

**AMNESTY  
INTERNATIONAL**



# **BOARD CHARTER**

**2019**

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August 2016 and June 2019]

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## **1. PREAMBLE**

This document is a compendium of rules, policies and procedures of which directors must be aware in order to discharge their responsibilities. These are derived from the corporations law, charities law, the company's Constitution, various decisions of AI Australia's general meetings and decisions of the National Board itself.

Amongst these decisions are a statement of roles and responsibilities (see Appendix 1) and a document setting out agreed board behaviours (see Appendix 2).

## **2. AMNESTY INTERNATIONAL AUSTRALIA IN CONTEXT**

We are an independent global movement of people who campaign courageously for human rights for everyone.

By 2020 Amnesty International Australia will:

- protect and defend more lives
- be an unstoppable movement
- inspire outstanding passion and commitment

The full Vision to 2020 is attached at Appendix 3.

As set out in the AIA Constitution, AIA is part of the global movement of Amnesty International. The worldwide movement of Amnesty International - including AIA - is a non-denominational, non-partisan movement, independent of all governments, political parties and religious institutions. AIA is a democratic organisation comprising members and supporters who work to achieve the objects set out below:

- (a) To promote, defend and protect the human rights of all people as set out in the Universal Declaration of Human Rights (UDHR), and subsequent United Nations conventions and declarations based on the UDHR, as well as in regional codes of human rights which incorporate the rights contained in the UDHR, the provisions to which governments have voluntarily acceded.
- (b) To encourage, and raise awareness, that every human being possesses rights based on their humanity and that respect for human rights improves people's lives.
- (c) To end grave abuses of the human rights of individuals, for example prisoners of conscience, and groups of people experiencing: injustice; poverty; discrimination; torture; cruel, inhuman and degrading treatment or punishment; executions; and the indiscriminate killing of civilians.

- (d) To help those fleeing persecution and conflict and to defend people from violence from state and non-state actors.<sup>1</sup>

After more than 50 years of groundbreaking achievements, our core values/principles still remain ones of:

- international solidarity
- effective action for the individual victim
- global coverage
- the universality and indivisibility of human rights
- impartiality and independence, and
- democracy and mutual respect.<sup>2</sup>

## 3. WHAT ARE THE NATIONAL BOARD'S FUNCTIONS AND RESPONSIBILITIES?

### 3.1 Functions

The National Board has six main functions:

- (i) leadership and stewardship of the organisation;
- (ii) promoting and ensuring the effective performance of the organisation;
- (iii) setting and assessing the objectives and standards by which the organisation is governed;
- (iv) monitoring the financial, ethical, legal and regulatory performance of the organisation;
- (v) appointing the National Director and holding them accountable for the organisation's performance; and
- (vi) providing links and leadership within the Amnesty International movement.

### 3.2 Responsibilities

The primary responsibility of the National Board is **governance**.

The Board delegates authority for management (the operations and administration of the organisation) to the National Director, according to the Delegations Policy (sec pol 13.1).

The Board is responsible for the **leadership** of the organisation. This includes the following elements.

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<sup>1</sup> Consistent with the AIA Constitution

<sup>2</sup> Consistent with the AI Statute

### *Vision and Strategy*

- Articulating and safeguarding the organisation's values, vision, mission and strategies.
- Participating in the development of strategic plans and ordering the strategic priorities.

### *Governance and Risk Management*

- Ensuring that the organisation has appropriate governance structures in place, including standards of ethical behaviour, and promoting a culture of corporate and social responsibility.
- Establishing such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities.
- Monitoring and reviewing the performance of the National Director against agreed performance indicators.
- Approving budgets to ensure they achieve the strategic goals.
- Adhering to full and frank disclosure of all financial matters pertaining to the operations of AIA and in keeping with our obligations under Australian corporate law.
- Ensuring that all significant risks are identified, assessed and appropriately managed.
- Acknowledging that confidential information received in the course of exercising our duties remains the property of AIA and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by AIA, or the person who provided the information, or is required by law.

### *Representation and Communication*

- Providing maximum transparency about the Board's decision-making processes.
- Facilitating membership participation in the affairs of the organisation, including involvement in setting the strategic direction for AIA.
- Providing an avenue for regional representation between National Annual General Meetings and other General Meetings.
- Maintaining open lines of communication and promulgating through the organisation, and with external stakeholders, the values, vision, mission and strategies.
- Providing regular progress reports to our constituents through our meetings with our regional teams and by way of the Annual Report.
- Listening to stakeholders, ensuring their values are reflected in the organisation's governance, and providing mechanisms for stakeholder participation.

## **4. DIRECTORS**

The Board consists only of non-executive directors who are independent: that is, a director may not be a member of the paid staff of the organisation.<sup>3</sup>

Membership of the Board is disclosed in the Annual Financial Report and on the AIA website. This information is also held by the Australian Charities and Not-for-profit Commission.

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<sup>3</sup> AIA Constitution clause 13.7(a)(v)

## 5. BEING A DIRECTOR

Individual Directors of AIA have individual and collective responsibilities as directors and in the discharge of role-specific functions.

### Individual responsibilities

(a) As individual members of the Board, all directors will (to the best of their ability and knowledge) undertake to:

- Spend as much time as required to perform their duties.
- Ensure care and diligence in decision-making.
- Prepare for, attend and contribute to Board meetings and meetings of committees on which they serve.
- Undertake diligent analysis of all proposals placed before the Board.
- Ensure critical review of proposals to the Board.
- Uphold a primary loyalty to the organisation and maintain confidentiality where the Board so determines.
- Seek assurance of compliance with internal and external policies.
- Regulate the Board's meetings and proceedings, including the processes it will apply in instances of a declared, actual or perceived conflict of interest.
- Observe confidentiality regarding those Board matters where it has been determined that such matters should not be communicated beyond the Board and in respect of all confidential information received in the course of their duties.
- Conduct themselves in a courteous manner at meetings and be respectful of others attending without any animosity, and refrain from engaging in any conduct that brings discredit upon the organisation.
- Act in a financially responsible manner.
- Comply with the law and with AIA's agreed policies and procedures.

### Shared responsibilities

(b) In the exercise of their collective responsibility, directors will have a primary focus on the maximisation of human rights impact and will:

- Drive AIA forward while maintaining prudent control.
- Discharge their duties in the course of their office, with honesty, integrity and in good faith, acting at all times with high ethical standards for the benefit of the organisation.
- Exercise reasonable care and undertake diligent analysis of all proposals placed before the Board.
- Support the spirit of Board decisions and, regardless of their individual viewpoint, promote and not undermine the solidarity of the Board once a decision has been made.
- Be accountable to the AIA Membership for their actions and the manner in which they carry out their responsibilities and cooperate fully and honestly with any scrutiny appropriate to their office.
- Act in a financially responsible manner at all times.

- Make decisions on merit, including when making appointments, awarding contracts or recommending individuals for rewards or benefits, and will not improperly confer an advantage or disadvantage on any person.
- Abide by the spirit as well as the letter of the law.
- Make reasonable enquiries to ensure that the organisation is operating efficiently, effectively and legally towards achieving its goals.
- Practise Directorship as a collegial team with the National Director and Management Team, with a clear understanding of and respect for decision-making responsibilities, and governance and operational roles and delegations.
- Promote and support these principles by leadership and by example, and should always act in a way that secures or preserves public confidence.

### **Conflicts of Interest**

Directors must declare any pecuniary interests and avoid or disclose conflicts of interest at the earliest opportunity<sup>4</sup>. Directors will not receive gifts from persons or entities which may benefit from influencing Directors or make improper use of any information acquired as a Director.

If a director is concerned about whether they have a real or perceived conflict of interest or duty they should alert the Board, which can determine that they will not take part in the decision-making process until the matter is resolved.

If the Board determines that an actual conflict of interest exists, or there are risks associated with a perceived conflict of interest, then the Director should continue to absent themselves from any decisions related to the conflict of interest.

Directors should also seek to avoid conflicts of duty. A conflict of duty can arise if information gained as a result of acting on AIA's behalf could affect another person, organisation or association with whom the director has a relationship in a way that gives rise to a duty or expectation that they will act in the best interests of that other person, organisation or association.<sup>5</sup>

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<sup>4</sup> A conflict of interest is deemed to exist when a Director is confronted with an issue in which the Director has a personal or pecuniary interest or there is an issue or circumstance that could render the Director unable to devote loyalty and singleness of purpose to the organisation. The IEC provides the following examples of a potential conflict of interest:

- The decision may mean that their business receives work.
- The decision may mean that their business loses work.
- The decision may be to give employment to a family member or close friend.
- The decision may give them the opportunity to travel.
- The decision may affect whether they have to pay for accommodation.
- The decision may allow them to avoid tax.
- The decision may give them the opportunity to buy something cheaply.

<sup>5</sup> Examples of a conflict of duty include:

- They are Directors of a not-for-profit entity with which AI is contracting.
- They are Directors of a not-for-profit entity which competes with AI for funds.
- A member of their family is affected.
- The person has a competing professional duty (such as a journalist's duty to protect the source of information).
- The person has received a substantial gift or benefit from someone who could benefit from a particular decision.
- The person has offered to facilitate a favorable decision in return for something of value.

There is not a conflict of interest or duty if all members of the Board decide that a policy applies equally to all of them, provided that the decision is transparent and based on the best independent advice

Membership of the Board is incompatible with elected or appointed top-level positions in the administrative, policy making, legislative, defence and law enforcement system of a country. Membership of the Board is also incompatible with a leadership position in a political party. AIA members should not seek or accept membership of the Board while holding any of the above-mentioned positions.<sup>6</sup> If a Board member is elected or appointed to one of the positions listed above, they are obliged to resign from the Board.<sup>7</sup>

## 6. COLLECTIVE DECISION-MAKING<sup>8</sup>

The National Board recognises that individual directors bring to the decision making process the sum total of a range of factors including their personal background, sex, race, religious belief, family relationships, employment, ethnicity, geographical location and life experience.

Directors support the spirit of board decisions and promote the solidarity of the board once a decision has been made. This diversity enriches the decision making process and is integral to strengthening democracy throughout AIA.

The National Board aspires to adopt a consensus approach to making decisions and in building board solidarity demonstrates respect for individual conscience and

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- The person has a duty to their employer such that they may have to act contrary to AI's interests (for example, in commercial negotiations or managing a contract with AI).
  - The person has a duty to AI to represent it publicly, and also a duty to some other organisation to represent it publicly in relation to similar issues, where it will damage AI's public image and credibility if the person attempts to do both.

<sup>6</sup> Note that there may be conflict of duty (see footnote 5) where there is a close association between a director and a member of that director's family and that could lead to a public perception prejudicial to AI. This will always be a matter for judgment in each case.

<sup>7</sup> Reference - Leadership = governance + management AI's IEC – SG Protocol February 2008

<sup>8</sup> Collective decision making/accountability is related to the constitutional convention in governments using the Westminster System that members of the Cabinet must publicly support decisions made in Cabinet, even if they do not privately agree with them. In contrast to individual accountability, which relies on centralised control, collective accountability/cohesion is based around shared values and trust.

A risk associated with collective accountability is that Directors assume that other members are taking (collective) responsibility for an issue. Clear communication and transparency of motivations/beliefs/fears will assist in addressing this. Collective decision making/accountability does not negate the responsibilities of individual Directors.

acknowledges the challenges that individual directors may face in the performance of their functions. In all cases the directors will seek first to take decisions by consensus.

In very exceptional circumstances, a director may judge that it is necessary to provide additional information or explanation to AIA members/stakeholders about how the board arrived at a particular decision. In assessing what information to provide in this situation the director should take into account the intended audience and assess the risk of providing or not providing additional information. He or she should discuss their intended approach with the Chair before providing any additional information.

Under no circumstances should a director make public statements that will damage or destabilise the organisation.

## **7. BOARD BEHAVIOURS**

### **Statement of board behaviours**

The statement in Appendix 2 sets out those behaviours that embody the shared values that underpin the AIA decision making process. The National Board should review and re-affirm these behaviours at the first ordinary board meeting that follows an Annual General Meeting.

### **Use of Social Media**

AIA recognises that social media are an increasingly integral part of our lives. While they are an effective communication and activism tool, it can sometimes be challenging for directors to reconcile their public and private social media activities in terms of their role as an AIA director.

AI's independence and impartiality is fundamental to our work, and our use of social media must follow the same ethical standards practised in board meetings and in undertaking the responsibilities and accountabilities of directors as outlined in this Board Charter.

It is not appropriate to make personal opinions about board matters or AIA directors anywhere by any medium. It is therefore important that directors distinguish between speaking as an individual and speaking as a director of AIA.

When a director uses social media in a personal capacity, it may still be possible for content posted to be associated with AIA. If a director is associated with AIA through social media in any way, or is unsure but believes this may be the case, s/he must ensure that any content posted is consistent with Amnesty International's reputation.

If a director chooses to use social media to advocate on behalf of or support any political candidate or party, religious group or economic interest group, for example, it is important to use one or more of the following approaches:

- Set up two accounts for each of the social media tools used – one used in the role as a director of AIA, the other for personal postings
- De-identify her/himself as a director of AIA on all social media applications
- Use a disclaimer stating that the opinions are personal and not those of AIA.

If a director is unsure whether or not something is appropriate to post on social media, it is best to err on the side of caution and contact the Chair before making the post live.

## 8. BOARD MEETINGS AND COMMITTEES

Directors are expected to attend all board meetings, as far as practical, and are encouraged to prepare for and participate actively at all meetings and ensure their views are heard. They are required to bring independent judgement to bear in decision-making. Directors will seek to obtain any additional information they feel will assist them to fully participate in the Board decision-making process through the Chair and National Director.

Committees of the Board are established as required to ensure compliance obligations and functions are effectively discharged. As a matter of practice the Board has not delegated major decisions to committees.

If a director is unable to attend a Board or committee meeting they may seek leave of absence from the chair of the meeting. If such leave is sought, the member must be shown in the minutes of the relevant meeting as having leave of absence.

Where the member has sought leave of absence due to other AI business, the member must be shown as absent from the meeting due to 'leave of absence' in the minutes of the meeting and for the purposes of the Annual Report the meeting is not counted as a meeting at which the member could have been present.

Any two directors (of whom one must be the chair or the vice-chair of the Board) have delegated authority to approve a leave of absence of a director (other than one of themselves) for periods of time beyond a particular board meeting, noting that the Board will be informed of any such approvals.

Details of the committees established by the National Board and by decisions of General Meetings are in Appendix 4.

There are detailed procedures regarding how items are placed on the agenda for meetings of the National Board<sup>9</sup> and subsequently dealt with and -- see Appendix 5.

There are three templates for board papers: where there is a fully argument proposition, where there is a straightforward decision to be taken (such as that a lease be renewed), and where there is simply a matter for noting.

All board papers (except those that are for directors only, which are circulated by email) are placed on the Board's google site specific to that meeting. All the papers for a meeting will be on that site from 4 pm on the Friday a week before the meeting. Papers not on that site by that time will be considered late.

Late papers will only be loaded to the Board google site with the approval of the Chair (for papers from Board members) or the National Director (for papers from staff).

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<sup>9</sup> See Item 17, Minutes of NEC meeting 15-17 September 2016

Approval will generally be given when the paper deals with a matter already in the papers, and especially if it in some way aids the proper consideration and resolution of the matter, or (of course) where there is some unanticipated and urgent matter for consideration. Approval will generally not be given where the paper raises a matter for the first time, and that matter is not urgent or could have been anticipated.

Where papers are sent to the board secretariat for loading onto the google site, they should be received before 9 am on the Wednesday prior to the Friday. There is otherwise a risk that they will not be uploaded in time.

There are procedures regarding how decisions are made between meetings of the National Board -- see Appendix 6.

## **9. NATIONAL BOARD/NATIONAL DIRECTOR RELATIONSHIP**

The National Director's role, in partnership with the National Board, is to provide leadership, stewardship and operational management of the organisation. The National Director is not a member of the Board.

The National Board is responsible for ensuring that all necessary and appropriate delegations are included in the Delegations Policy, to enable the National Director and Management Team to meet their responsibilities.

The National Director is accountable for:

- effective leadership of the organisation
- operational planning and management, including the implementation of strategy, plans and budgets, policies and Board decisions
- people management and a sound, ethical organisational culture
- fundraising and growth
- human rights campaigning
- public relations
- resource management
- enabling directors to effectively discharge their duties and supporting the operations of the Board, including:
  - ensuring that the meeting agenda and papers are available to Directors in sufficient time for them to be read and considered prior to the meeting
  - ensuring that Directors are fully informed about the issues before the meeting and provided with a recommendation for action.

## **10. BOARD INDUCTION AND PROFESSIONAL DEVELOPMENT**

The Board will ensure appropriate induction for new directors and arrange for directors to participate in development programs as the board judges appropriate. Individual directors may request additional training/professional development to assist in the discharge of their responsibilities.

Experienced directors will be encouraged to provide mentoring support to new directors.

## **11. BOARD PERFORMANCE AND REVIEW**

The Board recognises the importance of regular performance evaluations of both the individual directors and the board as a whole, and follow-up action to deal with issues arising. To this end at least every two years a Board culture survey is conducted that focuses on the following four elements:

- Working together
- Doing my work
- Working with National Director and Management Team
- Resolving problems.

## **12. BOARD EXIT INTERVIEWS**

The National Board has adopted protocols for the conduct of exit interviews for all directors.

The interviews will be conducted by a former director in accordance with the protocols adopted by the Board in November 2015, and will be confidential. The person conducting the interviews will present a summary of key feedback from the previous year's exit interviews in camera at the first Board meeting each calendar year.

## **13. BOARD RECRUITMENT**

The process of recruitment for board members is the responsibility of the Nominations and Assessment Committee (NAC) in conjunction with the company secretary.

The NAC is established by the company's constitution, which also outlines its functions. The board and the NAC maintain and review annually a statement of necessary and desirable knowledge, skills and attributes against which prospective directors are assessed. This information is provided to the AGM.

Directors will undertake succession planning and provide information and support that facilitates a diverse range of quality candidates standing for election as directors.

## **14. REPORTING**

Proceedings of all meetings are minuted in plain English, approved by the Board or the relevant committee at a subsequent meeting (normally the next meeting) and signed by the chair of that subsequent meeting.

In accordance with Clause 20.5 of the AIA constitution the Board is to as soon as practicable after each of its meetings:

- (a) publish; and
- (b) provide to each ALC through its Regional President—

the minutes of the meeting or a report of that meeting.

The board has determined what minutes, decisions and reports should be available to whom: see the table in Appendix 5.

## **15. REVIEW OF CHARTER**

The National Board will review this document following every AGM to ensure that it remains consistent with the Board's objectives and responsibilities.

## **16. PUBLICATION OF THE BOARD CHARTER**

This document is to be available in both hardcopy and on Amnesty International Australia's website.

# APPENDIX 1 – DIRECTORS' ROLES AND RESPONSIBILITIES

## Preamble

This appendix outlines the particular roles and responsibilities of the Chair and directors.

The Constitution of AIA provides that the directors of AIA exercise the powers of the National Board collectively and share equal responsibility and accountability for the actions of the board.

Generally, the board exercises all other powers and duties collectively unless responsibility has been delegated to a board member or board Committee by way of board resolution or by adoption of a policy.

The board is collectively responsible for upholding the AIA Board Charter, to achieve the organisation's vision for maximising human rights impact.

The National Board determines the title and function of any designated role on the National Board and appoints individual directors to those designated roles (including the office of chair).

## Chair

### Role

The Chair is the public representative of the board and provides leadership to AIA and the board.

### Responsibilities

#### *Board Leadership*

- Chair AIA Board meetings,<sup>10</sup> ensuring that all Directors contribute and consensus is reached on decisions where possible
- Develop the Board agenda in cooperation with the National Director, including:
  - Shaping the agenda for Board meetings in relation to goals, strategy, finances and organisational performance
  - Planning the annual cycle of Board meetings
- Motivate Directors and lead by example
- Ensure implementation and review of Board appraisal, training, and succession-planning processes, to enable optimum Board performance and assist the Board in achieving its objectives
- Ensure that appropriate, evidence-based information is presented to the Board
- Help guide Board actions with respect to organisational priorities and governance concerns

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<sup>10</sup> As stipulated in AIA's Constitution

- Engage with the work of Board committees as required
- Uphold the Board Charter, and ensure the Board's adherence.

#### *Board Representation*

- Work in partnership with the National Director on achieving the organisation's mission, including:
  - Communicating regularly with the AIA National Director
  - Acting as a link between the Board and the National Director
- Chair General Meetings of AIA<sup>11</sup>
- Represent AIA publicly when required
- Represent AIA in AI fora
- Participate in the Chairs' Forum, in consultation with and accounting to the National Board
- Lead the Global Assembly Delegation
- Communicate regularly with AIA membership
- Undertake performance management of the National Director, including:
  - conducting annual performance reviews
  - approving leave
  - approving the appointment of an Acting National Director as required<sup>12</sup>
- Oversee negotiations for the National Director's employment.

#### **Appointment and tenure**

- Elected by the board
- As determined by the board.

### **Directors**

#### **Role**

All Directors provide leadership to AIA and are collectively accountable to the AIA membership, including communication of the work of the Board.

As a Company Director, the role of each Board member is to take fiduciary responsibility for AIA as a company.

#### **Responsibilities**

As a director:

- Discharge the legal duties of a director, including acting in the best interests of the company and ensuring that other specific obligations (such as in relation to Workplace Health and Safety) are met
- Prepare for and attend the required number of Board meetings (a minimum of four weekends) per year
- Determine AIA's mission and vision from time to time
- Contribute to the shaping of AIA's vision and strategic plan
- Contribute to the formulation, monitoring, reviewing and improving of all policies, which provide guidance to members, volunteers and staff, and govern Board business and Board behaviour

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<sup>11</sup> As stipulated in AIA's Constitution

<sup>12</sup> Confirmed by Board decision 47/07, 29 April 2007.

- Contribute to and approve Strategic and Operational Plans, annual budgets and financial statements
- Appoint members to, and potentially serve on, a variety of Board committees currently including: Governance Committee, Activism and Membership Committee, Audit and Risk Committee, International Issues Committee, International Nominations Committee, Remuneration Committee, and AGM Preparatory Committee
- Select and support the National Director
- Practise directorship as a collegial team with the National Director and the Management Team
- Understand and respect the relationship between the Board and staff, including decision-making responsibilities, and governance and operational roles and delegations
- Act as a fair and reasonable employer
- Ensure AIA has the resources necessary to achieving its mission and vision
- Ensure that AIA has appropriate reserves and investment policies in place
- Provide effective fiscal oversight and ensures sound risk management practices
- Contribute to effective National Board recruitment and succession planning
- Enhance AIA's public image
- Actively participate in Board evaluations as well as in Board training and development
- Report back to and consult with members and other stakeholders on AIA progress as required
- Contribute to the efficient conduct of National Board business, including building collegial relationships with other directors to facilitate consensus decision making
- Support the work of the international movement
- Reporting outcomes of the board meetings to the Activist Leadership Committees and Board Committees
- Uphold the Board Charter.

**Appointment and tenure**

- 7 Elected at the AIA AGM;
- 2 additional directors appointed by the National Board
- There are three classes of elected directors, as provided in the following table:

Class:	Number in the class	To be elected at annual general meeting held in:
I	3	2019 and each 3 <sup>rd</sup> year thereafter
II	2	2020 and each 3 <sup>rd</sup> year thereafter
III	2	2021 and each 3 <sup>rd</sup> year thereafter

## APPENDIX 2: BOARD BEHAVIOURS

WHAT WE WANT TO BE		HOW WE WANT TO ACT	
Bold and courageous Inspirational	Decisive Creative	Forward-looking; forward-thinking Showing leadership	Taking ownership of decisions
Values-aligned Focused on human rights	Collaborative	Advocating interests of organisation above other interests	With candour; honestly
Strategic	Tactical	Planning ahead Rigorous questioning, focused on human rights outcomes	With consistency – honouring past decisions
Respectful	Collegiate	Creating safe environment for debate	Rewarding/celebrating achievements
Consultative Reflective	Communicative Responsive	Open to evaluation and feedback Realistic – able to say no	Reading non-verbal signs of agreement – less talking to iterate a point
Diligent Competent	Organised Legally compliant	Prioritising Hardworking Paying attention to detail Being informed	Mindful of using time effectively Respecting punctuality Building institutional knowledge
Diverse (skills, experience, age)		Trying different ways of working	Aware of others' skills

## APPENDIX 3: 2020 VISION

### AI AUSTRALIA VISION GOALS KEY PERFORMANCE INDICATORS AND TARGETS

We are an independent global movement who campaign courageously for human rights for everyone.

By 2020 Amnesty International Australia will:

- **protect and defend more lives**
- **be an unstoppable movement**
- **inspire outstanding passion and commitment**

Our 2020 Goals and KPI's are:

#### Protect and Defend More Lives

GOAL	KPI
End the over-representation of Indigenous young people in detention within a generation	<ul style="list-style-type: none"> <li>● 25% reduction in number of Indigenous children in detention (2013/14 4,965; target 2019/20 3,724)</li> </ul>
Refugees and asylum seekers fleeing conflict, crisis, torture or persecution across the globe are able to lead safe and stable lives	<ul style="list-style-type: none"> <li>● Australia's annual humanitarian intake is a minimum of 30,000 places per year, including adoption of an expanded and improved community sponsorship program</li> </ul>
The human rights of individuals at risk are defended and protected	<ul style="list-style-type: none"> <li>● 150 people which the Australian section has worked for result in improved human rights conditions by end 2020</li> </ul>
Civilians are protected during conflict and crisis	<ul style="list-style-type: none"> <li>● AIA participates in actions that support our international human rights goals and build the movement in Australia</li> </ul>

#### Be an Unstoppable Movement

GOAL	KPI
We are a large and powerful mass movement of people	<ul style="list-style-type: none"> <li>● 200 core activists are engaged in delivering impact for priority campaigns</li> </ul>
We are a diverse movement of people, welcoming all who support our vision and values	<ul style="list-style-type: none"> <li>● AI Australia has developed and started implementing a diversity, inclusion and wellbeing plan</li> </ul>
We have the leadership necessary to realise our vision at a national, regional and local level	<ul style="list-style-type: none"> <li>● We continue to develop leaders including transition to new governance model completed and evaluated</li> </ul>

## Inspire Outstanding Passion & Commitment

GOAL	KPI
We inspire people to have a strong and long lasting relationship with Amnesty International Australia	<ul style="list-style-type: none"> <li>• Proportion of new Human Rights Defenders active after 12 months (more than 55%)</li> <li>• Total active Human Rights Defenders (over 45,000)</li> </ul>
We inspire increasing and ongoing financial support	<ul style="list-style-type: none"> <li>• Raise \$8.5m from 2020 Council, major donors foundations and corporates over the period 2016-2020</li> </ul>
We achieve efficient and effective financial outcomes	<ul style="list-style-type: none"> <li>• Share of resources required to be allocated to Core Costs (In 2020 does not exceed 17.5% gross revenue)</li> </ul>
We are financially robust, enabling the movement to increase human rights impact	<ul style="list-style-type: none"> <li>• Deliver international human rights impact by making full assessment contribution to the international movement from 2020</li> </ul>

## APPENDIX 4: BOARD AND COMMITTEES

The powers of Amnesty International Australia's National Board are detailed in clause 13.2 of the company's Constitution. The National Board is responsible for managing the business of AIA and, subject to resolutions of Annual General Meetings, the Constitution and legislation, may perform its function or exercise its powers in any ways it sees fit.

In accordance with clause 13.17 of the Constitution, the board has established a number of committees. These committees are distinguished from working groups, advisory committees or other such groups that are charged by the Board with an undertaking or for overseeing an activity or project, and then disband when the activity or project is completed.

The purpose and terms of reference of each committee are set out below.

### From AI Australia's Constitution:

#### **13.17. Committees of the National Board**

- (a) The National Board may establish committees to assist it in performing its functions.**
- (b) A committee may consist of such number of directors and other Members as the National Board thinks fit. At least one member of a committee must be a director and every member of a committee must be a Member.**
- (c) The National Board may delegate any of its powers and assign any of its functions to a committee established under this clause 13.17.**
- (d) A committee to which any powers have been so delegated or to which any functions have been so assigned must exercise the powers delegated and the functions assigned in accordance with any directions and terms of reference determined by the National Board.**
- (e) The provisions of this constitution applying to meetings and resolutions of the National Board apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of the National Board.**

#### **BOARD OF DIRECTORS (National Board)**

The National Board comprises:

- (a) 7 elected directors; and
- (b) Up to 2 additional directors.

There are staggered elections for all classes of Directors.

The National Board normally meets five times a year (at least 3 times face-to-face).

#### **ACTIVISM AND MEMBERSHIP COMMITTEE (AMC)**

The Activism and Membership Committee was established in November 2015.

The functions of the Activism and Membership Committee are set by the National Board, and include advising the National Board on matters relating to activism, membership, training and

campaigning, and being the primary point of liaison with Activism Leadership Committees (ALCs).

ALCs are primarily accountable to the Activism and Membership Committee.

#### **AUDIT AND RISK COMMITTEE (A&RC)**

The Board's Audit and Risk Committee was established by resolution of the Board (May 2004), amended February 2012.

The Audit and Risk Committee provides the Board with an independent and objective review of the financial reporting process, internal controls and the audit function, monitors financial governance standards, has oversight of the Reserves Policy, and supports the Board in financial and general risk assessment and risk management (*section policy 10.1.9*).

The A&RC has up to five members, with a quorum of three, one of whom must be a non-Board member. The Chair is the Treasurer, or other appropriate director. At least one member must have a strong finance, accounting and/or business background; one member must have a background in law (this member can be a member of the Board). The majority of members must be members of the Board. Up to two non-Directors (who are members of AI Australia) may be co-opted on to the Committee to provide additional expertise. A&RC usually meets prior to finalisation of the annual accounts, annually with the auditors and at other times on a needs basis.

Wherever possible, members should serve a minimum three-year term (and be eligible for reappointment).

Within three months of each AGM, the A&RC presents the Board with its annual work plan and should be evaluated for effectiveness at least once bi-annually through the Board performance review process.

#### **GOVERNANCE COMMITTEE**

The Board's Governance Committee was established by resolution of the Board (November 2007), amended August 2010. The Committee is responsible for assisting and advising the National Board about AIA's corporate governance responsibilities and practices. This includes such matters as Director induction, training and development, performance reviews and exit interviews. The Governance Committee will consider and advise the Board about issues of voting and democracy, review Board policies, arrange for annual Board performance reviews, develop and review leadership role descriptions, conduct the Board recruitment process and support the AGM Preparatory Committee.

Membership of the Governance Committee is:

- Chair, as appointed by the National Board
- Chair of AGM Prep Com
- 2–3 Directors
- 1–2 interested supporters
- 1 Youth Advisory Group member, nominated by the Youth Advisory Group and appointed by the National Board.

The National President may attend meetings.

Members of the Committee are appointed at the Board meeting following an National AGM until the following AGM and must meet at least quarterly. Appointments are for three-year terms, unless a member ceases to be a Board member, external to the Board, or a member of AIA.

## **INTERNATIONAL ISSUES COMMITTEE**

The Board's International Issues Committee<sup>13</sup> was established by resolution of the Board (November 2007), amended August 2010. The Committee is generally responsible for assisting and advising the Board and the wider organisation about AIA's international engagement, particularly in the Asia-Pacific region, the contributions of AIA to the movement, and changes and developments within the global movement. This includes determining appropriate levels of consultation within AIA about strategic directions and new policies proposed by the international movement, supporting AIA's elected General Assembly delegation and ensuring that AGMs address issues of international significance.

Membership of the International Issues Committee is:

- The members of the General Assembly delegation and the reserves
- 1 non-General Assembly delegation Board member
- 2 interested supporters.

The chair of the IIC must be either the Chair of the Board or the Global Assembly Representative. Appointments are made at the same time the Board makes appointments to other Committees.

## **REMUNERATION COMMITTEE**

The Remuneration Committee is responsible for assisting and advising the Board and the organisation about AIA's remuneration principles, policies and practices. This includes the provision of strategic advice to the Board with respect to market practices and trends for remuneration and in relation to internal and external remuneration relativities. It also includes non-monetary compensation for services and benefits.

The committee comprises the chair, the vice-chair and one other director appointed by the board.

The Remuneration Committee meets at least annually (by teleconference) and additionally as required in order to complete its work.

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<sup>13</sup> There was a prior International Issues Committee which was abolished by the NEC in 2003 (Decision 31/03).

## **COMMITTEES ESTABLISHED BY THE NATIONAL GENERAL MEETING**

### **PREPARATORY COMMITTEE (Prep Com)**

The composition and role of the Preparatory Committee is defined in Amnesty International Australia's Standing Orders for General Meetings.

PrepCom has responsibility for the overall organisation and coordination of a general meeting (GM) including the agenda, GM activities, how resolutions and business are to be handled and who might discharge particular roles such as the returning officer, rapporteurs or credentials committee. The committee comprises:

- a Director appointed by the National Board
- the Company Secretary
- the Regional President of the host Region (or nominee)
- up to two more co-opted members

The Committee can also delegate any of its function to other people or committees.

### **INTERNATIONAL NOMINATIONS COMMITTEE (INC)**

The International Nominations Committee is a permanent advisory committee of the Board. The objectives and scope of the committee are outlined in AI Australia *section policy 10.1.15*. It exists primarily to select and nominate suitably qualified AI Australia members as delegates to AI's Global Assembly, but may also select and nominate representatives and delegates to other international meetings, committees and working groups.

The Board appoints four AIA members to the INC at the same time as it appoints members to other Committees. The INC meets as required to discharge its duties and no nominee or candidate shall be present at a meeting where his/her candidacy is being considered.

### **APPEALS COMMITTEE**

The Appeals Committee is comprised of two members of AIA elected for a 2 year term at a general meeting. Its objectives, composition and scope are set out in AI Australia *section policy 10.1.6*. Its function is to investigate complaints referred to it by the Chair of the National Board if the complainant is not satisfied with the response from the Chair in relation to the initial investigation. Complaints can be brought under this policy by anyone who has been personally affected by processes, outcomes and decisions under AI Australia's policies, other than those in relation to staff and management issues.

A member of the Appeals Committee cannot be a member of the National Board, or have been a member of the National Board six months prior to being elected.

### **NOMINATION AND ASSESSMENT COMMITTEE**

The primary purpose of the NAC is, in relation to candidates for election as directors, to identify candidates and to assess the suitability of candidates.

The committee comprises:

- 1 is a Member elected at every second annual general meeting for a term of two years (with a maximum of 2 consecutive terms);
- 1 is a Member appointed by the National Board for a single term of three to four years; and
- 1 is appointed by the National Board and is a person who is not a Member and who has specific expertise in executive and non-executive director recruitment. The term for appointment of this NAC member is to be determined by the National Board, but must not exceed 5 years.

In addition to electing an NAC member under clause 15.1(c)(i), the annual general meeting must also elect 2 reserves for that NAC member's position.

## APPENDIX 5: CONTENT AND DISTRIBUTION OF RECORDS OF NATIONAL BOARD MEETINGS

PROVIDED TO:	Directors <sup>3,4</sup>	Company secretary for open minutes	Company secretary for sealed minutes	National Director	Senior staff	Chairs of board committees	Members of board committees	ALCs / AIA website
PRODUCT:								
Ordinary board decisions	✓	✓		✓	✓	✓	Where necessary <sup>2</sup>	
Background and discussion of ordinary board business	✓	✓		✓		✓		
<i>In camera</i> board decisions	✓		✓	Where necessary <sup>1</sup>		Where necessary <sup>1</sup>		
Background and discussion of <i>in camera</i> board business	✓		✓					
Summary of board ordinary business and decisions	*			*	*	*	✓	✓

### Notes:

- 1 The request could come from the ND/relevant chair, or from a director. The Chair would decide.
  - 2 The committee chair would put a request to the Chair, usually because the decision involved work being done by the committee member. In those circumstances it would normally be agreed to.
  - 3 Current directors have access to all the records of the company, including those brought into being before they became directors, provided that the reasons for that access is for the purposes of the discharge of their role as directors of the company
  - 4 Under the Deed of Indemnity, former directors have access to company records where necessary to defend themselves in litigation.
- \* Available, but not provided

## APPENDIX 6: PRINCIPLES FOR THE NATIONAL BOARD AGENDA

1. Each item of business should have an associated recommended decision.  
(Note: This could be "that the report be noted"--the decision does not have to be an action.)
2. A proposed decision (other than a decision for noting) should be supported by a paper setting out the reasons in support of the recommended decision.
3. The text of a recommended decision should be set out immediately after the heading of the relevant papers in the board papers.  
(Note: This means that the template needs amendment to bring the proposed decision from the end of the paper to a position immediately after the text in the heading.)
4. The same text should be set out in the agenda: that is, someone reading the agenda can see all the proposed decisions.  
(Note: Alternatively, there could be a summary agenda (list of topics only) and a full agenda (same document with the proposed decisions listed.)
5. Every agenda item should be numbered, and the number should also be on the supporting paper.  
(Note: In other words, for every paper there should be a corresponding numbered item of business with a resolution, and for every resolution there should be a corresponding numbered supporting paper.)
6. As a general rule, topic areas should appear on the agenda only once (for example, finance, governance, activism and membership, preparation for AGMs). More controversial areas should be placed early on the agenda to enable work to continue into the meeting.
7. There should be a call-over of all agenda items at the start of each day. Unless someone states that they object to the resolution in the agenda it is carried without debate.  
(Note: This means that it may be possible to sort out any difficulties during the course of day 1 and recirculate a resolution, allowing it to be carried without debate at the start of day 2.)

## APPENDIX 7: PROCESS FOR TAKING DECISIONS UNDER RULE 13.16

1. A director who wishes to propose a resolution for decision under rule 13.16 of the Constitution should present the resolution using one of the three templates. The same procedure should be followed by a member of the management team, in all cases through the National Director.
2. The paper should be sent by the director or National Director to the Chair, who will determine whether the resolution can properly be dealt with using the procedure in this rule.

Factors making use of the procedure appropriate might include:

- The National Board must make a decision before the next scheduled meeting;
- The item would probably be unstarred at a meeting of directors;
- The resolution merely completes a process already largely or wholly agreed to by the National Board;
- The proposal is clear and does not contain multiple elements some of which may be readily agreed to and others require detailed consideration;
- The paper sets out all the relevant considerations;
- There is no known or probable opposition to the proposal.

Factors making use of the procedure inappropriate might include:

- There is no evident urgency regarding the proposal;
- The item would probably be starred at a meeting of directors;
- The proposal represents a change in an existing decision, policy or budget of the section or the National Board;
- The resolution opens up issues and possibilities not previously considered by the current directors;
- The proposal is complex and involves multiple elements some of which may require further discussion even if the overall idea is likely to be accepted;
- The paper does not deal fully with all the relevant considerations.
- There might be negative stakeholder opposition.

3. The President may invite the director or National Director presenting the proposal to present it in a modified form that would make the use of the procedure appropriate.
4. Where the Chair considers it appropriate that this procedure be used, s/he will send the paper to the directors under rule 13.16. If the director or National Director has requested a decision by a particular date or time, the Chair must communicate that.
5. The Chair must circulate the paper with a clear statement of the resolution and of the time by which a response is needed. (The Chair may engage the Manager, Legal and Governance to circulate the paper and receive and record the votes in favour.)
6. The Chair must inform all the directors and the staff responsible for board administration and for corporate governance as soon as:
  - a. The resolution has gained the requisite votes in favour and is therefore carried; or
  - b. The time for taking the decision has expired and the requisite votes in favour have not been received.
7. At any time before a resolution is carried the director or National Director proposing the resolution may withdraw it.