

## **SYHA Council and Board Members**

### **Personal Characteristics & Responsibilities - both Council and Board members should:**

1. Be over the age of 18 years
2. Subscribe to the promotion & protection of the ethos & charitable objectives of the SYHA
3. Be of sound mind & upright character with no serious criminal record
4. Act at all times in the best interests of the SYHA as a whole & not in the interest of self or other groups
5. Comply with the code of conduct contained in the Governance & Management Instruments & understand that substantial breach of any part of this code may result in removal from the Council or the Board
6. Declare at the earliest opportunity any conflicts of interest with Governance or Management of the SYHA Company Limited by Guarantee
7. Strive to establish respectful, collegial & courteous relationships with all that they come into contact with in the role of a Council or Board member
8. Support the President, Office Bearers and CEO in their respective roles
9. On resignation from the Council or Board, inform the Company Secretary in writing
10. Continually seek ways to improve Council and Board governance practice & strive to identify good candidates for Council & Board membership

### **Council members have the following remit; either individually or collectively**

1. Meet formally at least twice per annum, including the Annual General Meeting (AGM), in order to receive reports and financial statements & review the SYHA Company Limited by Guarantee's progress in achieving its charitable, & other, objectives
2. Receive & request from the Board reports, policies & financial statements on subjects of importance or concern
3. Advise on policies which reflect the best interests of the SYHA Company Limited by Guarantee for consideration by the Board
4. Comment to the Board on the strategic, forward plans & priorities of the Company
5. Authorised to require the calling of an Extraordinary General Meeting of the Council with due notice and due cause
6. Elect up to 4 Members from the Members' Groups, up to 4 Nominated Members, up to 4 Honorary Members & up to 3 Co-opted Members to serve for a term of 3 years on the Council following appropriate scrutiny & endorsement by the Board
7. Elect from within the membership of the Council a President, Vice President & Treasurer, each to serve for a term of 3 years on the Council & the Board as the Office Bearers
8. Elect from within the membership of the Council up to 6 members, each to serve for a term of 3 years on the Board
9. Review the appointment of Honorary Presidents, Honorary Vice Presidents & Honorary Life Members following appropriate scrutiny & endorsement by the Board
10. Review potential for affiliated organisations with a minimum of 25 members, including local support groups, to cooperate and work with the SYHA Company Limited by Guarantee in achieving its charitable objectives, following appropriate scrutiny and endorsement by the Board

11. Actively seek, consider & recommend suitable individuals for election, nomination or co-option to the Council

**Board members have the following remit; either individually or collectively**

1. To be the Company Directors and Charity Trustees of the SYHA Company Limited by Guarantee, responsible for the strategic governance of the Organisation & responsible in law for the Company & its activities
2. Meet formally at least 3 times per annum, excluding the AGM, in order to receive reports & financial statements, approve revenue & capital budgets & review the Company's progress in achieving its charitable, & other, objectives
3. Take steps to ensure the smooth running of the Council, Board, Executive, Management & SYHA Company Limited by Guarantee through the strategic Management governance & supervision, scrutiny & support of, & advice to the Executive
4. Ensure that the SYHA Company Limited by Guarantee's aims & objectives are achievable by giving clear direction & appropriate resources to the Executive Management
5. Ensure the appointment and proper employment of a Chief Executive and his or her supporting staff
6. Ensure that resources are deployed to best effect in order to implement & achieve the SYHA Company Limited by Guarantee's charitable objectives
7. Ensure that all statutory & legislative requirements are adhered to, including the ongoing conduct & review of governance, strategy, policies, procedures & strategic risk management issues, in order to improve effectiveness & efficiency
8. Authorised to purchase, build, sell or lease any SYHA Company Limited by Guarantee assets or investments & to borrow on the security of such assets or investments
9. Generate, receive, request, recommend, consider, analyse, implement, endorse or refer back, strategies, policies, minutes, financial statements and reports on subjects of importance, which have been proposed and/or adopted by the Council, & Board and the Executive or any other appointed standing, enquiry or ad hoc committees, forums & review groups
10. Appoint & approve any standing, enquiry or ad hoc committees, forums & review groups
11. Represent the interests of the SYHA Company Limited by Guarantee to its members, government, local authorities, the charity & voluntary sectors, affiliated organisations, the private & public sector, the media & the public at large
12. Liaise with affiliated national & international organisations in order to encourage joint co-operation & benefit
13. Consider recommendations & endorse individuals to be Elected, Nominated & Co-opted to the Council, including Honorary Presidents, Vice Presidents & Honorary Life Members, following appropriate scrutiny
14. Consider recommendations & endorse affiliated organisations with a minimum of 25 members, including local support groups, to cooperate and work with the SYHA Company Limited by Guarantee in achieving its charitable objectives, following appropriate scrutiny
15. Continually seek ways to improve Council and Board governance practice & strive to identify good candidates for Council and Board membership