

# Corporate governance

The Board is committed to high standards of corporate governance. The Members voluntarily prepare a Corporate Governance Statement to demonstrate that they apply the principles, where relevant, of the UK Corporate Governance Code issued by the Financial Reporting Council ("FRC") in 2018, and the Disclosure and Transparency Rules and Listing Rules of the Financial Conduct Authority. Channel 4's status as a statutory corporation without shareholders means those provisions concerning shareholders' interests are not directly applicable. Information required under LR9.8.4R of the Listing Rules, where relevant to Channel 4, is disclosed in the Report of the Members (page 191) and in the Members' Remuneration Report (pages 185 to 192). The Board considers that it was compliant with the relevant provisions of the UK Corporate Governance Code throughout 2021, with the exception of the composition of the Remuneration Committee (in regard of which it was compliant up to September 2021 and from December 2021 onwards following new appointments to the Board). The Code can be accessed at [www.frc.org.uk](http://www.frc.org.uk).

## The Board

Channel Four Television Corporation is controlled through its Board of Members. The Board's main role is to discharge Channel 4's statutory functions and ensure the fulfilment of the public service remit in accordance with all applicable laws and regulations.

The Board meets at least eight times a year and has a schedule of matters reserved for its approval as noted in the table below. In addition, as part of its overall responsibility to ensure the fulfilment of Channel 4's statutory duties and functions, the Board continues to focus on ensuring the successful delivery of Channel 4's remit and other public service responsibilities. Content output and plans for future investment of the content budget are regularly discussed as part of the overall Board agenda, as are regular updates on audience reactions to Channel 4's content. The Board also approves Channel 4's proposed Statement of Media Content Policy (incorporating the Statement of Programme Policy and Review) prior to publication.

## Board sub-committees

The Board has an established Audit & Risk Committee, Remuneration Committee and Ethics Committee to assist with the discharge of its functions and has delegated each certain responsibilities, as set out below.

## Board nominations

Given its constitution and specific statutory provisions regarding the appointment of Members, Channel 4 does not have a formal Nominations Committee. Instead, there are formal nominations procedures which are described below.

The following formal nomination procedures are in place:

- Non-Executive Members are appointed for fixed terms by Ofcom following consultation with Channel 4's Chair and the approval of the Secretary of State for Digital, Culture, Media and Sport
- The Chair is appointed by Ofcom for a fixed term with the approval of the Secretary of State for Digital, Culture, Media and Sport
- The Deputy Chair is appointed by Ofcom
- The Chief Executive is appointed by the Board
- Other Executive Members are appointed to the Board after nomination by the Chief Executive and the Chair acting jointly

We work with Ofcom to ensure that each Board appointment brings to the Board the skills and experience that are required to meet Channel 4's needs and contribute to its long-term success.

The division of responsibilities between the Chair of the Board and the Chief Executive is clearly defined as described on the following page.

## The Board

The following matters must be referred to the full Board:

- Channel 4's annual budget and three-year financial plan and strategy
- The appointment of the Chief Executive
- Confirmation of the appointment of the other Executive Members nominated by the Chief Executive and the Chair acting jointly
- Banking arrangements and loan facilities
- Any significant proposal outside the ordinary course of Channel 4's business
- The appointment and reappointment of the statutory auditor
- The audited Annual Report and financial statements

- The establishment, purchase or acquisition of any qualifying company and the approval or variation of terms of reference for any subsidiary
- Approval of any significant new business investment or programme investment
- Significant proposed changes to Channel 4's headcount
- Such other matters as the Board may from time to time resolve to review or decide upon

The Board has delegated certain responsibilities to the sub-committees below.

### Audit & Risk Committee

The Audit & Risk Committee is responsible for monitoring the integrity of the Corporation's financial statements, reviewing the Corporation's internal control and risk management systems and making recommendations to the Board in respect of the external auditor. The Audit & Risk Committee Report is set out on pages 181 to 184.

### Remuneration Committee

The Remuneration Committee oversees all aspects of pay for Channel 4, reviewing proposals for the annual pay awards and variable pay schemes applicable to all staff. It recommends to the Board remuneration for the Chief Executive and sets remuneration for the rest of the Executive team. The Members' Remuneration Report is set out on pages 185 to 192.

### Ethics Committee

The Ethics Committee reviews any conflicts of interest that may arise for Channel 4's Board and matters relating to the Code of Conduct as may be referred to it by the Chair or otherwise and offers advice to the Chair on conflicts of interest relating to Non-Executive Members and/or Executive Members.

# Corporate governance (continued)

## The role of the Chair

The Chair is responsible for:

- Leading the Board in setting the values and standards of Channel 4
- Maintaining a relationship of trust with and between the Executive and Non-Executive Members
- Leadership of the Board, ensuring its effectiveness on all aspects of its role, including the setting of the agenda
- Ensuring that all Members receive accurate, timely and clear information
- Ensuring that all Members continually update their skills and the knowledge and familiarity with Channel 4 required to fulfil their role both on the Board and on committees
- Facilitating the effective contribution of Non-Executive Members and ensuring constructive relations between Executive and Non-Executive Members
- Undertaking an annual evaluation of Board and committee performance

Charles Gurassa was appointed Chair for an initial three-year term from 28 January 2016 and was subsequently reappointed for a further three-year term. He completed his term on the Channel 4 Board on 27 January 2022, with Dawn Airey acting as Interim Chair from that date until 11 April 2022, when Sir Ian Cheshire was appointed as Chair for a three-year term.

## The role of the Chief Executive

The role of the Chief Executive is to run the business of Channel 4 under the delegated authority from the Board, to implement the policies and strategy agreed by the Board, and to communicate with Ofcom and other key stakeholders.

During 2021, Alex Mahon continued as Chief Executive.

## Members and Members' independence

The 2021 Board Members and their skills, experience and responsibilities are set out on pages 166 to 170.

The Non-Executive Members constructively challenge and help develop proposals on strategy, and bring strong, independent judgement, knowledge and experience to the Board's deliberations. The Non-Executive Members are of sufficient calibre and number that their views carry significant weight in the Board's decision making. Lord Chris Holmes acts as Senior Independent Director, providing a sounding board for the chair and serving as an intermediary for the other Members. The Members are given access to independent professional advice at the Group's expense when the Members deem it is necessary in order for them to carry out their responsibilities.

Details of professional commitments for Charles Gurassa (as Chair throughout 2021), Dawn Airey (as Interim Chair from January to April 2022), and Sir Ian Cheshire (as Chair from April 2022) are included in their biographies. These do not adversely affect their roles with Channel 4.

The Board considers all its Non-Executive Members to be independent in character and judgement. At the time of this report, no Non-Executive Member:

- Has been an employee of the Group within the past five years
- Has, or has had within the past three years, a material business relationship with the Group (although attention is drawn to the related party transactions on page 171)
- Receives remuneration from Channel 4 other than their Member's fee

- Has close family ties with any of the Group's advisers, Members or senior employees
- Holds cross-directorships or has significant links with other Members through involvement in other companies or bodies
- Has served on the Board for more than nine years from the date of their first election

## Professional development

On appointment, the Members take part in an induction programme when they receive information about the Group, the role of the Board and the matters reserved for its decision, the terms of reference and membership of the principal Board and Executive Committees and the powers delegated to those committees, the Group's corporate governance practices and procedures including the powers reserved to the Group's most senior executives, and the latest financial information about the Group. This is supplemented by meetings with members of the senior management team. On appointment, all Members are advised that they have access to advice and the services of the Head of Corporate Governance. Throughout their period in office the Members are continually updated on the Group's business and environment and other changes affecting the Group and the industry it operates in as a whole, by written briefings and meetings with senior executives.

A formal Board Effectiveness Review that uses a detailed questionnaire to allow Board Members to express both qualitative and quantitative views on Board performance is undertaken annually. In 2021, the Head of Corporate Governance oversaw a review of the Board and of the Audit & Risk and Remuneration Committees, which was conducted by an external Board evaluator. Findings and analysis were presented to the Board by the Head of Corporate Governance and discussed at the January 2022 Board meeting. Committees also held their own discussions on the findings. Despite the challenges faced during 2021, the Board and committees were found to be performing well, with strong alignment with the Future4 strategy and its collegiate approach both noted as strengths. The importance of ensuring Board composition provides appropriate representation of diverse voices and the UK as a whole was noted. Proposals for actions focused on identifying effective structures to draw on Members' support and expertise at an early stage in key strategic projects.

## Board information

Regular reports and papers are circulated to the Members before Board and committee meetings. These papers are supplemented by information specifically requested by the Members from time to time. A monthly performance pack is prepared by the Chief Operating Officer providing a month-by-month report on progress against the main performance indicators set by the Board.

The Head of Corporate Governance's responsibilities include ensuring an effective flow of information within the Board and its committees, induction of new Members, assisting with professional development as required, and advising the Board through the Chair on all governance matters.

## Corporate governance (continued)

### Board meetings

The number of full Board meetings and committee meetings attended by each Member during the year is shown in the table below:

Name	Board meetings attended (invited)	Audit & Risk Committee meetings attended (invited)	Remuneration Committee meetings attended (invited)	Ethics Committee meetings attended (invited)
Charles Gurassa	12 (12)	4 (4) <sup>1</sup>	4 (4) <sup>1</sup>	-
Lord Chris Holmes	12 (12)	-	4 (4)	-
Althea Efunshile	12 (12)	4 (4)	-	-
Paul Geddes	12 (12)	4 (4)	-	-
Uzma Hasan	8 (10)	3 (4)	-	-
Fru Hazlitt	10 (10)	-	3 (3)	-
Tom Hooper	11 (12)	-	-	-
Roly Keating	12 (12)	-	4 (4)	-
Andrew Miller	11 (12)	4 (4)	-	-
Stewart Purvis	5 (5)	-	2 (2)	-
Dawn Airey	1 (1)	-	-	-
Tess Alps	1 (1)	-	-	-
David Kogan	1 (1)	-	-	-
Sarah Sands	1 (1)	-	-	-
Alex Mahon	12 (12)	4 (4) <sup>1</sup>	4 (4) <sup>1</sup>	-
Jonathan Allan	12 (12)	4 (4) <sup>1</sup>	4 (4) <sup>1</sup>	-
Ian Katz	12 (12)	-	-	-

<sup>1</sup> The Chair, Chief Executive and Chief Operating Officer attended Audit & Risk Committee and Remuneration Committee meetings but were not members of those committees.

The Board meets at least eight times a year; extraordinary sessions of the Board and committees were also held in 2021. The Non-Executives meet without management twice a year, and meet with just the Chief Executive present once a year.

The Ethics Committee did not meet in 2021 as no matters arose requiring its consideration.

### Board diversity

As shown on pages 27 to 32, diversity is at the heart of Channel 4 and this is equally important at the most senior levels of the organisation as at entry-level positions. At May 2022, the Channel 4 Board comprised three Executive Members and ten Non-Executive Members. As stated on page 173, Non-Executive Members are appointed by Ofcom, and Executive Members by the Chief Executive and the Chair.

At 31 December 2021, one of the three Executive Members was a woman (December 2020: one of three). At 31 December 2021, the Board comprised four women and eight men, with the four women making up 33% of the Board membership (December 2020: 31%). At 31 December 2021, none of the Members of the Board were from an ethnically diverse background (December 2020: two).

### Section 172 statement

In July 2018 a revised version of the UK Corporate Governance Code was published, containing an updated set of principles that emphasise the value of good corporate governance to long-term sustainable success. As stated above, as a statutory corporation without shareholders, Channel 4 voluntarily applies the principles of the Code, where relevant.

The Code requires the Board to assess the basis on which Channel 4 generates and preserves value over the long term. The Board believes that the annual review of Channel 4's performance in relation to its Statement of Media Content Policy (presented on pages 84 to 128 of this Annual Report) represents a strong statement of the value generated by the Group. Our corporate Future4 strategy (set out on page 144) is aimed at ensuring we can continue to generate and develop this value over the long term as the broadcasting environment evolves. As a not-for-profit public service broadcaster, our aim is to remain commercially self-sustainable with a strong supporting balance sheet over the long term. A key element of our financial strategy is the way we cross-fund commercially challenging genres with profitable programming. We believe surpluses built up over time should be prudently reinvested back into original content and digital innovation through our Future4 strategy, to enhance our commercial business model and to ensure the continuing relevance and reach of our remit.

Some of the ways in which Channel 4's value is measured externally currently remain rooted in a traditional, linear PSB paradigm and do not reflect structural and strategic changes. The number of measures reviewed in relation to our Statement of Media Content Policy also makes our focus and decision making complex. As a result, the Board continues to review how we articulate and measure Channel 4's long-term impact in a changing landscape. New measures have been incorporated into the review of our Statement of Media Content Policy during 2021 to reflect our strategic shift away from a focus on linear viewing.

The Code also requires boards of directors to understand the views of their companies' key stakeholders and describe in the Annual Report how their interests, and the matters set out in section 172 of the Companies Act 2006, have been considered in Board discussions and decision making. Section 172 deals with the directors' duty to promote the success of the company for the benefit of its shareholders as a whole, having regard to a number of broader matters including the likely consequence of decisions for the long term and the entity's wider relationships.

Although provisions around shareholders' interests are not directly applicable to Channel 4, our Board seeks to make decisions remaining mindful of our remit, values and strategy, and taking into account their impact on our key stakeholders. Engagement with these stakeholders is key to maintaining the Corporation's reputation. The following table identifies these stakeholders, outlines how we engage with them, and provides examples of how these relationships have shaped Board decision making during the year.

## Corporate governance (continued)

### Our stakeholders

Stakeholder	Engagement	Impact on Board agenda and decision making
<b>Viewers (mainstream, young people, ethnically diverse and under-represented, Nations and Regions)</b>	We monitor audience engagement via both proprietary trackers and third-party trackers, bespoke audience studies (pilot testing, focus groups, genre and trend studies, behavioural studies) and an annual digital landscape study.	<p>The Board receives regular updates on viewing performance to inform its decision making. In 2021, there was a greater focus than ever on All 4 viewing performance as Channel 4 started to deliver its digital-first Future4 strategy. As part of the business's alignment with this strategy, the Board also reviewed updates to the framework of viewing metrics used to support our Statement of Media Content Policy – aimed at tracking the pivot to digital, and how Channel 4 delivers its vision of representing unheard voices.</p> <p>The Board discussed how this vision was reflected in Channel 4's creative output and the significant public value this could go on to have, looking at particular examples including <i>It's A Sin</i>, the Black to Front Project and the Paralympic Games.</p> <p>The Board was kept updated on developments during the broadcast outages suffered during autumn 2021, and scrutinised the impact this had on provision of access services to viewers who rely on them. The Board encouraged management to take the opportunity to expand delivery in this area in future. It endorsed action plans put forward by management, and will review more detailed findings on lessons learned during 2022.</p> <p>Reviews of viewing performance inform Board approvals for commissioning of new and returning content when required under Channel 4's delegation of authority.</p>
<b>Creative partners (production companies, talent)</b>	<p>We engage with creative partners via direct meetings, industry events, talent outreach programmes, partnerships, qualitative and quantitative research (including direct feedback) and third-party industry data.</p> <p>Channel 4's Creative Contract sets out our commitments to the independent production community to foster creative partnerships, and maintain our reputation as the best partner for producers.</p>	<p>Regular updates on creative performance helped to inform Board decision making, with a focus in 2021 on how commissioning strategy is driving the pivot to digital.</p> <p>The Board considered the position of Channel 4 within the wider production sector, and in particular monitored progress against the Nations and Regions strategy, noting research into Channel 4's contribution to the UK economy and jobs supported across the country. It also emphasised the importance of engagement with Channel 4's creative stakeholders in response to the government consultation launched during 2021.</p> <p>The Board reviewed the results of stakeholder surveys during the year, particularly in light of cuts made to the Group's commissioning budget during the previous year to protect Channel 4's financial position. It oversaw actions to ensure positive relationships with our creative partners were reinforced during 2021, including new investment in the sector through our Indie Growth Fund, and revisited the topic later in the year to assess progress made.</p> <p>The Audit &amp; Risk Committee oversaw work during the year to promote Channel 4's Speak Up whistleblowing facility to third parties within the Group's supply chain and engage with any concerns raised.</p>



## Corporate governance (continued)

Stakeholder	Engagement	Impact on Board agenda and decision making
<b>Commercial partners (media agencies, advertisers, trade organisations)</b>	Engagement with commercial partners comes in the form of regular meetings, events and industry research, plus collaboration and innovation through ad-break takeovers, our 4Talks insight series and sponsorship of industry platforms and projects. We also carry out an annual reputation survey with commercial stakeholders.	<p>During 2021, the Board has received frequent updates on key drivers in the TV advertising market as it recovered post-Covid.</p> <p>The Board supported work by Channel 4's sales teams to collaborate with commercial partners during key moments like the Black to Front Project and Paralympics ad-break takeovers.</p> <p>Scrutiny was given to proposals during 2021 for new commercial partnerships outside of traditional platforms. The Board also reviews the success of previous commercial ventures and the stakeholder relationships built to ensure that lessons learned are applied in future. Key stakeholder relationships are carefully considered by the Board when approving major commercial agreements, and they are regularly briefed on the development of existing partnerships as well as new ventures in the pipeline.</p>
<b>Employees</b>	Engagement with Channel 4 employees comes in many forms, including all-staff sessions, staff forums, regular internal communications and staff surveys (considered in more detail on page 148).	<p>The Board reviewed regular updates on staff wellbeing throughout the year, taking into account the impact of continued lockdowns and measures to try and manage work-life balance. This was assisted by results from detailed quarterly staff surveys. The Board also considered the safety of employees during a return to Channel 4's offices and a new hybrid working approach in the later part of the year.</p> <p>The Board discussed progress in the number of roles now created in Channel 4's Nations and Regions offices, as the National HQ in Leeds formally opened in September.</p> <p>Following Channel 4's six-point commitment as an anti-racist organisation in 2020, where it committed to strive for equality as an employer, the Board monitored progress via the results of an internal Inclusion Survey and discussed actions identified. They also endorsed plans to develop and leverage the 4Skills programme to help increase social mobility and bring new people into the industry.</p> <p>The Remuneration Committee oversaw work to update the organisation's departmental design and pay framework during 2021, and considered the impact on employees and the importance of clear communication.</p>
<b>Political and regulatory (decision makers, influencers and opinion formers)</b>	<p>We ensure engagement with our political and regulatory stakeholders via one-to-one meetings as well as events, briefings and quarterly stakeholder meetings.</p> <p>We are in regular contact with our key regulator Ofcom through meetings and reporting. We engage proactively with consultations by our political and regulatory stakeholders as and when these are launched.</p> <p>We also report to regulatory stakeholders via our pay gap and diversity reporting, and carry out an annual reputational survey.</p>	<p>Early in the year, the Board discussed Channel 4's submission to Ofcom's review on public service broadcasting and reviewed how the channel had engaged in this process.</p> <p>Subsequently, the Board has been prominently involved in responding to the government consultation into Channel 4's future ownership, emphasising the organisation's role in supporting the independent production sector and in the Nations and Regions agenda. The Board has also engaged in the Group's response to DCMS's announcement in April 2022 that it plans to proceed with proposals to privatise Channel 4.</p> <p>The Board performs an annual review of the effectiveness of the Corporation's compliance activities and agrees action points where necessary.</p>

## Corporate governance (continued)

Stakeholder	Engagement	Impact on Board agenda and decision making
<b>Financial (governmental stakeholders, banks)</b>	In 2018, Channel 4 entered into a Memorandum of Understanding ('MoU') with the Department for Digital, Culture, Media and Sport ('DCMS'). This clarified the requirements for Channel 4's financial engagement with DCMS – to provide information to DCMS and to secure DCMS approval for certain limited transactions outside the normal course of Channel 4's business. The Channel 4 Annual Report is laid before Parliament, and Members of the Channel 4 Board attend an annual Select Committee session to discuss the report and the channel's current activities. Channel 4 also provides regular reporting to its financial stakeholders on its performance and covenants.	The Board reviews and approves the Group's Annual Report ahead of it being laid before Parliament. It also scrutinises and approves the Group's annual long-term plan and Budget ahead of these being reported to financial stakeholders.  Repayment of the Group's £75 million revolving credit facility (drawn down at the start of the pandemic) was discussed by the Board and Audit & Risk Committee before this took place in June 2021, and the Audit & Risk Committee has subsequently overseen negotiations with banking partners to renew the current facility ahead of its expiry in 2023.

### Internal control

In accordance with good corporate governance practice, the Board:

- Is responsible for maintaining sound risk management and internal control systems, ensuring they are effective in identifying key risks and reporting on the adequacy of actions to respond to and manage those risks
- Seeks regular assurance and receives regular reports that enable it to satisfy itself that the system is functioning effectively
- Is responsible for the Group's process for the preparation of the consolidated financial statements

As outlined on page 178, the Board delegates oversight of risk management and internal control to the Audit & Risk Committee. Further information on activity in these areas during 2021 is provided in the Audit & Risk Committee Report on pages 181 to 184. The Board is not responsible for the internal control environment or corporate governance for any of the Group's joint ventures or associates; however, none of the Group's joint ventures or associates are material to the consolidated financial statements.

### Control environment

Clear management responsibilities are established for the Executive Members. The Corporation has a Code of Conduct and a suite of policies and procedures which encompass ethical behaviour, conduct and internal controls.

The Audit & Risk Committee satisfies itself that internal controls are operating throughout the year based on a programme of reviews by the Group's Business Assurance and Finance functions, which are reported to the Committee at its quarterly meetings – further detail is provided in the Audit & Risk Committee report on pages 181 to 184.

All expenditure is authorised in line with a delegated authorities framework. An electronic invoice authorisation system is used to further enhance the control environment. Authorisation and payment duties are strictly segregated, and bank signatory limits are clearly defined by bank mandate.

### Risk management

In addition to its requirements under Schedule 9 of the Communications Act 2003 set out below, the Board and management have a clear responsibility for the identification of risks facing the Group and for putting in place procedures to monitor and mitigate such risks. Channel 4 has a high appetite for creative risk-taking, which could potentially give rise to controversial content. The Group has a low appetite for operational risks. The Board and Executive team operate a risk management framework for identifying, evaluating and managing (rather than eliminating) significant risks faced by Channel 4. Material controls, including financial, operational and compliance controls, are monitored and reviewed by senior management, Business Assurance and the Audit & Risk Committee. Remedial plans are put in place where internal reviews identify control weaknesses or opportunities for improvement. Serious control weaknesses (if any) are reported to the Board and appropriate actions taken. This framework has been developed in accordance with relevant good practice guidance on internal controls and risk management, and was rearticulated in 2020 on the launch of our Future4 strategy. A summary of the key risks that the Group faces, together with how those risks are mitigated, is presented in the Strategic Report on pages 156 to 165.

## Corporate governance (continued)

### Editorial and compliance

Channel 4 has a long-established compliance culture, which is fully integrated into its commissioning process and provides clear editorial 'reference-up' to senior executives and appropriate Board oversight. Its importance is widely recognised and understood by independent production companies we work with and they share equal responsibility for ensuring that programmes and online content conform to the compliance culture we work within. The Commissioning team works in close collaboration with the Legal and Compliance department on all significant commissions. There are strong editorial, legal and compliance systems and controls in place over the content commissioned by Channel 4.

These include specific guidance and protocols contained within the Channel 4 Producers' Handbook, which encompasses the Ofcom Broadcasting Code, other relevant regulations, media law and best practice guidelines. This is supported by extensive training for both staff and independent producers. The Members are satisfied that Channel 4 has in place suitable procedures to fulfil the requirements of paragraph 3b of the Ofcom licence, which exists to ensure that difficult or fine-cut decisions on editorial and compliance issues are properly considered by the most appropriately experienced and senior editorial executives and programme lawyers within Channel 4.

### Reporting to the Board

Information is provided to the Members in advance of each Board or Committee meeting. The information provided over the course of the year includes strategic plans, detailed annual budgets, quarterly forecasts and key projects and initiatives as well as monthly performance packs. Amongst other things, the monthly performance packs monitor progress against the agreed objectives for the year, and compare actual performance metrics, income and expenditure to date with budget and prior year. Explanations are provided for significant variances to facilitate discussion and review at the Board meetings.

The Members also receive information in between Board meetings as appropriate, including weekly risk and viewing updates. The Board Secretary is responsible for the provision of information to the Members.

### Pension plan

There were six Trustees of the Channel Four Television Staff Pension Plan at 31 December 2021. The Trustees, who meet several times each year, also meet the Plan's investment managers from time to time: Legal & General Assurance (Pensions Management) Limited, Veritas Asset Management LLP, BMO Global Asset Management, JP Morgan Asset Management, Ruffer LLP, IFM Investors and Just Retirement Limited during the year.

During the year, the Trustees were as follows:

---

#### Channel 4 Executives

Martin Baker	Director of Commercial Affairs
Vince Russell	Finance Director

#### Channel 4 Non-Executive Trustees

Lord Chris Holmes MBE	Non-Executive Member
-----------------------	----------------------

#### Member-nominated Trustees

Sarah Honeyball	Client Sales Lead
Gill Monk	Pensioner Member Nominated Trustee

#### Corporation-appointed Trustee

Dinesh Visavadia, Independent Trustee Services Limited	Independent Corporate Trustee
--	-------------------------------

---

Further details of the Channel Four Television Staff Pension Plan are provided in note 19 to the financial statements.

#### Requirements of Schedule 9 of the Communications Act 2003 (the 'Act')

The Act requires Channel 4 to submit proposals to Ofcom detailing the arrangements under which it proposes to secure, so far as reasonably practicable, that all significant risks to the primary function are identified, evaluated and properly managed. These proposals are referred to as 'the Arrangements'.

In addition, the Arrangements must include proposals which Channel 4 considers appropriate for securing the transparency objectives as set out in the Act, namely:

- an appropriate financial and organisational separation between the activities of Channel 4 that relate to the carrying out of their primary functions and their other activities; and
- an appropriate degree of transparency in financial and other reporting where resources are shared between separated activities or where there is some other financial or practical connection between otherwise separated activities.

The Act sets out the matters to which the submitted Arrangements may relate. These include the procedures and other practices to be followed by Channel 4 in the case of the initiation and management of new ventures, the exercise of particular powers, the assessment of risks, the imposition of charges and the keeping of records.

The Act requires Channel 4 to put in place regular checks to confirm that Channel 4 is complying with the Arrangements. The Arrangements proposed by Channel 4 must contain provision for compliance, with the Arrangements to be checked regularly by a person (other than Channel 4's auditor) appointed in accordance with that provision. Revised Arrangements came into force on 15 September 2016.

Channel 4 appointed BDO LLP to review compliance with the Arrangements. Copies of the Arrangements are available from the Head of Corporate Governance.

## Corporate governance (continued)

### **Independent Reporting Accountant's report to Channel Four Television Corporation ('the Corporation') and the Office of Communications ('Ofcom')**

We have performed a review of the Corporation's compliance during the year ended 31 December 2021 with the arrangements agreed by the Corporation and the Office of Communications ('Ofcom') in 2016 under Section 2 of Schedule 9 of the Communications Act 2003.

This report is made solely to Channel Four Television Corporation and Ofcom in accordance with our letter of engagement dated 18 February 2022 and in order to (a) allow the Corporation to meet its obligations under the Licence and Schedule 9 of the Communications Act 2003 to procure such reports and (b) to facilitate the carrying out by Ofcom of its regulatory functions. Our work has been undertaken so that we might state to the Corporation and Ofcom those matters we are required to state to them in a reporting accountant's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Corporation and Ofcom (in accordance with our Regulator's Contract with Ofcom dated 18 February 2022), for our work, for this report, or for the opinions we have formed.

### **Respective responsibilities of Channel Four Television Corporation and reporting accountants**

The Corporation has agreed arrangements with Ofcom to secure the following objectives (the 'Objectives') as set out in Schedule 9 of the Communications Act 2003:

- So far as reasonably practicable, secure that all significant risks that their other activities will have an adverse effect on the carrying out, during the relevant licence period, of their primary functions are:
  - a) identified;
  - b) evaluated; and
  - c) properly managed.
- The transparency objectives of securing:
  - a) An appropriate financial and organisational separation between the activities of the Corporation that relate to the carrying out of their primary functions and their other activities; and
  - b) An appropriate degree of transparency in financial and other reporting where resources are shared between separate activities or where there is some other financial or practical connection between otherwise separated activities.

The arrangements between the Corporation and Ofcom are available from [https://www.ofcom.org.uk/\\_data/assets/pdf\\_file/0031/88519/Channel-4-Schedule-9-Arrangements.pdf](https://www.ofcom.org.uk/_data/assets/pdf_file/0031/88519/Channel-4-Schedule-9-Arrangements.pdf). The responsibility of the Corporation in terms of Schedule 9 of the Communications Act 2003 is to act in accordance with these arrangements throughout the review period.

Our responsibility is to check whether the Corporation has complied with these arrangements during the year ended 31 December 2021 and report to you our independent conclusion as to whether they have done so.

The firm applies International Standard on Quality Control 1 and, accordingly, maintains a comprehensive system of quality control. We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants.

### **Basis of opinion**

We carried out our work in accordance with International Standard on Assurance Engagements 3000 'Assurance Engagements'. Our work consisted of:

- Confirming our understanding of the Corporation and the internal procedures and controls in place made to comply with the arrangements made under Schedule 9 of the Communications Act 2003 through enquiry of senior management and other appropriate personnel; and
- Testing the operation of the relevant internal procedures and controls and examining of the financial records relating to the above.

Our work was carried out based on the internal procedures and controls in place to comply with the arrangements during the year ended 31 December 2021. We are not responsible for concluding whether the arrangements are sufficient and appropriate to achieve the objectives set out above. Any system of internal control can only give reasonable, not absolute, assurance that the objectives will be met.

### **Opinion**

In our opinion, the Corporation has complied with the arrangements under Schedule 9 of the Communications Act 2003, in all material respects for the year ended 31 December 2021.

### **Restriction of use of our report**

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than Channel Four Television Corporation and Ofcom, for any purpose or in any context. Any party other than Channel Four Television Corporation and Ofcom who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than Channel Four Television Corporation and Ofcom for our work, for this report, or for the conclusions we have reached.

### **BDO LLP**

Chartered Accountants  
London  
4 May 2022

BDO LLP is a Limited Liability Partnership registered in England and Wales (with registered number OC305127)













