



CORPORATE GOVERNANCE

POLICY

2026/2027



1. INTRODUCTION

In accordance with applicable broadcasting regulations administered by the Australian Communications and Media Authority (ACMA), this policy outlines the corporate governance framework, principles, and procedures supporting the management, financial, technical, and legal obligations of PHAZE Broadcasters.

This policy ensures that the station operates in a transparent, accountable, ethical, and commercially sustainable manner while complying with all relevant legislation, licence conditions, and regulatory requirements applicable to narrowcast broadcasting services.

2. PURPOSE

The purpose of this policy is to:

- Define and implement governance principles consistent with the organisation's Constitution and/or corporate structure
- Clarify the roles, responsibilities, and authority of the Board of Directors, management, and any committees
- Establish how governance is structured, implemented, monitored, and reviewed
- Support the delivery of strategic, commercial, and audience-targeted broadcasting objectives
- Ensure compliance with all ACMA licence conditions and applicable laws

3. GOVERNANCE PRINCIPLES

PHAZE Broadcasters is committed to high standards of corporate governance based on:

- Accountability and transparency
- Ethical and responsible decision-making
- Compliance with legal and regulatory obligations
- Strategic leadership and commercial sustainability
- Audience-focused service delivery
- Clear separation between governance and operational management

4. BOARD OF DIRECTORS

4.1 Role and Responsibilities

The Board of Directors is collectively responsible for ensuring that PHAZE Broadcasters:

- Achieves its strategic, operational, and commercial objectives
- Operates in accordance with its Constitution and corporate obligations
- Remains financially viable and sustainable
- Complies with all legal, regulatory, and licence requirements

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The Board's responsibilities include:

- **Governance oversight** – approving policies, plans, and budgets
 - **Strategic direction** – setting and reviewing long-term strategy
 - **Regulatory compliance** – ensuring adherence to ACMA licence conditions and broadcasting laws
 - **Financial oversight** – monitoring budgets, revenue streams, and solvency
 - **Risk management** – identifying and mitigating operational and commercial risks
 - **Leadership oversight** – appointing and evaluating executive management
 - **Performance monitoring** – reviewing organisational performance
 - **Stakeholder accountability** – ensuring obligations to advertisers, clients, and audiences are met
- These responsibilities cannot be delegated.

4.2 Board Composition

The Board should comprise individuals with a diverse mix of skills, including:

- Broadcasting and media expertise
- Finance and accounting
- Legal and regulatory compliance
- Commercial strategy and marketing
- Technical and IT systems
- Risk management

Board positions may include:

- President
- Vice President
- Treasurer / Finance Director
- Company Secretary
- Technical Director
- Managing Director / Station Manager
- Non-Executive Directors

A majority of directors should, where possible, be independent.

4.3 Key Roles

Chairperson

- Provides leadership to the Board
- Ensures effective governance and decision-making
- Acts as the primary representative of the organisation
- Oversees Board performance and compliance
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Deputy Chairperson

- Supports the Chairperson
- Acts in their absence
- Assists with governance continuity

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Treasurer / Finance Director

- Oversees financial governance
- Monitors financial performance and reporting
- Ensures compliance with financial obligations

Company Secretary

- Maintains corporate records and compliance
- Ensures proper conduct of meetings
- Manages statutory obligations

Technical Director

- Advises on transmission, broadcast systems, and compliance
- Ensures technical alignment with ACMA requirements
- Oversees infrastructure planning and risk

Station Manager / Managing Director

- Leads day-to-day operations
- Implements Board strategy
- Manages staff, contractors, and content delivery
- Reports on performance, compliance, and risks

4.4 Separation of Governance and Management

Clear separation must be maintained:

Board Responsibilities:

- Strategy and oversight
- Compliance and governance
- Financial sustainability

Management Responsibilities:

- Daily operations
- Content delivery and scheduling
- Sales, advertising, and client management
- Technical execution

Where individuals hold dual roles, conflicts must be managed and responsibilities clearly separated.

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5. COMMITTEES

5.1 Board Committees

The Board may establish committees, including:

- **Finance and Audit Committee** – financial oversight, audits, compliance
- **Technical Committee** – infrastructure, transmission, IT systems
- **Programming and Content Committee** – content strategy aligned with narrowcast audience
- **Sales and Marketing Committee** – revenue generation, sponsorship, advertising

Each committee must:

- Reports to the Board
- Operates under Board-approved terms of reference
- Not hold final decision-making authority

5.2 Committee Responsibilities

Committees are responsible for:

- Supporting operational and strategic initiatives
- Monitoring risks within their area
- Managing budgets where applicable
- Reporting material issues to the Board

6. ETHICAL STANDARDS AND COMPLIANCE

6.1 Code of Conduct

All directors, staff, and contractors must comply with a Code of Conduct promoting:

- Integrity and professionalism
- Lawful and ethical behaviour
- Respectful workplace practices

6.2 Conflicts of Interest

- All conflicts must be disclosed
- A register of interests will be maintained
- Conflicted individuals must not participate in related decisions

6.3 Whistleblower Protection

- Confidential reporting mechanisms will be available
- Individuals reporting misconduct will be protected from retaliation

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7. REGULATORY COMPLIANCE

PHAZE Broadcasters will comply with:

- ACMA narrowcasting licence conditions
- Relevant provisions of the Broadcasting Services Act 1992
- Advertising and content regulations
- Copyright and intellectual property laws

The network and all stations must ensure content is consistent with its narrowcast licence purpose, including defined audience targeting.

The network will remain a member of the representation group Narrowcast Australia Inc

8. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board retains responsibility for risk oversight.

The organisation will:

- Maintain a structured risk management framework
- Identify financial, operational, technical, legal, and reputational risks
- Implement internal controls to protect assets and ensure accurate reporting
- Maintain cybersecurity and data protection systems

Risks are reviewed regularly.

9. PERFORMANCE REVIEW

The Board will regularly review:

- Its own effectiveness
- Committee performance
- Executive management performance

Outcomes will inform governance improvements and succession planning.

10. EXTERNAL ACCOUNTABILITY

The organisation is accountable to:

- The Australian Communications and Media Authority
- The Australian Securities and Investments Commission (if incorporated)
- Advertisers, sponsors, and commercial partners
- Target audience groups

11. AUDIT AND ASSURANCE

- Independent financial audits will be conducted annually
- Technical systems may be reviewed by external specialists
- Legal advisors will be engaged as required

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12. SUSTAINABILITY, DIVERSITY, AND SUCCESSION

PHAZE Broadcasters is committed to:

- Sustainable business practices
- Diversity in leadership and workforce
- Transparent succession planning for Board and management roles

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