

**Raidió Teilifís Éireann**  
**Minutes of the Meeting of the Board of RTÉ**  
**held on Thursday 25 October 2024 at 10am at RTÉ and via Teams**

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

**Apologies:** Noreen O'Kelly

**In Attendance:** [REDACTED] (Board Excellence Ireland)  
Patricia Monahan (Dir of Audio) (PM) Item 3  
Steve Carson (Dir of Video) (SC) Item 3  
Mari Hurley (CFO) Items 5, 6, 7  
Gavin Deans (Commercial Director) Item 5  
Peadar Faherty (Head of Internal Audit) Item 10  
Troy Bannon (Head of Property & Services) Item 11  
Brian Wynne (Head of Technology Infrastructure) Items 12, 13.2  
Michael Kennedy (Mgr Cloud, Networks & Security) Items 12, 13.2  
Sarah Matthews (Proj Mgr. RTÉ Technology) Item 13.2  
Eamon Cassidy (Hd of Applications & Systems, Technology) Item 13.1  
Dermot Horan (Dir of Acquisitions & Co-productions) Items 13.3, 13.4  
Michelle Meade (Mgr Acquisitions) Items 13.3, 13.4  
Robert Shortt (Company Secretary) (RS)

**1. Agenda & Declarations of Interest**

TOR welcomed [REDACTED] of Board Excellence Ireland as an observer to the meeting as part of the Board evaluation exercise.

TOR made a declaration of interest regarding Item 7 on the Agenda from which he would exclude himself and leave the meeting for the duration of its consideration.

There were no other declarations of interest. The Board was satisfied with the Agenda as set out.

**2. Board Minutes, Board Tracker and Matters Arising**

The Board minutes of 12 September were approved with the correction of a typo and a clarification from SA which the Company Secretary noted.

It was agreed that the dates for Strategy updates to the Board would be included in the Action Tracker. It was agreed that the planned discussion of the future strategy for 2fm would be postponed to the June 2025 meeting, or earlier.

It was agreed that discussion of the cancellation of the [REDACTED] and what might replace it would also be postponed but would remain on the Tracker with a future date to be decided.

### 3. DG's Report & ILT Minutes

KB brought the Board up to date with movement on the Strategy [REDACTED] [REDACTED]  
[REDACTED]  
[REDACTED].

KB gave details of ongoing engagement with staff, particularly with smaller groups in the areas of production most exposed under the Strategy. KB said the pre-collated questions before the last townhall meeting had worked well. SB suggested consideration be given to some staff involvement in selecting the questions to prevent the impression emerging that the process was managed.

Approval for the VEP had still not been received and KB said, at this point, it was more likely that even if permission were granted it would be held over till the New Year. There was some discussion over the need for the programme to run over the course of the five year span of the Strategy.

KB referenced the General Scheme of the Broadcasting (Amendment) Bill 2024, [REDACTED]  
[REDACTED]  
[REDACTED]

KB said negotiations on a new pay deal had begun and he would keep the Board informed of any outcome. [REDACTED]  
[REDACTED]

KB complemented the recent deployment by News and Current Affairs to the Middle East and said preparations were well underway for the general election.

KB then brought PM and SC into the meeting and introductions were made. The Board welcomed the new directors of Audio and Video who gave brief outlines of their respective priorities.

*(PM and SC left the meeting)*

### 4. Committees & Subsidiaries

TOR updated the Board on recent activity at REMCO. Further details of a recent contract were given.

DHA outlined the activities of the ARC and paid tribute to the contribution made by AOL during her tenure as chair of the committee.

SA went through the September Audience Council meeting which the DG and the Director of News & Current Affairs attended. The Council was now considering its priorities for the next year.

JR brought the Board up to date with the recent meeting of the Strategy Committee which included an update from the Deputy DG on the structure of the implementation plan.

There was some discussion of the need to overcome the perception amongst some staff that the Strategy would not be fully implemented, as previous strategies had not been delivered.

KB said it would be really important for staff to be involved in the delivery of the Strategy and that this time there was more certainty around funding.

AH updated the Board on the last Programme Committee meeting and the presentation on Young People's Programming and the discussion had regarding the challenges involved in moving content creation offsite.

JR said there had been no updates from the Digital Committee since the last Board meeting.

SA said no further complaints had been received by the Fair Trading Committee regarding trading activities. A review of the Fair Trading Policy & Procedures was underway and Commercial was due to report at the committee's next meeting.

DHA said the only issue of note with regard to CE DAC was GAAGO. KB brought the Board up to date regarding the joint venture.

DHA said MH would deal with the bank covenant issue in relation to 2rn.

SOS BEAG

## 5. Financial and Commercial Update

MH outlined the financial position of the organisation.

A reforecast showed a projected full year 2024 [REDACTED] [REDACTED] [REDACTED]. This was down to an improved commercial performance ([REDACTED] [REDACTED]) but also increased public funding. The final figure also assumed an additional [REDACTED] in government funding in Q4 2024.

Savings of [REDACTED] have been made YTD in personnel related costs due to open roles.

A full balance sheet review was underway and the results would be presented to the ARC and Board in November.

MH went through the detail of a provision made for participation in the Temporary Wage Subsidy Scheme (TWSS) in 2020 arising from uncertainty over qualification criteria. A full memo on this would be prepared for the Board's November meeting. [REDACTED]  
[REDACTED]  
[REDACTED]

The Board reflected on the factors behind the provision and agreed it was appropriate to follow the course of action suggested.

KB said the Department and NewEra would be briefed on the outcome of the balance sheet review when it was completed.

MH then went through the hedging arrangement agreed on the majority of the 2rn loan

facility out to August 2025 at a rate of [REDACTED]. Planning for an overall bank loan refinancing was underway and would be brought back to the Board.

Work had also started on a tender for audit services and taxation services, as well as a review of energy hedging which was planned to go before the ARC and Board in November.

GD brought the Board up to date with activity in the commercial market. [REDACTED]  
[REDACTED]  
[REDACTED].

Player sales have continued to grow from [REDACTED] total audio-visual (AV) revenue in 2023 to [REDACTED] by year end.

SA asked about accounting for the cost of special events. MH said the idea of a budgetary contingency amount could be explored.

The new format of the Financial and Commercial presentation was welcomed by the Board. It was accepted that the full detailed monthly management accounts would no longer be routinely circulated to the board but would always be available on request.

**6. 50/50 Pension Scheme Increase**

The proposal to increase the payout under the 50/50 Pension Scheme in line with the recently approved increase in the DB scheme was approved.

**7. 2rn Electricity Contract**

TOR withdrew from the meeting and DHA deputised as chair.

The tender for the proposed contract had been run by energy consultants Kore and a report was presented to the Board. MH noted that both the CEO and Chair of 2rn supported the proposal and were cognisant of the market time pressure to agree the price offered.

KB added that an additional premium was agreed to purchase renewable energy.

The proposal was approved.

*(MH and GD left the meeting)*

**8. HR Q3 Report**

TOR returned to the meeting and resumed as chair.

EC brought the Board through the metrics in the report which had the approval and support of the REMCO.

EC also brought the Board up to date on progress in the Scope process. The Board was also updated on a recent WRC ruling which supported RTE's position in relation to terms offered to regularise those who came through the Eversheds' process.

TM asked for an update on the staff survey. EC said the Staff Engagement Group was working on it but it would be carried out by a professional polling company.

*(EC left the meeting)*

**9. KPMG Implementation Plan**

KB said work was already under way to recruit a Chief Risk and Compliance Officer and that the organisation and the ARC was happy with the recommendation made by KPMG for a unitary role which was not consistent with the recommendation of the Expert Advisory Committee. KB said the Department was aware of this decision.

The Board approved the Plan.

**10. Protected Disclosures Policy**

PF highlighted the changes made to the Policy which had been through the ARC. PF said once approved, work would be done to promote the updated policy on the internal communication network, the RTÉ Hub.

The policy was approved.

*(PF left the meeting)*

**11. Climate Action Roadmap Q3 Update**

TB brought the Board through the progress achieved on objectives set out under NewEra's framework for commercial semi states as part of the public sector's Climate Action Plan (2024).

Discussion ensued regarding the Strategy and the plans for the site and buildings which would have a significant bearing on Commitment 2. There was a need for further consideration of the extent to which the EU's Corporate Social Responsibility Directive under Commitment 5 would apply to the organisation as this would require a significant resource allocation.

AH asked if there was a policy regarding single use plastics.

TB said efforts were made through procurement to minimise the organisation's handling of single use plastics but some could not be avoided. The organisation had an award-winning waste policy, however, and had not sent refuse to landfill in many years. The Board noted the Update.

*(TB left the meeting)*

**12. NIS 2 Policies**

BW and MK presented the policies originally delivered in draft form to the Board in September and also presented in final form and approved by the ARC and LT.

TM asked for more information to be provided concerning the obligations of Board members in relation to NIS 2. It was agreed that the Company Secretary would consult with the Director of Operations and Technology and Director of Legal Services and provide the information requested.

BW said his view was it was unlikely the NIS 2 legislation would be transposed into Irish law before this Dáil was dissolved but would be introduced again next year. This would not affect plans to roll out the policies. BW also said there had been an improved take up of mandatory cyber-security awareness courses.

BW said the policies would remain as 'living documents' but only material changes would be brought back to the Board.

The policies were approved.

### **13. Financial Approvals, Commissions & Acquisitions**

#### **13.1 Phonebox Contract.**

The contract was approved. The Company Secretary agreed to co-operate with Procurement to provide a guide on the applicability of the [REDACTED] financial approval limit.

#### **13.2 Approval of 2024 Spend for the Content Distribution Network (CDN)**

The capital costs of the Spend, previously approved at Stage 1 by the Board, had increased by [REDACTED] while the Operating Expenditure had reduced by [REDACTED].

The expenditure was approved.

#### **13.3 The Dry Series 3**

AH said the Programme Committee had engaged on this commission and recommended its approval to the Board. Its success on the Player was highlighted by DH.

The commission was approved.

#### **13.3 Banijay**

[REDACTED]  
[REDACTED].

The acquisition was approved.

### **14. Board Matters**

The amendments to the terms of reference for the Programme, Digital, REMCO, ARC and Fair Trading committees were approved.

The update to the Bank Mandates was approved.

### **15. Board Reflection**

DHI asked if something could be done regarding the volume of material for approval coming to Board. TOR said this would be considered.

DHA said the quality of the material was much better than in the past. SB said she would like to see more time for discussion between Board members about significant decisions.

TOR said Board members should feel empowered to ask questions at any time.

The new format of the Financial and Commercial presentation was welcomed by the Board.

TOR paid tribute to AOL and her contribution to the Board of RTÉ over two terms and during a difficult period for the organisation.

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

A handwritten signature in dark ink, appearing to read 'Jacqui O'Leary', written in a cursive style.

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

Chair