

CCC CHARTER AND BY-LAWS

Article 18: Executive Committee (EXCOM) or Board of Director

18.1 ROLE OF THE EXECUTIVE COMMITTEE

The Executive Committee (EXCOM) acts as the Board of Directors of the CCC. It has a main task to guide and advise the Executive Director on policy developments which are desired by the CCC Member Organizations. The Executive Committee is at all times accountable to the CCC Membership. It devises a broad framework for CCC policies, to be approved by the CCC Membership. The Executive Committee assists the Executive Director in interpreting his/her mandate and ensures that all actions taken on behalf of the CCC Member Organizations, by either the CCC Executive Director, the Executive Committee Members, or the CCC Staff, fall within the mandate given by the Member Organizations and are in compliance with the approved broad policy lines.

In addition, the Executive Committee should play the following roles:

- Ensure the effective, transparent, and accountable financial management of the CCC.
- Recruit new members of the Executive Committee.
- Recruit the Executive Director. Manage and work with the Executive Director to ensure that the values, vision, transparency, and accountability of the CCC influence all related activities.
- Conduct annual performance appraisals on the Executive Director based on the performance plan set and agreed at the beginning of the year.
- Terminate the contract with the Executive Director when the Executive Director cannot fulfill his/her tasks in responding to the needs of the organization or violates the policies and procedures of the organization.
- Participate in a recruitment committee to recruit senior positions within the organization, such as the Head of Program, and Head of Operations.
- Review, approve, and adopt policies for the CCC, such as the Personnel Policy, Financial Policy, Child Protection Policy, Conflict of Interest Policy, Grievance Policy, ICT policies, etc.
- Review and approve annual report of the organization.
- Ensure that the performance and operations of the CCC are being evaluated.
- Review and endorse the strategic plan and annual operational plan of the CCC.
- Ensure that the evaluation report and financial audit report of the CCC are being prepared by the recognized experts or institutions.
- Review and endorse the financial audit report and evaluation report of the CCC.
- Endorse budget requests that are US\$5,000 or more that were not included in the annual operational plan budget.

18.2 OTHER TASKS OF THE EXECUTIVE COMMITTEE

- 18.2.1 The Executive Committee will ensure the effective overall management and accountability of the CCC to its Membership and partners, within the law of Cambodia.
- 18.2.2 The Executive Committee will formulate policies with the approval of the Membership and identify action in response to issues raised by the Membership.
- 18.2.3 The Executive Committee shall discuss, examine, and approve, prior to distribution or enactment, all documents drafted by the Executive Director listed in Article 20 of this Bylaw.
- 18.2.4 Requests for CCC actions by full members or the Executive Director outside the normal CCC office operations will be prioritized by the Executive Committee.
- 18.2.5 No member of the Executive Committee, staff, or Membership of the CCC shall present him/herself, either in writing or in person, as an official spokesperson of the CCC without having been designated by the Chair of the Executive Committee, or the Executive Director to speak on behalf of the CCC on a particular issue. Authority to delegate this responsibility must follow a separate policy for official communications.
- 18.2.6 The Executive Committee will ensure the organization of an AGM at which the Annual Report and Audited Accounts will be presented.
- 18.2.7 The Executive Committee will establish and dissolve committees as required to accomplish the CCC objectives as provided in Article 19.
- 18.2.8 The Executive Committee will establish a meeting schedule and meet at least four (4) times per year. The Executive Committee may also call special meetings as circumstances require.
- 18.2.9 The Executive Committee shall monitor the financial affairs of the CCC as carried out by the staff.
- 18.2.10 The Executive Committee shall be responsible for the work progress and financial management of the CCC. The Executive Committee shall have signing authority for financial transactions within limits set by the Executive Committee annually at the first meeting of the Executive Committee immediately following the AGM.

18.3 DUTIES OF MEMBER OF EXECUTIVE COMMITTEE

- 18.3.1 The Chairperson, or Vice-Chairperson in the chairperson's absence, shall preside at meetings of the CCC or meetings of the Executive Committee.
- 18.3.2 The Chairperson shall be responsible for authorizing a release of minutes, reports, and all documents pertaining to the CCC, in accordance with the approval by the Executive Committee.
- 18.3.3 The Vice-Chairperson and Members-at-Large of the Executive Committee shall be allocated responsibilities requested by the Chairperson on key tasks, such as:
 - 1) Finance and fundraising.
 - 2) Membership.
 - 3) Personnel and staffing.

- 4) Any others that may be assigned from time to time.

18.4 ELECTION PROCEDURES FOR EXECUTIVE COMMITTEE

- 18.4.1 All members of the Executive Committee must be a staff member of a member organization of the CCC.
- 18.4.2 The CCC member organizations shall elect seven (7) members of the Executive Committee. After voting, the members of the Executive Committee shall convene an extraordinary meeting in order to elect and appoint the chairperson, vice chairperson, treasurer, and members in its first meeting. The Senior Management Team of the CCC is authorized to participate in all meetings of the Executive Committee, but has no rights to vote and make decisions.
- 18.4.3 The election of the Executive Committee shall be held every year in order to choose new members to replace out-of-mandate members through membership meeting or e-voting. The result of the voting shall be publicly announced in the AGM for the members.
- 18.4.4 Executive Committee members represent his/her organization. In the case a member(s) of the Executive Committee resigns more than three months before the mandate ends, it is required to recruit a new member (from other organization members) to replace the vacant seat. The organization of the member who resigned can nominate a new staff member to fill the vacant seat without the need for a vote by all member organizations. Alternatively, the new Executive Committee member could come from other member organizations through an election among the existing Executive Committee members, which requires a majority vote of 50%+1.
- 18.4.5 The Executive committee shall respect all decisions approved by its members.
- 18.4.6 Any staff member of the Membership Organizations is eligible to become candidates for the Executive Committee. Females are encouraged to stand as candidates.
- 18.4.7 A form for nominations shall be provided and must be completed; for the nomination to be valid, an acceptance by the nominee for the nomination must be included.
- 18.4.8 Nominations shall be opened at least four (4) weeks prior to the election, and the names of the nominees shall be posted at the office or website of the CCC.
- 18.4.9 The closing date for nominations shall be two (2) weeks prior to the election.
- 18.4.10 The completed list of nominees will be distributed directly to the Members through email or posted on the website ten (10) days prior to the election.
- 18.4.11 Elections for Executive Committee Members will be held once a year. The term of office will be for 2 (two) years (and can be renewed another term). However, no member may serve more than two consecutive terms.
- 18.4.12 All members of the Executive Committee should have the following qualifications:
- Voluntary participation.
 - Committed to working for the CCC.
 - Holding values similar to those of the CCC.

- Not current staff of the CCC.
- Diverse range of skills and experiences combined with the rest of the Committee, including knowledge related to organizational development, legal expertise, financial management, program management, communication, and fundraising, advocacy and networking

18.5 STRUCTURE OF EXECUTIVE COMMITTEE

- 18.5.1 Structure of the Executive Committee consists of a chairperson, vice-chairperson, treasurer, and members.
- 18.5.2 A consensus is made annually among the Executive Committee members to nominate the chairperson, vice-chair, treasurer, and members of Executive Committee. The chairperson must be a Cambodian national.
- 18.5.3 The chairperson of the Executive Committee will call for and preside over meetings of the Executive Committee. The chairperson can nominate any member of the Executive Committee to be a chair of the meeting as well.
- 18.5.4 Besides meetings, the chairperson of the Executive Committee has a role to consult with the Executive Director on certain issues.
- 18.5.5 The chairperson of the Executive Committee is a representative of the CCC organization and the Executive Committee.
- 18.5.6 The vice-chairperson of the Executive Committee plays roles and acts on behalf of a chairperson while he/she is absent.
- 18.5.7 The treasurer of the Executive Committee will ensure a sound financial management of the CCC and will always consult with the Executive Director and Executive Committee to ensure proper financial management and audits within the CCC.
- 18.5.8 Members of the Executive Committee shall participate in Executive Committee meetings and provide inputs to the chairperson, vice-chairperson, and Executive Director on techniques to achieve a good programmatic, financial, and human resource management. The Members of the Executive Committee also play a role as a representative of the CCC and Executive Committee once he/she is nominated by a chairperson to do so. The AGM is the highest body for decision-making on all matters.

18.6 OPERATING PROCEDURES

- 18.6.1 At its first meeting following the AGM, the Executive Committee shall agree on the operating procedures for their meetings, which are consistent with the principles of the CCC Bylaw.
- 18.6.2 The schedule for all meetings of the Executive Committee shall be posted on the CCC website.
- 18.6.3 Any Member organization may ask, at any time, to meet with the Executive Committee to raise and consult on any concerned matters.
- 18.6.4 Any decision by the Executive Committee requires a majority vote of the Executive Committee Members of at least 50%+1. Any Executive Committee member absent from the meeting can request a proxy to any Executive Committee member present during the meeting to vote on his/her behalf. They can alternatively vote by themselves through email following the meeting.

18.6.5 Ordinary decisions shall be made by the Executive Committee at meetings, not through individual consultation. This is to foster discussion, the hearing of different viewpoints, professional execution of the CCC business, and the accountability of Members of the Executive Committee to attend meetings.

18.6.6 On matters of personnel and other concerns of a sensitive nature, the Executive Committee may vote to conduct an Executive (i.e. closed) Session.

18.7 MEETING RECORDS AND ATTENDANCE

18.7.1 Minutes, including attendance, of all meetings of the Executive Committee shall be kept by an appointed Executive Committee Member or the Executive Director or by Management Committee Member when the Executive Director is not present.

18.7.2 Minutes of Executive Committee meetings shall be available to the Membership for inspection; however, minutes of the Executive Session shall not be available to the Membership unless expressly authorized by a unanimous vote of the Executive Committee.

18.7.3 The Members of the Executive Committee shall maintain confidentiality as necessary in order to preserve the integrity of the CCC, security of individuals, and interests of the CCC Member Organizations.

18.8 RETIREMENT OF THE EXECUTIVE COMMITTEE

18.8.1 The Executive Committee as a whole shall be retired upon a decision passed by a majority vote of 50% +1 of the Member Organizations to dissolve the Executive Committee and hold new elections.

18.8.2 Individual Members of the Executive Committee shall retire upon one of the following seasons:

18.8.2.1 Expiration of the term of appointment.

18.8.2.2 A decision passed by a majority vote of 50% +1 of the Executive Committee Members to retire anyone of the Executive Committee Members.

18.8.2.3 The Executive Committee Member ceases to be a staff member of any member organization of the CCC or the organization ceases Membership from CCC. However, that staff Member is eligible for re-election to serve in the Executive Committee if he/she takes employment with another Member organization.

18.8.2.4 Executive Committee Members missing or absent for three (3) consecutive Executive Committee Meetings shall be ended his/her term automatically.