

Raidió Teilifís Éireann
Minutes of the Meeting of the Board of RTÉ
held on Thursday 28 March 2024 at 9.30am at RTÉ and via Teams

Present: Terence O'Rourke (Chair)
Kevin Bakhurst
Susan Ahern
Shirley Bradshaw
Neasa Hardiman
Aideen Howard
Terri Moloney
Noreen O'Kelly
David Harvey
Daire Hickey
Jonathan Ruane

Apologies: Anne O'Leary

In Attendance: Richard Waghorn (Head of Technology and Ops) 6/7/8
Adrian Lynch (Deputy DG) 6/7/8
Mike Fives (Group Financial Controller) 5/7
Gavin Deans (Director of Commercial) 5/7
Niamh O'Connor (Deputy Director of Content) 7
Deirdre McCarthy (Director of News & Current Affairs) 7
Eimear Cusack (Director of HR) 7/8
Daniel Coady (Director of Legal Affairs) 6/7
Vivienne Flood (Head of Public Affairs) 7
Caoimhe Stafford (DPO) 6/7
Grace Berkery (Head of Corporate Strategy) 7
Myles Donoghue (Snr Project Manager) 8
Troy Bannon (Head of Property & Services) 8
David Crean (Drama Development) 8
Dermot Horan (Director of Acquisitions & Co-Productions) 8
Ken Nugent (Digital Planning) 6
Paul Loughrey (Audience Planning) 6/8
Aoife de Barra (Digital Marketing) 6
Robert Shortt (Company Secretary)

I. Opening Remarks

The Chair welcomed all Board members and noted that five new members –including himself- had been appointed since the last scheduled meeting in February: SB, NOK, TM and NH.

The Chair noted AOL had an unavoidable clash of dates and sent her apologies.

TOR paid tribute to former Chair Siún Ní Raghallaigh and Board member Dr PJ Mathews for their work during a difficult time for RTÉ.

TOR also marked the enormous contribution of the recently deceased Charlie Bird to public broadcasting and relayed the sympathies of the Board to his family. NH added that Charlie had made a huge difference in his advocacy for people with Motor Neurone Disease.

2. **Declarations of Interest**

The Chair declared his intention not to express a view on the energy contract under consideration by the Board to avoid any potential conflict of interest which might have arisen. There were no other declarations of interest.

3. **Board Minutes & Matters Arising**

The Board approved the minutes of February 8th, 12th, 19th, 29th, 22nd, 23rd, 29th and 7th March. There were no matters arising.

3. **Director General's Report – Kevin Bakhurst**

KB outlined the possible timetable towards the end of April for the publication of the Expert Advisory Committees' reports; the requirement for RTÉ to respond and the expectation that RTÉ's Strategy 2025-2029 would be ready to be published shortly thereafter.

This sequence of events was expected to give an opportunity for an additional €20m in public funding to be released.

KB said his belief and understanding was the Government was still committed to publishing the new model for public funding by summer.

TOR said he would also be responding to the recommendations of the PAC report.

KB also detailed work underway on a Corporate Governance Framework which would reflect the Code of Practice for the Governance of State Bodies and the work carried out by Bob Semple.

NOK said the ARC received its Table of Contents at its meeting and the final version would come before the full Board.

KB told the Board the VEP had gone to the Department for its approval and its response was expected in a couple of months. He also detailed meetings with staff across the campus over the past few weeks and the first presentation to staff of the Willis Tower Watson process.

KB updated the Board on the Scope investigation and communications with the Department of Social Protection. The provision in the accounts for Scope has been increased to just over ██████.

4. Committees & Subsidiaries

AHO presented the work of the Programme Committee and in particular the approach proposed to modify RTÉ's Performance Commitments. The Board approved the approach in principle and agreed to review the Commitments when completed.

In the absence of AOL, TOR said the minutes of ARC and REMCO were a record of the work of those committees. TOR also informed the Board that NOK would take over as Chair of ARC and thanked AOL for her leadership of ARC during a challenging period.

DH presented the work at CEL, which included agreement on [REDACTED].

JR presented both Strategy and Digital Committees.

SA told the Board one member of the Audience Council had resigned due to personal reasons and would follow up with the Company Secretary regarding a replacement. June 17th was set for a meeting between the Council and the Board.

5. Financial & Commercial Update – Mike Fives & Gavin Deans

MF and GD updated the Board on February month-end finances, commercial performance, year-end 2023 and cashflow.

Commercial income for February 2024 came in on budget at [REDACTED]. GD said advance bookings (AB's) were strong into May. LF income was down [REDACTED] versus budget in February and was down 14% yoy. PROC costs were [REDACTED] favourable to budget while non-PROC costs were [REDACTED].

[REDACTED]

The 2023 year-end deficit figure, which may be further adjusted, came in at [REDACTED].

6. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8. Strategy

KB said the Board needed to be confident that the ILT had done the work behind what would be a relatively short Strategy document which would be delivered to the Department. He was confident the Strategy was what RTÉ needed to do not just to survive but to thrive and would make it a better place to work for the remaining 1400 people.

AL said the key pillars were more commissioned content, good digital products and moving more production to Cork and Galway. It would be big cultural shift for those who remained in the organisation.

GB outlined the structure of the Strategy. TM said that the purpose and values of RTÉ would be important to emphasise in the Statement of Strategy as key foundations of the Strategy.

RW brought the Board through the different stages of consideration and detail on the future of the Montrose site.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

MF said the focus on deficits in the past had been wrong and that focus needed to be on cash and how to spend it and the need to spend on investment. He identified a gap of [REDACTED] in the plans and said the proceeds from the 2016 land sale would be gone by 2025.

EC said reducing the number of employees by 400 would be challenging, given that it was voluntary. It would be important, in her view, to have a very honest direction of travel so staff understood where the organisation was going and how their roles would be impacted.

[REDACTED]

The Board discussed, in some detail, the challenges in implementing the Strategy.

[REDACTED]

[REDACTED]

TOR said the Strategy was optimistic and positive and confronted the reality RTÉ is facing.

8. Approval of Contract Extensions

The extension to the contract for Live Subtitling and Irish Sign Language was approved.

The extension to the EFP and ENG contract was approved.

The extension to the FINCONS contract was approved.

The extension to the Audience Reaction Panel and TAM Ireland contract was approved.

The extension to the Energy Contract was approved, without the involvement of the Chair as noted above.

Other Financial Approvals

The HR Systems business case and procurement process was approved.

The Security Services tender was approved.

The One Media Share project business case was approved.

RW said he would be happy to give the Board a demonstration of the project. KB said the ambition over time would be to open up the Archive, which would be a great public service.

The commissioning of [REDACTED] was approved.

9, 10 & 11.

Appointments to Committees and Subsidiaries

The appointments of new Board members to various committees were approved.

The appointment of Terence O'Rourke to the Board of DTT Network Company ULC was approved.

The appointment of Noreen O'Kelly to the Board of 2RN was approved.

The appointment of Gavin Deans to the Board of RTÉ CEL DAC was approved.

The sealing protocol was extended to include Shirley Bradshaw and this was approved.

The Board was informed by TOR on the Protocol on the provision of timely information to the Minister.

12. Board Reflection

NOK requested that a contact list for Board members be provided on DT. The Company Secretary agreed to do this.

There was some concern raised about the number of documents presented to the Board, particularly on Strategy. A request was made for a cover sheet to accompany documents from now on to summarise their contents.

TOR said new members would be required to register their interests.

There being no more business to conduct, the meeting ended.

The next scheduled meeting of the Board of RTÉ is 18th April 2024.

A handwritten signature in black ink, appearing to read "Gaele M. O'Leary". The signature is written in a cursive style with a large initial 'G'.

Signed: _____
Chair