



## Terms of Reference of the Executive Committee of Child Rights Connect

### I. General Purpose of the Executive Committee

The Statutes of Child Rights Connect define the purpose, structure, composition, role, functioning, accountability of the Executive Committee (ExCo), and its relation with the General Assembly, the Secretariat and its Director. These Terms of Reference for the Executive Committee is comprised of relevant articles of the Statutes (quoted in italics) and “additional provisions” that provide greater clarity on the purpose and ways of working of the ExCo.

#### **EXECUTIVE COMMITTEE**

##### **Article 19**

*The Executive Committee is mandated by the General Assembly to provide strategic guidance, as well as managerial and fiduciary oversight, to the Secretariat of Child Rights Connect and to represent Child Rights Connect externally.*

*The Executive Committee has the authority and responsibilities as specified in the Terms of Reference for the Executive Committee, approved by the General Assembly.*

*The Executive Committee is accountable to the General Assembly.*

##### **Article 22**

*The Executive Committee is composed of a minimum of seven and a maximum of eleven members. The Executive Committee can add up to a maximum of three additional members by co-option.*

*There can be no more than one person from each member organisation standing for elections to the Executive Committee.*

##### **Article 27**

*The Executive Committee establishes a Bureau consisting of the President, a vice President, a secretary and a treasurer.*

*The terms of office of the members of the Bureau are two years with the possibility of re-election for two additional terms, i.e. a maximum of six years.*

##### **Article 28**

*The Bureau coordinates the work between the Executive Committee and the Secretariat.*

*The Bureau and the members of the Bureau have the authority and responsibilities as specified in the Terms of Reference.*

## **SECRETARIAT**

### **Article 29**

*Child Rights Connect has a Secretariat, which, under the guidance of the Executive Committee, is entrusted with the implementation of the strategic plan as well as the operational and financial management of Child Rights Connect, according to the decisions of the Executive Committee and the General Assembly.*

### **Article 30**

*The director is appointed by the Executive Committee and is responsible to ensure the professional management and administration of the Child Rights Connect network, its programmes, its office and the Secretariat staff.*

### **Additional Provisions:**

The ExCo retains legal responsibility for the organization and delegates to the Director the executive authority to lead/manage the organization.

The Executive Committee member's role is a voluntary and non-remunerated role.

Individual ExCo members have no authority to act except in meetings of the assembled ExCo or by designation of the ExCo. Members of the ExCo shall act in their individual capacities and in the best interest of Child Rights Connect. They shall not represent conflicting or competing interests. In the event of potential conflicting or competing interest, the matter should be declared in advance of decision making and the concerned ExCo members should abstain from decision making in those matters.

All ExCo members are expected to actively participate in the work of ExCo irrespective of their physical location. The Secretariat ensures that facilities are available to allow this in the most effective way (for example Skype attendance of meetings). The ExCo is committed to govern with excellence and all ExCo members will do their utmost to ensure their attendance, contribution to preparation of meetings and to policy making principles, orientation of new ExCo members, periodic self-evaluations, and discussion of how to improve the governance process.

## **II. Elections**

### **Article 20**

*Members of the Executive Committee are elected by the General Assembly from among individuals from member organisations by a simple majority vote.*

*Candidates for the Executive Committee have to be nominated by a member organisation and seconded by at least one additional member organisation.*

*Members of the Executive Committee are acting in their personal capacity.*

*Members of the Executive Committee are elected for a term of two years, which can be renewed twice, i.e. a maximum of six years. After three full terms, a minimum of one year must elapse before the person can be nominated again.*

### **Article 21**

*The President is elected by the General Assembly from among the members of the Executive Committee by a simple majority vote.*

*The term of office of the President is two years with the possibility of re-election for one additional term, i.e. a maximum of four years.*

### **Article 27**

*The terms of office of the members of the Bureau are two years with the possibility of re-election for two additional terms, i.e. a maximum of six years.*

### **Additional Provisions:**

#### **Vacancies**

Vacancies occurring on the ExCo during the election period will not be replaced until next General Assembly unless membership numbers fall under the minimum number of members stipulated in the Statutes. In this case, members will be recruited by co-option. In case the President leaves the ExCo mid-year, the Vice-President will take on his/her responsibilities until next General Assembly.

At least 6 weeks before every General Assembly, the President will invite all interested Child Rights Connect Members to submit applications for ExCo membership according to Art. 20.

#### **Removal**

Breach of organizational policies or gross misconduct might require removal of ExCo members. The ExCo will strive to find amicable solutions to ensure that such misconduct be found and concerned members step down from their post. However, as a last resort and if previous engagements by the ExCo have not resulted in an amicable solution, the General Assembly may be requested to vote on the removal of a member of the ExCo. This vote will happen with a simple majority vote at an extraordinary General Assembly meeting if necessary. Removed ExCo members have the right to be heard and present their arguments to the General Assembly before the vote.

## **III. Functioning of the Executive Committee**

### **III.1 Meetings**

#### **Article 23**

*The Executive Committee meets at least three times a year or more often, if the interests of Child Rights Connect require. Regular meetings are initiated upon invitation of the President. Additional meetings can be summoned by written request of at least three members of the Executive Committee.*

#### **Article 24**

*The Executive Committee is chaired by the President of Child Rights Connect. If the President is not available, the Executive Committee is chaired by the vice President, the secretary, or the treasurer.*

*The director of Child Rights Connect is an ex-officio member of the Executive Committee with a consultative status and has no vote. Other employees of Child Rights Connect can be invited as non-voting members for consultation, information and to take minutes of the meeting.*

*The Executive Committee can summon closed meetings at its discretion.*

#### **Article 25**

*An Executive Committee meeting reaches a quorum when at least half of the members are present either physically or by teleconference.*

#### **Article 26**

*Decisions of the Executive Committee are taken by consensus or by a simple majority vote. In case of deadlock, the chairperson shall have the casting vote.*

## III.2 Duties

### Article 6

*Requests to become a member organisation must be addressed to the Executive Committee of Child Rights Connect in writing. The Executive Committee recommends applicants complying with the Child Rights Connect membership criteria to the General Assembly. The General Assembly approves the admission of new member organisations by a simple majority vote.*

### Article 7

*Member organisations can terminate their membership through a written resignation, notifying the Executive Committee at least six months before the end of the financial year of Child Rights Connect. Membership may be terminated by the General Assembly by a simple majority vote upon the recommendation of the Executive Committee for good cause. In all cases of termination of membership, the membership fee for the year of termination remains due.*

### Article 32

*Working groups are confirmed or dissolved upon the recommendation of the Executive Committee by a simple majority vote of the General Assembly.*

## Additional Provisions:

### The general duties of ExCo include:

- To ensure that Child Rights Connect pursues its objectives as defined in its governing documents and relevant legislation or regulations and ensure accountability towards stakeholders
- To agree on the organization's overall strategic direction and policy
- To identify and appoint the Director
- To support the Director to define clear organizational goals and approve related operational targets, annual plans, budgets and financial plans for the attention of the General Assembly
- To maintain proper oversight over finances and asset and ensure that Child Rights Connect applies its resources exclusively and in the most effective and efficient way in pursuance of its objectives
- To recognize and mitigate risks affecting the organization and the pursuit of its goals
- To represent and promote Child Rights Connect, safeguard its good name and validate critically sensitive public positions
- To help steer and deliver the General Assembly
- To define the membership policy and recommend admission of new member organisations for approval by the General Assembly
- To maintain effective ExCo performance, renewal of ExCo membership and ensure monitoring of its own achievements
- To support the networks' advocacy efforts vis-à-vis strategic partners, donors, and other influential groups

## III.3 The Bureau

### Election of the Bureau:

### Article 27

*The Executive Committee establishes a Bureau consisting of the President, a vice President, a secretary and a treasurer.*

*The terms of office of the members of the Bureau are two years with the possibility of re-election for two additional terms, i.e. a maximum of six years.*

## **Article 28**

*The Bureau coordinates the work between the Executive Committee and the Secretariat.*

*The Bureau and the members of the Bureau have the authority and responsibilities as specified in the Terms of Reference.*

### **Additional provisions**

All officers of this Bureau shall hold office for one term or until their successors shall be elected.

### **Specific Duties of the Bureau Members include:**

#### **President**

- The President provides leadership and direction and chairs the ExCo and GA meetings
- S/he plans the annual cycle of ExCo meetings and the ExCo meetings together with the Director
- S/he leads a transparent and inclusive process for urgent consultations and decision-making between meetings
- S/he monitors and ensures, in collaboration with the Director, that decisions taken at, and between meetings, are implemented
- S/he, together with ExCo, conducts new ExCo members orientation
- S/he develops annual performance plans with the Director and carries out his/her annual appraisals
- He/she signs senior staff contracts, other legal documents and other contracts as defined in the financial policy and signatory procedure

#### **Vice-President**

- The Vice-President supports the President in all his/her duties and activities and replaces him/her in case of absence or vacancy
- S/he has a role regarding oversight of human resources such as being part of the human resource sub-committee if applicable

#### **Secretary**

- The Secretary ensures that meeting minutes (ExCo and GA) are being kept, signed off and shared
- S/he replaces the President and Vice-President in case of absence
- S/he replaces the Director under the conditions stipulated in the Staff Rules

#### **Treasurer**

- The Treasurer works with the Director to ensure adequate financial management of the organisation
- S/he works with the Secretariat to ensure that appropriate financial reports are made available to ExCo on a timely basis
- S/he reviews the annual budget and audit and presents them to the General Assembly
- S/he serves as the Chair of the finance committee (if applicable)

### **III.4 Executive Committee Capabilities**

The main working language of the ExCo is English. Members are therefore expected to have a good working knowledge in English.

Executive Committee members are also expected to bring some of the following capabilities:

- A sound understanding of Child Rights
- Proven commitment to the aims, objectives and values of Child Rights Connect and to championing children's rights
- A sound understanding of the type of work undertaken by Child Rights Connect and the role of adequate governance within an NGO
- Understanding about NGO management as well as of the legal and other operating frameworks within the NGO sector
- Communication and interpersonal skills
- Ability to work well as part of a team
- Well networked
- A willingness to challenge and question and to find constructive solutions to existing problems
- Commitment and capacity to attend Executive Committee meetings and fully participate in its work

In addition to the above statutory duties, ExCo members should use any specific skills, knowledge or experience they have to support the governance of the organization.

### **III.5 Rules of procedure**

#### **Article 24**

*The Executive Committee is chaired by the President of Child Rights Connect. If the President is not available, the Executive Committee is chaired by the vice President, the secretary, or the treasurer.*

*The Director of Child Rights Connect is an ex-officio member of the Executive Committee with a consultative status and has no vote. Other employees of Child Rights Connect can be invited as non-voting members for consultation, information and to take minutes of the meeting.*

*The Executive Committee can summon closed meetings at its discretion.*

#### **Additional provisions**

- Each member of the ExCo can propose to the President agenda points for the meetings
- If a member of the ExCo is in conflict of interest regarding a specific agenda point, he/she is required to withdraw from the discussion and decision taking in relation to this point.
- The President will share a summary of decisions made with all members of Child Rights Connect after each ExCo meeting.
- The minutes of the ExCo meetings are prepared by the Secretariat and presented to the secretary for sign-off. After that they are shared with the whole ExCo. In the following ExCo meeting the minutes are approved or suggestions for corrections / amendments can be made before approval.
- In urgent matters, the ExCo can take decisions by circular. Decisions by circular have to be included in the minutes of the following ExCo meeting.
- ExCo can decide to appoint an appropriate number of sub-committees as required to maintain key working processes. The sub-committees must have clear terms of reference that are approved by the Bureau
- ExCo can equally decide to appoint task-forces (short-term) to advance on specific tasks and projects.