

**AMNESTY
INTERNATIONAL**



**BOARD CHARTER
2022**

1. PURPOSE

- a) This Board Charter (Charter) sets out the role, responsibilities, structure and processes of Amnesty International Australia's (AIA's) National Board (National Board).

2. ROLE AND RESPONSIBILITIES

- a) The role of the National Board is to provide leadership and strategic guidance for AIA while overseeing the effective performance of the organisation, which includes the appointment of the National Director. In undertaking these roles, the National Board plays a critical role in supporting AIA's movement of people who campaign courageously for human rights for everyone.
- b) 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.
- c) The National Board is responsible for the leadership of the organisation. This includes the following elements.
 - i. Vision and Strategy
 - a) Articulating and safeguarding the organisation's values, vision, mission and strategies.
 - b) Participating in the development of strategic plans and ordering the strategic priorities.
 - ii. Governance and Risk Management
 - a) Ensuring that the organisation has appropriate governance structures in place, including standards of ethical behaviour, and promoting a culture of corporate and social responsibility.
 - b) Establishing such committees, policies and procedures as will facilitate the more effective discharge of the National Board's roles and responsibilities.

- c) Monitoring and reviewing the performance of the National Director against agreed performance indicators.
- d) Approving budgets to ensure they achieve the strategic goals.
- e) Adhering to full and frank disclosure of all financial matters pertaining to the operations of AIA and in keeping with our obligations under applicable Commonwealth legislation.
- f) Ensuring that all significant risks are identified, assessed and appropriately managed.
- g) Considering and approving AIA's risk management framework for managing financial and non-financial risks.
- h) Approving relevant policies and frameworks.
- i) Assessing and determining whether to accept risks beyond the approval discretion provided to management.
- j) Providing oversight and monitoring of Workplace, Health and Safety issues.
- k) 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.

iii. Representation and Communication

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

3. DELEGATION TO MANAGEMENT

- a) The National Board is responsible for all necessary and appropriate delegations.
- b) The National Board delegates authority for management (the operations and administration of AIA) to the National Director, according to the Delegations Policy.

4. BOARD SIZE, COMPOSITION AND OPERATION

- a) The National Board will only comprise of non-executive Directors, who are ordinarily resident in Australia.
- b) The size of the National Board will be determined in accordance with AIA's Constitution.

- c) The National Board will ensure appropriate induction for new Directors and arrange for existing Directors to participate in development programs as the board deems appropriate.
- d) The 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.
- e) 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.
- f) The National Board aspires to adopt a consensus approach to making decisions and in building board solidarity demonstrates respect for individual conscience and 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.

5. BOARD RECRUITMENT

- a) The process of recruitment for board members is the responsibility of the Nominations and Assessment Committee (NAC) in conjunction with the company secretary.
- b) The NAC is established by the company's constitution, which also outlines its functions.
- c) The National Board and the NAC maintain and review annually a statement of necessary and desirable knowledge, skills and attributes against which prospective Directors are assessed.
- d) The National Board will ensure exit interviews are conducted for all departing Directors.

6. CHAIRPERSON

- a) The Chair is elected by the National Board.
- b) The Chair is the public representative of the National Board and provides leadership to AIA and the board.
- c) Key responsibilities of the Chair are:
 - i. to chair AIA National Board meetings, ensuring that all Directors contribute and consensus is reached on decisions where possible
 - ii. develop the National Board agenda in cooperation with the National Director;
 - iii. motivate Directors and lead by example;
 - iv. ensure implementation and review of National Board appraisal, training, and succession-planning processes;
 - v. help guide National Board actions with respect to organisational priorities and governance concerns;

- vi. engage with the work of National Board committees as required;
- vii. communicating regularly with the AIA National Director and acting as a link between the National Board and the National Director;
- viii. Chair General Meetings of AIA;
- ix. represent AIA publicly when required;
- x. represent AIA in Amnesty International fora;
- xi. participate in the Chairs' Forum, in consultation with and accounting to the Board;
- xii. lead the Global Assembly Delegation;
- xiii. communicate regularly with AIA membership;
- xiv. undertake performance management of the National Director, including: conducting annual performance reviews and approving leave;
- xv. approving the appointment of an Acting National Director as required; and
- xvi. oversee negotiations for the National Director's employment.

7. EXPECTATIONS OF DIRECTORS

- a) Directors are expected to observe the highest standards of ethical behaviour, including those outlined in Appendix 1.
- b) Directors provide leadership to AIA and are collectively accountable to the AIA membership, including communication of the work of the Board.
- c) Key responsibilities of Directors are:
 - i. 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;
 - ii. prepare for and attend Board meetings;
 - iii. determine AIA's mission and vision;
 - iv. contribute to the shaping of AIA's vision and strategic plan;
 - v. contribute to the formulation, monitoring, reviewing and improving of all policies, which provide guidance to members, volunteers and staff, and govern National Board business and behaviour;
 - vi. contribute to and approve Strategic and Operational Plans, annual budgets and financial statements;

- vii. appoint Directors to, and serve on, a variety of National Board committees;
- viii. select and support the National Director;
- ix. understand and respect the relationship between the National Board and staff, including decision-making responsibilities, and governance and operational roles and delegations;
- x. oversee AIA as a fair and reasonable employer;
- xi. ensure AIA has the resources necessary to achieving its mission and vision;
- xii. ensure that AIA has appropriate reserves and investment policies in place;
- xiii. provide effective fiscal oversight and ensures sound risk management practices;
- xiv. contribute to effective National Board recruitment and succession planning;
- xv. enhance AIA's public image;
- xvi. actively participate in Board evaluations as well as in National Board training and development;
- xvii. report back to and consult with members and other stakeholders on AIA progress as required;
- xviii. contribute to the efficient conduct of National Board business, including building collegial relationships with other Directors to facilitate consensus decision making;
- xix. support the work of the international movement;
- xx. reporting outcomes of National Board meetings to the Activist Leadership Committees and National Board Committees; and
- xxi. uphold the National Board Charter.

8. BOARD MEETINGS

- a) Directors are expected to attend all National 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.
- b) 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.
- c) Where approvals are granted outside a meeting of the National Board, the decision is to be recorded at the next meeting of the Board.

- d) Committees of the National Board are established as required to ensure obligations and functions are effectively discharged. As a matter of practice the National Board has not delegated major decisions to committees.
- e) If a Director is unable to attend a National Board or committee meeting they may seek leave of absence.
- f) Leaves of absences should be granted in accordance with the procedure set out in Appendix 2 and on the facts and circumstances of each case. The National Board must take into account the factors in Appendix 2. If such leave is granted, the Director must be shown in the minutes of the relevant meeting as having leave of absence
- g) Where the Director has sought leave of absence due to other Amnesty International business, the Director 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 Director could have been present.

9. CONFLICTS OF INTEREST

- a) Directors must avoid any action, position or interest that conflicts with an interest of AIA, or gives the appearance of a conflict.
- b) A Director that has a material personal interest in a matter that relates to the affairs of AIA must give the other Directors notice of such interest.
- c) The Company Secretary will maintain a register of interest by Directors and report them to the National Board as necessary.
- d) 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. It is also incompatible with other elected or appointed positions which play a determinant role in foreign policy or domestic law enforcement decisions of a country. Membership of the Board is similarly incompatible with senior positions in political parties. An Amnesty International Australia member should not seek or accept membership of the National Board while holding any of the above-mentioned positions.

If a Director stands for election or accepts appointment to one of the positions listed above, they are obliged to resign from the National Board. Candidates seeking election to the National Board should ensure that their written nomination discloses any public or semi-public positions they hold or roles they play, or have held or played in relation to the above.

In any situation of uncertainty as to whether or not a given position should be treated as falling within the above rules, the Director in question should refer the matter to the full Board and abide by the opinion of the majority of the other Board members.¹

¹ Reproduced from 'International Board Working Rules' ORG 70/1599/2015 section 9.2, page 12

10. REPORTING

- a) In accordance with AIA Constitution, the National Board is to as soon as practicable after each of its meetings:
 - i. publish; and
 - ii. provide to each ALC through its Regional President the minutes of the meeting or a report of that meeting.

11. BOARD PERFORMANCE

- a) The National Board will undertake performance evaluations of both individual Directors and the National Board as a whole at least every two years.

12. REVIEW OF CHARTER

- a) The National Board Charter will be reviewed following every two years or as required.

13. PUBLICATION OF CHARTER

- a) This document is to be available in both hardcopy and on AIA's website.

Adopted by the National Board 21 May 2022

APPENDIX 1: 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 2

Factors for the Board to consider when deciding whether to grant a leave of absence

1. Does the Director in question have particular skills or hold a particular position (e.g. Chair)? Will their absence expose the organisation to additional risk?
Note: the Board has the ability to co-opt a Director under the Constitution if it considers that a skills gap exists on the Board
2. Is the organisation at a critical juncture where it might be beneficial to keep the Board membership consistent? E.g. during a major restructure or change of National Director.
3. Does the Director in question have valuable historical knowledge?
4. At what point of their term is the Director in question? E.g. if there is 3 months until the end of their term, the Board may treat this differently to a situation where the Director is in their first year of office.
5. What is the Board's workload likely to be like during the period of leave of absence? Will the absence of the Director have a negative effect of the ability of the Board to carry out its duties?
6. Does the Board have knowledge of likely or pending litigation?
7. A maximum period of three months is appropriate. If the Board decides to grant a leave of absence longer than 3 months (including cumulatively), it should be satisfied that exceptional circumstances exist.
8. Is any Director already on a leave of absence? Not more than one Director should be granted leave of absence at any one time.

Procedure

A leave of absence should be approved by a resolution of the board so it is then formally accepted and recorded in the minutes. A written notice should be given to the Director with their terms and conditions, including what will happen if they are absent for longer than the period granted.

When discussing and disclosing a leave of absence, there should be a balance between protecting the Director's right to privacy and the Directors' rights to be informed about a board's governance processes and the commitment and availability of the appointed Directors.

The Director granted leave should maintain access to Board papers for the duration of their leave of absence. Amnesty can show the Director was afforded the information required to discharge their duties and could resume meetings if they deemed it necessary. Without access to papers it would be difficult to show duty of care and due diligence during that period.

Right to privacy

A Director seeking a leave of absence would usually have an initial discussion with the Chair and come to an agreement about what information should be disclosed to the Board in terms of the

reasons for seeking a leave of absence. For example, unless the Director consents, a reason presented to the Board for seeking a leave of absence may simply be 'health issues'.

Note on the difference between a leave of absence and an apology²

An apology is non-attendance by a Director in relation to a particular board meeting, for example, if the Director is taking sick leave or travelling on the day of the meeting. As the Director was expected to attend the relevant board meeting, their apology is noted in the minutes of the meeting. In the annual Directors' report, the Director would be listed as having missed the relevant meeting (for example, as having attended 7 out of a possible 8 meetings during the year).

A leave of absence is used when a Director has requested, and the board has approved, an extended period of leave, for example, if the Director has requested three months' leave to have an operation. As the Director is not expected to attend board meetings held during the leave of absence period, their non-attendance is not noted as an apology in the minutes of the meeting, but will be recorded as the Director being on a leave of absence. In the annual Directors' report, the Director would typically be listed as having been eligible to attend a reduced number of board meetings, but not having missed any of those board meetings (for example, as having attended nine out of a possible nine meetings, while the rest of the Directors attended 8 out of a possible 8 meetings during the year).

² Governance Institute's 'Good Governance Guide'