

Raidió Teilifís Éireann
Minutes of the Meeting of the Board of RTÉ
held on Thursday 27 March 2025 at 10am at RTÉ and via Teams

Present: Terence O'Rourke (Chair RTÉ Board) (TOR)
Kevin Bakhurst (DG RTÉ) (KB)
Terri Moloney (TM)
Susan Ahern (SA)
Neasa Hardiman (NH)
Shirley Bradshaw (SB)
Aideen Howard (AH)
David Harvey (DH)
Noreen O'Kelly (Teams) (NOK)
Jonathan Ruane (Teams) (JR)

In Attendance: Eimear Cusack (Dir of HR) (EC) Item 5
Mari Hurley (CFO) (MH) Items 6,7,8
Gavin Deans (Comm Dir) (GD) Items 6, 7
Adrian Lynch (Deputy DG) (AL) Items 8, 9
Grace Berkery (Head of Strategy) (GB) Item 8
Bernard Coen (Hd of Distribution & Partnerships) (BC) Item 9
Troy Bannon (Hd of Property & Services) (TB) Item 11(a)
Steve Carson (Dir of Video) (SC) Items 11 (i-iv)
Declan McBennett (Gp Hd of Sport) (DMB) Items 11(i) & (iv)
Robert Shortt (Company Secretary) (RS)

1. Agenda

The Agenda was adopted.

2. Declarations of Interest, Minutes and Matters Arising

There were no declarations of interest. The minutes of the meeting of 06.02.25 were approved. TOR inquired about progress on the proposed fleet tender. RS advised that legal aspects of the contract were still under review.

Progress on the Action Tracker was noted. The provision of organisational charts was welcomed. SB asked that they be shared with staff, once completed, and requested they would include the numbers employed across divisions. ACTION.

The Chair acknowledged and welcomed confirmation that NH's term on the Board had been renewed.

3. DG's Report & LT Minutes

KB brought the Board up to date with recent events, including a positive engagement with the advertising industry. However, the softening in the market in early Spring was noted.

There had also been a positive engagement with Comhairle Raidió na Gaeltachta at the launch of the joint DCU/RTÉ Archives' Canúint project.

[REDACTED]

The appointment of Eleanor O'Shaughnessy as the new CR&CO was welcomed.

KB gave the Board a brief outline of confirmation which had just been received that approval had been secured to introduce the VEP. The Board welcomed the confirmation.

4. Committees & Subsidiaries

TOR outlined the recent activities of the REMCO which included a recommendation for approval of the verification process for the ten highest earning presenters and the final version of the RTÉ Remuneration Policy, also to be approved by the Board.

NOK outlined the ARC's assessment at its March meeting of the provision for Scope in the AR24 and the IAS 19 judgements on pension assumptions. NOK also told the Board of the ARC's confidence in the Annual Review of the Effectiveness of the System of Internal Control. Decisions on the Risk Table in AR24 were explained and the receipt of a Note from the Chair of the Programme Committee on editorial risk was acknowledged.

SA brought the Board up to date with the activities of the Audience Council, and the replacement of a member of the Council.

SA also outlined the work underway at the Fair Trading Committee on a new Fair Trading Policy & Procedures to reflect several new codes produced by CnaM.

JR outlined the detailed work of the Digital Committee which delved into the three big digital products: Sign In, Audio App and the News App. [REDACTED]

[REDACTED]

AH asked for clarification regarding under 18's and Sign In. KB agreed to provide. ACTION.

Citing the Digital Committee meeting minute of September 2024, SA said the Audience Council was available for 'AB' testing on digital products but added she would not mention this again if the offer was not taken up. JR emphasised his belief in the necessity of product testing in the development of digital products.

JR also outlined the work of the Strategy Committee and the scenario planning presented at its recent meeting. JR said he was quite positive on the process and the work.

AH outlined the recent Programme Committee meeting and recommended that the presentation on Irish language programming should be brought to the full Board.

DH brought the Committee up to date on the recent 2nd Board meeting and said, as Chair of CE DAC, he had given his approval to the proposed sale of shares in GAAGO Media Ltd., which was due to be proposed to the Board.

5. HR Q125 Report

EC presented her HR Q125 report to the Board. EC mentioned the referral of a pay claim by the TUG to the IRT and a referral on merit pay by the MA to the Managers' Dispute Tribunal.

[REDACTED]

EC also updated the Board on the negotiations regarding the HR IT system, as well as the Leadership Development Programme and the WTW project. Work continued on the Cultural Framework. An event to mark those with 25 or more years' service with RTÉ would take place in the week ahead, for the first time in several years.

[REDACTED]

(EC left the meeting)

6. Financial & Commercial Update

[REDACTED]

[REDACTED]

[REDACTED]

The Board was also updated regarding further queries in relation to historic capital projects.

7. GAAGO

MH and GD brought the Board through the negotiations on the proposed sale of RTÉ CE DAC's shareholding in GAAGO. The Board was also informed that queries from NewERA were in the process of being answered. Due diligence had been performed and heads of agreement had been signed. The total offer was [REDACTED] with details on a services agreement for support yet to be finalised.

The Board congratulated those involved in the negotiations and legal support. The Board approved the proposed deal pending final approval and consent by the Minister and the satisfaction of any regulatory conditions.

(MH and GD left the meeting)

8. Strategy Update Q124

AL and GB joined the meeting and outlined the progress in the Strategy at end Q125.

[REDACTED]

Members of the Board expressed concern about the progress of the Strategy and the need for tangible results that would be clear to stakeholders and the audience.

AL said there had been a big improvement both technically and in content on the Player and that the NewsApp was on schedule for an Autumn launch. In addition, the Triton contract had been signed on the Audio App project. The business case for Cork was advanced and would be brought to the Board. KB added that eight dramas were in production across the country which highlighted the benefit of multi-year funding aligned with the Strategy.

AL also told the Board there had been a 7% increase in cross-platform consumption of RTÉ content in the past year, which partly reflected the special events of 2024 but also reflected the content strategy.

TOR said the Board's view was that demonstrable progress on the Strategy needed to be accelerated.

(MH and GB left the meeting. NOK also left the meeting)

9. Prominence & Discovery Risk

BC joined the meeting and brought the Board through the technological changes which had precipitated an escalation of Prominence & Discovery Risk. BC also provided a demonstration of how a connected TV service worked.

The regulatory response in the UK was highlighted. [REDACTED]

Section 40 of the Online Safety and Media Regulation Act (2022) (OSMR) contained a PSM 'Must Carry and Must Offer' obligation on platform providers. However, this part of the OSMR Act awaited a commencement order and its provisions were still with the AG's Office and CnM.

SA expressed the view that the existential threat of the combined risks could potentially devalue the investment of public money in the organisation. The importance of sending a clear message to the Regulator was discussed.

(BC and AL left the meeting. JR also left the meeting)

10. Outstanding EAC Recommendations

The Board agreed that it would maintain its current committee structure and keep it under review in relation to EAC Governance & Culture Rec. 5.16. The Board approved the actions in relation to the other recommendations presented.

11. Financial Authority Approvals & Commissions

11 (a) Catering Contract

The Board approved the parameters of the tender provided and agreed to consider the final contract for approval when completed.

11 (i) Rugby Autumn Internationals

The Board approved the proposal.

11 (ii) First Dates Ireland [REDACTED]

The Board approved the proposal.

11 (iii) Ireland's Fittest Family (Additional Cost)

The Board approved the proposal.

11 (iv) Outside Broadcasting Services Framework

The Board approved the proposal. The Board requested clarification regarding the ability of smaller production companies to bid for contracts under Lot 5. ACTION.

12. Board Matters

The Board approved amendments to:

12.1 Board Terms of Reference

12.2 ARC Terms of Reference

12.3 REMCO Terms of Reference

12.4 Programme Committee Terms of Reference

12.5 Financial Thresholds for Board Approval document (to reflect REMCO ToR)

The Board also approved the verification of earnings of the highest paid presenters (12.6) and agreed to provide formal approval on receipt of the assurances to be provided by management and the external auditors.

The Board approved the IPU AR24 (12.7).

The Board approved the RTÉ Remuneration Policy (12.8).

13. Board Reflection

The Board reflected on the wider implications of the Prominence & Discovery Risk.

KB said members of the LT would participate in a stakeholder event on the eve of the May Board meeting in Cork and would be available to join the planned Board meeting.

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

Signed:



Chair