



COMMUNITY  
BROADCASTING  
ASSOCIATION OF  
AUSTRALIA

## Community Broadcasting Association of Australia 43rd Annual General Meeting

### Minutes

Minutes of a meeting of the 43rd Annual General meeting of the Community Broadcasting Association of Australia held on Saturday 14th November 2015, at the Crown Plaza, Terrigal.

#### 1. Meeting Opening

The CBAA President, Adrian Basso declared the meeting open at 3.47pm noting a quorum was present.

He acknowledged the traditional owners of the land, the Darkinjung people.

#### 2. Attendance & Apologies

For a complete listing of attendance, proxies and apologies, see attachment A. It was noted that no apologies had been received.

#### 3. Receipt of Minutes of the 2014 Annual General Meeting

It was noted that copies of the 2014 AGM minutes were distributed with the notice for meeting and that in accordance with Corporations Law, the Minutes of the 2014 AGM were confirmed as a true and correct record by the Board and signed by the President, Adrian Basso within one month of the 2014 AGM.

#### 4. Elections

It was **resolved** unanimously (*moved Geoff Peckitt 4NSA, seconded Ross Wilson 5ROX*) to endorse the Board's appointment of Steve Ahern as Returning Officer.

Steve Ahern explained the election process including the gender equity voting method.

##### 4.1 Election of CBAA President

The two candidates, Phillip Randall (Hope Media) and Robert Rau (3NOW) were each given two minutes to address the room.

##### 4.2 Election of CBAA Ordinary Directors

Melanie Withnall (2SER) and Peter Rohweder (4EB) were announced as being re-elected unopposed as Ordinary Board Members.

#### 4.3 Election of CBF General Grants Advisory Committee Members

The four candidates Libby Jamieson (3CR), John Maizels (Technorama), Terry Mather (7THE) and Rob Meaton (2BOB) were each given two minutes to address the room.

Ballot papers were then completed and collected and the President advised that the remaining business of the meeting would be conducted while the results of the poll were being counted.

#### 5. Report of the President and the Chief Executive Officer on behalf of the Board for the financial year ended 30 June 2015.

The President, Adrian Basso addressed the room.

The Chief Executive Officer, Jon Bisset addressed the room (see attachment B for transcript).

#### 6. The audited Financial Report for the financial year ended 30 June 2015 together with the Directors' Report and the Independent Audit Report therein.

Melanie Withnall, the Chair of our Audit, Risk and Compliance Committee addressed the room in relation to the audited Financial Report for the financial year ended 30 June 2015 (see attachment C for transcript).

It was **resolved** (*moved Peter Rohweder, seconded Natalie Pozdeev*) that the 2014/15 Annual Financial Report, Directors Report and Auditors Report be received.

#### 7. General Questions for the Board and Management

The President opened up the meeting for questions from the floor.

- Doug Prior (Orana Broadcasters) requested clarification as to what made up the \$2,357,010 in Trade and other payables.

Jon Bisset advised that the vast majority of that liability is \$1.9 million owed but as at the 30th June not yet paid in relation to a large planned capital refresh for the Digital Radio Program.

- Amy Moon (Joy 94.9) queried as to why it had been stated by the Chair of our Audit, Risk and Compliance Committee and the Chief Executive Officer that membership income and membership numbers were up in 2014/2015 when from her observations on page 13 of the annual financial report the membership fee income looks like it is down.

Jon Bisset advised that he would take the question on notice and look into it. He also noted that that line was membership and activities not just membership.

- Rob Meaton (2BOB) advised that his station had not seen the membership survey.

Jon Bisset suggested that Rob check station contact details with CBAA staff following the meeting to determine if there are any issues. Jon also encouraged everyone to sign up to the CBAA e-news as it is one of CBAA's key communication mediums and was a good way to know what information is being distributed.

#### 8. Appointment of CBAA Auditor

It was noted that there is no plan to change the auditors and as such Escott Aston Chartered Accountants will continue as CBAA auditors in 2015/16.

#### 9. Changes to CBAA Constitution

##### 9.1 Special Resolution One - Deadline for CBAA Board nominations

It was **resolved as a special resolution** that Clause 18.7, including any sub clauses and any relevant definition changes of the constitution of the CBAA as shown in the

attached marked up CBAA Constitution, be amended to change the deadline for CBAA Board nominations from the current deadline of 24 hours prior to the Annual General Meeting to 28 days prior to the Annual General Meeting.

## 9.2 Special Resolution Two - Updates to CBAA membership categories.

It was **resolved as a special resolution** that Clauses 6.1, 6.3, 7, 8.3, 15.1, 16.1, 18.1, 18.2 and 20.2(k), including any sub clauses and relevant definition changes of the constitution of the CBAA as shown in the attached marked up CBAA Constitution, be amended to effect updates to CBAA Membership Categories.

- Jon Maizels from Technorama asked if the CBAA could consider having a Specific category of 'friend'. Jon Bisset noted that under these changes such a category could be created, however, it wasn't the specific intention of the changes. It was also noted that there would need to be significant consultation before making such a decision.

## 9.3 Special Resolution Three - rights and authority on behalf of member stations.

It was **resolved as a special resolution** that Clauses 20.1 (c), including any sub clauses and any relevant definition changes of the constitution of the CBAA as shown in the attached marked up CBAA Constitution, be amended to improve the current lack of clarity regarding the CBAA's right and authority to "negotiate, settle and agree" on behalf of member stations.

## 9.4 Special Resolution Four - Appointment of alternate directors

It was **resolved as a special resolution** that Clause 25 of the current CBAA constitution be amended to remove the right for the CBAA Board members to appoint Alternate Directors.

- Caroline Beaumont (Highland FM 107.1) asked what is the problem with having that power? Jon Bisset referred to the background notes that accompanied the notice of special resolutions.
- Stephen O'Doherty, Hope Media commented that he supported the change.

## 9.5 Special Resolution Five - Annual membership fees

It was **resolved as a special resolution** that Clause 9.1, including any sub clauses and any relevant definition changes of the constitution of the CBAA as shown in the attached marked up CBAA Constitution, be amended to give the Board the power to set annual membership fees and to allow greater flexibility in instalment frequencies.

- Naomi Long (Radio Upper Murray) asked how long the board would give the members when raising the fees. Jon Bisset responded that an appropriate would be given and that adequate consultation would occur.

## 9.6 Special Resolution Six - To fix various inconsistencies

It was **resolved as a special resolution** that Clauses 3.2, 5.2, 11.2, 14.10, 18.8, 19.1 and 21.4, including any subclauses and any relevant definition changes of the constitution of the CBAA as shown in the attached marked up CBAA Constitution, be amended to fix various inconsistencies and to meet best practice.

## 10. Announcement of Election results

The President, Adrian Basso invited the Returning Officer to confirm the results of the elections.

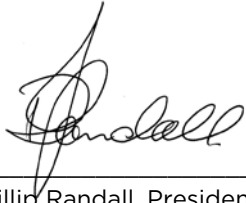
The Returning Officer advised that:

- Phillip Randall was elected as the President of the CBAA Board.
- Libby Jamieson, John Maizels, Terry Mather will be nominated by the CBAA to the CBF General Grants and Advisory Committee (GGAC).

The President, Adrian Basso advised that the Ballot papers would now be destroyed.

The AGM closed at 5.08pm.

Signed as a true and correct record as authorised by the CBAA Board of Directors



Phillip Randall, President

18th December 2015

Date

## Attachment A - Attendees

### Voting Attendance

Barry	Anderson	Midwest	Phillip	Randall	2CBA
Neil	Ashworth	2HHH	Jean	Rau	3NOW
Bethany	Atkinson-Quinton	3PBS	Bob	Rau	3NOW
Ali	Ayliffe	5DDD	Josh	Reid	2LIV
Chris	Ball	7LTN	Maryam	Reza Zadeh	1CMS
Adrian	Basso	3PBS	Peter	Rohweder	4EB
Irene	Bayldon-Tavutavu	4EB	George	Salloum	3ZZZ
Carolyn	Beaumont	2WKT	John	Schubert	4CBL
Richard	Bell	2NSB	Ray	Sheldrick	4SFM
Terry	Bin Busu	6WR	David	Sidebottom	2MBS
Gavin	Brett	2CBA	Mason	Smith	2RRR
Tony	Briscoe	1VFM	Tony	Smythe	2RES
Michelle	Brown	4ZZZ	Desmond	Stevens	4MBS
Adam	Christou	6RTR	David	Stone	4BAY
Russell	Coghton	6SEN	Gary	Thorpe	4MBS
James	De Vitt	2MWM	Hayden	Whitworth	4CAB
Chris	Deacon	1ART	Stephen	Wilkinson	2CBA/2MWM
Perri	Deane	7EDG	Ross	Wilson	5ROX
Hereward	Dundas-Taylor	2RBM	Paul	Winnacott	6SEN
Bukola	Esin	6WR	Melanie	Withnall	2SER
Inoke	Fotu Huakau	2OOO	Ceri	Wrobel	2NVR
Anne	Frankenberg	3MBS	George	Zangalis	3ZZZ
Nathaniel	Garvin	7HFC			
Peter	Gill	Smithfield			

Susan	Gordon	2WAR
Jarrold	Graetz	3TSC
Samual	Harrison	3PFM
Glen	Hartas	4RGL
John	Hibbberd	2WKT
Timothy	Hobbs	3HHH
Clare	Holland	2FBI
Dave	Houchin	3RRR
Graeme	Hunt	6TCR
Peter	Jarrett	STAFM
Tess	Lawley	3SYN
Alastair	Ling	7EDG
Naomi	Long	3RUM
Gerry	Lyons	8KIN
John	MacInnes	3WAY
Michael	Marner	5DDD
Terrence	Mather	7THE
Greg	McCosker	4SFM
Oliver	McElligott	2BAY
Paul	McGrath	2NBC
Marian	McKeown	3CR
Brett	McLeod	4FRB
Campbell	McNolty	3SYN
Robert	Meaton	2BOB
Amy	Moon	3JOY
Leslie	Moore	2BOB
Dennis	Ndirangu	8CCC
Caitlin	Nienaber	6RTR
Geoffrey	Peckitt	4NSA
Mark	Perrott	3OKR
Natalie	Pozdeev	2RRR
Douglas	Prior	Dubbo
Malama	Psarianos	2WOW

### Proxies

Adrian	Basso	Vision Australia
Irene	Bayldon-Tavutavu	2MIN
Gavin	Brett	2BCB
Nathan	Brown	4GOD
Chris	Deacon	5MBS
Inoke	Fotu Huakau	RSR
Juliet	Fox	5UV
Nathaniel	Garvin	7LTN
Phil	Gray	4TCB
Samual	Harrison	3HOT
Terrence	Mather	7TYG
Brett	McLeod	4WBR
Stephen	O'Doherty	6SON
Natalie	Pozdeev	2NUR
Phillip	Randall	5RAM
Jean	Rau	3EON
Bob	Rau	3SCB
George	Salloum	6EBA
Hayden	Whitworth	1CMS
Stephen	Wilkinson	4CRB
Melanie	Withnall	6NR
George	Zangalis	3PLS

### Non-Voting Attendance

Heather	Anderson	4ZZZ
Peter	Bachelor	CBF
Matt	Balogh	MCNAIR RESEARCH
Andrew	Bartlett	4ZZZ
Georgie	Boucher	CBF
Rhonda	Byrne	CBAA
Dan	Callaghan	CBAA

Robin	Carter	CBAA
Kathy	Chadwick	7THE
Jo	Curtin	CBF
Kate	Daue	2MFM
Joe	De Luca	NEMBC
Terry	Donovan	2WKTT
Lauren	Francis	5HR
Jeff	Freshfield	2WAR
Jay	Gipps	3JOY
Codie	Grimshaw	CBAA
Pat	Harrison	HEPBURN
Bronwen	Hartas	4RGL
Libby	Jamieson	CBF
Chris	Johnson	CBAA
Ange	Kent	2BAY
Jon	Kiws	CBF
Simon	Kravis	1XXR
Maddy	Macfarlane	3PBS
Sefton	Madsen	101FM
John	Maizels	TECHNORAMA
Rachael	Malner	CBF
Andrew	Mclennan	CBAA
Chloe	Morris	CBAA
Maria	Neville	6YCR
David	O'brien	3NOW
Cameron	Paine	3RRR
Bec	Peratis	CBF
Sarah	Pratt	3PBS
Joel	Pringle	CBAA
Emma	Ramsay	CBAA
Michael	Robertson	CAAMA
Luigi	Romanelg	NEMBC
Chris	Roper	AICA
Michael	Schubert	2BAY
Colin	Scobie	4RED
Josie	Smart	3SYN
Ian	Stanistreet	CBF
Maddy	Stirton	CBAA
Claire	Stuchbery	CBF
Patrick	Szewczuk	2RRR
Nik	Tepp	3RRR
Rachael	Torsie	2BAY
Sophie	Venass	1XXR
Martin	Walters	CBAA
Rudie	Wasser	2BAY
Chris	Zerafa	3NOW

## Attachment B

### Address to AGM by Jon Bisset, CBAA Chief Executive Officer

It is my pleasure today to share with you some brief comments on the CBAA's operations.

It has been a very exciting and a very successful year for the CBAA.

This year the CBAA has had a significant focus on increasing engagement with both member and non-stations.

This has included providing updated information to member and non-members on how the CBAA can support them, as well as regular communication with stations face to face and via phone, and via the new CBAA website, email, webinars and CBX Magazine. Our recent membership survey confirms that you have noticed with satisfaction with CBAA communication with stations increasing significantly.

This has been a key factor in growing our membership. As of today the CBAA represents over 85% of permanently licensed stations in the sector. It's been especially pleasing to welcome 19 new members this year and we are now at our highest membership levels ever.

We have also visited a large number of stations this year. I really enjoy station visits and it continues to amaze me that of the more than 50 stations I have visited over the last 2 ½ years, no two are the same.

Our inaugural survey last year gave us some fantastic insights into our incredibly diverse membership base and were able to use the results and recommendations to inform the development of the CBAA's new strategic plan and operations.

As many of you would be aware we have recently followed it up with our second of what will now be an annual survey. The results continue to be very positive and we will have full details for stations in the coming weeks.

In summary though:

- Overall satisfaction with the CBAA has remained steady at over 90% however, the percentage of members who indicate they are extremely satisfied has increased and there are now less 4% who indicate any level of dissatisfaction.
- The level of satisfaction that the CBAA understands members issues and represents them accurately to Government has also remained steady, but the percentage of members who believe CBAA does this extremely well has increased significantly.
- Satisfaction with customer service and support has remained relatively steady, although again the percentage of stations indicating that CBAA understands member's organisations and issues has increased
- For those that know what a Net Promotor Score is, ours has increased from 22 last year to a very healthy 28.9 in 2015, with over 50% of member stations now classified as promoters.

The CBAA will continue to listen to stations in many ways, our member's survey and other research, focus groups and of course this conference. My team and I are also always on the end of a phone line if you'd like to discuss anything.

Whilst there is detail of our successes in the Annual Review which is available on the CBAA website I'd like to draw your attention to a few highlights this year:

- Feedback received through the membership survey indicated confusion about the sub-brands associated with the CBAA, and so confusion around CBAA benefits and services. To combat this, in August last year we launched new branding, which extends to all aspects of the CBAA's programs and activities.
- We undertook a review of how our sector does research, the results of which are being implemented now. We have changed the way we undertake the census and membership research making it easier for stations.
- We have retendered the National Listener Survey and undertaken a comprehensive review and re-evaluation of how it is done. I am pleased to be able to announce that following this process McNair Research has been appointed to undertake the research on the CBAA's and stations behalf for the next three years.
- We have strengthened our annual national community radio awards program. This year saw 267 entries, a doubling of last year's entries. They were judged by nearly 100 experts from across the sector and beyond – a clear shift to a greater focus on peer review. We can't wait to share the results with you at our Gala Dinner tonight.
- We have developed some new content initiatives for the sector, including the National Features and Documentary Series and CRN Segments, and have been working with stations on collaborative projects like Radio NAIDOC.
- We undertook a change to our structure and welcomed new people into the CBAA fold, including Joel Pringle, Tahlia Azaria, Helen Henry and Chloe Morris. We also said farewell to two senior staff members, Seth Jordan and Amy Moon, following their great contributions.
- We have been successful in gaining DGR status, which entitles the organisation to receive income tax deductible gifts and deductible contributions. DGR status will enable the CBAA to access funding sources it has previously been restricted from, including from trusts and foundations and philanthropy. You may recall this has been an ongoing project for which we made some constitutional changes in 2013.
- We have continued to play a key role in a range of advocacy and consultation processes as representatives of sector.
- We launched our new website, bringing together a number of existing sites into one hub for community broadcasting.
- We have strengthened the way we run our conference and there a record number of delegates here in Terrigal and we have more than doubled our sponsorship revenue – and sold out the expo.

All in all a great year.

I would like to personally thank the Board for their support since I took on this role in 2013 and in particular Adrian.

Adrian, it's been quite a ride over the last few years with two commit to community radio campaigns as well as our normal ongoing activities.

Thank you for your support and confidence and for the immense amount of time, energy and passion you have put into the role of President.



## Attachment C

### Address to AGM by Melanie Withnall, Chair of the CBAA Audit, Risk and Compliance Committee

Building the CBAA's future sustainability continues to be a key priority for Board, and the CBAA is committed to building a sustainable financial model, aligning the CBAA resources, structure and processes to support the organisation's strategic direction and continually building an engaged, vibrant, well-informed, effective and well-supported workforce.

Financially the CBAA continued to build its financial strength.

In 2014/15 the CBAA returned a net surplus for the year of \$137,230 and we have further solidified our strong financial position.

During the year the CBAA experienced strong growth with overall revenue increasing by over 27% (2013/14: 15%) to \$8.67 million.

Membership revenue grew at 5% for the year with a growth in member numbers of 3% to 276 (2014: 268 members).

This most sizable increase in revenue over the year was primarily related to increased levels of CBF Grants as a result of the provision of funding for the digital radio project for a capital refresh.

Member's funds increased to \$1.02 million during the year ended 30 June 2015. This is a fantastic turnaround from 2009 when the CBAA had just over \$21,000.

The CBAA's financial policy is to continue to grow these reserves to satisfy two key objectives:

- To ensure that sufficient financial reserves exist to sustain the organisation through economic cycles and to respond to various challenges over the next decade
- To maximise the value provided to members, either by minimising the cost of membership and other services provided, or by maximising the re-investment in long-term initiatives of benefit to the membership.

Continuing to grow these reserves will be instrumental in the CBAA being equipped to respond to various challenges over the next decade. It is specifically noted that our equity levels would barely keep us operating for three months at full operations if sector funding was cut. We need to ensure that we have reserves to enable us to continue operations whilst fighting such threats.

A key priority for the CBAA is diversifying available financial resources by establishing and growing new income streams.

In 2014/15, this included creating a new role for a Marketing and Fundraising Officer who was tasked with exploring new funding opportunities in areas such of corporate partnerships and sponsorships, and fundraising.