

## II. Corporate Governance Policy (Code 1.2)

### A. Purpose

- 1) The 1WAY FM Corporate Governance Policy is to clarify the content of the Memorandum of Association and/or Articles of Association by defining the underlying principles of governance approved by the organisation.
- 2) It influences how the objectives of a company are set and achieved, how risk is monitored and assessed, and how performance is optimised.

### B. Policy

- 1) To ensure 1WAY FM operates according to the guiding principles and within a framework of sound corporate governance, the station will be controlled and operated by an independent elected Board that represents its community of interest.
- 2) The Board will ensure we have in place written corporate governance policies and procedures that support:
  - a) management, including internal conflict and complaints
  - b) membership,
  - c) volunteering,
  - d) finances, and
  - e) programming to meet all legal requirements.
- 3) We will have training in place to ensure that everyone is aware of his or her legal obligations and is able to effectively participate in providing the service.

### C. 1WAY FM Board of Directors

- 1) The Board is elected from the financial membership base of the station.
- 2) Responsibilities and functions of the Board
  - a) The Board shall control and manage the affairs of 1WAY FM. The Board has the power to perform all such acts as appear to the directors to be necessary or desirable for the proper management of the affairs of the company.
  - b) The Board may exercise all the powers of the company to borrow money, raise credit and charge any property or business of the company or give any security for a debt, liability or obligation of the company.
  - c) The Board of directors meet once a month and may meet more often if there is an agreed need.
  - d) All Board members are committed to acting selflessly and making decisions and voting on governance decisions solely in the best interests of the organisation.
  - e) Board members should avoid becoming involved in day-to-day operational decisions.
  - f) Where individual Board members do become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).
- 3) Composition of the Board
  - a) The Board will be comprised with up to ten (10) directors who are elected at the Annual General Meeting. Three (3) directors are required for a quorum.

- 4) Remuneration of directors
  - a) Directors of 1WAY FM do not receive any remuneration pertaining to their position on the Board.
  - b) They can be reimbursed for purchases made on behalf of the station.
- 5) 1WAY FM Committees
  - a) The Board can establish committees as is deemed to be necessary.
- 6) Company Secretary
  - a) The company secretary shall securely hold the Common Seal and ensures compliance with ASIC requirements;
- 7) The responsibilities of the Board that cannot be delegated to any other person or body include:
  - a) Compliance monitoring – ensuring compliance with the objects, purposes and values of the organisation, and with its Memorandum of Association and/or Articles of Association;
  - b) Organisational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them;
  - c) Strategic planning – reviewing and approving strategic direction and initiatives;
  - d) Regulatory monitoring – ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements;
  - e) Financial monitoring – reviewing the organisation’s budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organisation;
  - f) Financial reporting – considering and approving annual financial statements and required reports to government;
  - g) Organisational structure – setting and maintaining a framework of delegation and internal control;
  - h) Leadership selection – selecting, evaluating the performance of, rewarding and, if necessary, dismissing the organisation’s General Manager (GM);
  - i) Succession and remuneration planning – planning for Board, GM and Management Team;
  - j) Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the organisation;
    - i) agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise;
  - k) Dispute management – dealing with and managing conflicts that may arise within the organisation, including conflicts arising between Board members, staff, the GM, members, volunteers, or service users.
  - l) Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable; and
  - m) Board performance and composition – evaluating and improving the performance of the Board

Approved by the Board of Canberra Christian Radio Ltd at its meeting on 19 August 2019