



Minutes of Meeting of the Authority of Broadcasting Authority of Ireland

Date 27/04/2016 Time: 11.00am Venue: BAI Offices

Minutes

Attendance

- Authority:** Pauric Travers (Chairperson), Maeve McDonagh, Alan McDonnell, Grace Smith, Mary Curtis, Seán Ó Mórdha, Rosemary Day, Denis Wolinski
- Executive:** Michael O'Keeffe, Celene Craig, Aoife Clabby (Secretary), Ciarán Kissane, Nuala Dormer.
- Recused:** *Authority member Seamus Martin declared an interest in the item for discussion and consequently, did not attend the meeting.*

1. Codes, Rules and Policy

1.1. Media Merger Examination: Independent News & Media Holdings (Ireland) Limited and CNML Limited-Draft BAI Report

The Authority considered a formal response, received from Independent News and Media Holdings (Ireland) Limited ('the Respondent') to the draft BAI Report. The response contained, *inter alia*, the background to the proposed transaction; views on the draft BAI Report; and, proposed amendments to the three conditions, proposed by the BAI, attaching to the acquisition of CMNL by INM.

(i) Post-transaction Governance and Management Structures:

The Authority noted that, in its submission, the Respondent had provided greater clarity in respect of the current editorial staffing structure, which was welcomed. However, the Authority also noted that the proposed revised text did not appear to be consistent with the commitments given by the Respondent in its submission to the Joint Oireachtas Committee on Communications, Climate Action and Environment (JOC). Accordingly, the Authority was satisfied to approve a revised wording, proposed by the Executive, which provided greater specificity in respect of the post-transaction governance and management structures. It was agreed that the draft Report should be amended accordingly to reflect this revision.

(ii) Terms and Conditions of CMNL Staff

Having considered the proposed revised text submitted by the respondent, the Authority was of the view that the text, as contained in the draft BAI report was clearer in its intent. Consequently, the Authority was satisfied to retain its draft text and no change to this proposed condition was required. It was also agreed that the commitments, given by the Respondent in its presentation to the JOC, would be clearly referenced in the final report, vis-à-vis this recommendation.

(iii) Closure of paid-for CMNL titles, post-transaction and associated timeframe

Members considered the Respondent's proposal in respect of any prior arrangements for sale, in the event of a permanent closure of a paid-for CNML title. The proposal to reduce the timeframe associated with the proposal, from three years to 18 months, was also considered. Having discussed the Respondent's proposal in detail, the Authority was not satisfied that a sufficient



rationale had been provided, such that a change to the condition proposed by the BAI regarding any sale of the paid-for CNML titles was warranted. Furthermore, in the context of safeguarding plurality and maximising the potential for the continuance of the CMNL titles of long-standing, the Authority was further satisfied that its proposed timeframe of three years, post-transaction, should be retained.

The Authority then went on to consider the defined terms, as provided by the Respondent and was satisfied that no issues arose, in the context of the draft BAI Report.

Having reached its conclusions in relation to the Respondent's submission, the Authority then considered whether any additional changes to the draft BAI Report were required. In addition to the amendment of the proposed condition relating to post-transaction management and governance structures, the Authority requested one additional amendment to the draft report to include more specific reference to the Guidelines for Media Mergers and their role in framing the Authority's deliberations. It was agreed that the covering letter to accompany the BAI Report to the Minister would be circulated to the members for review and feedback, prior to its finalisation.

In concluding the discussions, the Chairperson extended his thanks to the members of the Authority and the Executive for their time and input in relation to the media merger examination. It was agreed that there would be merit in reviewing the process, following its conclusion.

2. **Date of Next Meeting**

The next meeting of the Authority will be held on 11th May at 11am in the **Moran's Red Cow Hotel**, following which a meeting between the Authority and representatives of TV3 Group will take place at 2p.m. at the TV3 premises.

Professor Pauric Travers,
Chairperson.
11th May 2017.