



THE AUTHORITY FOR TELEVISION **ON DEMAND**

Minutes of a meeting of the Board of the Authority for Television On Demand Limited (“**ATVOD**”) held at the offices of the BBFC, Tuesday 24th May 2011, 2.30pm

Present:

ATVOD Board:

Ruth Evans (RE) – Chair
Daniel Austin (DA)
Julia Hornle (JH)
Chris Loweth (CL)
Ian McBride (IM)
Simon Milner (SM)
Sara Nathan (SN)
Nigel Walmsley (NW) – Deputy Chair

In attendance:

Pete Johnson (PJ) – Chief Executive
Nicola Ebdon (NE) – Company Secretary (mins)

1. Apologies

1.1 Apologies were received from Simon Hunt (SH).

2. Declaration of members’ interests

2.1 There were no additional interests declared.

3. Minutes of the 23 March 2011 meeting, matters arising and updated actions

3.1 The Board **APPROVED** the draft minutes of the meeting held on 23 March 2011 subject to amendment by the Deputy Chair.

3.2 There were no other matters arising, other than those covered in the Updated Actions list.

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

3.4 In relation to an action point 11 the Board **NOTED** and **AGREED** the limits which had

been set for the debit card used by the Company Secretary, which were £1,500 per item and £2,000 per month.

- 3.5 In relation to an action point from the February Board it was **NOTED** that work to develop agreements with other bodies to share relevant research would be combined with other work on research to be presented to the June Board.

4. **Chief Executive's update**

- 4.1 The Board **NOTED** the update on new and withdrawn notifications as provided in the paper.

- 4.2 The Board carefully **RECONSIDERED** its decision to refuse a Year One concessionary rate to Mercury Media International Ltd with regard to the ODPS 'Joiningthedocs', as additional evidence had been received since the first application had been considered. It **AGREED** to uphold its previous decision that Joining the Docs did not qualify for a concessionary rate. The Directors **AGREED** to brief interested parties of the relevant facts on which the decision was based.

- 4.3 The Board **NOTED** progress made with scope investigations as provided in the paper. Directors gave retrospective **APPROVAL** to two recommendations made by the Scope Committee which had been provisionally agreed by email.

- 4.4 The Board **NOTED** the following decisions which had been made by the Scope committee on 5 April 2011 and 5 May 2011:

- Baby TV on Virgin Media - preliminary view that it constituted a separate service to that already notified on www.babytv.com.
- BBC Worldwide Ltd holds editorial responsibility for the BBC content on Mediaset (<http://nettv.mediasetpremium.it>)
- BBCW Food – upheld preliminary view that it is an ODPS.
- BBCW Top Gear – upheld preliminary view that it is an ODPS.
- Britain's Best Breaks (<http://www.britainsbestbreaks.tv/>) - not an ODPS.
- Channel Five service on Sony Bravia is substantially the same as that on www.channel5.com / YouTube / SeeSaw.
- Channel Flip – upheld preliminary view that it is an ODPS.
- Coffee Shorts (<http://www.coffeeshorts.co.uk/>) preliminary view that it is an ODPS.
- Comedy Central / MTV / Nickelodeon respectively hold editorial responsibility for the Comedy Central / MTV / Nickelodeon content on Virgin Media.
- Financial Times – to await result of other newspaper/magazine appeals to Ofcom.
- Global Health – is not an ODPS.
- Golfbug TV (www.golfbug.tv) - is an ODPS.
- Guardian – to await result of other newspaper/magazine appeals to Ofcom.
- Independent – to await result of other newspaper/magazine appeals to Ofcom.
- Islam Channel – take no further action.
- ITV Consumer Limited holds editorial responsibility for the ITV archive content on the Virgin Media platform.

- MyFaceMyBody (<http://www.myfacemybody.com/>) - is not an ODPS.
 - NHS Online (www.nhsonline.net/tv/) - is not an ODPS.
 - Press Bureau TV (<http://www.thepressbureau.com/>) - is not an ODPS.
 - The Book Channel (<http://www.thebookchannel.tv/>) – is not an ODPS.
 - The FA – is not an ODPS.
 - The Garden Channel (www.thegardenchannel.tv) - is not an ODPS.
 - The Grow Your Own Channel (<http://www.thegrowyourownchannel.tv/>) – is not an ODPS.
 - Viasat – uphold preliminary view that 5 additional notifications are required.
 - Viva TV (<http://uk.viva.tv/music>) - is an ODPS.
 - www.crimeandinvestigation.co.uk – is not an ODPS.
 - www.history.co.uk - is not an ODPS.
 - www.militaryhistory.co.uk – is not an ODPS.
 - www.thebiographychannel.co.uk – is not an ODPS.
- 4.5 The Directors carefully **CONSIDERED** a request from Guardian News and Media Ltd that the investigation into their service was taken off hold. This would enable them to appeal the decision with Ofcom, so that Ofcom were able to consider the appeal at the same time as the other newspaper/magazine appeals. It was **AGREED** that a determination would be issued to Guardian News and Media Ltd and that the other two providers with postponed determinations would be offered the same opportunity. The Directors **AGREED** to write to Guardian News and Media Ltd to express interest in holding a round table meeting, once a decision by Ofcom had been made, to discuss the issues.
- 4.6 The Board **AGREED** that the membership of the Scope Committee would remain constant for up to one year, with staggered replacement dates leading up to that limit.
- 4.7 The Board **NOTED** the update on complaints as provided in the paper and **RECOMMENDED** that ATVOD’s press releases contain details to help direct consumers with complaints to ATVOD.
- 4.8 The Chair gave an update on the Industry Forum meeting which had been held prior to the Board meeting. It was **AGREED** that the Chair of the Industry Forum would be approached to suggest representatives for a working party to discuss the year three Fee structure. It was **AGREED** that it was important for ATVOD Directors to be present at Industry Forum meetings and that in future introductions would be made at the start of the meeting. It was **NOTED** that the Forum had agreed to reach out to other stakeholders, including platform operators, trade bodies, etc, which would be able to attend future meetings as associate members.
- 4.9 The Board **NOTED** the update on Access Services as provided in the paper. Directors **NOTED** that an issue had been raised at the Industry Forum regarding technical difficulties in responding to the survey. This issue had not been raised by other respondents to the survey.
- 4.10 The Board **NOTED** the update on European works as provided in the paper.

4.11 The Board **NOTED** the update on stakeholder and public communication issues as provided in the paper. The Directors **AGREED** that the Executive and a small group of Board Directors should liaise to produce a draft response to the open letter from Jeremy Hunt (Secretary of State for Culture, Olympics, Media and Sport) to stakeholders regarding the Communications Bill. The draft response would be discussed at the June Board meeting.

5. Financial report and proposed 2011/12 budget

5.1 The Board **NOTED** the content of the management accounts. It was **AGREED** that the Chief Executive and Deputy Chair would meet with the accountants quarterly as a Finance committee.

5.2 The Directors **AGREED** that once the Year Two Fees Statement had been agreed it would provide details to the companies who gave additional funding on when the money would be repaid as the relevant conditions had been met.

6. Year Two Fees consultation Statement

6.1 The Board carefully **CONSIDERED** the draft Year Two Fees Statement and **DISCUSSED** a number of arising issues. The Directors **NOTED** a summary of the responses which had been received to the consultation and **AGREED** some refinements which had been made to the proposals as a result. The Board **DISCUSSED** a number of possibilities for consideration when discussing future fees statements. The Directors **APPROVED** the outlined proposals in the paper. The Directors **DISCUSSED** the overall tone of the draft Year Two Fees Statement and **AGREED** to send editorial comments to the Chief Executive by 26 May 2011. It was **AGREED** the Chief Executive would update the Statement based on the feedback provided and re-circulate to Directors.

6.2 The Directors **DELEGATED APPROVAL** of the final version of the statement to the Chair and Deputy Chair, including the accommodation of changes required as a result of late decisions by Ofcom and the ability to deal with any issues which arise from the Ofcom approval process. It was **AGREED** that if a big issue arose then approval would revert back to the whole Board.

7. Draft Corporate Plan 2011/12

7.1 The Board carefully **CONSIDERED** the content of the draft Corporate Plan and provided feedback. The Directors **AGREED** to send editorial comments to the Company Secretary by 7 June 2011. It was **AGREED** the draft Corporate Plan would be updated to reduce the amount of information contained in the main body of the plan, reflect Director comments and include further details on KPI's, evaluation, finance and risk management.

7.2 The Board **AGREED** to approve the draft Corporate Plan virtually once it had been

approved by the sub-group. It was **AGREED** the draft Corporate Plan would be sent to the Industry Forum Chair once approved, for dissemination and consultation, prior to publication.

8. Board Member Objectives – 2011/12

8.1 The Board **NOTED** the content of a paper circulated to the Board which summarised the Director's objectives as agreed at appraisal meetings. The Directors **CONSIDERED** the objectives to ensure that there was adequate balance between the Directors and that the objectives corresponded with the draft Business Plan. It was **AGREED** that the Director's objectives would be updated as discussed at the meeting and be re-circulated to Directors, for review at the June Board meeting. The Directors **AGREED** to draw up action plans as to how their objectives would be met.

8.2 It was **AGREED** that a mid-year review of objectives would be planned for September/October 2011, which would be followed by an overall review of progress at the Strategy day in November. It was **AGREED** that a technology demonstration would be arranged for the strategy day. The Directors gave consideration on how to reach emerging services and engage them with the Industry Forum.

9. Articles of Association

9.1 The Board **CONSIDERED** the revised articles and **AGREED** to send the Articles for final review by ATVOD's legal representatives. The Directors gave **DELEGATED AUTHORITY** to the Chair to adopt the new Articles subject to advice from ATVOD's legal representatives. It was **AGREED** that once the articles had been adopted the non-Independent Directors would be appointed as Members of ATVOD.

10. Openness and Transparency Policy

10.1 The Board **CONSIDERED** the recommendations made in the paper and gave their **APPROVAL** subject to some further refinement. It was **AGREED** that the Policy would be updated as agreed at the meeting and prepared for publication.

11. Any other business

11.1 There were no items of other business.