

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Thursday, 28 April 2022 via Zoom

Present: Moya Doherty (Chair)
Anne O'Leary
Susan Ahern
Robert Shortt
Deborah Kelleher
Daire Hickey
David Harvey
Ian Kehoe
PJ Mathews
Connor Murphy
Dee Forbes, Director General

Apologies: Jonathan Ruane

In Attendance: Paula Mullooly, Group Secretary
Richard Collins, Chief Financial Officer
Peadar Faherty, Head of Internal Audit
Rory Coveney, Director of Strategy
Grace Berkery, Head of Corporate Strategy

- 1. Minutes of Meeting**
The Minutes of the meeting of 24 March were approved.
- 2. Matters Arising from the Minutes**
None.
- 3. Declarations of Interest**
None.
- 4. DG's Report**

The DG noted that Covid is still around and the organisation is maintaining protocols. Work is being done on transition protocols and some elements of protection are being kept for the immediate future. She noted that the organisation will need to adapt as a workplace to deal with surges of Covid.

In relation to the marketplace, the DG noted that a lot is happening with Netflix, Warner/Discovery, CNN streaming, Twitter, and Channel 4. In the sports rights are ViaPlay has taken the rights to NI, Scottish and Welsh football matches. She pointed out that while streaming is the future it is still a rocky place.

In relation to content and performance the DG outlined the LLTS Musical launching on 13 May noting that a number of the board members were already across the Show. The DG brought the Board through the Team and the Production and noted that it is a very exciting undertaking. It is important that it is an Irish idea and an Irish team. She stated that she would send out a more detailed document to the Board members.

Board members welcomed the Musical noting that it is enabling for the wider ecosystem in Ireland and creating opportunities.

In Public Affairs the DG informed the board of a campaign about public media called public media matters. The Ireland for Ukraine initiative is also underway. RnaG celebrated 50 years.

The Board discussed recent legal actions.

In relation to technology projects including the Player and RTÉ.ie the DG stated that the team is putting together a comprehensive update on all the projects which will be dealt with at next board meeting where they would go through each of the projects and the road map. The DG noted that each project is important and there are many other dependencies. She noted that aging infrastructure is a challenge as is recruitment. She stated that there would be a digital dashboard across meetings with updates on the projects.

5. Board Tracker – Feedback

PJM asked if the Archive project could be added to the Board Tracker and updates included.

6. Committees:

Programme

DK indicated that there was due to be a Programme Committee meeting after the Board meeting to discuss younger audiences.

Audit & Risk

AOL updated the Board on the ARC meeting on Monday. She noted that Richard Collins and Pauline Arnett updated the Committee on the Annual Report and Financial Statements and the Committee is recommending their approval to the Board. The Committee is also recommending approval of the Letter of Representation to the Board. The Committee received a legal update and Peadar Faherty brought the Committee through the annual review of effectiveness of internal controls which the Committee was happy with. They were also happy with the draft of the Chair's Report. The Committee had a risk update with Rory Coveney and Aisling O'Reilly where they went through the various risks including media regulation, skills profile, technical infrastructure resources, and brand perception and the work that is being done around that. The Committee had a Cyber Security risk briefing from Brian Wynne where he

brought the Committee through new investments in this area and the supports being used by Technology and the triage process in place. AOL noted the really good job being done in this area.

7. **Finance**

(Richard Collins joined the meeting)

Approval of RTÉ Annual Report 2021

RC informed the Board of the changes to the AR and brought the Board through the AR and the Letter of Representation

A resolution was put to the Board to approve the 2021 RTÉ Annual Report and Financial Statements as recommended by the ARC

Proposed: Anne O'Leary

Seconded: Ian Kehoe

A resolution was put to the Board approving the Letter of Representation

Proposed: Anne O'Leary

Seconded: Susan Ahern

2022 Forecast

Daire Hickey asked about the impact of a rise in interest rates and RC noted that the loans are at fixed rates and due to be renegotiated in 2024/2025.

8. **Internal Audit**
(Peadar Faherty joined the meeting)

Review of the Effectiveness of the System of Internal Control

PF noted that the purpose of this session is to provide recap on Code of Practice and to outline the obligation on board members. The Board is required to carry out an annual review of the effectiveness of the internal control system. The Board delegates the detailed aspects of its review to the Audit and Risk Committee. The members of the Audit and Risk Committee considered internal control at two recent meetings and made a recommendation to the Board at this meeting.

Code of Practice for the Governance of State Bodies

Compliance with the Code of Practice is mandatory for RTÉ and each of its subsidiaries.

RTÉ is required to submit a comprehensive ‘Code of Practice Checklist’ to DTCAGSM with the Annual Report, which is completed by Internal Audit as part of its audit work. A review of the effectiveness of the system of internal control is a requirement of the Code of Practice.

The Audit and Risk Committee reviewed the effectiveness of the system of internal control as part of its broader review of year end reporting. A number of documents were presented to the Committee – over the course of two meetings – to assist the review process. PF outlined the actions including the Procurement review.

In accordance with Paragraph 2.6 of the Code of Practice, the Chair is required to submit a “comprehensive report to the relevant Minister covering the State body” outlining compliance with the various aspects of the Code of Practice, including a statement on the system of internal control. In advance of the Chair signing the report, specific internal audit work has been carried out in order to check compliance with the Code of Practice.

At the Audit and Risk Committee meeting of 25 April 2022 Internal Audit reported that, based on its programme of work, it is appropriate to:

Confirm to the Board of RTÉ that the Committee has reviewed the effectiveness of the internal control system in RTÉ.

Include a statement to that effect in the Corporate Governance section of the Annual Report for the year-ended 31 December 2021.

Include a paragraph in the Board Members’ Report in the RTÉ Group Annual Report confirming that actions have been implemented in subsidiary companies to meet the requirements for Directors’ Compliance Statements.

Internal Audit carried out an audit of RTÉ's compliance with the Code of Practice for the Governance of State Bodies. The report highlighted that RTÉ is broadly compliant with the Code of Practice.

A resolution was put to the Board approving the system of Review of Internal Control:

Proposed: Anne O'Leary
Seconded: Robert Shortt

A resolution was put to the Board to sign the Chair's letter to the Minister:

Proposed: Anne O'Leary
Seconded: Robert Shortt

Treasury Mandate

At the Audit and Risk Committee meeting of 16 March 2022 Internal Audit reported on the work it carried out to confirm that appropriate treasury procedures are in place. It is in order for the Board to certify that:

Treasury policies are in place as mandated under the Department of Finance Requirements and Conditions document (dated 14 December 2020); and

RTÉ has acted fully in accordance with the Department of Finance Requirements and Conditions document and in compliance with the RTÉ Treasury policies. RTÉ has also complied with the Financial Transactions of Certain Companies and Other Bodies Act, 1992

Proposed: Anne O'Leary
Seconded: Robert Shortt

Board Effectiveness

PF noted that he is awaiting two outstanding responses and he will input themes and next steps which he would bring to the next meeting.

(Peadar Faherty left the meeting)

9. **Drama Presentation**

(David Crean & Dermot Horan joined the meeting)

David and Dermot updated the Board on Drama in RTÉ. DC outlined the role of storyland and its co-developments with Screen Ireland. It is working with and developing new writers. Dermot Horan noted that drama is unique both from the viewpoint of cost and funding. He noted that co-funding is really important to ensure RTÉ can do more. DC brought the Board through the slate for 2021 and 2022. Dermot set out drama projects in early stages and work being done with writers. Dermot outlined a typical drama budget and the cost to RTÉ but noted that when there is a quality commission there can be

significant partnerships. There is also potential to recoup costs over a number of years.

PJM offered his congratulations noting that the development and incubation of writers is great as are international sales. The Chair congratulated the DG noting that she had made drama a priority.

Daire Hickey asked about young audiences and drama and Dermot Horan noted that Smother did really well with younger females on the Player. The DG noted that young audiences are watching Kin on the Player.

10. Pensions - Appointment of Trustee (Paper only - for approval)

There are five trustees of both the RTÉ Defined Contribution Pension Scheme and the RTÉ "50/50" Risk-Sharing Pension Scheme. In each case, two of these trustees are nominated by Scheme members with the remaining three Trustees selected by RTÉ. Eamon Treacy, RTÉ HR, is an RTÉ appointed Trustee for both schemes with his current term of appointment ending on 30th April 2022. RTÉ has asked Mr. Treacy to continue for a further three year term as Trustee of both schemes.

Board approval is therefore sought for the appointment of Mr. Eamon Treacy as Trustee of the RTÉ Defined Contribution Pension Scheme and Trustee of the RTÉ "50/50" Risk-Sharing Pension Scheme. Approval is sought for a term beginning on 1st May 2022 and ending on 30th April 2025.

RTÉ "50/50" Risk-Sharing Pension Scheme (for approval)

Proposed: Daire Hickey
Seconded: Anne O'Leary

RTÉ Defined Contribution Scheme (for approval)

Proposed: Daire Hickey
Seconded: Anne O'Leary

11. 2022 Commitments (for approval) (Rory Coveney & Grace Berkery joined the meeting)

GB brought the Board through the Report on the 2022 draft Commitments. She noted that the key message is that there is a lot of good content and initiatives but structural underfunding is having an impact e.g. in relation to growth on digital products. RC noted that the Commitments signal to the BAI that while there is a slippage in key metrics, that has a lot to do with the failure of the funding issue. RTÉ has kept its targets at same level as last year but RC noted that it will be difficult to achieve them across the year. The Chair asked the Board if they were happy with the Report and the approach being taken. DK stated that she regarded it as well conceived and considered. Daire Hickey asked about the metrics around trust and RC noted there are a lot of factors and resources are part of that. He noted that all main-stream media trust figures are down. There is a tiredness with hard news and a lot of challenges on social.

RC noted more research and analysis is being done on this but there is no simple answer.

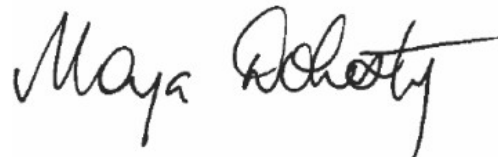
The Board was asked to approve the Annual Statement of Commitments for 2022

Proposed: Robert Shortt
Seconded: Ian Kehoe

12. Any Other Business

The Secretary informed the Board of a Data Access Request and asked the members to confirm if they had any responsive material. Each Board member confirmed that they had not.

There being no other business the meeting concluded.

A handwritten signature in black ink that reads "Maya Kehoe". The signature is written in a cursive style with a long horizontal stroke at the end.

Signed: _____
Chair

Next Meeting: 26 May 2022

