

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Monday 3 July 2023

Present: Siún Ní Raghallaigh (Chair)
Connor Murphy
Aideen Howard
Susan Ahern
Ian Kehoe
David Harvey
Daire Hickey
PJ Mathews
Anne O'Leary
Jonathan Ruane
Daire Hickey
Robert Shortt

In Attendance: Paula Mullooly, Group Secretary
Adrian Lynch, Deputy Director General
[REDACTED], Arthur Cox

AL updated the Board on the work done over the weekend and the preparation of the documents requested by the JOC.

AL noted that there are three barter accounts and company names would be redacted. Work is being done with the Commercial Director in relation to the events and the accounts and the narrative will be supplied to the JOC.

The Board discussed the three Barter accounts, who has control of those accounts, when they were established and it was noted that it was said in the Joint Oireachtas Committee that there is only one Barter account.

The Board stated they would like an explanation as to why it was stated there is only one account and they would like to understand who set these accounts up and why - what were the drivers for these accounts. The Chair noted that the CFO had brought these accounts onto the balance sheet which is why this expenditure was captured.

AL went through the requests from the JOC and the preparation going into the responses and the legal advices being taken around privilege and data protection. A number of staff had raised concerns with the DPO about the information being sought.

IK raised the issue of steps being taken in respect of staff members having external commercial benefits.

The Board discussed the PAC request in relation to the financial provision in the accounts for the review of contractors. It was agreed that the provision of such figures could prejudice RTÉ in dealing with these matters into the future. AOL noted

that the auditors had confirmed that the accrual is appropriate.

The Board discussed TSTM and the Chair noted that the figures are stark. The Board discussed the process around the decision making. The Chair noted that no risk assessment was done which showed a weakness in board controls. The Board agreed that there should have been more stress testing of the project by the Board. While there was a presentation to a subset of the Board and a presentation provided to the entire Board which included figures there was no formal approval process by the Board.

The Board noted that they were aware of the project and the figures and did not halt the project but in their view it came to the Board as a fait accompli. AL noted that the project had the involvement and support of the previous chair.

The Chair noted that there was a lapse of control and lack of rigorous interrogation by the Board. The Executive should have provided a risk assessment.

JR noted that it is important for RTÉ to go into adjacent markets and it is good that RTÉ are trying new things.

PJM noted that this initiative came out of a commercial imperative to derive additional commercial income.

AL updated the Board on senior staff matters.

The Chair noted that she would be meeting with the Minister on Friday with KB and AL.

The meeting concluded.

A handwritten signature in black ink, appearing to read 'F. M. Regan', written over a horizontal line.

Signed: _____
Chair

RAIDÍÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Tuesday 4 July 2023 at 3.45pm via Zoom

Present: Siún Ní Raghallaigh (Chair)
Robert Shortt
David Harvey
Susan Ahern
PJ Mathews
Connor Murphy
Anne O'Leary
Jonathan Ruane
Aideen Howard
Ian Kehoe
Daire Hickey

In Attendance: Paula Mullooly, Group Secretary

The Board was briefed about issues in relation to the allocation of sponsorship income from Toy Show the Musical which had been discussed at an ARC meeting earlier that day. The Board considered the information and agreed that the Chair would send a letter to the acting Deputy Director General outlining the views of the Board members.

The meeting concluded.



Signed: _____
Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Wednesday 12 July 2023 at 6.30pm via Zoom

Present: Siún Ní Raghallaigh (Chair)
Robert Shortt
David Harvey
Susan Ahern
PJ Mathews
Connor Murphy
Anne O'Leary
Jonathan Ruane
Aideen Howard
Ian Kehoe
Daire Hickey
Kevin Bakhurst, Director General

In Attendance: Paula Mullooly, Group Secretary

The Board met to discuss the interim Report in relation to swGT2 and agreed to its publication.

The meeting concluded.



Signed: _____
Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Friday 14 July 2023 at 10am

Present:

In Person: Siún Ní Raghallaigh (Chair)
Susan Ahern
PJ Mathews
Aideen Howard
Jonathan Ruane
Robert Shortt
Kevin Bakhurst

Teams: David Harvey
Daire Hickey
Anne O'Leary
Connor Murphy

In Attendance: Paula Mullooly, Group Secretary
[REDACTED], Arthur Cox

Apologies: Ian Kehoe

The Chair stated that she would like to formally welcome KB to RTÉ noting that there is a lot of work to do but there is also an opportunity to reset and rebuild. RTÉ needs to look at its own shortcomings and interrogate everything. The Chair thanked the Board for all of its hard work over the past few weeks and the time given to meetings. The Chair stated that she appreciated everyone had day jobs and she wanted to acknowledge everyone's work and contribution.

1. Minutes of Meetings 25 May, 19, 20, 21, 23, 30 June & 3 July 2023

It was agreed that, as there were a lot of meetings and minutes, the Board should have some more time to collate and review all of the minutes prior to approval.

2. Declarations of Interest

None

3. DG Report

The Chair noted that it was the DG's first week and that it had been a busy week so there was no written report but she would like him to set out for the Board his plans going forward.

The DG stated that he would welcome views as to what information should be

included in the written report. He noted that the Interim Leadership Team is now in place and will be until Christmas while the new leadership is being evolved. There needs to be a consideration as to whether new roles are needed and priority areas to be addressed. The DG outlined the new appointments to the ILT. It has been agreed that the ILT has to operate in a wholly different way and decisions will come through the leadership team and they will be made available to the Board who can see the decisions made. There will be a new Terms of Reference for the ILT and the DG stated that he wants the ILT to connect to their own areas and to provide more transparency to the organisation. The DG outlined that some individuals have left and there are some processes ongoing. The DG outlined how he is trying to meet as many people as possible across the organisation and to talk to as many staff as possible to outline his appreciation and to acknowledge the anger and upset. He indicated that there is clearly an appetite for cultural change and the organisation needs to push on and demonstrate that it is delivering change. The DG noted that he will be judged on his actions. The DG indicated that he is also undertaking a lot of interviews in order to show transparency, to communicate with audiences and to rebuild confidence. The DG stated that work needs to continue on interim funding and RTÉ needs to work with New Era in relation to providing the information they need. The Board discussed the information sought by New Era and how that is going to progress as a priority.

The DG outlined the recent content output noting that N&CA has been robust and highlighted the recent Investigates report and the Women's Soccer World Cup. He stated that it is important that output is ambitious.

JR asked about how the organisation will measure culture, openness and transparency. The DG stated that there will be a staff survey and there will be 360 degree appraisals for managers.

The DG outlined that he had committed to a review of Voluntary Severance packages which will look at the process and who took decisions. This will be by an external provider and will be quick and it will feed into the work being done by Government. RS asked if the Report would be published and the DG confirmed that it would be subject to the non-identification of individuals.

The DG noted that he is concerned about the workload of the various reviews and people being unable to do their day jobs due to the additional workload.

The DG and the Board discussed Ryan Tubridy, the role of agents and the register of commercial interests. The Board also discussed the role of contractors in RTÉ.

4. Finance (*Mike Fives*)

The Chair welcomed MF.

May 2023 Management Accounts

MF noted that May 2023 finished favourable to forecast. Commercial income was ahead while LF was adverse. There were savings in PROC costs due to a

significant level of open roles but this is being offset by backfilling with agencies and overtime. Non PROC costs are in line with forecast.

June 2023 Management Accounts

MF noted that June Commercial income was favourable to forecast driven by TV advertising. LF was adverse to forecast and there was a significant drop in the last 5 sales days of the month. There were savings in PROC costs. Non PROC costs were adverse to forecast but this is due to a timing issue which will even out over the year. MF noted that he is budgeting for additional professional fees over the coming months.

JR asked about digital VOD and why additional viewership is not being converted to Revenue. He suggested that this might be worth a full Board session. The DG noted that this is an important issue [REDACTED]. [REDACTED]
[REDACTED]
[REDACTED]

JR also indicated that as computing is the largest Non-PROC cost he would like more detail on this. MF noted that this is due to the move to SAAS.

Cash Reserves – Update

MF went through the impact on the cash reserves of various scenarios relating to LF sales and additional funding. The Chair noted that this is useful to have and to track each month so the Board can understand where the roadblocks are. MF noted that it is also important to ensure that covenants are being observed. SA mentioned that it might be useful to model more pessimistic outcomes.

Commercial Outlook

MF noted that he had consulted with Connor Mullen and Paudie O'Sullivan in relation to commercial revenues. The figures are down yoy for TV advertising but May and June are better and [REDACTED]. The Chair asked about advertising on RnaG and noted that potential revenues should not be included in projections unless the dates are certain. The Chair asked for an updated paper on this. The Board discussed PIC income and sponsorship. Daire Hickey asked about the plan if there is a significant drop in income. MF noted that the cost base would have to be reviewed in such a situation. The Chair noted that there is a semi-freeze on costs and hiring and it is important to return to the Strategy process.

[REDACTED]
[REDACTED]

AOL noted that the Board needs to consider the long term financial sustainability of RTÉ. CM stated that he would like to see a cost reduction plan with an adjustable runway.

David Harvey stated that he would like to see some scenarios modelled to address these problems – in essence what are the things to do to right the ship.

5. Approvals

Strategic Media Planning

It was agreed that this would come back to the Board at a later stage.

Freemantle Deal

The Board approved the Freemantle proposed deal.

Proposed: Jonathan Ruane
Seconded: David Harvey

6. Committees

New Committees

The Board discussed new committees to have oversight of the various reviews. It was agreed that there would be a Governance and Culture Oversight Committee which would be chaired by AH and with PJM and JR as members. There will also be a HR Review Oversight Committee which will be chaired by David Harvey and with RS and AOL as members. Arthur Cox will prepare draft Terms of Reference for these Committees which will be approved by the Board. The Chair noted that the review of Governance and Culture will include the Board. The DG noted that in relation to everything it is important to ensure the editorial independence of RTÉ. The Board agreed with all of these steps.

Audit and Risk Committee

AOL updated the Board in relation to the Committee and discussed procurement matters. She noted the finance matters had been outlined by MF and the Committee had received updates from Internal Audit, the DPO and Legal. AOL noted that PF had previously audited contra accounts but was unaware of Barter accounts.

Remuneration Committee

The Chair noted that there had been lax engagement in the past with the Committee. The Board discussed the suggested amendments to the Terms of Reference in relation to highest earning presenters and including termination/severance payments. It was agreed that work would be done in relation to the Terms of Reference.

Disciplinary Committee

JR proposed that the Disciplinary Committee be wound up and the Board agreed.

Audience Council

SA updated the Board in relation to the work of the Audience Council and asked for feedback for the Council as the Report is due to go to the Minister.

7. AOB

AH asked if past minutes could be put up on Decision Time and if the minutes of sub-committees could be circulated to all Board members.

The Group Secretary went through recent correspondence.

It was agreed that a Report be done for the September meeting in relation to the LLTS fundraising and any other fundraising carried out by RTÉ.

The Board discussed the appointment of a new Trustee to the RTÉSA and agreed that the position should be advertised.

The meeting concluded.



Signed: _____
Chair