

**Mid North Coast
Christian Broadcasters Inc.**

BOARD GOVERNANCE HANDBOOK

Prepared August 2017

This Handbook remains the property of Mid North Coast Christian Broadcasters Inc Contents

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Part A

The Board

This Handbook

In order to guide its own operations and to provide clarity for the governance of the Organisation, the Board has adopted the policies and procedures in this Handbook.

This Handbook therefore has the force of Board policy. It is a living document, which the Board may amend when appropriate.

Where any conflict inadvertently arises between this document and the Constitution, the Constitution prevails.

The Board's Role: General

The Board's primary task is to seek Godly wisdom and to act on behalf of those served by the Organisation, in accordance with the objects of the Organisation as expressed in the vision statement and mission goals, and relevant legislation. The Board's duties are to include the following:

- 1 Clearly articulate the vision and mission of the Organisation.
1. Establish policies aimed at achieving the vision and mission.
2. Appoint a General Manager (GM) who is equipped to provide leadership in achieving the Organisation's vision and mission.
3. Govern by policy determination, establishing executive policies and boundaries for execution by the GM.
4. Ensure that in achieving the vision and mission the GM is provided resources which are adequate and appropriate.
5. Ensure the accountability of the GM, and itself (the Board).

Functions and duties of the Board

In order to fulfil its roles the Board will:

1. Seek Godly wisdom for the Organisation and its mission in the community.
2. Maintain an active interest in matters impacting on Christian Community radio broadcasting, especially as they affect the ability of the Organisation to fulfil its objects, vision and goals.
3. Bring relevant knowledge and prayerful consideration to all matters.
4. Act at all times in accordance with Australian law, and the Constitution of the Organisation.
5. Ensure the requirements of the Organisation in accordance with The Broadcasting Services Act 1992 and the Community Broadcasting Codes of Practice.
6. Enable the GM to be the operational executive of the Organisation, being regarded (for the purposes of corporate governance) as the only employee of the Board.
7. Establish policies, which govern the relationship between itself, as the Board, and the GM (this Handbook).
8. Ensure the work of the Organisation is adequately resourced and, through the GM, that these resources are managed effectively.
9. Establish policies and boundaries for the financial operations of the Organisation.

10. Approve and monitor the budget prepared by the GM in accordance with these policies.
11. Approve and monitor marketing and fundraising plans prepared by the GM to raise funds through subscriptions, donations and sponsorships in accordance with these policies.
12. Establish Board Committees to ensure effective planning and assist in providing advice to the Board and GM as required.
13. Receive reports from the GM about Organisation operations and the affairs of the Organisation.
14. Ensure accountability of the GM and, through the GM, other staff.
15. Ensure the highest standards of ethical behaviour and corporate accountability.
16. Demonstrate leadership in the community of the Organisation and the wider community.
17. Promote and support the work of the Organisation among Organisation members, financial supporters, listeners and the wider community of interest.
18. Act as a sounding board for matters, normally for management decision, on which the GM seeks the advice and wisdom of Board members.
19. All other matters for which the Board is responsible under the Constitution.

Board Meetings

Conduct of meetings, roles of Directors

1. The Directors commit themselves to seek Godly guidance and wisdom in ensuring the Organisation remains true to its calling in furthering Christian Community radio broadcasting.
2. The Board makeup composition is established by the Constitution and the Board is subject to its provisions.
3. Directors (Board members) will act in accordance with Australian corporate law.
4. Directors will ensure the highest standards of ethical behaviour and corporate accountability.
5. Directors will ensure they act at all times in the best interests of the legal and moral ownership of the Organisation (i.e. the membership of the Organisation and the community it serves).

Conflict of Interest

6. The overriding responsibility of Board members is to put the interests of the Organisation above all other interests. This is a legal requirement of being a Organisation Director. Directors will exercise this responsibility by putting aside, in Board deliberations and decisions, any other interest they may hold whether it is as a member of another organisation or as an individual.
7. Where Board members are members of a group served by the Organisation they will not act in a way to advance their *individual* interest. It is however the Board's responsibility to act in a way which serves the Organisation community, consisting primarily of the members, listeners and wider Christian community. If the interests of an individual are advanced only as part of a general group then no personal conflict exists, provided the Board member satisfies themselves before God their decision was made to serve the interest of others.
8. If a Board member has an indirect material interest in a matter they should declare the interest and this will be recorded in the minutes of the meeting. The Board may then decide, by vote, whether the member should take part in the discussions or vote on the matter.
9. This principle (above) does not apply when the Board member is affected as part of a general class of persons, as in Board members that are members of a particular church that provides financial sponsorship to the Organisation. Where Board members have a material financial

interest in a matter they will declare their interest and not debate or vote on the matter in question.

Serving together as community

10. The Board is a Christian community serving and worshipping together. Such a group is like the body of Christ. Each member brings gifts, perspectives, intellect, wisdom and experience.
11. Belonging to the body means recognising, in full parity and equity of relationship, the gifts and contributions of others. Wherever possible the Board will try to reach a consensus agreement rather than working on the basis of a simple majority vote.
12. The Board acts, at all times, as a corporate body. Unless otherwise delegated by the Board, no Director has individual authority outside Board meetings.
13. Board decisions are binding on Board members, who have a responsibility to act in accordance with them. Debate about decisions is internal not external; and Board discussions are confidential.
14. The Board externally has an expressed single mind, that being the decision reached at Board meetings. Directors will of course canvass the opinions of a wide variety of stakeholders on matters before the Board. However, they are not at liberty to reveal internal Board discussions with others (other than when required by law) and once a decision on a matter is made, Directors are bound to uphold it in their actions and in any discussions with others.
15. Remaining a Board member means agreeing to adhere to these principles. Board members seek to remain in fellowship with each other and to act as a body. Should any Director feel in conscience they cannot agree with the direction of the Board, abide by these provisions and remain in fellowship with other Directors, their best option is to resign.

Agenda

1. The Board Chair and the GM will determine the agenda for Board meetings and ensure it is communicated to Directors. The agenda will be sent to Board members at least 2 days prior to the scheduled Board meeting.
2. Any business individual Board members wish to be included should be submitted to the Chair at least 3 days prior to the meeting.
3. Reports will be circulated at least 2 days prior to each meeting.

Board accountability

The Board will:

1. Be accountable for the effective achievement of its goals to:
 - the members of the Organisation,
 - the listeners of Rhema 99.9,
 - the community of interest,
 - the staff, and
 - the appropriate authorities under law.
2. Ensure that the following principles of Board responsibility apply:
 - That each member is bound by the decisions of the whole,
 - That no one member can speak on behalf of the Board unless authorised to do so,
 - That the Chairman is the presiding officer at Board meetings, but has no role for unilateral decision-making outside of meetings, unless otherwise authorised by the Board,

- That members will respect the confidences of the Board.
3. Ensure a regular review of Board policies, and initiate this procedure itself, not leaving this responsibility to staff.
 4. Monitor and discuss annually its own procedures and performance, and ensure ongoing training and development for Board members. This includes induction of new Board members, which is a Board (not staff) responsibility.
 5. Relate appropriately to the GM.

Office bearers

Chairman

1. Presides over meetings.
2. Is responsible and accountable to other Board members for leading Board meetings in such a way as to maintain the fellowship and responsibilities of the Board.
3. Ensures good order at Board meetings, that the agenda outcomes are achieved in a timely fashion, that Board members are all able to contribute and that no one member dominates unfairly or inappropriately.
4. Provides leadership for, and on behalf of, the Board in accordance with Board decisions.
5. Is responsible for ensuring, through the Organisation Secretary, the correct organisation of Board affairs including minutes, annual reports and other statutory reporting requirements.
6. Responsible for Board meeting agenda, in consultation with the GM.
7. Outside meetings the Chairman has no individual authority other than that delegated by the Board.
8. In the absence of the Chairman the Deputy Chairman assumes the Chairman's responsibilities.

Board Secretary

1. Maintains all Organisation records including Constitution, association register, minutes of meetings, annual reports and other statutory documents.
2. After consultation with the Chair and GM, distributes notices of meetings.
3. Is responsible for correspondence and lodgement of corporate governance documents with ASIC.
4. Other duties under the law.
5. Where agreed to by the Board, the Organisation secretary may delegate some of these responsibilities to other board members.

Board Treasurer

1. Provides advice to the Board on the financial performance of the Organisation.
2. Presents financial reports to the Board.
3. Assists the GM in their role of preparing a budget for Board approval.

Board Committees: general

1. Board Committees are established to provide advice to the Board on matters of Board decision. They enable persons with relevant expertise or insights to bring their knowledge and perspectives to bear on those matters on which the Board seeks advice. Staff members, Organisation members, and community members may serve on Board Committees.
2. Board Committees are always chaired by a member of the Board.
3. Membership of Committees is approved by the Board.
4. Committees act only within the scope of the reference given to them by the Board.
5. Committees may be permanent or standing committees, or ad hoc committees. Standing Committees have an ongoing role in assisting the Board carry out a specific function. Ad hoc committees may be formed for a specific task and exist only while it continues.
6. Committees make recommendation to the Board; they do not make decisions, unless the Board specifically delegates, to the Director chairing the Committee (on their own or with other Directors), the authority to make such decision.
7. The GM shall be an ex officio member of all Committees, except in cases where the Committee is formed for the purpose of reviewing the performance or remuneration of the GM.

Part B

Relationships

Board/Membership Relationship

1. For the purposes of governance, the Board is the representative group elected by the membership in accordance with the Organisation Constitution to govern the organisation and operations of Mid North Coast Christian Broadcasters Inc.
2. The authority of the Board comes from the members of the Organisation, who as moral owners delegate full governance authority to the Board.
3. The Board shall remain accountable for the delegation and use of authority provided to it by the membership, and report at least annually to the Organisation annual general meeting on the use of that authority as it pertains to the governance processes and performance of the Organisation.
4. The Board will ensure that there are multiple and varied ways for interested listeners and supporters of the Organisation to be involved in the license and to become financial members of the Organisation.

Board/GM Relationship

1. For the purposes of governance, the GM is effectively the only employee of the Board. The Board will select, appoint, terminate and hold accountable the GM.
2. The GM is GM of the Organisation, and authority of the Board is thus delegated to the GM for operational matters including employment of all staff, unless otherwise provided for in the "Executive Policies and Boundaries" section (Part D).
3. The GM attends and participates fully in all meetings of the Board, unless the matter for discussion is to review the GM's performance and remuneration.
4. The Board will establish the vision and goals for the Organisation and delegates to the GM responsibility for carrying these out, within the limits set by the policies and boundaries policies.
5. The Board relates to the GM as a body. Individual members cannot direct the GM unless acting under delegated authority by the Board.
6. The Board will regularly receive reports from the GM about the operations of the Organisation. The reports will be the process by which the GM accounts to the Board for progress in progressing the vision and achieving the goals, in accordance with the executive policies and boundaries, as set out in this handbook.
7. Board members can maintain a regular dialogue and fellowship with the GM, respecting his/her workload and day-to-day responsibilities. The GM reserves the right to refer matters raised by Board members to the full Board.
8. Concerns about the operation of the Organisation or actions of the GM may be raised with the Board Chair.
9. Unresolved issues, or those requiring determination, must be brought to a meeting of the Board. Again, individual Board members cannot direct the GM unless they are acting under delegated authority.
10. Regularly, in accordance with the appointment letter of the GM, the Board will conduct a review of the GM's performance against agreed outcomes, including progress towards achieving the objectives contained in this handbook. Personal professional goals may also be

established for the coming year and reviewed annually. The Board may delegate to a Committee the task of reviewing the GM and reporting to the full Board, with recommendations for action as necessary. This function may include the review of the GM's remuneration.

Other staff

1. The Board relates to staff through the GM.
2. Board members cannot direct staff other than the GM and then only as a Board.
3. Any concerns about staffing matters should be raised with the GM at a Board meeting.
4. The GM selects, appoints, terminates and holds accountable all staff.
5. Treatment and staff relationships will be clearly detailed in the Policies and Procedures Handbook, which is available to all staff upon employment.

Treatment of Beneficiaries

Beneficiaries include listeners, sponsors and other stakeholders from our community of interest *who may receive benefit* from the Organisation.

With respect to interactions with beneficiaries or those applying to become beneficiaries, the GM will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the GM will not:

- Use methods of using, collecting, reviewing, transmitting or storing Information that fail to meet the requirements of the National Privacy Principles contained in the Commonwealth Privacy Act.
- Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural.
- Fail to establish with beneficiaries a clear understanding of what may be expected and what may not be expected from the service offered.
- Fail to inform beneficiaries of this policy, or to provide a reasonable grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.
- Fail to ensure that at least one on-air announcement will be broadcast each week containing information about the Community Broadcasting Codes of Practice and where listeners can get a copy.

PART C

Vision and Goals

Mission

Every home hearing the life changing message of Jesus Christ.

Vision

To influence our community towards knowing Jesus Christ.

Articles of Faith

1. That the Holy Scriptures, as given by God are divinely inspired, infallible (entirely trustworthy) and the supreme authority in all matters of faith and practice.
2. In one God, eternally existent in three persons: Father, Son and Holy Spirit.
3. In our Lord Jesus Christ, God manifest in the flesh, His virgin birth, His sinless life and His atoning death.
4. In the bodily resurrection of Jesus Christ from the dead, in His personal return and the judgement of the world by Him.
5. That all have sinned and are justly exposed to the judgement of God.
6. That the redemption from the guilt penalty and power of sin is possible only through the death and shed blood and resurrection of Jesus Christ.
7. In the necessity of the work of the Holy Spirit to make the death of Jesus Christ effective to the individual sinner, granting him repentance towards God and faith in our Lord Jesus Christ, enabling the believer to live a holy life and to witness and work for Him.
8. In the resurrection of the body, the eternal blessedness of the righteous and the eternal punishment of the wicked.
9. That every believer is baptised into the body of Christ by the Holy Spirit and thus being members of one another are responsible for keeping the unity of the Spirit in the bond of peace, loving one another with a pure heart.

Values

We will honour God in all we do.

Integrity

We do what we say we will.

Community Impact

To motivate our stakeholders to promote and demonstrate our mission to make a real difference in our community.

Excellence

To be the best, give our best and do our best.

Relationships

We value relationships with Jesus and people in our community.

Faithfulness

Trusting God in all our activity and endeavours.

Consistency

We will present a consistent style and message in all we do.

Passion

To wholeheartedly share the life changing message of Jesus.

Unity

We work cohesively with all our stakeholders to achieve our vision and mission.

Mission and Objects

To pursue our vision by seeking to achieve the objects of the Association as outlined in Part 1B of the Constitution.

PART D

Executive Policies and Boundaries

The General Manager

The GM is the operational leader of the Organisation and is empowered to make those decisions necessary to further its vision and goals.

Employment

1. The GM selects, appoints, directs and holds accountable all staff of the Organisation.
2. The GM will not appoint staff unless they:
 - 2.1. profess and demonstrate in their lives an active commitment to the Christian faith, in accordance with the employment policies of the Organisation and the Constitution of the Organisation,
 - 2.2. Agree with our statement of faith,
 - 2.3. Are committed to our mission and objectives,
 - 2.4. Seek to honour God in all aspects of their employment,
 - 2.5. Support a team based environment in which professional excellence is valued.
3. The GM will ensure that in dealings with staff, the Organisation will not:
 - 3.1. Be unfair or unclear,
 - 3.2. Reward staff significantly outside of the remuneration range of comparable media organisations.

Programming

1. The GM is to ensure that all broadcast material shall support the objects, statement of faith and mission statement of the station. In particular programming should:
 - 1.1. comply with the law,
 - 1.2. not be in conflict with the Board's reasonable interpretation of the Community Broadcasting Codes of Practice,
 - 1.3. not detract from the Christian faith and its values,
 - 1.4. avoid partisan political bias or influence.
2. All broadcast material shall be of the highest standard. In particular:
 - 2.1. quality in presentation and production shall be at least comparable with other broadcasters in the market,
 - 2.2. within the constraints of budget, broadcasting hardware shall be of at least a comparable standard to that of other broadcasters in the market.
3. The GM will ensure that all staff and volunteers are aware of and follow the policies and legal responsibilities of the station.
4. The GM will select train, develop and mentor staff and volunteers to be of a high professional quality.

5. At the end of each quarter the GM will report to the Board on broadcast operations and the results for the quarter just ended and set out the objectives for the next quarter.
6. The GM will ensure that the programming serves the needs of the community of interest.
7. Together with the GM, the Board may from time to time determine particular demographic target groups, and programmes will be implemented to attract and retain audience in these categories.
8. Music broadcast shall not conflict with the Christian values of the Station and shall help in promoting those values.
9. The GM will ensure that strategies are in place to encourage the playing of Australian music and provide opportunities for Australian performers to have their work broadcast.
10. Talk programming and spoken word content shall not conflict with the Christian values of the Station and should promote values consistent with Christian beliefs.

Sponsorship

1. The GM will ensure that:
 - 1.1. sponsorship will not be a factor in determining access to broadcasting time,
 - 1.2. editorial decisions affecting the content and style of individual programs are not influenced by program or station sponsors, and
 - 1.3. editorial decisions affecting the content and style of overall station programming are not influenced by program or station sponsors.
2. Sponsorship announcements will not exceed five (5) minutes in any one hour.
3. All sponsorship announcements will include acknowledgement of the financial support of the sponsor for the station.
4. All sponsorship arrangements shall be recorded on a standard contract and approved by the Sponsorship Manager or GM.
5. Sponsorship will not be accepted from companies that promote exploitation of any kind, including: tobacco, gambling, alcohol, or sex industry.
6. Sponsorship will not be accepted from individuals or groups whose policies or practices are inconsistent with the Statement of Faith, Mission, Vision and Core Values of the Organisation.
7. Sponsorship announcements will be produced and presented in a style and form consistent with the overall sound of the station.
8. The station reserves the right to reject or refuse any sponsorship announcements, whether produced by the client or a third party.
9. Individual presenters and members are not entitled to seek sponsorship on behalf of the Organisation unless requested and authorised to do so by the GM.
10. Under no circumstances shall staff or volunteers accept gifts, products or services or payments in return for promotion of a product, service or business on air.

Financial Management

1. The GM shall present to the Board a budget for Organisation operations annually.
2. The budget will be consistent with any guidelines established by the Board for the financial management of the Organisation as follows:
 - The GM will not allow the Organisation to be in a position where it is unable to pay its debts as and when they fall due.
 - The GM will not cause the Organisation to be in operating or cash deficit without board approval.

- The GM will not operate the Organisation outside the financial benchmarks established by the Board.
3. The GM will develop the budget with assistance from the Treasurer.
 4. The GM will report at least quarterly on financial performance with respect to the budget.
 5. The GM will ensure that no alterations to the budget occur without prior Board approval.
 6. The GM is the executor of Board decisions and is empowered to approve and oversee expenditures within the budget established by the Board.
 7. The GM will not allow the Board to be uninformed about departures or likely departures from budget parameters.
 8. Where the Board has allocated resources for a specific purpose or project, recurrent or capital, the GM will not reallocate those resources for another purpose without Board approval.
 9. The GM will not approve major capital works which do not conform with the Board's planning for Organisation development unless authorised to do so by the Board.
 10. Works requiring additional resources as a variation to the budget will come back to the Board for discussion and approval.
 11. The GM will not allow the Organisation to be in breach of any accountability requirements to the ACMA, ASIC, ATO or other relevant regulators for the use of public funds.

Critical Issues

1. The GM is not to allow the Board to be uninformed about critical issues which may impact on the good standing of Mid North Coast Christian Broadcasters Inc. or any of its subsidiaries.
2. The GM will inform the Board about pending or threatened legal action, adverse media comment, industrial disputes, and unresolved disputes between staff and sponsors.

Strategic Plan

1. The GM will have in place a strategic plan to give expression to the vision and goals of the Board.
2. The plan will not extend the resources beyond those available in the budget from year to year.
3. The plan will be tabled at a Board meeting for discussion and input by Board members, although while it stays within the general vision and goals of the Board, the detailed educational operation of the Organisation is delegated to the GM.

Asset Protection

The GM shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the GM may not:

1. fail to hold a reasonable level of insurance against theft and casualty losses and against liability losses to Board members, staff and the Organisation itself in an amount greater than the average for comparable organisations;
2. allow staff unsecured and unauthorised access to material amounts of funds;
3. subject plant and equipment to improper wear and tear or insufficient maintenance;
4. unnecessarily expose the Organisation, its Board, or staff to claims of liability;
5. make any purchase wherein normally prudent protection has not been given against conflict of interest;
6. fail to protect intellectual property, information, and files from loss or significant damage;

7. receive, process, or disburse funds under controls that are insufficient to meet the Board's set standards;
8. invest or hold operating capital in insecure instruments, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions;
9. endanger the Organisation's public image or credibility, particularly in ways that would hinder its accomplishment of vision and mission.

Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the GM will not cause or allow jeopardy to fiscal integrity or public image of the Organisation.

Accordingly, the GM may not:

1. change his or her own compensation or benefits;
2. promise or imply permanent or guaranteed employment;
3. establish current compensation and benefits that deviate materially from relevant statutory awards where applicable;
4. employ itinerant or special purpose staff on an ongoing basis beyond the revenue funding relating to that position;
5. establish or change superannuation or leave benefits so as to cause unpredictable or inequitable situations, including those that incur unfunded liabilities.

Management Operational Policies

With respect to day-to-day policies and procedures managing the operations of the Organisation, the GM will not cause or allow jeopardy to the Organisation and will ensure that management policies and procedures do not conflict with Board policy.

Accordingly, the GM must ensure:

1. That all Management operational policies and procedures are collected and presented in one "Management Operational Policies and Procedures Handbook".
2. That all Management operational policies are reviewed regularly (and no less than once every three years) and presented to the Board for review and prior approval where adopted or changed.

Note:

We are grateful for the support of Hope 103.2 and GM of Rhema FM Central Coast in developing our Board Governance Handbook.