dafydd	(Programme Manager for Yr Egin) – item 5.7
	Huw Jones (Ymchwil)	(Senior Statistical Officer) - item 6
	Sharon Winogorski	(Chief Finance Officer) – item 7
	Phil Williams	(Secretary to the Authority)
	Bethan C. Williams	(Assistant to the Secretary to the Authority)

STANDING ISSUES:

1. **Welcome and Declaration of interest**

The Chairman welcomed all present to the meeting and asked for any member with an interest in the business of the meeting to declare their interest.

ECS declared an interest in relation to the discussion about TAC as her son was the vice chair of PACT.

No other declarations were received.

See the Register of Interests section of the S4C Authority Board website for general declarations.

2.1 **Minutes of meeting 413 held on the 13 December and the minutes of the Away day held on 16 January in Carmarthen**

The minutes of meeting number 413 were presented.

The minutes of the Away day meeting were submitted (16.01.18).

The Board approved the minutes of Meeting 413 and the minutes of the Away Day.

2.2 **Matters arising from the Minutes of meeting 413**

Promoting TAC membership

[Summary: The membership of TAC and the number of companies who are not members were discussed. In addition, reference was made to wider issues related to the sector.]

3. **Decisions Register and Action Points**

- 3.1 The Decisions Register and Action Points were submitted. It was noted that the register had not been revised since the last meeting unless a specific update had been received. **It was agreed that action points should not be deleted if they have not been completed.**

[Summary: The Cyw brand was discussed and it was explained that a report would be presented to the Commercial Board soon regarding the brand.]

3.2 **The Archive and the National Library**

An update was requested regarding the discussions with the Library regarding establishing a partnership for S4C's archive material and it was noted that meetings were continuing with officers, that the Management Team had asked to see a 'terms sheet' for any possible partnership or agreement, but not there was nothing further to report at this time.

4. **Chairman's Report**

The Chairman presented his report and referred specifically to the following issues.

4.1 **The Independent Review**

A meeting had been scheduled between OE, HJ, PW, Euryng Ogwen and his officers on the 27 February. The Report had been submitted to the Secretaries of State at the DCMS and the Wales Office, but a schedule for the next steps had not yet been agreed with the DCMS.

The Secretary of State's interest in digital issues was mentioned, and it was suggested that he should be invited to one of S4C's events such as the Royal Welsh Show.

It was decided that GH and GW would discuss the options before the Show.

4.2 **Appointments to the Authority Board**

It was noted that the deadline for submitting an application for membership of the Authority Board had passed, and that a significant interest had been expressed. Interviews will be held in April.

HJ and PW had discussed the position with the re-appointments with DCMS officers once again, highlighting the end dates of each member's term and explaining the potential severity of the situation to them.

It was explained that the DCMS officers are aware of the severity of the situation, and are eager to ensure that ministers have a clear understanding of the situation.

A new officer had now been appointed as head of the public appointments

department and it is hoped that constructive relationships can be built with the new team again.

4.3 **Meeting with the Welsh Government Minister for Culture and Sports, Lord Dafydd Ellis Thomas**

The Chairman and OE had held a constructive meeting with the Minister for Culture and Sport.

5. **Chief Executive's Report**

The Chief Executive presented his report, and he specifically referred to the following issues.

5.1 **DCMS**

OE had attended a number of meetings with DCMS officers, where there was an opportunity to discuss S4C's new strategy.

5.2 **New Strategy – Update**

It was explained that LII was leading the work of developing the New Strategy, and that a detailed update would be presented to the Authority Board shortly, **with initial financial options to be submitted in March.**

5.3 **General Pay increase for staff**

[Summary: An update was given on the discussion with BECTU and the recommendation to offer a pay rise to S4C staff, it was noted that the arrangement between the BBC and BECTU had not yet been confirmed.]

5.4 **Canolfan S4C Yr Egin**

[Summary: The meeting discussed the latest on new tenants for Canolfan S4C Yr Egin. Officers were asked whether there had been a change of emphasis to attract tenants in the digital sphere rather than tenants involved with the Welsh language. S4C was not aware of any change of emphasis by the University.]

5.5 **Commercial Board Strategy**

[Summary: OE presented an assessment of the performance of the Commercial Board's strategy and a report on the performance and future of the investments. There was a discussion on the reports, the performance and on the governance and reporting by the Commercial Board to the Authority Board. It was agreed:

- That the terms of reference of the Commercial Board be reviewed;
- That the Chief Executive be appointed Chair of the Commercial Board, and that Members of the Authority Board be appointed to serve as non-executive directors of the Commercial Board;
- That options should be considered to report more clearly from the Commercial Board to the Authority Board, and to create processes to approve the Commercial Strategy and appointments to the Commercial Board.

A number of principles for investments in the future were also agreed upon.]

5.6 **Presentation of the S4C Diversity Charter Report - Reflecting Wales and looking at ourselves: diversity on the screen and behind the camera**

CHR presented a draft Diversity Charter that outlined plans for ensuring and monitoring diversity in S4C in terms of the workplace and on-screen.

It was explained that the draft Charter provides an update for the Authority Board on the work of promoting diversity within S4C and the sector, and the intention was to launch the Charter and the new scheme during the first quarter of 2018.

It was noted that there was a proposal to monitor diversity within S4C's workforce, within the sector and amongst those who work on S4C productions. Options for creating a system for monitoring diversity within the sector and the productions had been considered, and included within the Charter. It was explained that establishing the monitoring procedure would require £35k of investment.

The question was asked whether the draft Charter clearly explains the aim of promoting and monitoring diversity. It was also asked how it is intended to assess the performance of the service and the organisation in terms of portraying diversity, and whether it is intended to reflect society within the UK, Wales, the S4C audience or Welsh Speakers. It was suggested that the Charter does not explain this as it stands and that this would also need to be understood in order to be able to monitor whether or not the strategy succeeds.

The Authority Board was very keen to ensure that the aims of the Charter and plan, and the relevant definitions of diversity and portrayal were clear and straightforward.

LII explained that the Content Strategy aims to strengthen S4C's portrait of the audience on the service itself, and that there are regular discussions with the production companies to improve the portrait.

An element of concern was noted that an attempt to improve the service's portrayal should not result in commissioning decisions that are driven by the need to achieve certain quotas.

[Summary: Reference was made to the CDN's (Creative Diversity Network) Diamond system used by other broadcasters. The stumbling blocks for S4C to join the system are great and the benefits to a body of the size of S4C may, possibly, not be enough.]

An element of concern was also expressed that any new diversity strategy could create a monitoring bureaucracy if it is not properly planned and implemented. It was necessary to guard against this and to ensure that any strategy and structures approved in due course are simple and appropriate, and are likely to achieve the relevant outcomes.

There was also some concern noted regarding the financial requirements of establishing the monitoring systems.

The Authority Board decided that further consideration should be given to the document, including; how to define diversity, what is the intention with portrayal, how to monitor it, how to convey it to the sector, and a re-draft of the document with a more concise and clear approach before its re-submission to the Authority Board.

5.7 **Update on the Relocation and Co-location Schemes**

OE and RhD presented an update regarding Relocation, Co-location and the Parc Tŷ Glas Estate. It was explained that a considerable amount of work has been achieved in terms of introducing a formal structure to the Relocation and Co-location projects over recent months.

RhD presented an outline of the new structure that has been introduced to manage the projects including risk management. The structure was based on the best practice in managing large projects.

Relocation Project

Recent work had focused on staffing issues, including seeking more clarity about staff intentions. It is hoped that a clearer picture will be available by March. This will enable S4C to plan for the continuity of the business over the period of the move.

Co-location Project

In terms of the Co-location project, preparation work for the TUPE process had been carried out, including a staff skills audit and continuing with the work of planning how to implement the new staffing system with the BBC.

Parc Tŷ Glas Project

He explained that a paper was being prepared which will include an update regarding options for the sale of Parc Tŷ Glas estate in due course, and plans for the use of the estate in the meantime.

JD thanked them for the update, stating that he was very pleased to receive a detailed report that showed appropriate management structures for the projects.

5.8

To consider the scrutiny needs of the Authority Board and Scrutiny Committee for the Relocation and Co-location Projects and the TSA Agreement

JD presented a paper which included recommendations for the Authority Board's scrutiny requirements for the Co-location and Relocation Projects and the Parc Tŷ Glas Estate.

JD presented a recommendation on the scrutiny requirements of the Authority Board. He explained that the Authority Board had decided in December that it should receive a monthly submission regarding the progress of the Relocation Project. The needs of the next phase of the Co-location Project also needed to be considered.

[Summary: Some of the negotiations relating to the projects were raised, such as the Service Charge at Yr Egin and the TSA with the BBC, and it was noted that regular scrutiny reports were required. The Scrutiny Committee from the outset was keen to establish a regular work programme. Due to the nature of the projects or the need for urgent decisions many of the issues requiring a decision were referred straight to the Authority Board meeting.]

By now, with the Relocation and Co-location Projects rapidly progressing, and with the in depth work of agreeing the detail and costs of the TSA with the BBC ongoing, JD explained that it was timely to consider whether the Authority Board and Scrutiny Committee are receiving appropriate and timely information from officers to enable the Board and Committee to attain an appropriate level of scrutiny.

The following recommendation was submitted and approved:

In order to ensure an appropriate scrutiny procedure for the projects during the forthcoming critical stage, (i) in preparation for the move to the Egin in the autumn, (ii) in preparation for co-location with the BBC in Central Square during 2019/20, and then (iii) decommissioning the existing estate at Parc Tŷ Glas, it is recommended that the relevant officers submit a monthly written progress report to the Authority Board, which would include, as a minimum, the following information relating to the three projects above:

- **A general update on the progress of the projects;**
- **A risk register for the three projects, clearly indicating the changes since the last meeting, together with an explanation of the measures that have been adopted to manage the risks identified;**
- **A financial update;**
- **A staffing update; and**
- **An update on the implementation of the TSA agreement, including any financial or technical issues that have arisen with the BBC.**

It was decided that a detailed work plan and timetable should be agreed for the Scrutiny Committee's work.

It was agreed to delegate the right to the Chairs of the Authority Board and the Scrutiny Committee to discuss and agree on the detailed format and content of the monthly reports, and the work plan and timetable of the Scrutiny Committee, with the relevant officers and the Chief Executive.

It was decided that a meeting of the Scrutiny Committee should be held before the Authority Board's meeting in March, and after completing the process of discussing their intentions with those staff whose posts are moving to the Egin, in order to further consider the staffing situation. It was noted that the meeting would be open to all Members of the Authority Board.

QUARTERLY ISSUES:

6. Content and Insight Report Quarter 3, 2017-18

AR presented the Quarter 3 Content and Insight report.

She explained that the Report had already been submitted to the Content Committee at its last meeting.

[Summary: Members were pleased with the recent output and the perception that the standard of programmes was improving. The significant work on re-launching series and raising standards was noted as was the positive response to the provision for learners. The Sports output and the relationship between the cost and performance of the provision were discussed. The open editorial discussions with the BBC were welcomed and the important role of Newyddion in the schedule was

raised.]

7. **Quarter 3 Financial Report, 2017-18**

SW presented the Financial Report for Quarter 3, 2017-18 for information.

Submitting the 2018-19 Budget and 5 Year Financial Plan

It was noted that a draft revised Budget for 2018-19 and the 5 year Financial Plan will be submitted to the Authority Board at its March meeting.

8. **Viewers' Hotline Report**

The viewers' Hotline report was presented for information.

Comments received relating to the viewing of drama series on Clic were raised, and it was noted that due to emerging new viewing patterns, it was necessary to ensure that all the episodes were available to watch for a sufficient period following the end of the series. AR explained that Craith is already available for 35 days after the final episode is broadcast, and hopefully it will be possible to offer a similar provision for Un Bore Mercher.

9. **Complaints Report**

The complaints report was submitted for information.

10. **Board Work Programme**

The updated Work Programme covering the work of the Authority Board until July 2016 was presented for information.

11. **Any other business**

No other matters were discussed.