

**Raidió Teilifís Éireann**  
Minutes of the Meeting of the Board of RTÉ  
held on Thursday 30 May 2024 at 10am at RTÉ and via Teams

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

Apologies: Jonathan Ruane

In Attendance: Mike Fives (Gp Financial Controller) **Items 5/7/8**  
Gavin Deans (Commercial Director) **Items 5/6**  
Adrian Lynch (Deputy DG) **Item 12.4**  
Richard Waghorn (Dir of Ops & Technology) **Items 12.1(i)/12.4/5**  
Tracey Carr (Platform Services Supervisor) **Item 12.1(ii)**  
Dermot Horan (Dir of Acquisitions & Co-Productions) **Items 12.2/3**  
David Crean (Acting Hd of Drama) **Item 12.3**  
Michelle Meade (Manager, Acquisitions) **Item 12.2**  
Dan Healy (Head of 2FM) **Item 12.4**  
Vicky Mac Andrias (Project Manager) **Item 12.4**  
Kevin Massey (Product Development Manager) **Item 12.4**  
Nigel Wheatley (Audio Project Manager) **Item 12.4**  
Brian Wynne (Hd of Technology Infrastructure) **Item 12.5/12.8**  
Sarah Matthews (Project Manager) **Item 12.5**  
Aisling Dempsey (Snr Project Manager/Engineer) **Item 12.6**  
Alison Smith (Manager, Studio Services) **Item 12.7**  
Gareth Ivory (Hd of Measurement & Special Research) **Item 12.9**  
Robert Shortt (Company Secretary)

**1. Declaration of Interest**

There were no declarations of interest.

**2. Board Minutes & Matters Arising**

The minutes of 18 April 2024 were approved.

It was agreed that Tracker items related to the presentation of commercial information would be removed to allow the incoming CFO oversee any changes deemed necessary. SA asked that remaining 'ongoing' items be given a due date and have their status updated.

### 3. Director General's Report & ILT Minutes

KB updated Board members on recent engagement with Departmental officials as well as officials from NewERA and Coimisiún na Meán (CnaM). KB said this was a critical period for the delivery of the Strategy.

TOR informed members of a recent meeting with the Minister and the discussion had regarding the timing of the publication of the Strategy and the implementation plan for the recommendations made by the Expert Advisory Committees (EAC's).

TOR also told members of a request by the Minister to provide assurances on transactions in the barter account from January to April 2023 and in relation to expenditure on travel, subsistence and entertainment from 2017-2022. It was agreed that external auditors would be asked to provide assurance on the current report.

It was also agreed that the ARC would oversee delivery of the EAC implementation plan.

KB said documentation regarding the proposed VEP was with the Department and awaiting a response. KB said the hope would be that the programme could get underway to gauge the potential level of interest.

KB also told members there had been further engagement with the Department of Social Protection on the Scope investigation and he would keep the Board informed.

There was some discussion about the recent departures of some presenters from 2FM, which KB explained, were for different reasons.

TOR said the Board would return to a wider discussion of 2FM.

[REDACTED]

### 4. Committees & Subsidiaries

NOK reported on the ARC's engagement with the auditors, Deloitte, and that an unqualified audit opinion would be given.

NOK said Deloitte had noted a better culture in the organisation but had also highlighted issues regarding the resources in Finance, its structure and the burden of work the department had carried.

TOR gave details of recent REMCO meetings and legal advice received on appeals to Scope.

NH gave details on two projects, approved by the Digital Committee also on the Agenda for approval by the wider Board.

NOK asked if more information could be given on how individual projects fitted into the overall digital strategy.

KB said this could be brought to the Board.

AHO gave details on the most recent Programme Committee meeting which included an overview of News and Current Affairs and an examination of the editorial processes behind the IPU annual report.

AHO also told members that a new process would be put in place in consultation with the deputy Director of Content to ensure that significant programme commissions would come before the Committee before proceeding to Board for financial authorisation.

TOR gave details of the most recent Strategy Committee meeting which clarified some of the issues raised at the last Board meeting.

SA thanked Board members for the 100% response rate to the survey issued by the Audience Council and gave details about recent engagement with Sean Mac Giolla Phadraig and his team in Factual.

DHA said there had been no meeting of CEL since the last Board. He also updated members regarding the interest rate swap arrangement for 2rn approved by the Board through a written resolution.

SA informed the Board the Fair Trading Committee would meet before the next Board meeting and would report back on its proceedings.

## 5. Financial & Commercial Update

[REDACTED]

There was particularly strong demand around the Euros soccer championship. Higher demand extended beyond TV spot to include radio, sponsorship and VOD.

PROC costs were [REDACTED] favourable to Budget based on 75 open roles.

Licence Fee sales in April were down 6% year-on-year.

[REDACTED]

[REDACTED]

## 6. Contra Policy

GD outlined the Contra Policy, what arrangements it was intended to cover and amendments made regarding final sign off. NH asked about VAT and GD said VAT was recognised on both sides of any agreed transactions. The policy was approved.

**7. IPU Annual Report**

The Board noted the IPU annual report and the assurances from the external auditor and approved the report.

**8. Annual Report 2023**

[REDACTED]. There were also updated provisions on Scope and a going-concern paper had been provided.

NOK said she had comments regarding the statement on internal control, compliance with the State Code and the EAC implementation plan which she would convey directly to MF.

It was agreed that a subcommittee comprising TOR and NOK would be approved to give the final sign-off to the Annual Report and Comprehensive Report to the Minister, subject to final amendments.

**9. Corporate Governance Framework**

The Corporate Governance Framework was approved as a live document.

**10. RTÉ Board Terms of Reference**

The RTÉ Board Terms of Reference were approved as a live document.

**II. EAC Recommendations**

RS explained how the implementation plan was structured in a proscribed format and that an external Review would be undertaken to assess the recommendations on recruitment of a Chief Risk Officer, a Compliance Officer and a reorganisation of the Internal Audit function.

TOR said the Minister had informed him that a monitoring group would be set up to oversee the implementation plan. Approval was given that the ARC would undertake to oversee the implementation plan on behalf of the Board.

KB noted that HR had been allocated extra resources to assist in the work involved.

TOR said the implementation plan would need to be finalised and approved before the next Board meeting. The Board approved the initial implementation plan presented.

## 12. Financial Authority Approvals

### 12.1 (i) FAST Support contract extension

The FAST support contract extension was approved.

### 12.1 (ii) Deluxe Live Subtitling contract extension

After some discussion with TC on the current Artificial Intelligence (AI) products available for live subtitling and some of the testing work carried out, the Deluxe Subtitling contract extension was approved.

[REDACTED]

[REDACTED]

[REDACTED]

### 12.5 Content Delivery Network

SM explained how this project had already been approved by the Digital Committee. TOR asked if there was sufficient capacity available from data centres. BW said capacity would not be a constraint for the first five years of the project and that capacity had already been earmarked. NOK asked if the costs were incremental. BW said some costs were baseline but the distribution model could change in the future, which could affect operational costs. It was agreed to return to the Board after completion of costings for final sign-off. The proposal was approved.

### 12.6 Channel Management Phase 2

The technical requirements of the Channel Management Phase 2 proposal were explained by AD. It was agreed to return to the Board after completion of costings for final sign-off. The proposal was approved.

### 12.7 Production Sets and Concert Orchestra Storage and Transport

DHA asked why RTÉ was paying for storage of sets for IPU productions. KB said savings were made by centralising production storage and otherwise the cost would be charged separately to RTÉ. It was agreed that after a competitive tender, an updated business plan would come back to the Board for approval. The proposal was approved.

### 12.8 Fibre Circuits

The contracts for fibre and wireless services were approved.

### 12.9 Audience Reaction Panel

GI presented the relative advantages, in his view, of an audience panel and the potential it provides for research. The existing contract ends in May 2025. Approval was given to proceed to tender with agreement that a post-tender paper with costs would come back to the Board for approval.

### 13. Board Reflection

The Board discussed how the approvals process might be streamlined. DHI suggested approval by email. NOK asked for improvements in the quality of papers and cover sheets.

TOR and NH said in their view, it was useful to meet people from the company face-to-face. KB agreed that the discipline of presenting before the Board was a good practice. SB said it addressed some of the cultural issues which had been raised and helped bridge the perceived gap between the Board and staff.

Further discussion was had about future Board engagement with staff with breakfast meetings suggested.

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



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

Dated: 8 July 2024