



Minutes of a meeting of the Board of the Authority for Television On Demand Limited (“**ATVOD**”) held at the offices of the BBFC, Tuesday 13 December 2011, 2.30pm

Present:

ATVOD Board:

Ruth Evans – Chair (items 1-7)

Daniel Austin

Julia Hornle

Chris Loweth (silent Director for the purposes of maintaining a quorum for items 8-11)

Ian McBride

Simon Milner

Nigel Walmsley (Chair items 8-11)

In attendance:

Pete Johnson – Chief Executive

Nicola Ebdon – Company Secretary (mins)

1. Apologies

1.1 Apologies were received from Simon Hunt and Sara Nathan.

2. Declaration of members’ interests

2.1 It was **NOTED** that Daniel Austin had a conflict of interest in relation to the decision of the Scope Committee on editorial responsibility for the Viacom content on Sky Anytime, which was reported to the Board as part of the CEO report. As this decision was not discussed or made at the Board meeting there was no need for Daniel Austin to leave the meeting.

3. Minutes of the 18 October 2011 meeting, matters arising and updated actions

3.1 The Board **APPROVED** the draft minutes of the meeting held on 18 October 2011.

3.2 The Directors **NOTED** that the majority of actions had been completed.

3.3 In relation to minute 7.1 it was **NOTED** that the Executive had met with Ofcom to discuss the proposed amendments to the Guidance on the Rules and work was continuing to streamline the guidance.

- 3.4 In relation to minute 8.2 it was **NOTED** that Julia Hornle was due to meet with Ofcom to agree how best to proceed on EU matters in January 2012.
- 3.5 The Directors also **CONSIDERED** actions arising from the Board Strategy Day in November 2011 and agreed to include these in the Board's actions list.
4. **Strategy and Business Plan development**
- 4.1 The Board **CONSIDERED** the output from its Strategy Day and **AGREED** objectives for 2012/13. The Board **REVIEWED** its current business plan and **AGREED** areas of work to be continued into 2012/13. Directors also gave consideration to new areas of work to be included in its business plan for 201/13 in order to achieve its objectives.
- 4.2 It was **AGREED** that a business plan would be developed and presented to the January Board for approval.
5. **Chief Executive's update**
- 5.1 The Board **NOTED** the update on new and withdrawn notifications as provided in the paper and as updated orally at the meeting.
- 5.2 The Board **NOTED** progress made with scope investigations as provided in the paper. It was **SUGGESTED** that the Executive investigate whether it would be technically possible to capture the process of reviewing website content as part of investigations.
- 5.3 Directors **NOTED** that the Scope Committee had met on 25 November 2011 made the following decisions:
- Everton TV – Preliminary view that it remains an ODPS subject to a further analysis of the range of programmes available.
 - Country Channel on YouTube (<http://www.youtube.com/countrychanneltv>) – Preliminary view that it is an ODPS.
 - English Milf – Preliminary view that it is an ODPS.
 - RGB Associates sites – Preliminary view that it is an ODPS.
 - OT Publishing sites – Preliminary view that it is an ODPS.
 - Secretease – not an ODPS.
 - UKTV websites (Dave and Good Food) – not an ODPS.
- In addition the Directors **NOTED** that the Committee had decided to send advice on scope to: Completely PC and Films of Fashion and had come to the Final Determination that Sky held editorial responsibility for the Viacom content on Sky Anytime.
- 5.4 The Board **NOTED** the update on appeals as provided in the paper and gave its thanks to the CEO for his work in this area over the last month.
- 5.5 The Board **NOTED** the update on complaints as provided in the paper. The Directors **DISCUSSED** a complaint which had been upheld by the Complaints Committee and **AGREED** to issue an enforcement notice (following the required consultation with Ofcom)

to the service provider should the determination stand following any request for a review and should the service provider fail to bring the service into compliance within the timescale indicated. Directors **AGREED** to refer of the matter to Ofcom for consideration of a sanction should the service provider fail to bring the service into compliance within the timescale set in any enforcement notice issued in accordance with the plan.

- 5.6 The Board **NOTED** the update on European works as provided in the paper. It was **NOTED** that Ofcom had agreed to consider the detail and timing of the information required for reporting obligations in 2012.
- 5.7 The Board **NOTED** the update on Access Services as provided in the paper. It was **NOTED** that the first meeting of the working party to finalise the guidance and consider longer term issues would be held in January 2012.
- 5.8 The Board **NOTED** the update on the Year 3 Fees Working Party as provided in the paper. It was **NOTED** that the working party was expected to consider at its next meeting whether there was now sufficient information available to propose including in the upcoming consultation a new, audience-based metric for Year 3 or whether this should now be considered a longer term goal.
- 5.9 The Board **NOTED** the update on the Industry Forum as provided in the paper. The proposed membership of the working party to review the existing scope guidance on multiple services and specifically the criteria which determine whether two versions of a service may be considered 'substantially the same' was **NOTED**. Ian McBride volunteered to join the working party.
- 5.10 The Board **NOTED** the update on Board Member Recruitment as provided in the paper.
- 5.11 The Board **NOTED** the update on Parentport as provided in the paper and **NOTED** that a Memorandum of Understanding between the regulators was being finalised and would be brought to the January Board meeting for approval.
- 5.12 The Board **NOTED** the update on public relations as provided in the paper and **DISCUSSED** some of the meetings further.
- 6. **Stakeholder Issues**
 - 6.1 The Board **NOTED** the outcome of a series of meetings with Ofcom. It was **AGREED** that the agreed outcomes from the meetings would be circulated to Directors.
 - 6.2 Directors **CONSIDERED** the implications for ATVOD in relation to a preliminary view issued by Ofcom on an appeal and **AGREED** action to be taken once Ofcom had published its decision.
 - 6.3 The Board **NOTED** that the Industry Forum representative on CAP had sent an email to Industry Forum members on CAP's behalf. Directors **CONSIDERED** the implications and options for the ATVOD Industry Forum of this email and **AGREED** to discuss the issue with the Industry Forum Chair.

7. Future Board Composition

7.1 The Board **CONSIDERED** its view on Board composition in the future following a discussion at the Board strategy Day in November 2011. Directors **AGREED** in principle to reduce the size of its Board in September 2013 provided that at that time the Board was confident that the executive had sufficient resources to function successfully given a reduction in the workload of Board members.

8. Financial report

8.1 The Board **NOTED** the content of the management accounts and **CONSIDERED** issues in relation to cash flow forecast and 90 day debtors.

8.2 The Board **CONSIDERED** a governance report sent to the Directors by the Auditors on completion of the audit. It was **AGREED** that any future bad debt adjustment will be made through the bad debts expense category.

8.3 The Board **NOTED** the conclusions and actions of the Audit and Finance Committee meeting held on 8 November 2011.

8.4 The Board **DISCUSSED** the proposed budget for 2012/13 and gave **ADVICE** to the CEO in developing the budget for the consultation on Year 3 fees in January 2012. It was **REQUESTED** that consideration be given to including the costs of debt recovery to debts being recovered. It was **SUGGESTED** that ATVOD undertake a data protection audit. It was **AGREED** that the draft budget would be developed further to reflect suggestions by the Board and presented to the January Board for approval.

9. Risk Register

9.1 The Board **CONSIDERED** the risk register and a list of risks identified in preparation for the strategy day and **AGREED** changes to the register.

10. Developing an ATVOD Research Agenda

10.1 The Board **CONSIDERED** the paper which updated the research literature review previously reviewed by the Board by summarising recent research and analysing important findings. It was **AGREED** that the report would be a useful tool for the Board to consider when developing the Board's view on issues.

10.2 Directors **CONSIDERED** options for ATVOD in developing a research agenda. The Board **SUGGESTED** a variety of organisations with whom ATVOD could look to develop research links with. It was **AGREED** that a Board sub-group would give further consideration to developing ATVOD's research agenda.

11. Any other business

11.1 There were no items of other business.