

**Raidió Teilifís Éireann**  
Minutes of the Meeting of the Board of RTÉ  
held on 21 September 2023 Hybrid at 10am, RTÉ and via Teams

- Present: Siún Ní Raghallaigh (Chair)  
David Harvey  
Daire Hickey  
Robert Shortt  
Aideen Howard  
Susan Ahern  
PJ Mathews  
Jonathan Ruane  
Kevin Bakhurst (Director General)
- Apologies: Connor Murphy  
Anne O'Leary  
Ian Kehoe
- In Attendance: Paula Mullooly, Group Secretary  
Mike Fives, Group Financial Controller  
Connor Mullen, Head of Strategy & Commercial Compliance  
Adrian Lynch, Head of Audiences, Channels & Marketing  
Bob Semple

The Chair welcomed Bob Semple who was joining as an observer.

The Chair stated that she would like the Board to note the death of Rónán Mac Aodha Bhuí who was a dedicated broadcaster, working with Raidió na Gaeltachta and will be missed by his colleagues. The sympathies of the Board were offered to his family. Ar dheis Dé go raibh a anam.

The Chair stated that she wanted to acknowledge all of the hard work of the Board over the last number of months which has been a difficult time.

**1. Minutes**

JR noted that he had asked for some minor changes to be made and at last board meeting for board minutes and to be made available in a timely manner. He said that there is a serious lack of processes in relation to minutes and it was not acceptable to have thirteen sets of minutes. JR stated that he did not feel he is inputting properly given the delay in providing the minutes. He stated that this is a massive frustration for him. The Chair noted the unusual circumstances in place. RS stated that he noted what JR was saying but a lot of time was spent in collating and crystallising the minutes because of the number of meetings that were necessary in the past couple of months. RS stated that he was very happy to include any edits JR feels are left out.

The Chair noted the backlog and the unusual circumstances but stated that the point was valid and in future minutes will be circulated by Wednesday of the following week.

The Board agreed to approving the minutes subject to JR's edits.

## 2. Declarations of interest

None

The Chair stated that she would like to re-emphasise the importance of confidentiality.

## 3. DG's Report

KB noted that this is his first written report and noted that if Board members would like any changes to let him know. He noted the ILT minutes were attached and if there was any particular item from those minutes the Board wants to consider to let him know.

### Management

KB updated the Board on staff matters. He noted that his intention had been to have a permanent leadership team in place by the end of year but this might be impacted by the recruitment freeze. KB noted that the ILT is functioning extremely well. RS asked if he could elaborate on his plans. [REDACTED]

[REDACTED]. Production will remain in operations. SA asks where risk fits in the structure. KB stated that he had spoken to Bob Semple at length about this. The individual elements of risk will be in the business and then the CFO and the DG have responsibility. The organisation has advertised for a Head of Risk. AH asked whether the recruitment freeze affects internal recruitment. KB noted that internal recruitment gives rise to backfill. There are guidelines on the recruitment freeze but there will have to be exceptions for business critical matters.

Daire Hickey asked if the ILT will have KPIs which will be measured and will they be shared with the Board. KB stated that they would.

### Finance

KB stated that there has been a lot of discussions with Government in relation to LF and costs savings measures which should amount to [REDACTED] to the end of the year. Some things have been paused to give more visibility around cash. There are valuations of the site being carried out and a number of options being considered. The Cork building is also being valued. The Board discussed the Land Development Agency and the listed status of the buildings with KB who stated that he is looking at this issue. [REDACTED]

[REDACTED] The Board discussed the production model in Cork with KB.

David Harvey asked about the branding project noting that the first phase is approved. KB stated that it has been paused.

### Corporate Governance

KB stated that in relation to the Register of Interests great work has been done and it is out for discussion with the unions and the management association. The McCann FitzGerald VEP review will take a little more time. WTW is progressing and ultimately

will simplify the organisation. The Chair asked about the cost of WTW and KB said that he would get the figures around that. RS asked about the form of the WTW report at the end of year. KB stated that it would bring recommendations about proposed new job families and how they will benchmark. The full report will probably issue six months after that.

### Strategy

KB noted that PJM would update on the meeting with the Strategy Committee.

### Staff

KB noted that he is still meeting groups of staff and communicating with staff ahead of public announcements. He has also met a number of staff individually. The first staff survey was launched and one criticism was that there were not enough open questions. The next corporate governance survey will have more open questions. Bob Semple outlined the corporate governance survey and the challenges. KB stated that he had also engaged with the MA and unions and it was a positive interaction.

### Content

KB noted that there had been a significant amount of impactful content. The LLS got a very positive response and huge audience figures both on Player and TV. Investigates and sports are consistently delivering huge audiences. The RWC is delivering [REDACTED] figures and it showed the benefit of a collaboration with Virgin and it is great for young audiences. Player is performing well which is a key priority. SA asked if the Player is seasonally dependent as the August figures are lower. KB noted that everything drops off in August but the figures have increased yoy and [REDACTED] will be a job for the new commercial director. KB stated that the new news presenters are working well. KB updated the Board in relation to some contractor negotiations. In relation to the Ploughing Championship, RTÉ had a downsized presence but there was a lot of live coverage and a positive response to RTÉ.

KB noted Comms team are dealing with a lot of queries on an ongoing basis.

### Key meetings

KB noted that these meetings are ongoing and there is good engagement. The relationship with New Era is on a good footing.

### Government Reviews and Committees

KB outlined the work done in relation to Committee requests and the ongoing reviews.

The Chair noted that significant work has gone into getting all the information to all the Reviews and Committees and noted the hard work that had gone into this.

The Chair noted that there will be three more reports GT3, McCann FitzGerald VEP Review, and final Mazars.

KB updated the Board on the Scope review and the meeting with Dept. of Social Protection. The Chair stated that the matter should be on the agenda for the next meeting.

#### 4. Committees

The Chair noted that the Committees had been moved higher up on the Board Agenda as this is the crux of the work the Board does. The Chair suggested that each Committee time their meetings to enable the Chair of each Committee to submit bullet points on the discussions held and highlight where the Committee is bringing a recommendation to the Board.

##### Audience Council

SA noted that the AC report to the minister went in at the end of July. She noted that the current term of the AC was up. PM outlined the advertisement process and procedure in relation to the recruitment of a new AC and ensuring that the Diversity and Inclusion Officer assists in that recruitment process. PM also noted the importance of the project manager to the success of the AC. The Chair asked if the AC is being used in the best way to benefit the organisation. SA stated that they could be leveraged more and integrated more in relation to information. AH asked about young people on the AC and noted that it was worth considering them on the AC despite complexities.

##### Audit and Risk

The Chair updated the Board on the ARC meeting on Monday. She noted that as an accountant and pending the recruitment of a Board member with accountancy expertise she has been and would continue to attend the ARC. The Chair outlined the financial report and the cash position. She noted that a lot of the costs of the organisation are people costs so the number of levers for cost cutting are limited and the position is very severe without interim funding. She noted that commercial income is up. The Committee discussed the Financial Authority Limits which she noted would be dealt with later on the Agenda. In relation to the Auditors, Deloitte had come to the Committee and brought the Committee through the proposal for the audit in the coming year. The Chair set out the contractual situation with Deloitte which was a 1 year contract with a 1 year extension. [REDACTED]

The Chair noted that RTÉ is seen as higher risk so there would be increased sampling in the audit. They would be reducing the materiality and looking at letters of assurance, going concern and provisions. There would also be more partner level involvement. [REDACTED]

[REDACTED] The Chair noted the option to divide the audit into two parts – the audit proper and the high earners assurance report. The second part could be put out to [REDACTED] and was not as time critical as the audit. Even if the high earners were dealt with by a different firm they could be included in the annual report. The Board discussed the matter and confirmed that it would approve the continuation of Deloitte

services for a further [REDACTED] years and seek a [REDACTED] from Deloitte in relation to the audit work. Work should commence on recruiting a new firm [REDACTED] to audit the high earners.

The Chair referred to the presentation on Enterprise Risk Management to the ARC and noted that this is at the heart of culture and one of the most important change for the organisation. It aligns with accountability and taking ownership by individuals. KB stated that he is doing work with the leadership on this issue. There is a robust risk register and discussions with management around risk. It is intended to appoint a full time risk manager. Bob Semple noted that there needs to be collective thinking around risk but not just about delegated authority but also reputation risks. Generally it will take a two year period to embed this in an organisation. BS noted that a specific analysis of risk should be included in the Board summary sheet. The Chair outlined the DPO noting the great work that is being done but that they are under resourced. KB noted that steps are being taken to remedy this. The Chair noted the ARC had received a legal update.

### Programme

AH stated that the Committee met on 7 September and looked at Independent Production Commissioning with Niamh O'Connor. The Committee got a lot of information and detail on governance and transparency in the Unit as well as content. Sean Mac Ghiolla Phadraig and Ian O'Brien also joined the meeting and there was a good discussion on the limitations of the Broadcasting Act. There was also an interesting discussion of future developments. AH stated that Grace Berkery also attended so the Committee could look at the Commitments and get an update on the submission to CnaM. The team are hoping to meet with CnaM in September. There was a discussion about the nature of the metrics in the Commitments as outlined and how they could be discussed in the development of new strategy. PJM stated that a good point was made in the meeting about the LF contributing to the Sound and Vision fund. The Chair noted that this would be a good time to review the Terms of Reference of the Committee.

### Remuneration Committee

The Chair noted that there had been three meetings of the Committee since June relating to N&CA, Patrick Kielty and RT. The Chair noted that there had been considerable work done on updating the Terms of Reference to be more comprehensive and she was seeking approval of the ToR. The Board unanimously agreed to approve the ToR.

### Strategy

PJM noted that the Committee had met the previous day and a lot of work had been done at speed. The preliminary document calls out a lot of important issues such as a smaller RTÉ, reduction of services, simplifying grades in pay, investment outside Dublin. There was a lot of discussion around the challenge of continuing a sunset business while working on a new business model which needs to be worked through. There needs to be more clarity around the messaging and motifs of the plan. Embracing the audience and personalisation and moving beyond linear, discover talent and more arts and culture. What needs to be outlined clearly is what will change and what will be the benefit to citizens. The plan also needs to outline where the excellence is. There were discussions around the importance of metrics – how do we measure success. The preliminary

document needs more time and it is important to get it right. It will signal a clear shift in approach. PJM stated that there would be a further Committee next week with a strategy Board meeting the following week. JR stated that great work was being done and he would like to encourage the people involved to be bolder. He would like the document to address commercial revenue going forward. How to do both. He would also like to see consideration as to how you integrate organisational capability into a strategy document. What will change internally to mean that if there are new inputs there will be outputs?

KB noted that it is a strategy framework at this moment in time which will lead to fully costed and worked through strategy. Daire Hickey asked if it would be presented with a budget number and KB stated that is tricky to do at the moment. KB stated that there may be slight variations but the key principles will stand.

Daire Hickey asked if scenario planning is being carried out e.g. costing the level of cuts and playing them out for 2024. KB noted that it is being worked on but the focus had been on interim funding until now. Daire Hickey stated that as every month goes by RTÉ is losing the ability to pull cost saving levers. KB noted that cost saving levers are being pulled e.g. pausing big contracts.

#### Governance and Culture Review

AH stated that the first meetings of the Committee were held on 23/24 August in advance of meeting with the EAC on 30 August. It was a lengthy meeting and the EAC were very interested to understand the overlap between them and Bob Semple. It was agreed to meet monthly and all ongoing governance work will be communicated to the EAC.. The EAC plans to publish a single report and does not foresee publishing an interim report. They asked for an update on the status of reports and reviews to date and there was a discussion as to what the report would mean for funding. There was also discussion on Data Protection matters. The EAC met with Bob Semple the previous day and they discussed the survey. BS noted that the EAC are keen not to waste tax payers' money by duplicating work. The EAC asked BS to summarise governance reforms delivered and asked him to keep them and us fully informed about recommendations and progress. BS asked the EAC to keep him informed and they agreed.

#### HR Review Oversight

David updated the Board on the Committee and the request for information from the EAC and the timeline of the delivery of the requested documents relating to the three modules. DH noted that they will have the material by end of month. The EAC want to have direct engagement with the Director of HR and will meet with the TUG and SPI. The Chair noted that there should be an update from 2rn and CEL at each Board meeting also.



5. Commercial Outlook and Update *(Connor Mullen and Mike Fives)*

CM noted that in relation to TV, September had been a very successful month with the [REDACTED] contributing significantly. [REDACTED]

[REDACTED] The new season launch for commercial partners was packed and there is positive sentiment towards RTÉ from agencies, they want to see us do well. In relation to the market projections for 2024, CM noted that it is too early to say [REDACTED]

The Chair asked about the projections for 2024. CM noted that there are certain areas of the business that need to be reviewed such as [REDACTED]

The Chair asked about Radio sponsorship. [REDACTED]

The Chair asked about RnaG advertising. [REDACTED]

JR noted that digital display and digital vod advertising are up [REDACTED] but the total hours streamed are up 60% and asked for the discrepancy to be explained. CM noted that it is due to a number of factors. [REDACTED]

6. Finance (*Mike Fives*)

MF noted that in July the drop in LF is the big issue and the projection is that it will be down €21m by end of year. TV advertising was [REDACTED] in July, August and into September. [REDACTED]. In relation to costs MF noted that there are a significant number of open roles. The Chair asked for clarification on payments in lieu of notice. MF noted that the August results are similar to July other than the Barter income was recognised in the accounts.

RS asked if the recognition of the Barter credits was a once off transaction. MF stated that it is a once off. There will now be a monthly figure. CM stated that it is worth noting that in the Virgin Media Annual Report it is noted that they took €1.2m from Barter. The Chair asked for confirmation that there were no transactions on Barter account since April and MF and CM confirmed that there had not. SA asked about open roles and overtime and how to ensure overtime numbers are not increasing. MF noted that output will have to drop if there are open roles and limited overtime. MF noted the accrual for professional fees. MF noted that he is keeping across cash flows and has sent the forecasts to New Era. [REDACTED]

[REDACTED]. The Chair noted that if we do not get funding that cash will run out in April. RS noted that it is a very serious position. MF went through the LF numbers and actions to be taken to deal with it. MF also updated on forecasts, Budget 2024 and 2023 outcome. The Chair noted that she would like headcount and contractor numbers in the report to the Board.

The Board thanked CM and MF for their report. JR asked that the reports are more data focussed going forward with industry breakdowns and more specific data in the commercial report.

7. Financial Authority Limits

The Chair noted that this had been discussed at the ARC and the recommendation was to bring down the authorisation to for commissioning and operating expenditure to [REDACTED]. The Chair noted that this will increase the number of contracts coming to the Board. It was also agreed that there should be a two stage approval process for tendered matters over the Financial Authority limits with preliminary approval by the Board pre tender and then final approval of the contract. The Chair noted that all matters coming to the Board for approval should contain a risk analysis.

The Board unanimously approved the recommendation to reduce the Financial Authority limits to [REDACTED] with immediate effect and that this should be communicated to the organisation. The Chair noted that Michael O'Sullivan will bring a document to the next Board meeting on the practical implications.

8. Internal Audit (*Peadar Faherty*)

PF noted that he had provided a short paper to explain the small changes made to the Internal Audit Charter which is required under the under Code of Practice. It is not updated that frequently. PF outlined the changes and specifically around the pension schemes. The Board agreed to approve the revised Internal Audit Charter.



The Chair asked about the Charter and Internal Audit in light of everything that has happened. Should things be changing in IA. PF stated that he is reviewing all of the standing documents. There are no changes in reporting and no structural changes but it is timely to look at what IA do e.g. risk. What also needs to be looked is where IA is spending time and there has been a drift into more consulting rather than assurance work.

**9. RTÉ Strategy Media Planning & Advertising Services (*Adrian Lynch*)**

Adrian went through proposed and the pre-existing commitments. The tender was in 2022 and there was a lengthy negotiation with the successful candidate mainly in relation to Tech and Data. AL noted that the ask to the Board was to approve contract noting the committed spend and the discretionary spend that would be made by the end of the year. The discretionary spend which is limited relates to organisational priorities and commercial impacts. No commitments will be made for 2024 until RTÉ has a clearer view of finances. KB stated that he would include a line in the DG Report in relation to spending on this contract.

The Board approved the contract noting the committed and outlined discretionary spend.

**10. Sports Rights**

The Chair noted that there was a previous formal arrangement where sports rights approvals were dealt with by one member of the Board. She wished to propose a new system whereby the sports rights are included in the Financial Authority limits and approved by the full Board. KB noted that sports rights will go to the ILT and then to the Board.

The Board approved this approach.

**11. Subsidiary Company Directorships and Committees**

The Chair noted that pending appointment of new directors she would like to propose some temporary changes to the appointments to the Subsidiary Companies and Committees namely:-

It was proposed that David Harvey and Connor Mullen would be appointed to the Board of RTÉ CEL DAC. It was noted that Connor Murphy would resign as director of CEL.

It was proposed that SNR would be appointed to the Board of RTÉ Transmission Network DAC (2rn).

It was proposed that the Digital Committee would comprise Daire Hickey, JR and RS.

It was proposed that David Harvey be appointed to the Audit & Risk Committee.

It was proposed that the Strategy Committee would comprise JR, PJM and SNR

The Board unanimously approved the appointments.

12. RTÉSA

Appointment of Member Nominated Trustees

The Secretary updated the Board on the outcome of the election process noting that as only two valid nominations were received there was no ballot.

The Board resolved to appoint [REDACTED] and [REDACTED] as Trustees of the RTÉ Superannuation Scheme for 3 years from 1 October 2023

Proposed: Aideen Howard

Seconded: Robert Shortt

Recruitment of a Member Nominated Trustee

The Board discussed the recruitment of a Member Nominated Trustee and confirmed that they were satisfied with the approach recommended in conjunction with a public advertisement of the position.

13. Moydrum & Ballinure (*Troy Bannon*)

TB went through the detail in relation to the two sites. In relation to Ballinure he noted that the recommendation is that RTÉ explore disposal of the site (minus the 2<sup>nd</sup> portion). In relation to Moydrum he set out the history of the site and the previous resolution of the Board to dispose of the site to the Athlone Marconi Heritage Group. The Board was asked to approve that RTÉ will formally notify the AMHG that given their failure to engage with RTÉ in relation to the transfer of the site to them that RTÉ is now exploring other strategic options for this site.

It was noted that Departmental consent and engagement with the LDA would have to happen before any disposal of land.

The Board approved the proposals in respect of both sites.

KB highlighted the work done by the electrical team and the acknowledgement of the work by other organisations. TB stated that he had a very hard working team and they aim to align to international best practice.

The Board asked TB to pass on their congratulations to his team.

14. Corporate Governance (**Bob Semple**)

BS stated that he wants to put best in class governance in place for the Board. He noted that there should be a clear Agenda with appropriate papers and excellent Minutes in a timely manner. He had set out a revised Agenda and Board paper sheet. BS recommended that feedback should be provided to those who present papers to the Board. Also at end of every Board meeting / Committee meeting members should ask themselves what went really well in that meeting and what are the things we could do better.

BS asked that everyone do the Board skills assessment and be honest about skills. This will mean the Board can identify where the strengths are and identify gaps which can be filled.

BS stated that realistically the Board Secretary has too much to do and it should be a standalone role.

BS noted that the job of a Board member has never been more difficult and the aim is to get to quality discussions. The Board need to understand what is being asked of the Board – for discussion or approval?

BS discussed the Board survey and the insights from the Board and ILT surveys and noted the key messages.

BS noted the importance of Risk Management and embedding it in everything that is done.

The Chair noted that the presentation and documents are really useful. It is important that the Board recognise that these are serious things to consider as to how effective we are as a Board.

BS stated that he was encouraged by the degree of interaction at the Board meeting which is a good base to work on.

PJM asked if there was anything specific that needs attention. BS noted the culture, silos, information governance and very deeply ingrained practices. He noted that there is the opportunity to make several significant changes. BS noted that there needs to be more critical challenge, don't have external review of IA. Have to be more critical. There has to be a lot more change at ILT & Board level. With risk management it is about personal responsibility – generally it will take two years to get this fully embedded.

The Chair asked about next steps. BS stated that the first is the Board assessment and he will come back with a draft of a governance master plan with a list of suggestions for the Board to consider which will be a blueprint for action for the remainder of the year.

BS stated that he would direct his reporting to two ends:

1. Governance completed
2. Ongoing programme – things started or yet to be started.

BS noted that one of the steps is to compile a Board Manual which will comprise of 3 steps; material we have, material from elsewhere and creation of new material.

## 15. AOB

JR raised the issue of searching documents in Decision Time.

The Board noted the correspondence sent to Robert Shortt re the Mazars Report. The Board agreed that the correspondence should be forwarded to Mazars and [REDACTED] in the Department.

The meeting concluded.

for Mr. R. J. R. R. R.

Signed: \_\_\_\_\_

Chair