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*'Something for Everyone'*

**2YAS**

**Yass  
Community  
Radio Assn.  
Inc.**

**Policy No. 2**

**Board Charter**

## TABLE OF CONTENTS

<b>GENERAL PRINCIPLES</b>	3
Introduction	3
Role of the Board	3
Governance/Management	3
Organisational Policy	4
<b>Responsibilities of the Board</b>	4
Governance Responsibilities	4
1. Meeting legal requirements	4
2. Board membership	5
3. Governance philosophy and approach	5
4. Strategic leadership	5
5. Compliance and integrity	6
6. Board focus	6
7. Board meetings	6
8. Material transactions	6
9. Assurance of accountability	6
10. Interaction with the media.	7
11. Other	7
<b>Expectations of Board Members</b>	7
1. Board member responsibilities	7
2. Strategic orientation	7
3. Integrity and accountability	7
4. Financial literacy	8
5. Participation	8
<b>GOVERNANCE POLICIES</b>	8
Code of Ethics	8
Strategic Direction and Planning	9
Financial Governance	9
Conflicts of Interest	10
Risk Management	11
Board Committees and Working Parties	11
Board Meetings	11
Monitoring Operational Performances	12
New Board Member Induction	12
Board and Member Professional Development	12
Role of the President	13
Public Comment	13
Indemnities and Insurance	14
Reimbursement of Board Member's Expenses	14
<b>Authorisation</b>	14

# General Principles

## Introduction.

On behalf of the members, the Board is responsible for the stewardship and future well-being of Yass Community Radio Assn. Inc. The Board will exercise leadership, enterprise, integrity and judgement in directing the organisation so as to provide assurance of its continuing and lasting prosperity. Yass Community Radio Assn. Inc. purposes are made clear in its Objects and Rules, its Policies and its Position Statements. Board members should apply and endeavour to achieve the highest possible standards of corporate governance.

In discharging their responsibilities the Board, individually and severally, has a duty to act in the best interests of Yass Community Radio Assn. Inc. as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

## The Role of the Board

*The exercise of corporate leadership through the establishment and monitoring of necessary controls and strategic direction setting so that Yass Community Radio Association Incorporated is equipped to respond to the changing circumstances and situations in external and internal environments in order to meet the expectations and demands of members.*

In summary the Board:

1. Provides leadership to Yass Community Radio Assn. Inc. ensuring that it achieves continuing prosperity in the best interests of the Association, its members and its community of interest.
2. Demonstrates the ethos of the Association and models its behaviours to both reflect and promulgate the desired culture.
3. Monitors management and organisation performance
4. Ensures that the Association complies with all internal and externally imposed compliance requirements.
5. Establishes and maintains an effective interrelationship with members.
6. Ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for security of the Association

## Governance is Management

The Board of Yass Community Radio Assn. Inc. provides and manages governance-level policies and strategic direction including the development of the organisation purpose, values and the organisation-wide goals and objectives and manages the day-to-day operational processes through its Officers/Managers. The Board is responsible for determining organisational 'Ends' and 'Means'.

## **Two Levels of Organisational Policy**

- (a) Governance-level policies are developed and adopted by the Board and relate to high-level, organisation-wide matters. These include policies in respect of the Board's operating processes and duties, and its delegation to Officers/Managers of the Association's day-to-day management. These policies are a reflection of the Association's desire to meet its duty of care under law and its moral responsibility to provide good governance on behalf of all interested parties.
- (b) Management-level policies may be developed by Managers and relate to the operational management of their section of the organisation. The Board is required to approve policies at this level before implementation.

## **Responsibilities of the Board**

### **Enacting the Governance Responsibilities**

The Board is responsible for protecting the rights and interests of the Association and is accountable to it for the overall management of the organisation. In discharging its obligations and duties, the Board should assume responsibility in at least the following areas:

#### **1. Meeting legal requirements**

The Board's first duty is to Yass Community Radio Association Incorporated. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts are met and that the Association is protected from harmful situations and circumstances in the interests of current and future stakeholders. The Board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

In particular Board members have the following obligations:

- a. To act in good faith in the interests of all stakeholders of Yass Community Radio Assn. Inc.
- b. To exercise their powers for a proper purpose
- c. To avoid conflicts of interest
- d. To act honestly
- e. To act with reasonable care and diligence
- f. Not to make improper use of either their position on the Board or information gained while in that role.

Board members, either individually or collectively, are potentially liable if they act illegally or negligently.

## **2. Board membership**

The Board will:

- a. Assist members of Yass Community Radio Assn. Inc. to elect people with appropriate skills, to the Board, by ensuring that Association members are fully conversant with the role, responsibilities, work programme and performance of the Board and its members.
- b. Provide new Board members with copies of all relevant policy information.

## **3. Governance philosophy and approach**

The Board will govern Yass Community Radio Association Incorporated with an emphasis on:

- serving the legitimate collective interests of the members of the Association and accounting to them fully for the performance of the Association and for the Board's stewardship of that performance;
- remaining up to date in terms of members' concerns, needs and aspirations;
- developing a future focus rather than being preoccupied with the present or past;
- providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
- behaving proactively rather than reacting to events and others' initiatives
- bringing a diversity of opinions and views to bear on its decisions;
- the development and expression of a collective responsibility for all aspects of the Board's performance; and,
- the continuing improvement in Board and individual Board member effectiveness; and the interests of Yass Community Radio Assn. Inc. as a whole.

## **4. Strategic leadership**

The Board will:

- a. Monitor Yass Community Radio Assn. Inc.'s vision, mission and strategic objectives.
- b. Provide input, to the Association, that assists in identifying and understanding emerging trends and issues likely to affect the well being of Yass Community Radio Assn Inc. and its members.
- c. Review Yass Community Radio Assn. Inc.'s situation and agree the broad framework within which the strategic and business plans will be prepared each year.
- d. Recommend any significant shifts in the broad strategic direction of Yass Community Radio Assn. Inc. to the members.
- e. Ensure that it is continually striving for above average performance after taking into account risk.

- f. Ensuring there are adequate internal controls and ethical standards of behaviour.
- g. Ensure the development of medium-term and annual business plans.
- h. Review Yass Community Radio Assn. Inc.'s financial objectives, plans and actions, including significant capital allocations and expenditures.
- i. Monitor the effectiveness of the governance policies under which it operates and make changes as required.

## **5. Compliance and integrity**

The Board will:

- a. Ensure ethical behaviour and compliance with the Association's policies, and statutes and regulations, audit and accounting principles and Yass Community Radio Assn. Inc.'s stated values and its governance documents.
- b. Ensure the integrity of Yass Community Radio Assn. Inc.'s internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times.

## **6. Board focus**

The Board will:

- a. Ensure that it makes the best possible use of its meetings by dealing only with matters that have significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Officers/Managers.
- b. The Secretary will, in consultation with the President, establish the agenda for each Board meeting although each Board member is free to suggest the inclusion of items on the agenda. Non-agendas matters, worthy of the Board's attention may be raised in General Business when time permits.

## **7. Board meetings**

As a general rule, the Board will meet monthly but at least not less than bi-monthly.

## **8. Material transactions**

The Board will review the payment of all ordinary recurring transactions by the Treasurer. All transactions that are not consistent with the ordinary course of business (i.e. of considerable size, of an unusual nature or not previously approved by the Board) require Board approval prior to payment.

## **9. Assurance of accountability**

The Board will:

- a. Serve the legitimate collective interests of Yass Community Radio Assn. Inc. and account to it fully.

- b. Remain up to date in terms of members' concerns, needs and aspirations.
- c. Report to the Association on the performance of all Yass Community Radio Assn. Inc.'s functions and account for the Board's stewardship of that performance.

#### **10. Interaction with the media**

In all contact with the media the President shall be the sole spokesperson on all operating matters relating to Yass Community Radio Assn. Inc. The President may delegate aspects of this responsibility as appropriate.

#### **11. Other**

The Board will perform such other functions as are prescribed by law or assigned to the Board under Yass Community Radio Assn. Inc.'s governing documents.

### **Expectations of Board members**

To execute these governance responsibilities, Board members should, so far as possible, possess certain characteristics, abilities and understandings:

#### **1. Board members responsibilities**

Board members must be familiar with Yass Community Radio Association Inc's constitutional arrangements at all times. They should be familiar with the best interests of the Association and be aware of, and fulfil, their statutory responsibilities and their trustee obligations, as a Board member, regardless of personal position, circumstances or affiliation.

The Code of Ethics and Conflict of Interest sections later in this document provide direction to members and the Board in addressing key ethical issues.

Board members are expected to be punctual and attend regularly for the full extent of Board meetings and be willing to contribute between meetings if required. They should come fully prepared for Board meetings.

#### **2. Strategic orientation**

Board members should be future oriented, and, their focus should be on strategic goals and policy implications. They need to understand and focus on issues that are central to the success of Yass Community Radio Assn. Inc

Operational detail should be carried out by Officers/Managers in a day-to-day fashion and any problems should be brought to the attention of the Board for decision.

#### **3. Integrity and accountability**

Board members must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on, and remain

collectively accountable for, all Board decisions even if these are unpopular or if individual members disagree with them. Members must be committed to speaking with one voice on all policy and directional matters.

#### **4. Financial literacy**

Because the Board must monitor financial performance, members should be financially literate. Ideally, they should be able to read and understand financial statements of the Association's performance.

#### **5 Participation**

Each Board member is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion. Each should strive to be at ease with fellow members participating in a constructive manner that acknowledges and respects the contribution of others at the table. Board members must be able to accept challenge from others without becoming defensive. In order to foster teamwork and engender trust members should be willing to reconsider or change their positions after hearing statements of others' reasoned viewpoints.

## **Governance Policies**

### **Code of Ethics**

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

#### **Board Members shall:**

1. Act honestly and in good faith and at all times in the best interests of Yass Community Radio Assn. Inc. as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that Yass Community Radio Assn. Inc. is operating efficiently, effectively, legally and ethically in the pursuit of its corporate goals and strategies.
5. Maintain sufficient knowledge of Yass Community Radio Assn. Inc.'s business and performance to make informed decisions.
6. Individual Board members shall not singularly agree to Yass Community Radio Assn. Inc. incurring obligations.
7. Attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
8. In matters pertaining to the Board, put the needs of Yass Community Radio Assn. Inc. before their own needs.

9. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Yass Community Radio Assn. Inc.'s business.
10. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
11. Act in accordance with their duties as a trustee of the Association, by complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
12. Abide by Board decisions once reached notwithstanding a members' right to pursue a review or reversal of a Board decision.
13. Not to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of Yass Community Radio Assn. Inc.
14. Ensure that all Members are treated on an equitable basis.

**The Board shall:**

1. Make every reasonable effort to ensure that Yass Community Radio Assn. Inc. does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
2. Meet its responsibility to ensure that all volunteers of Yass Community Radio Assn. Inc. are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
3. Carry out its meetings in such a manner as to ensure fair and full participation of all members

### **Strategic direction and planning**

**An essential element in the Board's leadership role is its responsibility to overview and where considered necessary to make changes to the strategic direction for Yass Community Radio Assn. Inc. Accompanying this is an ongoing responsibility to identify priorities, monitor progress against the strategic goals and objectives and view and approve annual business plans and the annual budget. Accordingly the board will annually:**

1. Establish and review Yass Community Radio Assn. Inc.'s purpose, vision, corporate strategies and priorities.
2. Review annual business plans to ensure alignment with the strategic direction, priorities and corporate strategies.

## Financial governance

**The Board has a core duty to ensure the financial integrity and viability of Yass Community Radio Assn. Inc. This entails oversight of all financial processes and systems, regular review of financial results and, annually, producing the Association's financial plan, budget and financial announcements to the AGM of the Association. Accordingly the board will:**

1. Develop, review and monitor the implementation of governance level financial policies of the Association.
2. Provide guidance on budget parameters and priorities and recommend the annual budget and financial plan including capital expenditure to the Association.
3. Consider expenditure outside budget parameters.
4. Review and approve the full year financial statements, reports and outcomes for presentation to the Association.

## Conflicts of Interest

**The Board places great importance on making clear any existing or potential conflicts of interest for members.**

*Conflicts of interest may occur:*

- *When a Board member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Yass Community Radio Assn. Inc.*
  - *When a member offers a professional service to Yass Community Radio Assn. Inc.*
  - *When a member stands to gain personally or professionally from any insider knowledge used for personal or professional advantage.*
1. All conflicts of interest must be declared by the member concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each board meeting for conflicts of interest to be declared.
  2. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
  3. Where a conflict of interest is identified, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the member concerned shall not vote on any resolution relating to that conflict or issue.
  4. The member concerned shall only remain in the room during any related discussion with the approval of the Board.
  5. The Board will determine what records and other documentation relating to the matter will be available to the member.
  6. All such occurrences will be minuted.
  7. Individual members, aware of a real or potential conflict of interest of another member, have a responsibility to bring this to the notice of the Board.

8. Where a member has an ongoing material conflict of interest, this member must consider resignation from the Board. However, resignation should not occur where this will result in serious detriment to the Board or to Yass Community Radio Assn. Inc.

## **Risk management**

**The Board will identify and evaluate the principal risks faced by Yass Community Radio Assn. Inc. and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital.**

**Accordingly the Board will:**

1. Ensure that the organisation is progressing towards its strategic goals and objectives as established by the Board.
2. Ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of the organisation's resources.
3. Ensure that the organisation is governed and managed in accordance with its constitution and policies.
4. Ensure that proper accounting records are kept.
5. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

## **Board Committees and Working Parties**

**The Board will establish committees and working parties to support it in its own work.**

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. A decision of a committee or working party exercising delegated authority is a decision of the Board and should be treated accordingly..
3. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.

## **Board Meetings**

**The majority of board business will be conducted in Board meetings. In order to ensure effective meetings the following principles apply:**

1. The Board will make the best possible use of its meetings by dealing only with matters that have significance.

2. The Chairperson/Secretary will establish the agenda for each Board meeting although each Board member is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting will be a topic(s) drawn from the work plan. All Board members have the opportunity to contribute to the agenda.
3. The Board will normally meet once every month; however, board meetings may be scheduled at other times or at other frequencies as determined by the Board.
4. Board members are expected to be active in providing input into Board decision-making and dialogue.
5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
  6. Board members are expected to arrive on time and remain in the meeting for its duration.
  7. Board members shall disclose any conflicts of interest at the earliest point in the meeting and, as determined, refrain from voting or participating in resolution of the issue under discussion.
  8. Others (e.g. association members) may participate in Board meetings at the President's discretion. Such attendees will respect the Boards' integrity and accountability and will thus accept any constraints imposed by the President on their participation and presence.
  9. The Board may not hold 'Board only' meetings, but it may have Board only 'sessions' at its discretion for sensitive matters only. Such 'sessions', will usually be scheduled prior to or at the commencement of the programmed meeting and business of the 'Board only session' must be confirmed at the open meeting.

### **Monitoring Operational Performance**

**The Board has a duty to oversee and monitor the performance of the operational organisation.**

1. The Officers/Managers will report to the Board on the performance of their sectors at a frequency and to a standard specified by the Board.
2. All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

### **New Board Member Induction**

**The Board will provide to all new members, a thorough induction into the affairs of both the Board and Yass Community Radio Assn. Inc. at large.**

1. All newly elected Board members will be provided with all relevant information.

## **Board and member professional development**

**The Board's value-adding role requires that the Board as a whole and all Board members have access to documentation relevant to the role and duties of Board membership.**

1. The Board will make every reasonable effort to keep members informed of relevant information, for the Board as a whole to maximise its value-adding contribution to the Association.
2. Board members will be encouraged to attend conferences relevant to their role as members or conferences related to other aspects of their membership of Yass Community Radio Assn .Inc. The Board will consider covering all or some of the costs associated with such attendance on a case by case basis.

## **The President's Role**

**The President provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the President represents the Board and the Association to outside parties. It is expected that the President will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound presidency. In the absence of the President at Board meetings, the Vice-president or another elected member shall preside.**

1. The President will chair Board meetings ensuring that:
  - a. Meeting discussion content is confined to matters as defined in this Charter.
  - b. All members are treated even-handedly and fairly.
  - c. All members are encouraged and enabled to make a contribution to the Board's deliberations.
2. The President has no authority to unilaterally change any aspect of Association policy.
3. The President will ensure that the Board develops, implements and reviews procedures and policies that result in Board effectiveness including:
  - a. Board member and office holder succession planning.
  - b. Board member professional development.
  - c. Board performance assessment.
- d. Serving as a mentor to individual members.
- e. Overseeing the stakeholder interface.
  - Nb. Some or all of these tasks may be delegated to a Board committee e.g. Governance Committee or Nominations Committee.
  - f. The President will ensure that Board meetings are properly planned and that the minutes accurately reflect the deliberations and decisions of the Board.

g. The President will ensure that all Board decisions are understood by members and accurately recorded.

h. The President may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

### **Public comment**

**The Association designates the President to speak on behalf of Yass Community Radio Assn. Inc. When individual Board members are approached by the media for comment the following guidelines apply.**

#### **Board members:**

1. Must refrain from disclosing any significant information, documents or other forms of data without prior consent from the Board or the President.
2. Refrain from performing any activities on behalf of the person or organisation approaching the member without prior consent from the Board or the President.
3. Must inform the Board or the President at the earliest convenience of the approach and the request for comment so that, if possible, a Board agreed position or appropriate action can be determined.

### **Indemnities and insurance**

**The organisation will provide Board members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as members, to the fullest extent permitted by the relevant legislation.**

### **Reimbursement of Board members' expenses**

**Yass Community Radio Assn. Inc. will consider reimbursement of all reasonable purchases made by Board members to facilitate the carrying out of their role.**

### **Authorisation**

This policy was adopted by the Board of Yass community Radio Association Incorporated, at its meeting held on 18<sup>th</sup> January 2010.

.....  
Secretary

.....  
President

Yass Community Radio Assn. Inc.

APPROVED