

# Corporate Governance (Code 1.2)



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FM 92.1 Armidale Uralla Walcha Guyra

## CODE 1.2: POLICY ON CORPORATE GOVERNANCE

**As required by Community Radio Broadcasting CODE 1.  
Outlines our responsibilities in broadcasting to meet  
our community interest and ensures that we operate according  
to the guiding principles and within a framework of sound corporate  
governance.**

| Approved by                  | Date approved | Review date  |
|------------------------------|---------------|--------------|
| 2ARM FM Management Committee | 10 July 2021  | 19 June 2023 |

### PURPOSE

Corporate governance refers to the processes, activities and relationships that ensure an organisation is effectively and properly run. For Armidale Community Radio Inc. (2ARMFM), good corporate governance means having processes in place, undertaking activities, and maintaining relationships that ensure that Armidale Community Radio, its Management Committee, volunteers, and members work together and use the resources of the station implement its Mission Statement which is outlined below:

### INTRODUCTION

#### **Mission Statement – Armidale Community Radio Inc.**

Armidale Community Radio Inc (2ARMFM - 92.1) will:

1. Provide a variety of high-quality radio programs and news items which educate, inform, and entertain listeners about issues of interest and concern to them in our region.
2. Promote local cultural and community events and bring news of the achievements of the many volunteers and not for profit organisations who contribute to improvements to the community in the broadcast area.

3. Provide media training to members of the community to increase their participation in the stations programs and promote an understanding of the regulatory framework which governs the operations of a community radio station.
4. Promote innovation in the use of the radio and related media within the community radio station to reflect the uniqueness of the community to which we broadcast.
5. Establish and promote processes of communication with members, volunteer station staff and the wider community so that a greater understanding of, the involvement in and support for the role of Community Radio is developed within the Armidale and New England community.

The following Corporate Governance Statement provides more detail about Armidale Community Radio Inc approach to corporate governance.

| <b>Principles of Governance by the Management Committee at Armidale Community Radio</b>   | <b>What we do at Armidale Community Radio</b>   |
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| <p>1. Purpose and strategy</p> <p>Armidale Community Radio has a clear purpose and strategy which aligns its activities to its purpose</p>  | <p>1.1 Armidale Community Radio’s purpose is clear and is recorded in its governing documents and understood by the Management Committee.</p> <p>1.2 The Management Committee approves a strategy to carry out the organisation’s purpose through its annual Strategic Management Plan drawn from the station’s associated 5 Year Plan.</p> <p>1.3 Decisions by the Management Committee at its regular meetings further Armidale Community Radio’s purpose and strategy.</p> <p>1.4 The Management Committee regularly devotes time to consider strategy and outcomes.</p> <p>1.5 The Management Committee annually reviews the purpose and strategy and reports to the membership at its Annual General Meeting.</p>  |
| <p>2. Roles and responsibilities</p> <p>There is clarity about the roles, responsibilities, and relationships of the Management Committee with the volunteers, memberships, and our community</p> | <p>2.1 Roles are clear and understood by the committee members, management, and station members.</p> <p>2.2 Management Committee members understand and meet their duties under the law and the guiding principles of our constitution, and the regulatory framework provided by ACMA, NSW Department of Fair Trading, The Charities Commission and APRA.</p> <p>2.3 Management Committee members should be prepared to carry out the responsibilities and requirements relevant to their position judiciously and with commitment.</p> <p>2.4 Delegations of the Management Committee’s authority to station manager(s) are recorded and reviewed with reports by management to monthly meetings of the Management Committee.</p> <p>2.5 The Management Committee sets the guiding principles and strategy for the station manager(s) to follow in order to achieve improved outcomes for Armidale Community Radio.</p> <p>2.6 Station manager(s) collaborate with the Management Committee to evaluate progress with planning and procedures to ensure successful performance with station operations, procedures and governance.</p> |

| <b>Principles of Governance by the Management Committee at Armidale Community Radio</b>  | <b>What we do at Armidale Community Radio</b>   |
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| <p data-bbox="134 344 536 427">3. Management Committee composition</p> <p data-bbox="124 472 531 636">The Management Committee’s structure and composition enable it to fulfil its role effectively</p>  | <p data-bbox="587 344 1358 544">3.1 The Management Committee is determined by the guidelines set out in the Armidale Community Radio’s constitution and is elected annually at the Annual General Meeting of Armidale Community Radio.</p> <p data-bbox="587 555 1358 712">3.2 The committee should reflect the gender balance of the membership and encourages participation of a range of cultural and indigenous groups within our community.</p> <p data-bbox="587 723 1358 842">3.3 The Management Committee reflects a mix of personal strength and attributes which enable it to fulfil its role effectively.</p> <p data-bbox="587 853 1358 1093">3.4 The Management Committee undertakes succession planning to address current and future skills needs in alignment with the purpose and strategy for both committee members, station management and the composition of station sub-committees.</p>   |
| <p data-bbox="134 1144 536 1227">4. Board effectiveness and stakeholder engagement</p> <p data-bbox="124 1272 531 1480">The Management Committee is run effectively, and its performance is accountable to its membership and community stakeholders</p> | <p data-bbox="587 1144 1358 1263">4.1 Management Committee meetings are chaired effectively and provide opportunity for all committee members to contribute.</p> <p data-bbox="587 1274 1358 1393">4.2 Management Committee members seek and are provided with the information they need to fulfil their responsibilities.</p> <p data-bbox="587 1404 1358 1561">4.3 Management Committee members are appropriately inducted and undertake to educate themselves on their ongoing education to fulfil their responsibilities associated with their role.</p> <p data-bbox="587 1572 1358 1816">4.4 The relationship between the Management Committee and management personnel is transparent, consultative, and inclusive and respects the right of the Management Committee to direct Station Managers on issues of station governance.</p> <p data-bbox="587 1827 1358 1982">4.5 Regular reporting of Management Committee records and minutes is required, and members and the community are encouraged to provide feedback to the station’s Management Committee.</p> |

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| <p>5. Risk Management</p> <p>Management Committee decision making is informed by an understanding of risk factors and how they are managed</p>  | <p>5.1 The Management Committee oversees a risk management framework that aligns to the station’s purpose and strategy</p> <p>5.2 Management Committee members seek and are provided with information about risk and how it is managed.</p> <p>5.3 The Management Committee periodically reviews the risk management framework and is informed by the documentation from ACMA, CBAA, and Charities Commission and other regulatory organisations. E.G. CBAA’s Codes of Conduct.</p>  |
| <p>6. Performance</p> <p>Armidale Community Radio’s uses its resources appropriately and evaluates its performance</p>  | <p>6.1 The Management Committee oversees appropriate use of the Armidale Community Radio’s physical and technical resources.</p> <p>6.2 The Management Committee approves an annual budget for the station and ensures the ongoing financial viability of Armidale Community Radio.</p> <p>6.3 The Management Committee receives and considers measures which evaluate the planning performance strategies of Armidale Community Radio.</p> <p>6.4 The Management Committee oversees the program and performance of its station manager(s) and its sub-committees.</p> <p>6.5 The Management Committee ensures that working arrangements and for station employees and volunteers, which are the majority of our workforce, are satisfactory and meet appropriate standards.</p> |
| <p>7. Accountability and Transparency</p> <p>The Management Committee demonstrates accountability by providing information to stakeholders about Armidale Community Radio and its performance</p> | <p>7.1 Armidale Community Radio’s governing documents and policies relevant to its governance are available to stakeholders.</p> <p>7.2 The Management Committee oversees appropriate reporting to stakeholders about Armidale Community Radio’s performance and financial position through newsletters, regular and general meetings for members as required and the Annual General Meeting.</p> <p>7.3 Transactions between related parties, if any, are disclosed to stakeholders.</p>  |

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|  | <p>7.4 Committee Officer Holders and Manager’s honoraria and other benefits, if any, are disclosed to members.</p> <p>7.5 Members are able to ask questions about the management of Armidale Community Radio and to expect the Committee to be accountable.</p> <p>7.6 The Management Committee understands who Armidale Community Radio’s stakeholders are, their needs and their expectations.</p> <p>7.7 The Management Committee oversees a framework of inclusivity where Armidale Community Radio works with and involves vulnerable and susceptible community members.</p> <p>7.8 There is a process for gathering and responding to complaints and feedback from stakeholders.</p> <p>7.9 The Management Committee oversees a framework for how the organisation works with and protects vulnerable people.</p> |
| <p><b>8. Conduct and compliance</b><br/>The expectations of behaviour for the people involved in Armidale Community Radio are clear and understood</p> | <p>8.1 The Management Committee articulates its expectations of conduct, and the consequences for misconduct, for the Volunteers, members, employees, and community members involved with Armidale Community Radio.</p> <p>8.2 The Management Committee oversees compliance with relevant laws, regulations, and internal policies.</p> <p>8.3 Conflicts of interest are identified, disclosed, and managed by the Management Committee and are monitored by the managers and individual committee members.</p> <p>8.4 A process exists for investigating misconduct and issues can be brought to the attention of the Management Committee for action in line with the appropriate policy procedures.</p>  |

| <b>Principles of Governance<br/>by the Management<br/>Committee at Armidale<br/>Community Radio</b>  | <b>What we do at Armidale Community Radio</b>  |
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| <p data-bbox="129 344 288 383">9. Culture</p> <p data-bbox="124 434 544 636">The Management Committee models and works to instil a culture that supports the Armidale Community Radio's purpose and strategy</p> | <p data-bbox="587 344 1342 461">9.1 The Management Committee defines and models a desired culture that aligns to the purpose and strategy of Armidale Community Radio.</p> <p data-bbox="587 472 1342 544">9.2 The Management Committee oversees a strategy to develop and maintain the desired culture.</p> <p data-bbox="587 555 1193 672">9.3 The Management Committee oversees mechanisms to monitor and evaluate organisational culture.</p> <p data-bbox="587 683 1342 799">9.4 Armidale Community Radio's values are clear and are periodically reviewed and communicated to all stakeholders.</p> <p data-bbox="587 810 1222 927">9.5 The Management Committee oversees a framework for the acknowledgement and recognition of volunteers and employees.</p> |