

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of Meeting of the Board of RTÉ held on Thursday, 22 September 2022

Present: Moya Doherty (Chair)
Anne O’Leary
Daire Hickey
David Harvey
Ian Kehoe
PJ Matthews
Susan Ahern
Connor Murphy
Jonathan Ruane
Robert Shortt
Dee Forbes (Director General)

In Attendance: Paula Mullooly, Group Secretary
Richard Collins, Chief Financial
Officer Vivienne Flood, Head of
Public Affairs Eimear Cusack,
Director of Human Resources
Adrian Lynch, Director of Audiences, Channels & Marketing
Richard Waghorn, Director of Operations and Technology

Apologies: Deborah Kelleher

1. Minutes of Meeting of 26 May and 7 July

The Minutes were approved subject to one minor amendment.

2. Matters Arising from the Minutes

The Board resolved to approve the Terms of Reference of the Digital Sub
Committee.

Proposed: Ian Kehoe

Seconded: Jonathan Ruane

3. Declarations of Interest

None.

4. **DG Report**

Content and Performance

The DG noted that the RTE1 share is steady but that RTE2 is lower – the differential here is that the Olympics were on last year. The hit of the Summer was the Rose of Tralee which increased its share to 39.4 and there were 150k streams on the RTÉ Player. The RTÉ Player is continuing to perform very well with both streams and time spent up. The DG updated the Board in relation to content including sport and drama. The DG pointed out that Friday night is culture night and RTÉ will be live and in person with the concert orchestra in Lough Boora to bring the TV event to the nation and linking to places around the country. The DG stated that she would like to acknowledge the efforts across the organisation in relation to the news agenda. There have been some very traumatic events recently which have been covered by the news team. Alongside that is the Ukraine war, the new PM in the UK and the death of the Queen which has meant a very busy news cycle.

Market

The DG updated the Board as to the activities of Netflix and Disney in the marketplace. She also highlighted the impact of the Official Languages Act Amendment Act 2021 which contains an obligation on public bodies to have 20% of their advertising in the Irish language. This is due to come into force on 10 October and will have a significant cost impact for the organisation. The DG noted that there are a number of meetings ongoing in relation to this and she would update more on this matter next month.

The DG updated the Board on Toy Show the Musical.

People and Resources

The DG updated the Board on the hybrid model which people are now working with. She noted that the jobs market is buoyant and RTÉ is seeing a number of younger staff leaving – some for pay and promotion reasons and some because Dublin is unaffordable. The DG commented that this is a real challenge. There is also an issue with availability of producers and RTÉ may have to look at a training scheme in that regard. The DG discussed pay claims in the public sector, commercial semi states and the private sector and stated that she would bring a paper on this to the next board meeting.

Corporate Affairs

The DG noted that the Budget is next week and the FOMC had made recommendations around funding for RTÉ, so it is necessary to wait and see what the outcome is on that issue. In relation to LF the DG stated that a Technical Committee has been set up to look at this and RTÉ will be meeting with them. RTÉ has invited the JOC to come to RTÉ to see the investments it has made in studios and infrastructure. The DG also informed the Board of the Climate Action Plan for Semi States and that this will be coming before the October Board. She pointed out that the plan is significant in terms of reporting and resourcing. The DG also highlighted issues concerning the safety of staff and unacceptable incidents which had occurred. She noted that representatives of a number of media organisations would be meeting with

AGS to highlight their concerns about staff safety.

5. People Update (Eimear Cusack joined the meeting)

EC updated the Board on the Evershed's process and the next steps. She also outlined the current position with the SCOPE Investigation and the next steps. The DG noted the significant amount of time and resources being taken up with the SCOPE investigation and thanked EC for all her work.

6. Committees

Audit and Risk

AOL updated the Board on the ARC meeting of 19 September. She noted that RC would be bringing the financial update to the Board so would not go through that. Peadar Faherty attended from Internal Audit, and he updated the Committee on the audit report on the Commercial Division which was a satisfactory report. There were some technology management issues but these were not significant. PF also brought a number of Policy Reviews/Updates to the Committee namely the Good Faith Reporting Policy/Protected Disclosures and the Codes of Business Conduct - staff and Board members. AOL went through the updates of the Policy and Codes and stated that she would like to recommend their approval to the Board.

It was resolved that the Updated Good Faith Reporting Policy/Protected Disclosures and the Updated Codes of Conduct for Staff and Board Members be approved by the Board.

Proposed: Ian Kehoe
Seconded: Robert Shortt

AOL noted that RS stated that it is important that people know where to find these codes and policies. PF also updated the ARC Terms of Reference as required by the Code of Practice for the Governance of State Bodies and there was one small change. AOL recommended the approval of the updated Terms of Reference to the Board.

It was resolved that the update Terms of Reference of the Audit and Risk Committee be approved by the Board.

Proposed: Ian Kehoe
Seconded: Robert Shortt

The Committee also received a Cyber Risk Update from Rory Coveney, Aisling O'Reilly, Richard Waghorn, Brian Wynne & Michael Kennedy, and AOL noted that it was very clear that a lot of work had been done in this area to bring the level of compliance up to what you would see in Global Pharma companies.

AOL noted that PM updated the Committee on legal matters.

Digital Committee

JR stated that overall, there was a great start to this Committee, and they had reached agreement on the Terms of Reference which had now been approved by the Board. He noted that resources and skills are an issue as is the changing approach to investment in technology. The Committee got a detailed briefing on the Sky deal and the DAI project. JR noted the timelines in relation to the DAI project and the Committee would like to push these as it is an important strategic project. JR noted that the Committee's approach will be to take it project by project.

Audience Council

SA updated the Board on the feedback given to the AC on their reports and she noted that there was a great Q and A interaction after the feedback. The AC felt that they really had been heard by RTÉ and their suggestions looked at and taken on board. SA felt it was a really good interactive engagement. She noted that the AC will be meeting in person next month and they will be looking at new themes at that stage.

Strategy Planning

PJM stated that he and DK were liaising with Rory Coveney and Grace Berkery in relation to the Strategy Process. The plan is that it will be brought before the October Board and at that stage they will consider ways to channel the Board response. The draft Strategy has a major focus on reach and relevance to young people and how to engage younger audiences – in essence translating from Broadcaster to Streamer. PJM noted that it is really important that RTÉ has a strategy around the usability and accessibility of the archive.

7. Finance (Richard Collins)

August 2022 Management Accounts

RC updated the Board on the Management Accounts and pointed to the negative variance of commercial income against forecast. He noted number of matters were favourable to the forecast. RC brought the Board through cash on hand and noted that negative interest rates have ended since July but that the club facility interest rate is rising.

Commercial Income Outlook 2022

RC noted that Commercial have reforecast income for the rest of the year. The Board discussed the commercial forecasts and how to budget for next year given the volatility of commercial income. The Board also discussed the need to spend money in the digital space.

Other Finance Matters

RC noted that Budget 2023 is underway. He also noted that the ERP project has been restructured and de-risked. (Richard Collins left the meeting)

AOL stated that the ARC had asked IA to report on the ERP project.

8. Sky (Adrian Lynch and Richard Waghorn)

AL and RW brought the Board through the Sky deal. AL noted the lengthy negotiation involved and that this is the future. The Board discussed strategy and process around the deal. JR noted that the negotiation shows the importance of the RTÉ Player and the need to improve user experience and to have the budget to do that. The Board members were offered a demonstration of the Sky Glass TV after the meeting.

9. Toy Show Appeal Update, Funds and Governance (Vivienne Flood)

VF presented to the Board on the Toy Show Appeal and looked at how RTÉ is assessing and mitigating risk in relation to the Appeal and the funds. VF went through the substantial funds raised by the Appeal and noted the very local distribution through the registered charity CFI. The Board noted the incredible funds raised and the impact of those funds on the recipients and the innovative nature of the appeal. The Board discussed what the role of RTÉ should be in the process of distributing grants and oversight of the funds. The DG noted the powerful impact of the LLTS – it is the biggest night of the year – and that the Appeal arose in looking at how the Show could benefit the children of Ireland. The Board agreed to revert to the discussion in January/February of next year after the upcoming Toy Show and Appeal.

10. RTÉ Group Life Scheme

Deed of Appointment and Retirement – RTÉ Death in Service Benefit Plan.

It was proposed that Mike Fives (Group Financial Controller) be appointed trustee in place of Fiona O’Shea from 12 May 2022 and the necessary Deed be executed by a Board member and the Group Secretary to that effect.

Proposed: Ian Kehoe
Seconded: Robert Shortt

11. RTÉ Archives/BAI Project

There was produced to the meeting of the RTÉ Board held on September 22nd, 2022, the draft agreement between the Broadcast Authority of Ireland and RTÉ Archives, on behalf of RTÉ, in relation to grant aided funding to the value of 445,584 Euro (representing 74% of the total budget of 617,365 Euro) by the BAI to RTÉ (BAI Grant Contract Archiving Project, Round 4 Irish Language Recordings c 1950-2009 BAI Ref.18_11)

After due consideration it was agreed that entering the BAI Grant Contract was in the interests of RTÉ and

IT WAS RESOLVED THAT:

- (a) The BAI Grant Contract be, and it is hereby approved; and
- (b) The Group Secretary of RTÉ in the presence of a member of the Board be and is hereby authorised and empowered to affix the Common Seal of RTÉ and deliver the BAI Grant Contract on behalf of RTÉ.

Proposed: David Harvey

Seconded: Robert Shortt

12. Any Other Business

The Chair outlined the timetable for the next Board meeting which will be her final Board meeting with RTÉ.

There being no other business the board concluded.

Signed: _____
Chair

Next Meeting: **27 October 2022 at 9am**