

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Monday 19 June 2023 at 10am & 7.30pm via Zoom

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

Apologies: PJ Matthews

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

The meeting was called to discuss the GT Report brought to the Board by the ARC. The Chair noted the discussion around the Report at the meeting should be treated as serious and confidential.

1. Audit & Risk Committee update

[REDACTED] noted that the Auditor raised a query in relation to two payments of 75k. This was brought to the attention of the ARC who instructed Arthur Cox, and ARC appointed Grant Thornton (GT) to carry out a fact finding review. [REDACTED] outlined the background to the payments and the agreements with Presenter and the fact that the invoice referred to consultancy services. [REDACTED] noted that the GT report was only determining the facts. [REDACTED] noted that there was no fraud, personal gain or illegality. He noted that the amounts disclosed to the shareholder and the public were understated and need to be corrected. He noted that there were issues around lack of transparency and internal control around the barter account.

[REDACTED] noted the recommendations from the ARC

- In relation to disciplinary matters
- Any contracts or material amendments to contracts of the highest earners be subject to approval of the Remuneration Committee
- Disciplinary processes – require a sub-committee of the Board

AOL noted in respect of the recommendations

- The DG had been asked to resign
- The Report is to be forwarded to HR
- The Executive should be informed of the report and consequences
- Controls around the Barter account need to be enhanced
- Key contracts need to be approved by the Remuneration Committee and the terms of reference amended to allow that

AH noted that certain of these actions require confidentiality. [REDACTED] agreed noting that anyone involved in a process is entitled to confidentiality. There can be no pre-judgment of the facts. The Board discussed the facts and the initial disclosures made by the DG. The Board discussed the next steps that should be taken by them. Members of the Board expressed their disappointment and the fact that trust was broken in this way.

The Chair noted that the Board need to consider the damage to the organisation and there is a need to restate information in relation to top earner's pay.

The Board unanimously agreed to form a disciplinary sub-committee to consider the next steps with advice from Arthur Cox. It was agreed that Jonathan Ruane would be Chair of the Committee and that PJ Matthews would be the other member. It was agreed that draft terms of reference for the sub-committee would be circulated by the Secretary.

The Board considered the next steps in relation to restatement of the top earners' numbers. The Chair noted that this would have to be discussed with the auditors.

Part 2 – 7.30pm

2. Finance

Approval of Annual Report and Group Financial Statements

A resolution was put to the Board to approve the 2022 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. AOL confirmed to the Board that Deloitte did not require any amendment to the Letter of Representation based on the Grant Thornton Report.

Proposed: Anne O'Leary
Seconded: Susan Ahern

Chair's Report to the Minister under paragraph 2.6 of the Code of Practice
(Peadar Faherty)

The Board discussed with PF the Chair's Report and the amendments in light of the GT report. The Board set out some minor amendments and PF agreed to make those changes and bring it back to the Board. The Board stated that once those changes were made they would be happy to approve.

3. Next Steps

Disciplinary Sub Committee – Draft Terms of Reference

JR stated that the sub-committee had met with Arthur Cox who outlined the legal advice. The Committee discussed the terms of reference and once suggested amendments were incorporated they were unanimously approved by the Board.

Contracts

The Chair noted that negotiations of all high earners' contracts should be suspended while this matter is ongoing and the ARC recommendations are being put in place. The Board discussed the matter.

The Chair told the Board that she had briefed the Executive and outlined her meeting with the Executive. She had also told Minister Martin that the Report was still in process with the Board.

The Chair noted that the focus of the Board will be to guide the organisation through what will be a very difficult process.

4. AOB

There being no further business the meeting ended.



Signed: _____
Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Tuesday 20 June at 5pm

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

Apologies: Susan Ahern

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

1. Chair's Report to the Minister (Annual Report)

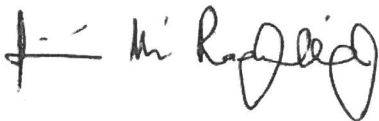
The Board noted the amendments made by PF to the Chair's report to the Minister as part of the Annual Report process and unanimously agreed to approve.

2. Disciplinary Committee

JR updated Board on steps taken with correspondence to and from the DG. He noted that they were taking legal advice at every step in relation to the process.

The Board discussed all of the various issues at length. The Board noted that it was important to move quickly in relation to restatement of the fees. The Board also discussed the sharing of the Grant Thornton Report with relevant stakeholders.

The meeting concluded.



Signed: _____
Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Wednesday 21 June 2023

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

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

SNR updated the Board on the meeting with the Minister. The Board was told that there will be a Government review on Governance and Culture in RTÉ and the Terms of Reference are being drawn up.

The Board was told the Licence Fee negotiations are on hold until this is bottomed out. The review will be set up very quickly and will work hand in hand with the Board and Executive – 5 to 6 months.

The Board were informed that the figures for RT from 2017, 2018 and 2019 appear to be understated by €120,000 and Grant Thornton had been instructed by the ARC to review these figures and to also validate other contractor's figures.

The Board reviewed a proposed public statement on the Grant Thornton Review and agreed it.

The Disciplinary committee updated the Board on its processes and next steps. JR confirmed he was writing to the DG to inform her of her suspension with immediate effect. This was after a process of careful consideration and legal consultation.

JR confirmed he was writing to the Director of Human Resources on behalf of the Disciplinary Committee, requesting that she consider whether any steps need to be taken, arising from the GT Report, in relation [REDACTED] in line with RTÉ's procedures and policies.

The meeting concluded.

for Mr. Rappaport

Signed: _____
Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Friday 23 June 2023 at 6pm

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

Apologies: Daire Hickey

In Attendance: Paula Mullooly, Group Secretary

Arthur Cox

1. Disciplinary Committee

JR updated the Board on recent correspondence and communications and next steps in process.


SNR noted that a press statement has been issued stating that the DG has been suspended.

JR noted that the DG has issued her own statement. The Board discussed the statements. The Board discussed other processes.

PJM asked about the political view and temperature.

The Chair noted that she is in regular contact with the Department.

The Meeting concluded.



Signed: _____
Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on 24 June 2023 at 5pm via Zoom

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
[REDACTED], Arthur Cox

RS updated the Board on queries arising following the Statement from the Board.

The Chair updated the Board on the meeting with the Minister and the proposed Review on Governance and Culture. The Minister agreed that the Chair would be consulted on the TOR. The process will be set up very quickly and the Review will work hand in hand with Board and Executive and will take 5 to 6 months. The Minister and Department had a lot of questions, and are looking for clarity and understanding. Until there is clarity Licence Fee negotiations are on hold.

The Board reviewed the proposed statement and agreed to its release.

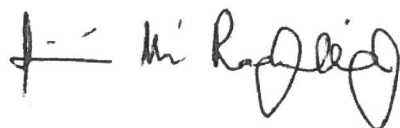
SA asked around the process from the Disciplinary sub-committee and the speed with which this can be done.

[REDACTED] outlined the process.

The Board discussed the disciplinary process and the fact that time is of the essence.

[REDACTED] stated that this was noted.

The meeting concluded.



Signed:

Chair

RAIDIÓ TEILIFÍS ÉIREANN

Minutes of the Meeting of the Board of RTÉ
held on Friday 30 June 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

AI. updated the Board as to the position in relation to ongoing processes.

The Board discussed the facts and issues and the appearances before the JOC and the PAC.

CM asked that time be given for a full consideration of the Grant Thornton Report and the Board regroup as required.

The Board asked Arthur Cox about the question of fraud. [REDACTED] said that they would provide a legal opinion for the Board.

The meeting concluded.



Signed: _____
Chair