

CBAA Board of Directors

Board Charter

(Approved by the Board on 6 February 2016 and amended 20 September 2019)

1. Introduction

The purpose of this charter is to document the objectives, responsibilities and governance framework for the operation of the Board of the Community Broadcasting Association of Australia (CBAA) and the CBAA's relationship to internal committees.

The CBAA is a company limited by guarantee and is also a large registered not for profit entity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (**ACNC Act**). For the purposes of the ACNC Act Governance Standard 1, the CBAA's charitable purpose is advancing culture.

The CBAA is subject to the ACNC Act, the Corporations Act 2001 (Cth) and its Constitution. If there is any conflict between this charter and the Constitution, the Constitution prevails.

2. Objectives

As a formal governing Board, the objectives of the Board are to provide leadership, and to determine and to monitor:

- (a) The CBAA's strategic objectives and its short, medium, and long-term strategic goals;
- (b) Policies governing the operations of the CBAA and the conduct of its members;
- (c) Powers and functions of Board committees, and other committees as may be established from time-to-time; and
- (d) Annual progress and performance of the CBAA in implementing its strategic goals and objectives.

3. Responsibilities

- (a) The responsibilities of the Board are to:
 - (i) Make and/or amend from time-to-time, the by-laws that regulate the Board, and the CBAA and its members;
 - (ii) Review and approve strategic goals and objectives, annual budgets, and financial plans;
 - (iii) Oversee and monitor organisational performance and the achievement of strategic goals and objectives;
 - (iv) Establish and determine the powers and functions of Board committees, and other committees established by the Board;
 - (v) Monitor financial performance against forecast and prior periods, including approval of the annual financial report, and the liaison with external auditors by the Audit, Risk and Compliance Committee;
 - (vi) Appoint, approve the succession plan and remuneration, and regularly assess the performance of the Chief Executive Officer (CEO);
 - (vii) Set the framework for the policy platform, which is the mandate for the operation of the policy committee(s);

- (viii) Determine the desired culture for the organisation and act as a role model of the desired culture;
 - (ix) Enhance and protect the CBAA's reputation;
 - (x) Set the Board's risk appetite, ensure risks are identified and appropriate control, monitoring, and reporting mechanisms are in place; and
 - (xi) Engage with stakeholders including members, funders, clients, employees, industry, government and other interest groups.
- (b) The responsibilities of individual directors are to:
- (i) Act in good faith and in the best interests of the CBAA;
 - (ii) Not improperly use their position or misuse the CBAA's information;
 - (iii) Declare any conflict of interest;
 - (iv) Act with care and diligence; and
 - (v) Not allow the CBAA to operate while it is insolvent.

4. Composition and meetings

4.1 Membership of the Board

- (a) The Board comprises¹:
- (i) The President;
 - (ii) The Vice President (Radio);
 - (iii) The Vice President (Television);
 - (iv) At least four (4) Ordinary Board Members. The Board currently consists of five (5) Ordinary Board Members.
- (b) Directors retire from office following the Annual General Meeting in the second calendar year after their appointment. They may stand for re-election.²

4.2 Youth Representative and Women and Gender Non-Conforming (GNC) People's representative.

- (a) The CBAA values the diversity of the community broadcasting sector and acknowledges that there are groups that are often underrepresented in decision-making within the sector. To address this, the CBAA Board has created a Women and GNC People's Representation and a Youth Representation role to the CBAA Board.
- (b) In even numbered years the CBAA Board of Directors will, on the recommendation of the youth forum held at the CBAA National Conference, appoint a Youth Representative who must be aged under 26 at time of appointment.
- (c) In odd numbered years the CBAA Board of Directors will, on the recommendation of the women and GNC People's forum held at the CBAA National Conference, appoint a Woman and GNC People's Representative.
- (d) The appointments are for a term ending following the Annual General Meeting in the second calendar year after their appointment.

¹ Constitution, Article 18.1

² Constitution, Article 18.6 (a)

- (e) The positions are not Directors of the CBAA. The Women and GNC People and Youth representatives attend Board meetings for the purpose of observing or advising in accordance with Clause 20.2(e) of the CBAA Constitution.
- (f) The CBAA values the input and opinion of the Representatives in all Board matters and actively encourages them to participate in all discussion and decision making within the Board structure.

5. Meetings

- (a) The Board may meet, adjourn, and otherwise regulate its meetings as it thinks fit. Currently the Board meets four times a year.
- (b) Meetings may be held using any technology consented to by all directors.¹
- (c) Each member of the Board has one vote for the purpose of determinations by the Board. In the case of an equality of votes, the chair has a casting vote.²

5.1 Minutes

The Company Secretary of CBAA, or another person appointed by the Board, takes minutes of the proceedings of all Board meetings.

5.2 Quorum

A quorum for a meeting of the Board is constituted by three (3) Directors or one half the total number of Directors, whichever is greatest.³ The women's and the youth representative don't count in the determination of whether a quorum is present.

6. Powers and Delegation

6.1 General Powers

The direction and control of the CBAA, including its business and affairs, is vested in the Board as a whole. The Board's authority to govern the CBAA is granted under the Constitution.⁴

Under the Constitution, the directors may delegate any of their powers to a committee of any one or more directors, the CEO, an employee or a member of the CBAA.⁵

6.2 Board Committees

- (a) The Board recognises that there are times when a committee can act more effectively than can the full Board. As a general rule, the Board will establish committees only in response to its own work; in particular the Board will not establish committees to undertake day-to-day operations.
- (b) The Board has established the following committee(s) to assist it in fulfilling its duties and responsibilities:
 - (i) Audit, Risk and Compliance Committee;

¹ Constitution, Article 24.3

² Constitution, Article 24.7

³ Constitution, Article 24.6

⁴ Constitution, Article 20.1

⁵ Constitution, Article 21

- (c) Each committee has a formal charter and has been granted certain delegations by the Board. The committee charters, delegations and composition of each committee are reviewed annually by the Committee and the Board.
- (d) The Board may from time to time co-opt non-Directors to serve on a committee in order to bring additional skills, experience or networks.
- (e) Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
- (f) Unless explicitly empowered by the Board, committees cannot make binding Board decisions. For the most part the function of committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.

6.3 *The President*

- (a) The President is responsible for the leadership of the Board, for the efficient organisation and conduct of the Board's function, and for the briefing of all directors in relation to issues at board meetings.
- (b) The President will ensure that the board is providing leadership and vision, and working in a constructive partnership with management.
- (c) In addition to fulfilling their duties as an individual director, the duties of the President are to:
 - (i) Play an important role as a figurehead and with the CEO as a spokesperson for the CBAA.
 - (ii) Establish and maintain an effective working relationship with the CEO;
 - (iii) Set the tone for the board, including the establishment of a common purpose;
 - (iv) Chair board meetings efficiently and shaping the agenda in relation to goals, strategy, budget and management performance;
 - (v) Encourage contributions by all board members and seek consensus when making decisions;
 - (vi) Motivate board members and where appropriate deal with underperformance;
 - (vii) Institute the process for appraising board members individually and the board as a whole;
 - (viii) Oversee negotiations for the CEO's employment and evaluating the CEO's performance;
 - (ix) Plan for the succession of senior managers, including the CEO;
 - (x) Assist with the selection of board committee members;
 - (xi) Communicate with members on matters of corporate governance;
 - (xii) Chair general meetings - annual and extraordinary general meetings (AGMs and EGMs);

6.4 *The Vice-Presidents*

- (a) In addition to fulfilling their duties as individual directors, the duties of the Vice-Presidents are to:
 - (i) Ensure meetings are properly chaired in the absence of the President
 - (ii) Take over any duties delegated in the absence of the President.

6.5 *The Chief Executive Officer*

- (a) Directors may delegate their powers as they consider appropriate. The CEO is responsible for implementing the strategic objectives and operating within the risk appetite set by the Board and for all other aspects of the day to day running of the CBAA. However, ultimate responsibility for strategy and control and oversight of sound and prudent management of the CBAA rests with the directors.

- (b) The Board and Directors relate to the staff of the CBAA primarily through the CEO and contact between staff and Directors is coordinated through the CEO.
- (c) The performance evaluation of the CEO is facilitated by the President, with ultimate oversight by the Board. The evaluation of the CEO involves an assessment of a range of factors including the overall performance of the CBAA and the achievement of specific pre-determined goals.

6.6 *The Company Secretary*

The Board appoints the Chief Operating Officer Company Secretary.

7. Board Evaluations

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board undertakes an annual evaluation of Board and director performance. The Board may engage an independent expert to facilitate the process.

8. Review of Board Charter

This Charter will be reviewed annually or more frequently by the Board as required.