



## Information Kit: Nomination and Assessment Committee

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**The deadline for applications is 20 November 2025.**

### PART ONE: GENERAL INFORMATION

#### Purpose of the Nomination and Assessment Committee (NAC)

The NAC is a committee established under the Amnesty International Australia [constitution](#). Its primary purpose is to identify and assess potential candidates for Amnesty International Australia's National Board. Its purpose, function and powers are set out in the constitution. The relevant clauses are found in Appendix A to this kit.

#### Composition of the NAC

The NAC is comprised of three members - one of whom is elected at the Annual General Meeting (AGM). The other two members of the NAC are appointed by the National Board. One of those two cannot be a member of Amnesty International Australia. In addition, the National Board must appoint two reserves every two years. Details in relation to each NAC member can be found in Part Two.

#### Functions and Powers

The functions and powers of the NAC include:

- Sourcing and assessing candidates for election or appointment to the National Board, and to board committees at the Board's request;
- Providing information on candidates to voters ahead of the Annual General Meeting;
- Drafting the board nomination form after consultation with the company secretary;
- Conducting interviews of candidates and any other process it sees fit.

The NAC must send a list of all candidates along with its assessment to the voters, directors and to the company secretary. The NAC sets the time for the close of nominations in the call for nominations, which is effected through the company secretary.

The NAC appoints its own chair. NAC members must sign a Deed promising to vacate their position in the event that they seek nomination for any role for which the NAC has been tasked to source and assess. They must also agree to follow the procedures set out in Appendix B.

The AGM by resolution may declare that all positions on the NAC are vacant, but not one specific position.

The National Board may remove an appointed member of the NAC if that person contravenes or fails to comply with the constitution in a material way while performing their duties.

NAC members must be independent. A NAC member or reserve must not be an Amnesty International Australia director, a member of a board committee, a member of an Activism Leadership Committee, a general meeting voter, a person holding a role connected with the international movement of Amnesty International or a person remunerated by wage, salary or fees. Only members of Amnesty International Australia can hold those positions, so this does not apply to the NAC person who is not an Amnesty member.

Amnesty International Australia's independence is central to the success of our work. Applicants to the NAC should ensure that their roles or positions outside Amnesty are compatible with this independence. Any potential incompatibility or conflict of interest should be declared at the time of application.

### **Statement of capabilities, attributes and diversity**

The National Board develops and approves a statement of capabilities, attributes and diversity ([attributes statement](#)) against which the NAC will assess candidates. The NAC then endorses this statement, and if not, the statement must be sent back to the board for amendment or approval without NAC endorsement.

Activism must be included as a capability. Other attributes commensurate with being a director of a company limited by guarantee are also important. The statement must be published with a statement as to whether it was endorsed by the NAC.

Details on the attributes statement can be found in the constitution, extracted below.

### **Anticipated workload and staff support**

The majority of the NAC's functions are activated in advance of an AGM. First it works with the board on the statement of attributes necessary to fill positions (whether as vacancies, co-options or at the expiry of a term). These may include skills the board needs to fulfill its functions.

It subsequently determines the form of nomination, calls for nominations and sets the closing time for nominations with the company secretary. The NAC then provides a list of all candidates it recommends to voters and the board at least 21 days before the AGM.

In determining the candidates to put to voters, the NAC assesses nominations against the attributes statement. It may choose to interview each candidate and adopt other processes as it sees fit (as long as the processes to be used are set out when nominations are sought) which meet the requirements of fairness.

The NAC may also be called upon to identify candidates for board committees, at the request of the national board or committee chairs.

The company secretary is a staff position. Further support to the board and committees is provided by the Governance Coordinator.

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## **PART TWO: BOARD APPOINTED MEMBERS & AGM ELECTED MEMBER**

### **Board appointed members of the NAC**

As mentioned previously, the board appoints two members of the NAC. One must be a member of Amnesty International Australia and the other person must *not* be a member of Amnesty International Australia.

The board must also appoint 2 reserve positions, ready to step in as a committee member, should a vacancy arise. **These are the positions we are currently recruiting for.**

### **AGM-elected member**

A Member is elected at every second annual general meeting for a term of two years (with a maximum of 2 consecutive terms).

### **Meeting requirements**

The NAC's work will be largely concentrated in the five months leading up to the AGM so that enough time is allowed for the calling of Board nominations.

A meeting should occur within one month of the conclusion of the AGM to consider enhancements to the way the NAC undertakes its functions and powers.

From time to time however, the National Board will ask the NAC to recruit board committee members as well which will require further work, in addition to the NAC role in the lead up to each AGM.

## PART 3

### **PART 3 Nomination Form for a Nomination and Assessment Committee reserve position**

Nominee's Full Name:

Nominee's Phone Number:

Nominee's Email Address:

#### **Nomination by an Amnesty International Australia current member**

I, \_\_\_\_\_, current member of Amnesty International Australia  
(member number: \_\_\_\_\_) nominate  
\_\_\_\_\_ for election for the  
following position on the Nominations and Assessment Committee:

- Reserve to the Member of the Nomination and Assessment Committee (one of two reserves)

[NOTE: Nominees can stand for either or both positions]

Signature of Nominator: \_\_\_\_\_

Date:

#### **Supporting Nominator**

I, \_\_\_\_\_, current member of Amnesty International Australia  
(member number: \_\_\_\_\_) support the above nomination.

Signature of Supporting Nominator: \_\_\_\_\_

Date:

#### **Nominee Consent**

I, \_\_\_\_\_, current member of Amnesty International Australia  
(member number: \_\_\_\_\_) consent to this nomination.

Signature of Nominee: \_\_\_\_\_

Date:

I, \_\_\_\_\_ ( name) acknowledge that in the event that I am appointed to the Nomination and Assessment Committee by the National Board, that I cease to be a member of the Nomination and Assessment Committee on ceasing to be a current member\* of Amnesty International Australia and that I must not be and cease to be a Nomination and Assessment Committee member on becoming a director of Amnesty International Australia, a member of a committee established under clause 13.17 of the Amnesty International Constitution, an Activism Leadership Committee Member, a General Meeting Voter, a person holding a role or position established by the [Statute of Amnesty International](#) as amended from time to time or a decision of the International Board, or a person who holds any office of or position in Amnesty International Australia remunerated by salary, wages or fees. (Please refer to clause 15.1 of the [Amnesty International Australia Constitution](#).)

I also agree to uphold the Amnesty International Australia [Values and Behaviours Charter and Code of Conduct](#), as amended from time to time, at all times. I recognise that to not do so will result in consequences including revocation of my membership.

\_\_\_\_\_  
Signed

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date

**The deadline for applications is 20 November 2025.**

**Please apply by submitting your completed nomination form, a cover letter and CV.**

\* That is, a member whose membership payment has been made and they are not a 'non-financial member' defined in the AIA Constitution as 'a person who has been a Member and whose annual membership fee has not been received by AIA in the 3 months since the end of that person's last paid membership year'.

## **APPENDIX A**

### **Provisions Contained in the Amnesty International Australia Constitution**

#### **15. Nomination and Assessment Committee**

##### **15.1 Establishment of Nomination and Assessment Committee**

- (a) There is to be a Nomination and Assessment Committee.
- (b) 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.
- (c) The NAC has 3 members of whom:
  - (i) 1 is a Member elected at every second annual general meeting for a term of two years (with a maximum of 2 consecutive terms);
  - (ii) 1 is a Member appointed by the National Board for a single term of three to four years; and
  - (iii) 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.
- (d) [Deleted]
- (e) If there is a vacancy in the NAC position referred to in clause 15.1(c)(i), the National Board must fill the vacancy for the balance of the term of two years.
- (f) The National Board must appoint two reserves every two years to coincide with the election of the NAC member under clause 15.1(c)(i) to bring the number to 2 at the first possible opportunity.
- (g) The NAC appoints its own chair.
- (h) If an NAC member elected under clause 15.1(c)(i) ceases to be a member of the NAC, their position is filled for the balance of their term by a reserve appointed under clause 15.1(e). The reserves will fill such a vacancy in an order agreed between them or, in the absence of agreement, by lot.
- (i) Upon being elected or appointed as an NAC member or an NAC reserve, a person must execute a deed by which their position will automatically be vacated in the event that they seek to be considered for any role or position for which the NAC may recruit, assess candidates or recommend election or appointment.
- (j) A person appointed under clause 15.1(c)(iii) ceases to be an NAC member on becoming a Member of AIA.
- (k) A person elected or appointed under clauses 15.1(c)(i) and 15.1(c)(ii), or 15.1(f):—
  - (i) must be a Member and ceases to be an NAC member or an NAC reserve on ceasing to be a Member; and

- (ii) must not be, and ceases to be an NAC member or an NAC reserve on becoming, a director, a member of a committee established under clause 13.17, an ALC member, a General Meeting Voter, a person holding a position or role established by the Statute of Amnesty International or a decision of the International Board, or a person who holds any office of or position in AIA remunerated by salary, wages or fees.
- (l) An annual general meeting of AIA may by resolution decide that all the positions on the NAC are vacant, but it may not decide that a particular position or positions on the NAC is vacant.
- (la) The National Board may remove an NAC member appointed under clause 15.1(c)(ii) or 15.1(c)(iii) if that person in the discharge of their responsibilities as an NAC member has contravened or failed to comply with a provision of this constitution and that contravention or failure is material.
- (lb) All, or all but one, of the eligible current directors must vote in favour of a decision by the National Board to remove an NAC member under clause 15.1(la) and the decision must be reached in good faith.
- (lc) At least 7 days before a meeting at which the National Board is to consider a motion for a decision referred in clause 15.1(la), the Secretary must inform the NAC member concerned that the National Board will be considering the motion and how the NAC member is alleged to have contravened or failed to comply with a provision of this constitution, and the National Board must at that meeting consider any written response provided by the NAC member concerned.
- (ld) A decision referred in clause 15.1(la) and the reasons for it must be provided to the NAC member concerned and to the remaining members of the NAC, and those reasons included in the minutes of the National Board meeting.
- (m) A decision under clause 15.1(l) or clause 15.1(la) does not render invalid anything done by a Nomination and Assessment Committee before that decision was taken.
- (n) A person appointed under clause 15.1(c)(iii) is entitled to be present at every general meeting of AIA and every Activism Forum.

## **15.2 Functions and powers of Nomination and Assessment Committee**

- (a) The functions of the NAC are:
  - (i) to source a range of candidates for election or appointment to the National Board;
  - (ii) to provide information about the candidates to those who are electing directors;
  - (iii) to identify candidates for board committees if asked to do so by the National Board or the Committee chair; and
  - (iv) those other functions given to it by this constitution or by the National Board.
- (b) In performing its functions, the NAC must:
  - (i) determine the form of nomination for a candidate after consultation with the secretary;

- (ii) through the secretary, call for nominations;
  - (iii) assess candidates against the Attributes Statement by reference to their nominations, an interview of each candidate, and such other means as it sees fit to follow; and
  - (iv) send a list of all candidates with the NAC assessment at least 21 days before each annual general meeting to each General Meeting Voter, each director and the secretary.
- (c) Where the NAC proposes to assess candidates using other means than those referred to in clause 15.2(b), it must state what those means are at the time when nominations are called for.  
*Example: If the NAC proposes to ask for and speak to referees, it must say so when nominations are sought.*
- (d) The NAC in performing its functions must:
- (i) follow a fair process; and
  - (ii) provide confidential and constructive feedback to candidates regarding how they have been assessed by the NAC, but without reference to other candidates and their nominations.
- (e) The NAC cannot be the nominator or seconder of a candidate.
- (f) The name of a person who is not a Member must not be included in the list referred to in clause 15.2(b)(iv).
- (g) A person who has been duly nominated remains a candidate (unless their nomination is withdrawn) regardless of the NAC's assessment, unless the person is found to be ineligible to be a director under applicable Commonwealth legislation.

## **16. Statement of capabilities, attributes and diversity**

- (a) There must be a statement of capabilities, attributes and diversity.
- (b) The primary purpose of the Attributes Statement is to set out the capabilities, and attributes and diversity needed by the National Board from amongst its members.
- (c) The Attributes Statement must recognise and include activism as a capability.
- (d) The Attributes Statement is to be developed and approved by the National Board and endorsed by the NAC.
- (e) If the NAC does not endorse a proposed Attributes Statement, the Attributes Statement must be referred back to the National Board, which can either:
  - (i) amend it and provide it in an amended form to the NAC for endorsement; or
  - (ii) approve it with or without amendment.
- (f) Once approved by the National Board, the Attributes Statement must be published. The Attributes Statement as published must state whether it has been approved by both the National Board and the NAC, or by the National Board only without the endorsement of the NAC.



## APPENDIX B

### **Procedures for the Nomination and Assessment Committee**

(Board approved on 22/02/2025 and also available on [website](#))

1. The call for nominations will —
  - a. inform each potential candidate that the NAC's assessment of candidates against the Attributes Statement will be provided to GMVs;
  - b. set out any additional means of assessment (such as reference checks) that the NAC will be using for that particular assessment process;
  - c. provide a link to these procedures.
2. Nominations must meet the requirements of clause 13.3(d) of the Constitution.<sup>1</sup> For the purposes of sub-paragraph (f), the information or material required by the NAC will include, but is not limited to:
  - a. a CV
  - b. a self-assessment against the Attributes Statement
  - c. the names of at least two referees
  - d. a signed statement by the candidate regarding their eligibility to be appointed a director under the applicable legislation of the Commonwealth
  - e. a statement from the candidate summarising their reasons for seeking appointment to the Board and their vision for AI Australia

#### ***Process to assess candidates***

3. The NAC will review all the material provided by a candidate, including any written referee reports.
4. If the NAC considers that a candidate is not eligible to be appointed a director under the laws of the Commonwealth, it may exclude the candidate from further consideration, but only after first informing the candidate and giving them the opportunity to provide additional relevant information, or to withdraw their candidacy.
5. Interviews will be conducted by at least two members of the NAC. Interviews may be by telephone, videoconference or pre-recorded videos using standard questions developed by the NAC. The purpose of interviews is to gather further information in order to assess candidates against the Attributes Statement.

6. The NAC may ask questions tailored to a particular candidate in order to assess the veracity of their application. The NAC may refer candidates to the Member Standards Committee, whose applications the NAC considers to fall short of Amnesty's standards of truthfulness and good faith.<sup>2</sup>

7. The NAC—

- a. is entitled to seek from candidates the names of additional referees;
- b. is not entitled to seek or use as a referee anyone not named by the candidate, other than a past or present member of the Board, a past or present member of an AIA committee or group, or past or present staff member at AIA.

8. Candidate names should not be published until the NAC has advised the Company Secretary of the suitability of candidates to proceed to assessment.

9. The assessment of candidates against the Attributes Statement should use all the material available to the NAC as set out above.

10. In the case of existing directors, the NAC should seek information about the directors' attendance record at Board meetings and committee meetings of which they are a member, as provided in the company's annual report.<sup>3</sup> Current year attendance may also be taken into account. The NAC should also seek general feedback from the Board Chair, and if they see fit also other members of the Board, about the performance of existing directors who are standing for reelection.

### ***Report***

11. The results of the NAC assessment will be compiled in the form of an assessment matrix against each of the attributes for each candidate, using either numerical or other values (eg low, moderate, good, advanced) according to the preference of the NAC. The assessment matrix will be based on the AIA National Board Attributes Statement in accordance with clause 16 (f) of the Amnesty International Australia Constitution. This matrix could be similar in form to the matrix used by the International Secretariat's International Nominations Committee. Definitions of each value should be included and made available to candidates with the NBAS.

12. In the case of existing directors, the assessment should also reflect the information available to the NAC under clause 10 above.

13. The NAC will provide their assessment to GMVs at least 21 days before the AGM (clause 15.2(b)(iv) of the Constitution).

13A: The NAC may, in its absolute discretion, provide candidates with an opportunity to review their draft individual assessment and provide feedback for consideration by the NAC, prior to release of the NAC's assessments to GMVs. The NAC is under no obligation to accept or implement the candidate's feedback.

### ***Presentation of candidates***

14. The NAC should arrange a separate videoconference at which candidates are not present and at which it answers questions regarding candidates. At that videoconference it must not disclose any information that it cannot include in its report to GMVs.

***Feedback to candidates***

15. Each candidate is entitled to receive confidential and constructive feedback from the NAC regarding their nomination and their assessment against the Attributes Statement. That feedback must be provided without reference to the nomination of any other candidate.

***Review***

16. These procedures can be reviewed either by the National Board or the NAC on their own motion, on an as-needed basis.