



Minutes of a meeting of the Board of the Authority for Television On Demand Limited (“**ATVOD**”) held at the offices of the BBFC, Tuesday 27 March 2012, 2.30pm

Present:

ATVOD Board:

Ruth Evans – Chair

Daniel Austin

Gidon Freeman (in attendance items 1-5)

Julia Hornle

Sophie Jones (in attendance items 1-5)

Chris Loweth (in attendance items 6-12)

Ian McBride

Sara Nathan

Chris Ratcliff (in attendance items 1-5)

Nigel Walmsley

In attendance:

Pete Johnson – Chief Executive

Nicola Ebdon – Company Secretary (mins)

1. Apologies

1.1 Apologies were received from Simon Hunt and Simon Milner.

1.2 On behalf of the Board, the Chair **WELCOMED** Gidon Freeman, Sophie Jones and Chris Ratcliff to their first meeting of the ATVOD Board.

2. Declaration of members’ interests

2.1 There were no additional interests declared for inclusion in the published register of interests. It was **NOTED** that Daniel Austin had an interest in a BskyB appeal, however the appeal was not under consideration by the Board at the meeting.

3. Oliver & Ohlbaum Associates Ltd

3.1 The Board **RECEIVED** a presentation from David Cockram and Alan Ogston from Oliver & Ohlbaum Associates Ltd, which outlined their views on the emerging VOD market, information about the future VOD market and how it may develop over the next five years.

3.2 Directors **CONSIDERED** the implications for ATVOD of the information presented. It was **NOTED** that the VOD market had not been changing rapidly, however the introduction of Tivo and Youview might transform VOD usage.

4. **Minutes of the 24 January 2012 meeting, matters arising and updated actions**

4.1 The Board **APPROVED** the draft minutes of the meeting held on 24 January 2012.

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

5. **Resignation and Appointment of Directors**

5.1 Directors **CONFIRMED** the appointment of Gidon Freeman, Sophie Jones and Chris Ratcliff as Non-Independent Members and Directors as recommended by the Recruitment Panel and agreed by the Board by email on 23 February 2012. It was **noted** the appointments would be with effect from 27 March 2012 for an initial term of 18 months until September 2013.

5.2 Directors **ACCEPTED** the resignation of Simon Hunt, Simon Milner and Chris Loweth. On behalf of the Board, the Chair gave thanks to the resigning Directors for their contribution and support over the last few years.

5.3 Directors **AUTHORISED** the interests disclosed by the new Directors. It was **NOTED** that the published Register of Interests would be updated accordingly.

5.4 Directors **NOTED** that the change in Directors had resulted in the requirement to update ATVOD's bank mandate in relation to authorised signatories.

5.5 It was **NOTED** that the new Directors had agreed to join the following ATVOD sub-groups:

- Chris Ratcliff - R18 Issues;
- Sophie Jones - Media and Public Relations; and
- Gidon Freeman - Corporate planning.

6. **Chief Executive's update**

6.1 The Board **NOTED** the update on new and withdrawn notifications as provided in the paper.

6.2 The Board **NOTED** progress made with scope investigations as provided in the paper. It was **NOTED** that the Executive had developed a triage system for the receipt of information on potential service providers.

6.3 Directors **NOTED** that the Scope Committee had met on 19 March 2012 made the following decisions:

- a. The committee reached the following preliminary views:
 - Exclusive TV – www.exclusivetv.co.uk (notification can therefore be withdrawn) -

not an ODPS

- Wave 105 – www.wave105.com - not an ODPS
- Amrit Bani – www.amritbani.com - not an ODPS
- My Baby Radio – www.mybabyradio.com - not an ODPS
- Eros On Demand – <http://ondemand.erosentertainment> (not within UK jurisdiction) - not an ODPS

b. The committee made the following final determinations:

- English Milf – www.englishmilf.com – is an ODPS
- Everton TV - <http://www.evertonfc.com/evertontv> - is an ODPS

c. The committee made a final determination that On Demand group holds editorial responsibility for at least one ODPS, pending final request to On Demand for further contractual evidence.

It was **NOTED** that Daniel Austin had temporarily joined the Scope Committee until one of the new Directors were ready to replace him.

- 6.4 The Board **NOTED** the update on appeals as provided in the paper. Directors **CONSIDERED** and **AGREED** action to take in relation to proposed enforcement against one service provider.
- 6.5 The Board **NOTED** the update on complaints as provided in the paper.
- 6.6 The Board **NOTED** the update on European works as provided in the paper.
- 6.7 The Board **NOTED** the update on Access Services as provided in the paper. Directors **AGREED** to approve the new Guidelines as circulated, subject to any refinement as agreed at the next scheduled access services working party meeting and **DELEGATED** final approval of the Guidelines to the Chair and Daniel Austin. Directors **CONSIDERED** a particular issue in relation to the Equality Act 2010 and **AGREED** to seek legal advice prior to taking a final decision. Directors **DELEGATED** a final decision on this issue to Daniel Austin.
- 6.8 The Board **NOTED** the update on the Designation Review as provided in the paper. It was **AGREED** that a written submission would be prepared and approved by email.
- 6.9 The Board **NOTED** the update on the Fees Working Party as provided in the paper.
- 6.10 The Board **NOTED** the update on the Multiple services/'Substantially the same' Working Party as provided in the paper.
- 6.11 The Board **NOTED** the update on the Industry Forum as provided in the paper.
- 6.12 The Board **NOTED** the update on Board Member Recruitment as provided in the paper.
- 6.13 The Board **NOTED** the update on ATVOD/Ofcom meeting on scope issues as provided in the paper.

- 6.14 The Board **NOTED** the update on Rules and Guidance as provided in the paper. Directors **APPROVED** the final version of Guidance on the Rules for submission to Ofcom for their approval prior to publication.
- 6.15 The Board **NOTED** that the Executive had moved offices to 27 Sheet Street, Windsor, SL4 1BN as from 26 March 2012.
- 6.16 The Board **NOTED** the update on the Communications Green paper as provided in the paper.
- 6.17 The Board **NOTED** the update on public relations as provided in the paper and **DISCUSSED** some of the meetings further.

7. Financial report

- 7.1 Directors **CONSIDERED** the Management Accounts for December and January 2012. It was **NOTED** that the Deputy Chair would be proposing some small modifications to the presentation of these accounts. The Board **WELCOMED** the Executive's decision to move to one provider for the provision of its bookkeeping, accounting, invoicing and payroll functions.
- 7.2 Directors **CONSIDERED** and **APPROVED** the revised set of internal procedures and controls as provided in the paper. It was **NOTED** that the Accountants had reviewed the conduct of the Executive in relation to the procedures and had concluded that there were no issues of concern to be considered by the Board.
- 7.3 It was **NOTED** that responses to the Fees Consultation suggested a reasonable level of industry support for the additional expenditure on research, ParentPort and a database. Directors **CONFIRMED** its **APPROVAL** of the draft budget for 2012/13 which now included this additional expenditure.

8. Year 3 Fee Statement

- 8.1 After careful consideration Directors **APPROVED** the statement, subject to refinement as agreed at the meeting and **DELEGATED** final approval of the Statement to the Chair and Deputy Chair.

9. Designated Functions Report

- 9.1 The Board **CONSIDERED** the designated functions report which had been drafted to report to Ofcom on the period 1 January to 31 December 2012, as laid out in ATVODs Designation. After careful consideration Directors **APPROVED** the report, subject to refinement as agreed at the meeting and **DELEGATED** final approval of the Statement to the Chair and Deputy Chair.

10. Draft Corporate Plan (inc Performance Measurement)

10.1 The Board **CONSIDERED** the draft Corporate Plan for 2012/13 which included its Business plan and set out a proposed approach to corporate performance measurement.

10.2 Directors **NOTED** that the Executive had been developing key performance indicators and systems for evaluating progress against the Business Plan. It was **AGREED** that the corporate performance section of the plan would be refined further in conjunction with the Deputy Chair.

10.3 Directors **APPROVED** the plan, subject to refinement as agreed at the meeting, and refinement of the corporate performance section and **DELEGATED** final approval of the Plan to the Chair and Deputy Chair.

11. Ofcom Research – Protecting audiences in a converged world

11.1 Directors **REVIEWED** the Executive Summary of the research and **CONSIDERED** implications for ATVOD's strategy.

12. Any other business

12.1 It was **NOTED** that an additional Board meeting in June may no longer be required, however Directors **AGREED** to hold the date in their diaries until nearer the time.