

WorldDAB Governance Manual

This Governance Manual seeks to provide guidance to Steering Board members on the specific behaviours needed to deliver the responsibility placed on them by their position as a Steering Board member.

Version 2.1

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1 WorldDAB Vision and Mission

Vision

Our vision is that every person can enjoy free-to-air terrestrial digital radio on the move, at home or at work - with DAB+ at the heart of this listening experience.

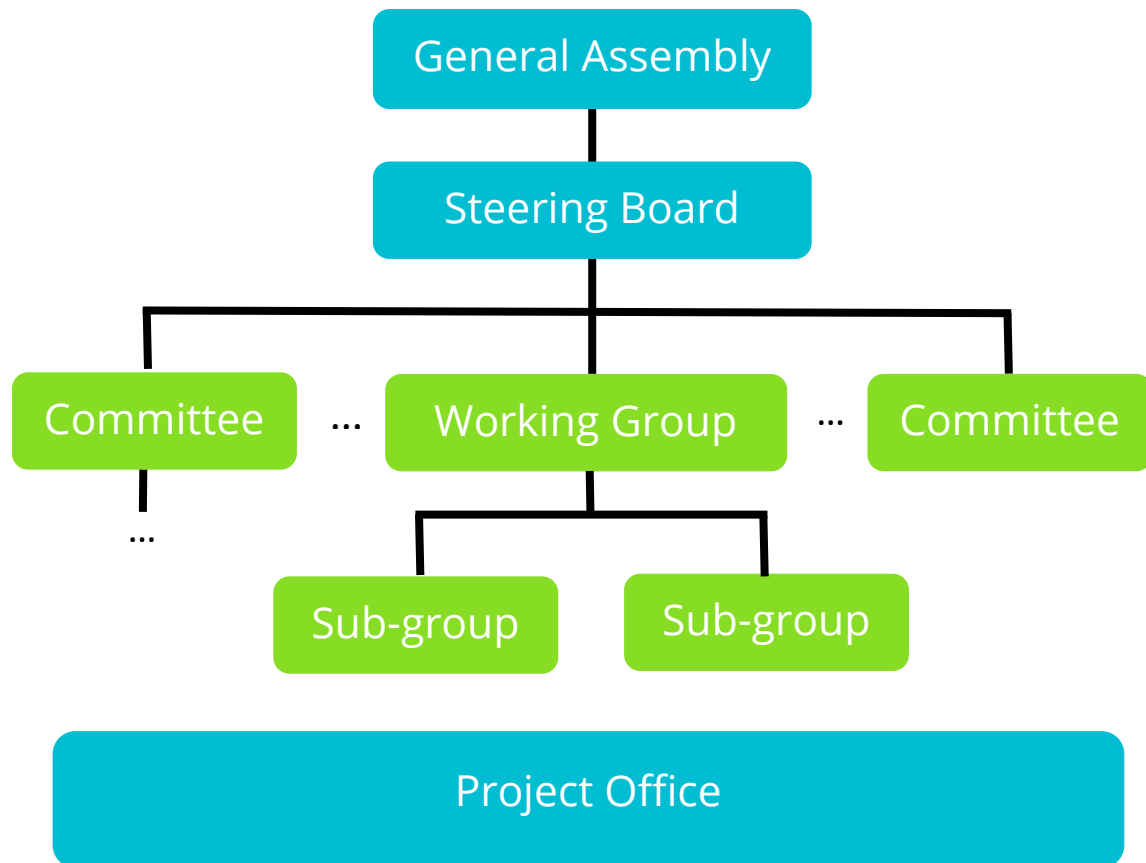
Mission

Our mission is to position DAB+ as the free-to-air broadcast backbone for radio's digital future. To meet this goal, we:

- i. define and maintain DAB+ digital radio standards;
- ii. encourage broadcasters (public & private), policymakers and regulators to adopt DAB+ digital radio - increasingly focusing on Africa, Middle East and Asia Pacific;
- iii. share experience, knowledge and best practice across all aspects of how to launch and sustain DAB+ services;
- iv. encourage receiver manufacturers and automotive manufacturers to include DAB+ in as many devices / vehicles as possible;
- v. position WorldDAB as thought leaders, experts, and advocates in DAB+ digital radio
- vi. encourage collaboration with other groups / organisations who share the same goals.

2 WorldDAB Structure

The structure of WorldDAB is set out in the Statutes and is shown below:



The General Assembly is the supreme body of the WorldDAB Forum and possesses all the powers necessary to achieve the WorldDAB Forum's goals and purposes. It is composed of all the member organisations.

The Steering Board carries out the decisions of the General Assembly. Its members are elected every two years. The Steering Board is chaired by the President. The Steering Board may establish and remove Committees and Working Groups. The Chairs of Committees and Working Groups are approved by the Steering Board, but the Chairs do not have to be existing Steering Board members.

The Committees and Working Groups carry out specific tasks at the request of the Steering Board. Committees generally have a longer lifetime than Working Groups. The activities of these Committees and Working Groups are co-ordinated by the Steering Board. The Committees and Working Groups may create sub-groups to deal with specific topics.

All of the activity of the WorldDAB Forum is supported by the Project Office, which consists of the Project Director, the permanent staff and the consultants. The Project Office prepares and delivers communications and events, and carries out the day-to-day administration of the WorldDAB Forum.

3 The General Assembly

The General Assembly is the annual opportunity for WorldDAB's Member Organisations to:

- Receive reports on WorldDAB activities and performance
- Endorse the appointment of elected Office holders (President, Vice-President(s), Treasurer, Steering Board)
- Approve the Accounts and future Budget
- Amend the Statutes
- Raise questions

The Annual General Assembly meeting is only open to Member Organisations. It is arranged to be adjacent to the Annual WorldDAB Summit, which is an event open to participation by all. This arrangement has been very successful in ensuring good participation of Member Organisations in the General Assembly, an event of critical importance to WorldDAB's governance and continuation.

Responsibility for the management of WorldDAB rests with the Steering Board. The Steering Board is accountable for the financial and operational performance of WorldDAB. The Steering Board reports to and consults with the General Assembly – it has statutory duties in preparing the reports and proposals – but the Steering Board must make its own judgements and decisions on how the direction given by the General Assembly will be carried out.

4 The Steering Board

4.1 The Legal Basis

The Statutes set out the essential features and responsibilities of the Steering Board (in Articles 7 and 8) but provide little guidance in how the responsibilities are best carried out.

Article 7.1 of the Statutes says:

“The Steering Board shall be composed of representatives from amongst the member organisations, ensuring, so far as possible, a balanced representation. Existing Steering Board members shall be eligible for re-appointment (but see also Article 10.1).”

However, there is no instruction as to how the desire for a balanced representation should be achieved, nor what a balanced representation really means. This is deliberate: as circumstances change so the meaning will change: it is therefore an implied responsibility of the Steering Board to consider how to achieve this.

Article 7.2 of the Statutes says:

“Each member of the Steering Board shall possess one vote. The Steering Board can only validly deliberate and decide if at least one half of the Steering Board members are present or represented.”

In general, WorldDAB aims to work by consensus, and it is rare that any issue will be voted upon. Nevertheless, the Article makes it clear that proper functioning of the Steering Board requires a high level of participation by its members.

Article 7.3 of the Statutes says:

“The Steering Board is responsible for maintaining the list of organisations that may appoint one Ex-Officio member of the Steering Board, provided that these organisations are themselves member organisations of the World DAB Forum. The ex-officio Steering Board members shall have the right to vote. The President, Vice-President or Vice-Presidents (if applicable), Treasurer and Committee Chairs have automatic voting membership of the Steering Board.”

The purpose of this Article is to allow the Steering Board to fill gaps in its skills and knowledge by inviting member organisations to appoint a representative. This is a valuable mechanism to re-balance the Steering Board or to provide focus on new markets or activities.

Article 8 sets out the Steering Board’s primary organisational responsibilities. This Governance Manual seeks to provide guidance to Steering Board members on the specific behaviours needed to deliver the responsibility placed on them by their position as a Steering Board member.

It should be noted that there is no remuneration from WorldDAB for the time spent on Steering Board business for any member of the Steering Board.

4.2 Composition

WorldDAB's membership is diverse in many respects, including culturally, linguistically, professionally and geographically. Additionally, there are numerous interest groups and segments within WorldDAB. Individual Steering Board members, although they are the Representatives of Member Organisations, have a responsibility to the whole membership to use their specialised understanding and skills in the overall interests of WorldDAB, rather than the more specific interests of their own constituencies.

The Steering Board is composed of specific Officer positions – the President, Vice-president(s) and Treasurer – 15 Other members, the Committee Chairs, Ex-Officio representatives from Member Organisations so designated by the Steering Board, and optionally Co-opted members. The Officers and Other members are elected every two years and the Statutes encourage the WorldDAB membership to consider diversity when nominating and choosing Steering Board members. However, the resulting Steering Board may nevertheless lack certain skills or knowledge. Such gaps may be filled by an incoming Steering Board inviting suitable Member Organisations to propose Representatives to be co-opted to the Steering Board.

The Steering Board has a role to play in encouraging all Member organisations to put forward suitable candidates for Steering Board elections so as to enhance the diversity of expertise that develops WorldDAB's strategy in future.

4.3 Balance and Diversity

A diverse and well-balanced board is the most effective in steering an organisation toward its goals. The Statutes provide the ability for the Steering Board to co-opt additional expertise and this mechanism can be used to fill gaps in the knowledge needed to tackle WorldDAB's strategic goals. It can also provide a useful development path for member organisations to become more centrally involved with the future direction of WorldDAB.

- **Global Context:** As WorldDAB operates in a global context, having Steering Board members with specific national experience or with a regional perspective can be invaluable.
- **Perspective:** Co-opted Steering Board members bring diverse perspectives, experiences, and skills that may be lacking among other Steering Board members. This diversity can enhance decision-making and problem-solving by bringing in fresh ideas and alternative viewpoints.
- **New Sectors, Countries and Industry Insight:** Co-opted Steering Board members with specific industry expertise can provide valuable insights into current trends, best practices, and potential challenges.
- **Change and Innovation:** Co-opted Steering Board members can enhance the culture of innovation and creativity within the Steering Board. The infusion of new ideas and approaches can help WorldDAB stay adaptable and responsive to changing environments.
- **Networking:** Co-opted Steering Board members often bring extensive networks and connections that can be valuable to facilitate partnerships, collaborations, and resource mobilization, enhancing WorldDAB's reach and impact.

- Succession: Co-opted Steering Board members can also be part of a succession planning strategy. It allows for the identification and grooming of potential future leaders within the organisation by exposing them to diverse perspectives and experiences.

4.4 Steering Board Meetings

The Steering Board is required by the Statutes to meet a minimum of twice a year. Current practice is to meet physically twice per year and virtually twice per year. Additional meetings, either physical or virtual can be arranged when necessary.

It is recognised that some members will have more onerous travel to physical meetings, but Steering Board members should plan to attend all meetings of the Steering Board. When a Steering Board member will be absent from a Steering Board meeting, they should give advance notice to the President and Project Office Director. The Project Office will always try to ensure that the facilities to join physical meetings remotely will be available, but this is not always possible.

The overall management of business of the Steering Board meetings is the responsibility of the President in consultation with the Project Office Director.

The President is responsible for ensuring that, at each meeting, the business of the meeting is properly dealt with, and that the Steering Board members have the opportunity to carry out their own responsibilities.

All Steering Board members have the same rights and responsibilities and must act as a whole when acting as a Board.

The Project Office Director acts as Secretary to the Steering Board and prepares the Minutes of proceedings. WorldDAB staff may attend Steering Board meetings to address issues relevant to their areas of responsibility when nominated by the Project Office Director.

There may be agenda items for which it is appropriate for the Project Office Director to be absent, for example in relation to staffing and management where matters of individual privacy, significant personal affiliation, material personal interest or conflicting duties are involved. To this end, the Steering Board members may, from time to time, meet in the absence of the Project Office Director.

The business of the Steering Board over the year will generally include:

- Consideration and/or revision and approval of the Strategic Plan and Business Plan;
- Approval of Annual Budget, for endorsement by the General Assembly;
- Approval of forward strategic plans and significant capital expenditure programmes;
- Consideration and approval of proposed variations of a material nature to approved areas of operation or activity, plans and budgets, including the creation and deletion of Committees and Working Groups;
- Receiving and considering regular reports covering financial and operational performance against budget and reasons for material variations and trends;
- Receiving and considering regular reports from the Committee and Working Groups; and
- Receiving and considering regular reports from the Project Office Director and other staff covering key performance indicators; all material aspects of WorldDAB's operations,

including areas of risk and importance likely to come into the public arena and matters of material concern which may adversely or favourably affect WorldDAB.

In their interaction at Board meetings and elsewhere, Steering Board members must recognise that it is not their role to direct the day-to-day management of WorldDAB. However, the Project Office Director must recognise that Steering Board members have the right to the information they seek and that they have the right to receive answers to the questions they ask.

The proceedings of the Steering Board should not be disclosed outside of the Steering Board meeting. Steering Board members are expected to vigorously debate issues within the Board room and to continue to raise matters of concern if they feel they have not been adequately addressed. However, once a Board decision is taken, Steering Board members are expected to support it publicly.

This does not preclude a Steering Board member disclosing matters, which in his or her genuinely held view, involve serious wrongdoing and where all other avenues for addressing the issue have been tested without success (e.g. if a majority of the Steering Board is acting improperly and the President is unable or unwilling to act).

Between Steering Board meetings, the President is the principal point of contact on behalf of the Steering Board with the Project Office on matters of substance. Steering Board members who are also Chairs of Committees and/or Working Groups will have direct contact with the Project Office related to their roles.

Steering Board members wanting to raise other questions or issues with the Project Office between Steering Board meetings should approach the Project Office Director, who will, in turn, keep the President informed of such discussions.

Steering Board members should contact the President to raise matters of concern or matters not appropriate for discussion with the full Board.

4.5 Code of Ethics

There are certain fundamental ethical values that underpin the role of Steering Board members. A Code of Ethics is not a legal requirement, but adopting and adhering to a Code will assist in meeting legal provisions and good practice.

Steering Board members will therefore:

- Act with integrity
- Be honest and open with each other at all times
- Ensure, to the maximum extent possible, that they do not engage in any other activities that may lead to a conflict of interest with their duties to WorldDAB that cannot be properly managed
- Work co-operatively among themselves and with the Project Office in the best interests of WorldDAB
- Recognise the separate roles and responsibilities of the Steering Board and the Project Office
- Develop an understanding of the role and functions of WorldDAB
- Be diligent and continuously strive to improve the Steering Board's operation
- Observe the spirit as well as the letter of the laws under which WorldDAB operates

- Have an active concern for all the members of WorldDAB
- Avoid any behaviour that is likely to reflect badly on the Board or WorldDAB

Steering Board members should be careful to avoid potential or perceived conflicts when considering leadership roles in other trade or membership organisations. Steering Board members should discuss such appointments with the President or Project Office Director prior to acceptance.

4.6 Steering Board Members' Duties

Duty of Good Faith and to Act for a Proper Purpose

For the purposes of this duty, a Steering Board member must act in the best interests, and for a proper purpose, of WorldDAB. In determining whether a purpose is proper or in the best interests of WorldDAB as a whole:

Steering Board members should

- have regard to the purposes set out in the WorldDAB Statutes

Steering Board members should not

- only have regard to the interests of any particular group

Steering Board members must act independently and in good faith. They must not use their position to promote the interests of a particular group or act as if answerable to an appointing interest rather than WorldDAB as a whole.

Duty of Care and Diligence

Steering Board members must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a Steering Board member of WorldDAB.

This means that Steering Board members must meet as often as circumstances require and not simply on periodic occasions with no involvement between meetings. Steering Board members must inform themselves with respect to matters for their decision to the extent they reasonably believe appropriate. In order to discharge this duty, Steering Board members should:

- ask questions of, and request information from, the Project Office Director and staff during Steering Board meetings, or through the Project Office Director or President outside of Steering Board meetings
- ensure proper systems are established for the management and supervision of WorldDAB in respect of its business and financial affairs and meet the objectives or purposes of WorldDAB
- rely on the proper discharge by the Project Office of their responsibilities
- make judgments in good faith and for a proper purpose
- inform themselves about the subject matter to the extent they believe appropriate
- rationally believe the judgement is in the best interest of WorldDAB and that belief is not one which no reasonable person would hold

Steering Board members should not:

- try to manage WorldDAB or seek to be involved in decisions properly included in the delegation of day to day operations to the Project Office Director
- instruct staff members on operational matters
- ignore warning signs that put them on notice that there may be problems with respect to the management of WorldDAB

Conflicts of Interest

Steering Board members must not put themselves in a position where their interests conflict, or may conflict, with their duties to WorldDAB. Steering Board members must disclose any potential conflict that arises from a personal interest or conflicting duty. A Steering Board member with a material personal interest in a matter being considered at a Steering Board meeting must not be present or vote on the matter unless the rest of the Board resolves that the interest should not disqualify the Steering Board member from voting or being present.

Use of Position and Information

Information that has come to a Steering Board member may be privileged, that is, not in the public domain. For the avoidance of doubt, all Steering Board discussions and papers should be treated as privileged for these purposes and should not be disclosed outside Steering Board meetings.

A consequence of the above is the Steering Board member's right to sufficient information to enable them to properly discharge their duties.

In this respect, Steering Board members should:

- request such information as they require to fulfil their responsibilities as a Steering Board member
- respect the need for confidentiality of such information, including if necessary, viewing it in a confidential place at the offices of WorldDAB
- direct such requests for information through the Project Office Director or President

Steering Board members should not:

- request information other than for the purposes of discharging their role as Steering Board member

Representing WorldDAB

Being a Steering Board member, and particularly an Office Holder, carries responsibilities when speaking at events and conferences, and in business meetings and social gatherings where DAB and radio are discussed. Steering Board members have an obligation to ensure that they make clear the role in which they are speaking, whether it be for their company, their clients or for WorldDAB. When it is the latter, the obligation to present the WorldDAB viewpoint is paramount, and Steering Board members need to ensure that they do not inadvertently mix company policies or personal opinions with those of WorldDAB. Presentations on behalf of WorldDAB are created in partnership with the Project Office so that all relevant factors are incorporated, including adhering to the WorldDAB style guide.

4.7 Role of the Chair (President of WorldDAB)

There can be no universal job description for the role of Chair. It varies with the personality and style of the incumbent and the external environment that faces WorldDAB during their tenure.

The President has a specific role and delegated powers in respect of the operation of the Steering Board but has no additional powers or authority beyond that of other Steering Board members in respect of decisions about WorldDAB's business (except as set out in the WorldDAB Statutes).

As chair, the overarching obligation is to ensure that the Steering Board properly discharges its responsibilities.

If the President is required to make decisions without the opportunity to consult all Steering Board members, he or she will act in light of an assessment of what the Steering Board would wish to do in the circumstances, which might include consulting a number of Steering Board members.

Steering Board Leadership

The President must ensure that the Steering Board fully utilises the knowledge and skills available to it (i.e. Steering Board members must share and respect each other's expertise, build upon each other's contributions and seek to combine their insights in constructive ways). The President should also seek appointments to the Board which ensure the right calibre and mix of members.

The President will seek to ensure that Steering Board members are aware of each other's areas of expertise; that Steering Board members feel free to ask questions and share ideas; and that all Steering Board members are given an opportunity to participate and appropriately influence decision-making.

The President shall:

- ensure appropriate matters are brought before the Steering Board for information, discussion or decision as the case may be. This involves ensuring there is an appropriate programme of Steering Board activities each year; agreeing the agenda of each meeting with the Project Office Director, and discussing with him or her which are the most important items and how they can best be handled.
- ensure that information provided to the Steering Board is appropriate to enable Steering Board members to discharge their responsibilities. It should be relevant, professional, clear and concise.
- at Steering Board meetings, ensure that every opportunity is provided for the full experience of all Steering Board members to be brought to bear on key issues. This involves recognising who may have a particular contribution to make on each issue and encouraging their participation and avoiding too much time being spent on less important matters or contributions. There is also the normal chair's responsibility to recognise when a consensus is emerging, to articulate it and to ensure that any decisions are unambiguous - particularly when formal resolutions have not been drafted.
- foster a climate of openness and sense of common purpose which allows vigorous debate without acrimony, where contributions are valued and not derided, which avoids

the formation of cliques, and recognises the overlapping but different roles of Steering Board members.

Steering Board review

A key responsibility for the President is to review whether the Steering Board is performing effectively. An important aspect of this is developing a suitable process for reviewing the performance of Steering Board members, implementing it, and seeking to improve the Steering Board's collective performance (see also 4.8 Participation).

If Steering Board members are not fulfilling their duties appropriately, the President shall seek to address the matter directly. Steering Board members should contact the President to raise their concerns, or, if the concern is with the President, then with the Project Director.

The President and the Project Office Director

The President is the principal source of non-executive advice to the Project Office Director between Steering Board meetings. As such the Project Office Director should inform the President of any important and urgent matter which arises between Board meetings and the President will discuss with the Project Office Director whether it requires involvement of the Steering Board and, if so, what form this should take. When authority is given by the President for the Project Office to proceed with an action before consulting the full Steering Board then this shall be revealed to the Steering Board by the Project Office Director or President at the next Steering Board meeting.

The President should be readily approachable by the Project Office Director to discuss any matters of concern to him or her. The President should serve as a sounding board for the Project Office Director, assisting him or her to maintain perspective in the performance of the role.

4.8 Participation

The active involvement of all Steering Board members in the discussions and decisions of WorldDAB is essential for effective governance, stakeholder representation, resource management, and long-term sustainability. It ensures that WorldDAB's strategic direction is well-informed, aligned with its mission, and responsive to the needs of its member organisations.

- Steering Board members are responsible for the overall governance and oversight of WorldDAB. Strategy development is a key governance function, and Steering Board members are uniquely positioned to provide strategic direction.
- Steering Board members are required to thoroughly review meeting materials, reports, and relevant documents in advance. The Meeting Agenda provides the list of issues to be tackled. Steering Board members are encouraged to deepen the engagement by providing their inputs, discussion points and questions in advance to prompt thoughtful contributions during the meeting.
- Steering Board members bring diverse expertise and experience to WorldDAB. Their insights, knowledge, and understanding of the industry contributes significantly to the formulation of an effective and informed strategy. However, Steering Board members must also declare their own interests, so that an appropriate balance may be achieved in decision making.

- Steering Board members are accountable for WorldDAB's performance and impact. Active participation in Steering Board activities enhances ownership of the direction the organisation is taking.
- Steering Board members must be flexible and ready to acknowledge changing circumstances, whether they be economic, social, or technological. The insights of other Steering Board members must be respected and constructive debate is welcomed to ensure WorldDAB remains relevant and responsive to evolving conditions.
- Steering Board members have a fiduciary duty to act in the best interests of WorldDAB. They should therefore consider the financial impact on WorldDAB of the decisions they make.

Steering Board members who do not actively participate in Steering Board activities should consider their position. There are many reasons why a member may be unavailable, but continued absence of engagement weakens the overall effectiveness of the Steering Board. Member organisations need to provide sufficient resources for their Steering Board members to properly carry out their responsibilities, and should not propose candidates for the Steering Board in the two-yearly election cycle unless they commit to making available the necessary resources to effectively carry out the role.

4.9 Induction of New Steering Board Members

New Steering Board members will be provided with appropriate induction and training, including:

- Governance Manual
- Statutes
- Strategic Plan
- Most recent Board Papers