

Corporate Governance Management

Policy title: 3SCB Corporate Governance - Management
Policy under Code 1.2 of the CBAA Code of Practice

Summary: This document outlines the practices put in place to ensure the appropriate management of the organisation. The document underlies the management structure followed through by 3SCB members.

Purpose

This policy sets out Southern FM's best practice in managing corporate governance to ensure observance of the community broadcasting sector's guiding principles subject to the CBAA Codes 1.2. The Management Policy is intended to clarify some content of Southern Community Broadcasters Inc's Constitution by making explicit the underlying principles of the **Association's** management structure undertaken in Southern FM's governance practice approved by the **Association**.

POLICY on Management

The Disciplinary Committee

1. Subject to Code 1.2, the **Association** will prevent the concentration of control in the hands of a few individuals by maintaining appropriate measures including:
 - 1.1 Establishing a range of committees to execute tasks and operate key **Southern FM operations**
 - 1.2 Allowing each financial member (except Junior Members) at General Meetings to exercise no more than 1 proxy vote
 - 1.3 Limiting Office Bearers on the Board to a 2 year renewable term.
 - 1.4 Annual General Meetings shall be conducted subject to the **Southern Community Broadcasters Inc** rules and all resolutions, votes, polling and elections therein will be subject to the same rules

Committees Structure

2. **Southern FM** shall maintain a simple and clear management structure.
 - 2.1 **Southern FM** is led by an independent Board of 7 members who ensure legal requirements, sector and community standards are met in the day to day operations of the **Southern FM** service
 - 2.2 Board positions and sub-committee positions may head day to day operational matters for a certain function of the organisation, for example, a Program Manager shall head the programming decisions made day to day
 - 2.3 The Board shall meet monthly and report quarterly to the membership during General Meetings.
 - 2.4 Sub committees may be started and ended at the Board's discretion from time to time.

Procedure- Meetings

3. Board Meetings
 - 3.1 The Board shall conduct an Annual General Meeting (AGM) in accordance with the rules outlined in the Constitution
 - 3.2 The Board shall meet monthly

Records Kept by Secretary

4. At ***Southern FM***, it is considered best practice to keep various registries and for those registries to be kept by the Secretary at the main premises of the ***Association*** in VIC. They are listed in the following clauses.
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5. The Secretary shall keep minutes of all Board meetings, including AGMs recorded and approved by the Board at the following meeting.
 - 5.1 All minutes must be retained in English, or translated to English if a separate copy is kept in a language other than English.
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6. The Secretary shall keep the register of Board members which shall be updated one month after any change to the registry has occurred. The register shall include:
 - 6.1.1 The Board member's name
 - 6.1.2 The date on which the member became a Board member
 - 6.1.3 The date on which the person ceased to be a Board member
 - 6.1.4 The date on which the person was re-elected to Board member
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7. The Secretary shall keep the registry of financial members. The registry shall include:

- 7.1 The member's name, address, contact information
- 7.2 The membership status (fees owing)

Document Accessibility

- 8. At ***Southern FM***, it is considered best practice that members and staff have easy access to copies of approved documents relating to the running of ***Southern FM*** including:
 - 8.1 Approved AGM minutes
 - 8.2 The **Southern Community Broadcasters Inc** Constitution
 - 8.3 The ***Southern Community Broadcasters Inc*** Objects
 - 8.4 The CBAA Community Radio Broadcasting Codes of Practice
 - 8.5 The ***Southern FM*** management structure
 - 8.6 *The Southern FM* key policies and procedure guidelines
 - 8.7 The ***Southern FM*** broadcasting services license and apparatus licence specifications, for technical staff
 - 8.8 ***Southern FM's*** on-air program schedule
 - 8.9 The ***Association's*** Annual Financial Reports
 - 8.10 Registry of Board Members
 - 8.11 Registry of ***Association*** members

Procedure – Document Access

9. This procedure outlines the responsibility of the Secretary and/or station manager responding to the request made from a financial member, a volunteer or a staff member of the **Association** to access documents relevant to the running of the station. It also outlines the conditions upon which **Southern FM** makes these documents available to its constituents. Members, volunteers and staff are expected to observe these conditions to maintain access. These are outlined in section 31 of the Constitution
 - 9.1 Members, volunteers and staff may request to access relevant documents by approaching the **Southern FM** station manager or Secretary
 - 9.2 The request must be made in writing
 - 9.3 The documents requested for inspection shall be provided subject to the conditions of clause 31 of the Constitution being met.
 - 9.4 **Southern FM** reserves the right to refuse any duplication of documents by the use of photocopiers, hand writing, mobile phone cameras, digital cameras, recorders or any other technical or duplicating device.
 - 9.5 **Southern FM** management reserves the right to deny any person access to the documents if a breach to one or more of the conditions of access has been observed, or if a genuine belief is held that the information would be misused if access were provided. This does not override the conditions of section 31 of the Constitution.

Logging

10. As stipulated by the BSA 1992, **Southern FM** shall log all content aired on the radio station for a minimum period of 6 weeks.
11. Material required for logging shall be made available to ACMA upon request.
12. **Southern FM** ordinarily reserves the right to refuse any party, other than ACMA, access to the log or a copy of it.

Corporate Governance *Technical*

Purpose

This policy sets out **Southern FM's** best practice in technical management issues of corporate governance to ensure observance of the community broadcasting sector's guiding principles. This Technical Policy considers the CBAA Codes 1.2, the mandatory requirements of the ACMA's Technical Planning Guidelines, the Radiocommunications Act 1992, and the Objects of the **Association**.

Guiding Principles

1. This policy is guided by the principles of the community radio sector and the objects of the Association in providing two vital facilities.
 - 1.1 An FM transmitter delivery system capable of also delivering the radio data service (RDS)
 - 1.2 Program generation facilities referred to as studios
 - 1.3 All other technical aspects of the operation of a radio station, including podcasts, computer systems, communication systems and compliance systems
2. **Southern FM** aims to utilise technical apparatus and equipment in broadcasting to conduct a broadcast that meets community interest and needs.
3. **Southern FM** aims to provide quality sound transmission to increase listening patterns of existing listeners.
4. **Southern FM** aims to provide quality sound transmission to attract new listeners and increase its base of regular listeners.
5. **Southern FM** will transmit at full license capacity as per licence no: SL 5191 (License Area: Melbourne South RA1) on the FM band with minimal faults to enhance community confidence, support and membership to the service.

6. ***Southern FM*** shall install a transmitter at a geographic site that enables a strong signal covering the license area, is suitable and complies with the mandatory requirements of the ACMA's Technical Planning Guidelines.
7. ***Southern FM*** aims to provide and maintain studio equipment that meets sector standards, with a view of keeping the equipment simple to operate for wide use between different ages and technical knowledge levels
8. ***Southern FM*** aims to facilitate studios with updated software and equipment to enable presenters to generate positive and effective program outcomes and encourage participation.
9. ***Southern FM*** aims to keep a record of any technical faults that have been reported or identified to enable periodic assessment and evaluation of technical outcomes and performance and facilitate periodical technical updates.
10. ***Southern FM*** aims to keep a record of all broadcasting studio faults on log forms to enable periodic assessment and evaluation of broadcast outcomes and performance and facilitate periodic upgrades of studio equipment and facilities.
11. ***Southern FM*** aims to conduct Occupational Health and Safety checks on all studios and their facilities and on the transmitter environment.

Disciplinary action and dismissal of volunteer

Purpose

This Policy outlines the best practice for **Southern FM** to conduct disciplinary measures and dismissal of volunteers as stipulated in CBAA Code 2.3(d). The guidelines provide a clear and fair structure of best practise that is understandable to both management and volunteers.

This Policy includes an appeals mechanism to ensure a 'right of reply' to a volunteer who has been disciplined. It does not include the procedure for expulsion of a member from the *Association*, which is laid out in the Constitution of **Southern Community Broadcasters Inc.**

Guiding Principles

1. Volunteers are an invaluable resource to **Southern FM** and our primary aim is to encourage and support their contribution to our station. However, it is also recognised that there may be times when a volunteer needs to be counselled, disciplined and perhaps dismissed.
2. At **Southern FM**, we undertake to handle such situations in a professional manner, ensuring communication between the **Southern FM** Board, and volunteer is clear, fair, objective and remains within the Policy outlined below and as outlined in the Constitution.
3. Throughout the process, the Board will reflect on their own operations and those of other associates, staff and co volunteers and will consider the circumstances, actions and behavior leading to the situation.

Checklist of questions to consider circumstance

4. Management will ask these questions to determine appropriate action.
 - 4.1 Have the roles, values and expectations of the *Association* been clearly communicated to the volunteer and subsequently reinforced during prior conversations regarding the volunteer's performance?
 - 4.2 Are there any other factors that may be contributed to the volunteer's poor performance? For example, does the volunteer have:

- 4.2.1 Learning difficulties?
- 4.2.2 Language barriers?
- 4.3 Has the volunteer been reminded of expected Codes of Conduct and consequences for breaches?
- 4.4 Has the volunteer received training/mentoring and or coaching to improve performance?
- 4.5 Has a verbal or written warning been given to the volunteer explaining that any further non-compliance will result in suspension or termination of the volunteering opportunity?
- 4.6 Did the volunteer have the opportunity to respond to prior verbal and written warnings?

Best Practice Procedure for Volunteer Disciplinary Action

- 5. The Procedure for disciplinary action is a six-step process dealt with by the Board and/or the Volunteer. The procedure includes:
 - 5.1 The Board will raise the issue with the volunteer; to seek correction and to inform the volunteer of consequences of dismissal, if correction is not achieved
 - 5.2 The Board may issue first formal notice in writing
 - 5.3 The Board may issue second formal notice in writing
 - 5.4 The Board may issue notice to the volunteer of dismissal from duties
- 6. Where a matter involving a volunteer's behaviour has been brought to the attention of the Board, the Board may commence action pursuant of this Policy using policies outlined in the Constitution
- 7. If the volunteer is a broadcaster and the volunteer misconduct relates to a breach of the BSA, the **Association's** Rules or Objects, the Codes, or media laws on air (live or recorded), or the misconduct is 'tantamount or gross' and is believed to be deliberate or made in malice, the Board may address the disciplinary process as follows:
 - 7.1 Instantly apply a cooling-off period, by withdrawing privileges to broadcast and to conduct on-air programs, for a period of time as will be seen fit by the Board.

- 7.2 Provide the volunteer with an opportunity to address the concerns of the Board, at a meeting in conjunction with the rules of the Constitution
8. For issues of frivolous misconduct or that are considered minor, a conversation with the volunteer may be appropriate. However, the discussion will not be considered part of the formal disciplinary action, though it may be referred to in later action.
9. Written notice will include details of the issue and, where feasible, evidence. In a case where the disciplinary measure has been instigated by a complaint, the **Station** may choose to include a copy (with identification removed) or extract of this complaint.
10. Further disciplinary actions, such as suspension of volunteer duties for a period of time, may also be applied. In such cases these actions will be included with the formal notice in writing.
11. Every effort will be taken to ensure that notice of a disciplinary measure, where formal or informal, will be given at an appropriate time, e.g. not immediately prior to or during a broadcast.
12. Notice of a disciplinary measure may be given by either the Station Manager or the Volunteer Representative on the Board. Dismissal may only be issued by the Board.

Appeal Process

15. Volunteers will be provided the option of an appeal against the action.
 - 15.1 The appeal may take the form of a meeting with the Board, or
 - 15.2 A representation in person or in writing to the Board.
 - 15.3 The volunteer may bring a representative to any such meeting
 - 15.4 If a Board member is party to the complaint, that Board member shall not have a vote in the outcome of disciplinary action against the volunteer
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On-Air Breach Warranting Instant Dismissal

18. Serious breaches made on-air and considered by the Board to warrant instant revocation of presenting rights, include but are not limited to:
 - 18.1 Indefensible defamatory statements
 - 18.2 Statements that encourage and entice extremism or violent behavior,
 - 18.3 Any other statements or actions that goes against the Community Broadcasting Codes of Practice

General Misbehavior

- 19 Conduct that may lead to disciplinary action includes, but is not limited to:
 - 19.1 Poor timekeeping and unreliability
 - 19.2 Not following pre-existing station rules and policies, including programming policies and program briefs
 - 19.3 Exhibiting behavior that is inconsiderate to the ethics and morals of members and the culture of ***Southern FM***
 - 19.4 Exhibiting aggressive and anti-social behavior towards peers
 - 19.5 Engaging in acts or broadcasts that may breach the *Codes* or the *Act*
 - 19.6 Engaging in broadcasts that may breach other legislation such as the Broadcasting Services Act 1992 (which includes sponsorship provisions), copyright or defamation laws
 - 19.7 Inappropriate handling or use of ***Southern FM's*** equipment or other property
 - 19.8 Rudeness or hostility towards other volunteers or staff members
 - 19.9 Publicly bringing ***Southern FM*** into disrepute

Diversity and Community *Participation*

Purpose

This Policy of best practice outlines mechanisms for **Southern FM** to enable active participation by the community in station management, programming and general operations, as stipulated in CBAA Code 2.1 and 2.2. The guiding principles align with the Association's 'Objects'. These guidelines provide a clear and fair structure that is understandable to both management and volunteers.

Background

Southern FM acknowledges that the community broadcasting sector was founded on several principles integral to its role in the industry. They include, 'the provision of mechanisms for active participation by the community in management and operations and encouragement of participation by those denied effective access to, and not adequately served by, other media'.

Southern FM values the diversity of skills, positive views and expertise in the local community and aims to use these to improve its decision-making and programming content. Effective community participation is good representation and good management.

Definitions

1. Who are the **Southern FM** Community?

In relation to some services, **Southern FM** broadly defines its community as those who have a positive interest in or are affected by **Southern FM's** provisions. The radius of the community are within the confines of Melbourne South RA1 as determined by the Australian Communication and Media Authority. This radius is subject to change.

2. What is Community Participation?

Southern FM broadly defines community participation as any process that values and facilitates community input in the operations and programming of the Radio Station.

Community participation does not replace, but enhances, the formal structures put in place to assist the efficient running of operations.

Guiding Principles

3. ***Southern FM*** acknowledges that effectively incorporating the contributions of a diverse community is not always easy. The following principles will guide ***Southern FM's*** approach, as management recognises:
 - 3.1 The community's wish and need to participate in the operation of ***Southern FM***
 - 3.2 The importance of assisting the community to understand what they are being asked to participate in and what influence they can have on ***Southern FM's*** undertaking
 - 3.3 That successful community participation depends on mutual trust, respect, and effective communication between the local community, elected members and staff
 - 3.4 The importance of providing access and opportunity for participation to the local community who express a genuine interest to further the Objectives of the Association.
 - 3.5 The importance of being a 'voice for the voiceless' and as such to avoid discriminating against interested participants including: women, the young, youth, the disabled or impaired, and ethnic communities. Thus, to not deny a local community member the opportunity to participate without reasonable and legitimate cause.

Broad Objectives

4. ***Southern FM*** has put in place mechanisms for community participation to help it achieve the following objectives:
 - 4.1 To use the community's input to enhance, increase and sustain operations
 - 4.2 To enable the community fast and easy access to information and to enable them to provide assistance productively
 - 4.3 To make use of the expertise, skills, experiences and qualifications within the community; or to help the community enhance their skills and experience in community broadcasting

- 4.4 To gather, listen and respond to, community views, aspirations, and concerns in order to respond to them through the radio service
- 4.5 To build positive relationships between **Southern FM** and all sections of the local and wider Australian communities

Procedure – Encouraging Community Participation

5. **Southern FM** acknowledges that community members may shy away from offering assistance from their own initiative. Hence, encouraging participation requires that **Southern FM** implement proactive measures.

The steps that guide this process include:

- 5.1 To promote **Southern FM** to the community through diverse methods, including:
 - 5.1.1 Organise community functions
 - 5.1.2 On-air promotions and invitations for expressions of interest
 - 5.1.3 Hold annual dinners for stake holders
 - 5.1.4 Broadcast live from field events to make **Southern FM** accessible to the public
 - 5.1.5 Include live shows to enable listener interaction on-air
- 5.2 To facilitate sound corporate governance, including:
 - 5.2.1 The provision of policies of best practice to ensure that management of the broadcast is conducted appropriately.
 - 5.2.2 The provision of limited renewable terms for individuals holding positions on committees or the Board, as is outlined in the **Southern Community Broadcasters Inc** Constitution
 - 5.2.3 The free availability of all Policy documents and related guidelines as stipulated in CBA code 2.4

Community Participation Framework

6. To help **Southern FM** make decisions on how it will approach community participation for a given issue, it will use the framework shown below and select the most appropriate level. This framework has been adapted from that developed in 2000 by the International Association for Public Participation (IAP2).

Level	Aim	Promise to Communities	Examples
Inform	To provide the community with balanced, objective information to	Southern FM will keep you informed	Newsletter Southern FM News Column Website posts Social posts

	assist them to understand Southern FM Policy issues, alternatives and decisions.		Southern FM's Website
Consult	To obtain community feedback on issues, analysis, alternatives and decisions being considered by Southern FM	Southern FM will keep you informed, listen to and acknowledge your aspirations, concerns and issues, and provide feedback on how your input influenced the decision	Management Planning Process Public Exhibition Process Development Application process

<p>Involve</p>	<p>To work directly with communities throughout the process to ensure that community aspirations, concerns and issues are consistently understood and considered</p>	<p>Southern FM will work directly with you to ensure that your aspirations, concerns and issues are directly reflected in the alternatives developed and provide feedback on how your input influenced the decision.</p>	<p>Community Representation Committee</p> <p>Design Reference Groups for Community Participation</p>
<p>Collaborate</p>	<p>To partner with communities in aspects of service needs including the development of alternatives and the identification of a combined solution across diverse community boundaries</p>	<p>Southern FM will look to you for direct advice and innovation in formulating Policy, alternatives and service solutions and incorporate your advice and recommendations into Southern FM decisions</p>	<p>Community Reassessment Project</p> <p>Surveys</p>
<p>Delegate</p>	<p>To delegate certain functions to community representatives and subcommittees</p>	<p>Southern FM will enable you to exercise the delegated function within agreed agreement</p>	<p>Facilities Management Committees</p> <p>Subcommittees</p>