

Raidió Teilifís Éireann
Minutes of the Meeting of the Board of RTÉ
held on Thursday 12 September 2024 at 10am at RTÉ and via Teams

Present: Terence O'Rourke (Chair) TOR
Kevin Bakhurst (DG) KB
Anne O'Leary AOL
Noreen O'Kelly NOK
Daire Hickey (Teams) DHI
Aideen Howard (Teams) AH
Susan Ahern SA
Terri Moloney TM
Shirley Bradshaw SB
Jonathan Ruane JR
David Harvey DHA

Apologies: Neasa Hardiman

In Attendance: Richard Waghorn (Dir of Ops & Tech) (6/10.2/10.3) RW
Michael Kennedy (Mgr Cloud, Networks & Security) (6) MK
Peadar Faherty (Head of Internal Audit) (7) PF
Adrian Lynch (Deputy DG) (8) AL
Grace Berkery (Head of Corp Strategy) (8) GB
Brid Dooley (Head of Archives) (9) BD
Neil O'Callaghan (Operations Mgr) (10.1) NOC
Eamon Cassidy (Head of Applications & Systems) (10.3) ECA
Gareth Ivory (Head of Measurement & Special Research) (10.4) GI
Declan McBennett (Head of Sport) (10.5) DMB
Niamh O'Connor (Deputy Director of Content) (10.5/11.1) NOC
Colm O'Callaghan (Gp Hd of Factual) (11.1) COC
Robert Shortt (Company Secretary)

1. Declarations of Interest

There were no declarations of interest.

2. Board Minutes, Board Tracker and Matters Arising

The Minutes of the July 8th 2024 meeting were approved.

RS updated the meeting on the Board Tracker. There were no matters arising.

3. DG's Report & ILT Minutes

KB outlined the funding commitments announced by the Government in July, which was welcomed by members of the Board.

KB informed the Board of the good commercial performance over the summer, particularly around the Euro's.

Licence fee sales were currently coming in roughly 20% up week on week compared to last year, but this was set against the dramatic declines seen at this time last year. Overall, the forecast for 2024 was for [REDACTED] in licence fee income, compared to a

[REDACTED]

The VEP scheme had still not been approved but KB was still hopeful it could be opened this year.

The first meeting of the EAC Implementation monitoring group would take place later in the month and would be reported back to the Board at its October meeting.

KB updated the Board on the issues raised by the Information Commissioner regarding the Register of External Activities and a related Freedom of Information request.

KB complemented the Sports team for its work over the summer and this was echoed by Board members. There was a significant increase in use of the Player and traffic was driven to RTÉ accounts on social media platforms such as Tik Tok.

KB highlighted the recent JNLR numbers which showed listenership going up, driven by older audiences, but younger audiences remained a challenge with strong competition in the marketplace.

KB also mentioned the important work done by the Doc on One team on the Blackrock Boys documentary and the important follow up work done, particularly by Liveline.

KB said engagement with the Department of Social Protection on Scope was ongoing and good. The provision in the accounts had not changed. A discussion ensued regarding the defence by RTÉ of the use by some presenters of limited companies to deliver their services. The appropriateness of this mechanism was challenged by some board members.

KB also related the initiative taken to resolve a long-standing pay issue at Raidió na Gaeltachta.

The contribution of George Hamilton to sports broadcasting in RTÉ and his continued work on Lyric FM was acknowledged by the Board.

KB informed the Board that the new Finance Director, Mari Hurley, had started work. A discussion ensued regarding how the provision of financial and commercial information would be presented to the Board and TOR said the views of members would be considered in agreeing the best approach.

AH asked about the process to replace the General Manager of the Concert Orchestra. KB said the role would be deputised on an interim basis but would be advertised in due course. AH paid tribute to the work of the departing General Manager, Joe Csibi.

4. KPMG

NOK outlined the proposals from KPMG arising from its review into the EAC recommendations on new roles in Risk and Compliance and a reorganisation of the Internal Audit function.

NOK said the ARC supported the proposal to create the new role of Chief Risk & Compliance Officer, to keep Editorial compliance a separate function reporting directly to the DG and to move to a co-sourced Internal Audit model.

TOR asked if this meant RTÉ was going against some of the EAC recommendations and NOK and KB confirmed that this was the case, and that the KPMG report made a good argument for this preferred direction.

KB said he also supported this approach but added that more work needed to be done regarding KPMG's proposals on complying with the EU's Corporate Sustainability Reporting Directive (CSRD) which would take effect from financial year 2025.

The final version of KPMG's report and an implementation plan would come back to the Board at its October meeting.

5. Committees & Subsidiaries

NOK brought the Board up to date with the Q3 Risk register update presented to the ARC and that a risk appetite paper had been requested for November. The new CFO Mari Hurley had been introduced to the ARC and would make her first financial presentation at the October Board.

KB added that CFO Mari Hurley was also examining a resolution to issues around the company's loan covenants.

TOR brought the Board up to date with two REMCO meetings and said work on updating its terms of reference was ongoing.

AH gave details of a recent Programme Committee meeting which examined the issue of misinformation and the new Clarity strand with the Managing Director of News & Current Affairs and the Managing Editor of Current Affairs. The Committee intended to update its terms of reference to reflect the new approach to the approval of significant commissions.

JR informed the Board on the issues covered in the recent Digital Committee meeting which examined the performance of the Player, digital commercial activity and the MSI project. JR said working with the data potential of digital products would be a cultural shift and presented a challenge.

KB informed the Board that the recruitment of a Chief Data Engineer had just been approved and that he understood a better system would be required to deliver data analytics.

DH outlined the financial results from CE DAC which would come before its Board in the following week. [REDACTED]. The board of 2rn would discuss the bank covenant issue at its upcoming meeting.

SA requested that Board members would give feedback on the Interim Report of the RTÉ Audience Council delivered to the Minister in July.

[REDACTED]
[REDACTED]
[REDACTED].

6. Cyber Security

RW and MK outlined the work ongoing in relation to compliance with the EU Network and Information Security Directive (NIS 2) which comes into law in October. Work would continue on attaining ISO27001 certification but this would likely take several years.

The draft policies presented to the Board would come back in October for approval. Mandatory training on cyber security, to include Board members, had begun. The Board was informed that it was likely ComReg would be the regulatory authority with responsibility for ensuring compliance with NIS 2.

RW said, in response to a request made at the ARC meeting, that an external assurance exercise would be carried out in the Spring of 2025.

TOR reminded Board members that accountability for compliance with the directive would rest with the Board. RW said the updated Incident Response Plan would reflect that.

JR asked if there was any legacy hardware in the business that would not meet the required standards. MK said mitigation measures had been put in place and the preference would be to remove such hardware but in some cases this was not practical as the equipment was part of the broadcast chain.

RW said there had been an underinvestment in technology in the organisation for many years. TOR said the Board would support increased investment.

There was some discussion about the merits from a cyber security perspective of Board members using RTÉ issued devices and using RTÉ email addresses for board work. No decision was taken.

7. Compliance Checklist.

PF presented the Compliance Checklist with the Code of Corporate Governance for State Bodies and the Board's obligations in relation to it.

NOK said a thorough job had been done and some amendments to wording had been made following its presentation to ARC.

The Board approved the Compliance Checklist.

8. Strategy

AL and GB outlined the work started to map out the delivery of A New Direction: RTÉ Statement of Strategy 2025-2029.

It was proposed to report to the Board every 12 weeks on implementation with a schedule of meetings with the Strategy Committee to be decided.

AL highlighted the importance of communication with the audience, stakeholders and staff. Consultants would be commissioned to assist in a time-limited fashion to design an operating model for the delivery of the Strategy.

Further external assistance would be needed for some technology projects and regarding the site but the intention was to implement the transformation internally. KB said the new Audio App and the updated News App would be launched in 2025 and this would be tied into the delivery of the Strategy.

AH suggested the clearest evidence of what the Strategy could deliver would be through its commissioning priorities and she requested that when Steven Carson and Patricia Monahan took up their roles, this would be communicated to the Board.

KB emphasised the importance of ongoing staff engagement and the effectiveness of meetings with smaller groups from individual areas of the organisation.

9/10/11 Approvals

9. Archive Project

The proposal to participate in a Coimisiún na Meán co-funded archive project was approved.

10.1 RTÉ Telephony Services

The contract for Telephony Services was approved.

10.2 NIMux

The NIMux Licence and Transmission Agreement was approved.

10.3 Unit 4 Business World Support

The costings in the Unit 4 Business World support contract were questioned by Board members. ECA said the 2023 figure had been flattered by the removal of certain aspects of the previous contract. In addition, because the service was now cloud based, the organisation was getting more compared to previous contracts.

NOK asked if the historic opex/capex price indicated for the old contract included Non-Recoverable VAT (NRV). ECA later confirmed that it did.

RW said the organisation's strategy was hybrid cloud with business enterprise systems going to the cloud.

SA suggested that the risk analysis associated with transition to the cloud should have been specifically outlined in the paper.

DH asked if RTÉ had pushed back on price.

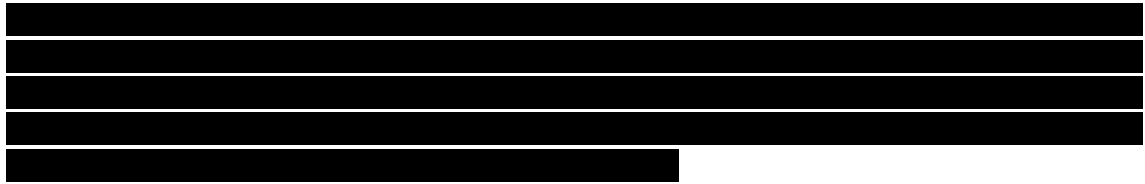
Approval was given for the project on the basis that EC agreed he would revert to the Board with the results of his further engagement with the vendor on price.

10.4 TAM Ireland

GI presented the proposal on renewal of the contract to use the Television Audience Measurement (TAM) system.

TOR asked about the governance of the TAM. GI outlined its structure as a company limited by guarantee and RTÉ's position on its Board.

JR questioned the system's capability to capture streaming content.



JR said it would be useful to get information on what's done in other jurisdictions and to consider where TAM was going in the medium term when MSI becomes more developed.

GI stressed the sample was statistically robust and it delivered an understanding of what's happening in the entire marketplace and not just regarding an individual company's own content.

TOR said the Board would return to the issue of audience measurement. The contract was approved.

10.5 URC

DMcB and NOC outlined the proposal for a fourth year of United Rugby Championship (URC) coverage in conjunction with TG4.

DMcB said the operational costs accounted for contingencies and had not, in practice, reached the limits set out in previous contracts.

NOC said the RTÉ/TG4 Protocol regarding the provision of content was undergoing a review by Coimisiún na Meán.

The proposal was approved.

11. Crimecall

COC outlined the proposal to recommission Crimecall for a 2 year period. The format had been refreshed with a new presenter and increased its ratings and also fulfilled a public service remit.

The commission was approved.

12. Board Matters

The Board approved the appointment of CFO Mari Hurley to the Board of CE DAC and 2rn.

The Board approved the Corporate Governance Handbook and agreed to revert to the Company Secretary with any subsequent suggestions or observations.

The Board discussed the content structure of some of the papers to the Board and there was further discussion of how financial and commercial information could best be presented at ARC and Board level.

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



Signed: _____
Chair

Dated: 12 September 2024