

សម្ព័ន្ធយុវជនដើម្បីឯកភាព និងអភិវឌ្ឍន៍

Youth Coalition for Unity and Development



Terms of Reference

for

YCUD's Board

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Terms of Reference for YCUD's Board 2015

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1- INTRODUCTION

YCUD was formed from the NYP-Net in 2008, and registered with Ministry of Interiors in 2014. Recently, YCUD has worked under the leadership of the Governance Board and has been supported by leaders of Cambodia Youth Organizations, including KIND, PDP-center, YRDP, YFP, YCC, KYA and KYSD. YCUD ensure its principles of good governance and accountability exist not only its own Governance Board but also within Cambodian youth, the local community and government institutions. The key aims of YCUD are to unite all Cambodia Youth Organizations towards a common goal for the sake of Cambodia Youth. YCUD works efficiently and effectively towards its own core values: solidarity, democracy, non-violence, transparency, social accountability and gender equality.

To ensure good governance and accountable practice within the organization, the by-law of YCUD states that YCUD must be directed and controlled by a governing body or a board of directors. YCUD board has a legal, moral, and fiduciary responsibility for the organization. At their best, boards reflect the collective efforts of accomplished individuals to advance YCUD's mission and long-term welfare. The board's contribution is meant to be strategic and the joint product of talented people. People on a board are brought together to apply their knowledge, experience, and expertise to the major challenges facing the institution. Strategic thinking and oversight characterize the board's leadership role.

2- PURPOSE OF THE TOR

The Term of Reference (ToR) defines the organizational and functional arrangement of the Board of Directors (the "Board") as the top task force of YCUD. The ToR is also aiming to determine (i) the structure of the board, (ii) terms and conditions, (iii) scope and authorities, (iv) duties and responsibilities, (v) meetings, agenda, minutes, quorums and records, and (vi) benefit as BoD members of YCUD .

3- STRUCTURE OF BOARD

The Board of Directors shall have seven members including a Chairperson, a Vice-chairperson, a treasurer and four members. The Chairperson, a Vice-chairperson, a treasurer and 4 members are selected through votes from the member. The board shall be voted in confidence by the General Assembly. The Board will be functional and performed in compliance with the following structure:

- Chair one (1) people
- Vice-Chair one (1) people
- Treasurer one (1) people
- Members four (4) people

4- TERMS AND CONDITIONS

The Board of Directors will hold their roles for a two-year period. Reformulation of the Board by majority vote and renewal of its terms will be required every two years, and will take place during YCUD's general assembly.

5- SCOPE AND AUTHORITIES

The fundamental authority of the Board of the YCUD is the stewardship of the organization on behalf of the members and other stakeholders. The detailed scope and authority of the Board is as follows:

- 5.1. Protect and enhance the vision, mission, value and code of conduct of the organization;

- 5.2. Provide direction to the whole affairs of the organization to ensure its development and financial sustainability and to enhance the value of its products and services to its constituents;
- 5.3. Assure the quality, depth, and continuity of management required to attain the organization's major strategic and operational objectives;
- 5.4. Oversee the conduct of the organization's affairs and supervise management, which is responsible for the day-to-day conduct of the tasks. In supervising the conduct of the organization's affairs, the Board, through the General Secretary or authorized representative, sets the standards of conduct for the organization;
- 5.5. Approve amended by-laws, strategic plan, program and project, policies, rules and regulation, discipline, operational manual, annual work plan and budget (AWPB) and quarterly operational plan and budget...etc.
- 5.6. Engage, negotiate and sign a financial agreement or contract with donors, partners, charity groups, company or corporations and others...etc.
- 5.7. Authorize and approve cash inflow and outflow of the YCUD's bank account and YCUD's cheque valued over five thousand US dollar (US\$ 5,000);
- 5.8. Issue, declare and circulate the termination notice of YCUD's Operational Coordinator based on the decision made by the board;
- 5.9. Form required committees of the board and necessary working groups;
- 5.10. Convene for General Assembly every two years;
- 5.11. Meet with government representatives and international communities in order to advocate for youth interests;
- 5.12. Issue YCUD's statement and approve joint statements with other organizations or alliances.

6- PRINCIPLES OF ELECTION

- Chairperson, Vice-chairperson and Treasurer of the Board of Directors shall be annually elected by the Board meeting.

7- THE PROCESS OF INVITATION, MINUTES AND RECORDS

- Every meeting shall be delivered, telephoned or sent electronically to each member not less than three (3) days before the meeting is to take place or shall be mailed to each member not less than seven (7) days before the meeting is to take place, addressed to each member at his/her usual place of business or residence, provided, however, that a member may in any manner waive a notice of a meeting;
- An agenda and related materials for each meeting shall be given in writing or by electronic means to each member at least 48 hours prior to the time fixed for such meeting;
- The Board's meeting agenda is determined by the Chair, in consultation with at least three Board members. The agenda will focus on high level strategic issues and outcomes and be prioritized in a manner that ensures the Board can provide the oversight and support of the long-term strategic direction and vision. The Secretariat of YCUD will ensure that material supporting each agenda item is provided in a summary form to facilitate member review and comprehension;
- The secretariat of YCUD is responsible for filing and keeping the minutes of the meetings of the Board of Directors. The minutes of the meetings of the Board of Directors shall be distributed to staff members.

8. MEETINGS OF THE BOARD OF DIRECTORS

- Meetings of the Board of Directors shall take place once every three months upon invitations from the Chairperson of the Board of Directors through the General Secretary or authorized representative of YCUD to discuss the activities. The meeting can be conducted during or off working hours with the set quorum;
- The Board of Directors shall organize one meeting every three months. If necessary, the Chairperson of the Board of Directors can convene a special meeting;
- The Chairperson of the Board of Directors shall clearly notify its members of dates, times and venues of the meetings;
- Meetings of the Board of Directors shall be organized by the Chairperson of YCUD. A member who is absent shall notify the Chairperson in writing or by phone of the reasons of his/her absence;
- The members of the Board of Directors shall participate in at least 75% of the ordinary meetings of the Board of Directors during their one-year mandate. A member who is absent for two consecutive or three non-consecutive times from the quarterly meetings within one year will automatically lose membership of the Board of Directors;
- The YCUD staff representative shall be authorized by the Chairperson of the Board of Directors if required to attend the meetings of the Board of Directors; but he/she shall have no right to make any decisions. He/she shall keep all information confidential. The Staff of YCUD who attend the meetings of the Board of Directors have the duties to assist the communication between the Board of Directors and the secretariat.

9- THE QUORUM OF THE MEETING

- A meeting can take place as long as at least four members, including the Chairperson, are present. All decisions made during the meeting shall be based on simple majority votes of the attending members and recorded in the minutes. A member has only one vote;
- A quorum for all types of the Board meetings shall be a majority of the total member then holding office, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other;
- The decision of the Board must be an absolute majority of all the Board members for all issues;
- At all meetings of the Board, every question shall be decided by a majority of voting by hand raising. In the case of an equality of votes, the Chairperson shall have a second voting. A Chairperson shall not be entitled to vote at any meeting of the Board by proxy.

10- ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- Ensuring that accurate records of Board of Directors and General Assembly are made and distributed to all members and staff;
- Nominate candidates and approve appointment of positions ranging from Coordinators up to general secretary of YCUD;

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- Approving internal policies dealing with staff recruitment, supervision, disciplinary procedures, dismissal, press releases, and statements;
 - Contacted person for media approaches;
 - Approving other organizational policies and procedures;
 - Approval of strategic and operational plans;
 - Provide advice, oversee, and monitor the coordinator's implementation of the strategic plan and other issues related to YCUD;
 - Monitoring expenditure against agreed budget, and approve adjustments to the budget where necessary;
 - Assisting with mobilization of resources for the organization's work;
 - Ensuring accountability to donors for any funds received;
 - Ensuring compliance with the requirements of Cambodian laws;
 - Representing YCUD in national and international meetings and with donors.
 - The Board acts as the governing body of the YCUD. It has as a main task to guide and advise the operational on policy developments which are desired by the Member of YCUD.

11- ROLES AND RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

11.1 Chairperson

- The Chairperson shall be accountable for the meeting of the Board;
- The Chairperson shall preside at all meetings of the Board;
- The Chairperson will be the spokesperson to the media regarding political situations;
- The Chairperson shall represent YCUD at the meeting with government and donors;
- The Chairperson shall see that all orders and resolutions of the Board of Directors are carried into effect;
- The Chairperson shall communicate regularly to the membership significant decisions, initiatives, or works in progress;
- The Chairperson shall have signing authority for all legal documents, and may transfer the signing authority to Vice-Chair or another member of the board;
- The Chairperson shall be responsible for authorizing minutes, reports, and all documents pertaining to the YCUD, in accord with approval by the Governing Board;
- Approve the budget amount is over five thousand (\$5,000);
- Will assist in seeking funding and takes part in mobilizing funding support from donors.

11.2 Vice-chairperson

- The Vice-Chair shall assist the Chairperson as may be necessary and, in the absence of the Chairperson or the inability of the Chairperson to act, shall exercise the powers and duties of the Chairperson. If the Chairperson of the

Board is not present at a meeting of the Board, the Vice-Chair will chair the meeting;

- Promotes relationship and cooperates with the Board of Directors in order to prepare strategic plan and policies to strengthen and develop YCUD;
- Assists in seeking funding and takes part in mobilizing funding support from donors;
- Assists the secretariat in leading the capacity building program for the member organizations.

11.3 Treasurer

- The Treasurer shall scheduled check and surprise check the YCUD's funds, assets, liabilities, receipts and disbursements, financial reports, cash on hand and cash in bank of the organization;
- The Treasurer shall check the YCUD's disbursement funds as may be directed by proper authority, taking proper vouchers for such disbursements, and shall update to the Chairperson and member of the Board at the regular meeting of the Board, or whenever they may require it, as well as follow up an accounting of all the transactions and a statement of the YCUD's financial position;
- The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors;
- Ensure proper financial management of YCUD by consulting with staff and the Board to maintain proper financial records of the organization;
- Assist to have the proper accounting, auditing of the account of the organization, and to check documents such as the annual budget, etc.
- Promotes relationship and cooperate with members of the Board in order to prepare strategic plan and policies to strengthen and develop YCUD;
- Assists the secretariat in leading the capacity building program for the member organizations;
- Assists in seeking funding and takes part in mobilizing funding support from donors;
- Provides recommendations and facilitates finance work of the secretariat.

11.4 Members

- Closely cooperates with all members of the Board of Directors;
- Participates in managing other work of the Board of Directors;
- Participates in establishing, maintaining and promote relations to cooperate with government institutions, member organizations, local/international and non governmental organizations;
- Promotes relationship and cooperate with the members of the Board of Directors in order to prepare strategic plan and policies to strengthen and develop YCUD;
- Assists in seeking funding and take part in mobilizing funding support from Donors;
- Assists the secretariat in leading the capacity building program for the member Organizations;
- Propose agenda for the Board meeting.

12. RESIGNATION FROM MEMBERSHIP THE BOARD OF DIRECTORS

Those who serve in the membership of the Board of Directors shall resign from the membership if:

- The mandate of the membership of the Board of Directors ends;
- Termination upon mandate expiration with a vote of absolute majority by the Board of Directors;
- An individual Board member is voted incapable of performing tasks (a vote of 50%+1 of the Board is required);
- An individual Board member submits request for resignation from the Board of Directors;
- An individual Board member is absent for three times of the continuous meetings;
- An individual Board member passed away;
- An organization withdraws from YCUD membership.

Note: The election to select a new candidate to fill in a vacant place of the Board of Directors for the remaining mandate shall be organized if a member of the Board of Directors cannot continue his/her work or passed way as stipulated in this article. The election to fill in a vacant place shall be organized during a Board Meeting.

13- RESIGNATION, LEAVE AND TERMINATION

- Resignation from the Board of Directors shall be submitted in writing to the Chairperson of the Board. If the Chairperson is the person who is to resign, the Vice-chairperson shall be the person who receives the resignation letter. Membership of the Board can be revoked from any of the members for reasons such as blocking the benefits of YCUD. The revocation of the membership can requires a vote of absolute majority by the Board. The revocation of the membership can be effective based on the majority votes of the members who are present at the meeting. If revocation of membership is to be voted on, notification of the meeting shall be made at least one week in advance;
- The Board of Directors can temporarily nominate someone to replace the member who resigns while awaiting the election to formally select a replacement as stated in article 9. Resignation from the Board of Directors shall be submitted in writing to the Board of Directors at least one month before the date of resignation. If a candidate has not been selected for the replacement, nomination of new candidates for election shall be made at monthly meetings of the secretariat of YCUD. A candidate should be nominated by the majority of the remaining members of the Board of Directors to maintain smooth operation in that year. Selection of new members shall be made within two months after the resignation of a member;
- All the members of the Board of Directors and the candidate who was second to the resigning member in the previous election shall be notified of the vacancy in the Board of Directors through letters and electronic mail. The selection shall be based on the majority votes of the Board of Directors. The candidates nominated and submitted to the secretariat of YCUD shall be selected through a vote of absolute majority by the Board.

14- BENEFITS OF BEING A MEMBER

- Learning and sharing experience and developing new skills;
- Expanding network with other Board members;
- Gaining credit in resume for future business;
- Local transportation for the meeting (4 times per year);
- Motivation;
- Boosting career options;
- Connecting with the community and meeting a diverse range of people in the related field of human resource;
- Setting a good role model for others (employer, employees, teachers, friends and family); and
- Receiving a certificate of appreciation about the contribution to the YCUD after completing the mandate of each Board.

Seen and approved

On _____

Signature _____

Name _____

Position at YCUD _____

a. VISION:

YCUD envisions a harmonious society where Cambodian youths are fully engaged in sustainable development and peace

b. MISSION:

YCUD is a coalition of youths organizations that serves to promote youth participation in social development and peace building in order to contribute to the increased employment rate among Cambodia Youth through capacity building and Preservation of environment, health, human rights, democracy, peace, and justice, and advocacy for positive social change

c. GOALS

Enhancing meaningful youth participation insustainable development through collective voice and efforts for policy change.

d. CORE VALUE

- *Solidarity
- *Democracy and non violence
- *Accountability and transparency
- *Gender



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