



# Governance Committee (AIATOR-005) Version 7

## Contents

Introduction - Terms of Reference (AIATOR-005).....	2
Purpose .....	2
Principles.....	2
Scope of Responsibilities .....	2
Authority .....	3
Membership of the Committee .....	3
Resignation and Removal .....	4
Chair.....	4
Meetings.....	4
Conflict of Interest .....	4
Secretariat.....	4
Reporting.....	5
Review .....	5
Definitions.....	5
References .....	6
Applicable Legislative Requirements.....	6
Policies .....	6
Procedures .....	6
Related documentation .....	6
More information .....	6
Version control .....	7

---

## **Governance Committee**

### **Introduction - Terms of Reference (AIATOR-005)**

This Terms of Reference (TOR) Policy is issued under the authority of the Amnesty International Australia (AIA) National Board. This endorsed TOR must be followed by Committee members unless otherwise stated.

The TOR sets out the membership, responsibilities, authority and operations of the Governance Committee of Amnesty International Australia (AIA).

The Board owns the TOR and the Chair of the Governance Committee has primary responsibility for ensuring that the Committee operates within the TOR.

### **Purpose**

The Governance Committee is established by the AIA Board to oversee and advise on matters relating to member standards, international nominations, ethical conduct and governance integrity. It consolidates the functions of the former International Nominations Committee and Member Standards Committee to ensure streamlined oversight and alignment with AIA's strategic objectives and values.

### **Principles**

The Committee shall operate in accordance with the following principles:

- a. Contributions will reflect the obligations of responsible persons under the ACNC Act and the duties of directors under the Corporations Act 2001.
- b. Governance practices will align with contemporary standards as guided by the Governance Institute of Australia, the Australian Institute of Company Directors (AICD), and any applicable legislation or regulation.
- c. All activities will uphold the principles of process, fairness, confidentiality, and proportionality, and reflect AIA's values at all times.

### **Scope of Responsibilities**

- a. Member Standards
  - Receive and assess complaints referred by the Complaints Officer that are deemed material and relate to breaches of the Member Undertaking.
  - Initiate investigations into alleged breaches of the Member Undertaking at its own discretion.
  - Make final determinations on whether complaints are trivial or vexatious following the Complaints Officer's preliminary assessment.
  - Make findings on whether a member has breached the Member Undertaking, and recommend appropriate actions.
- b. International nominations:

- 
- Determine the selection process for appointments, including interviews via teleconference or videoconference where appropriate.
  - For the Global Assembly Delegate, prepare a report with recommended nominations and reserves for Board presentation at the AIA AGM.
  - Provide formal, constructive feedback to all applicants after the Board has noted the report, including reference to the AIA Appeals Policy.
  - Present the nominations report to the AGM and move the motion for its adoption.
- c. Governance Oversight:
- Monitor governance frameworks, risks, and ethical decision making.
  - Liaise with other Committees to ensure clarity of roles and avoid duplication or conflict.
  - Support continuous improvement in governance practices and stakeholder accountability.

### **Authority**

- The Committee operates under delegated authority from the National Board. It may make recommendations but does not have decision making power unless specifically authorised.
- All decisions requiring Board approval must be documented and submitted through formal channels.
- The Committee may delegate authority to a sub-committee comprised of one or more members of the Committee.

### **Membership of the Committee**

- Members are appointed by the Board and must demonstrate governance capability, ethical leadership, and sector knowledge.
- The Committee will be constituted by a minimum of three and a maximum of seven members<sup>1</sup>, of whom at least two must be Directors.
- Non-Director members may be recruited for specific governance experience and expertise.
- A youth member<sup>2</sup> may be appointed.
- No member shall serve more than six consecutive terms unless otherwise approved by the Board in exceptional circumstances, (for example, a particular skill set may be required or it may be important for historical knowledge to be retained).
- The Company Secretary is a standing invitee at all meetings and may participate in the discussion but has no voting rights.
- Members of the Committee must be able to demonstrate an in depth understanding of corporate governance and have relevant experience working with Board and member structures.

---

<sup>1</sup> Under the Constitution, all Committee members must be members of Amnesty International Australia.

<sup>2</sup> A 'youth member' is a person who is aged between 18 years and 25 years inclusive.

- 
- Members should also demonstrate an understanding of AIA's vision and objectives and have a sound knowledge of AIA's relationship to the international movement

### **Resignation and Removal**

- A member may resign by written notice to the Chair.
- The Board may remove a member at its discretion including for breach of duties, conflict of interest, or failure to meet participation requirements.
- A Director member who ceases to be a director may remain on the Committee as an external member until the end of their term, when they may seek reappointment as an external member.

### **Chair**

- The Chair of the Governance Committee shall be appointed by the Board.
- The Chair is responsible for leading meetings and ensuring effective deliberation.
- Liaising with the Board on committee matters.
- Ensuring compliance with governance protocols and ethical standards.

If the Chair of the Committee is absent from a meeting and has not appointed an acting Chair, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

### **Meetings**

The Committee shall meet at least four times per year, or more frequently as required.

- Meetings will be held by teleconference, unless otherwise agreed.
- The Chair may call a meeting at the request of the Board.
- Members will be notified of meetings via email at least 2 weeks in advance, with an agenda to be provided as soon as practicable.
- A quorum shall consist of three members, including one Director and one non-Director member.

### **Conflict of Interest**

- Committee members must declare any actual or perceived conflicts of interest and must not participate or vote on related matters.
- A register of interests will be maintained and reviewed annually.

### **Secretariat**

The Committee will be supported by the National Director or their nominee.

- All records including the agenda, minutes and any reports or recommendation will be prepared and kept in line with prevailing organisational process.

## Reporting

- Minutes of Committee meetings will be kept, together with an action list.
- The Committee will provide its minutes to the subsequent National Board.
- The Chair of the Governance Committee will liaise with other committees where overlapping duties are identified to ensure efficient and co-ordinated operations.

## Review

- The Governance Committee shall perform an annual self-evaluation of its performance against its work plan and report findings to the Board.
- The Board will evaluate the performance of the Governance Committee as appropriate.
- These Terms of Reference shall be reviewed by the Board every two years or as required.

## Definitions

Term	Definition
Member Standards	Ethical, professional, and behavioural expectations set out in the Member Undertaking and Code of Conduct.
Nominations	The process of identifying, assessing, and recommending individuals for appointment to international roles within the organisation.
Governance Committee	A standing committee of the Board responsible for oversight of member standards, nominations, and governance practices.
Conflict of Interest	A situation where a committee member's personal, professional, or financial interests may compromise or appear to compromise their impartiality.
Independent Member	A committee member who is not employed by or affiliated with the organisation and who brings external governance expertise.
Chair	The appointed leader of the Governance Committee, responsible for meeting facilitation, Board liaison, and governance oversight.

---

## References<sup>3</sup>

### Applicable Legislative Requirements

*Australian Charities and Not-for-profits Commission Act (Cth) 2012*

*Charities Act (Cth) 2013*

*Corporations Act (Cth) 2001*

### Policies

AIA Constitution

AIA National Board Charter

AIA Governance Framework

AIA Policy Framework

AIA Whistleblower Policy

AIA Internal Conflict Resolution Policy

AIA Appeal Policy and Procedure

AIA Code of Conduct

AIA Confidentiality and Privacy Policy

### Procedures

Standing Orders for National Annual General Meetings

### Related documentation

National Board Governance Calendar

Role descriptions of National Board members (Board Charter)

National Board induction checklist

National Board performance review materials

### More information

For more information contact the Chair of the Governance Committee

---

<sup>3</sup> non-exhaustive

## Version control

This policy is to be reviewed and updated at least every two years or sooner where there is an AIA requirement. Minor changes such as changes to a hyperlink, correcting grammar, or changing a name will not be recorded as a version change.

Version	Date of effect	Brief summary of change
Version 1 - Initial policy	September 2008	Initial policy endorsed by National Executive Committee on September 2008
Version 2 - Amendment	February 2016	Review. Approved by National Executive Committee on February 2016
Version 3 - Amendment	October 2017	Formatted to standard template.
Version 4 - Amendment	October 2021	Updating of committee responsibilities and general updating
Version 5 - Amendment	November 2021	Updating appointment of a youth member of the GC
Version 6 - Amendment	November 2023	Minor amendment re director members ceasing and remaining on committee as external member - Approved by Board
Version 7 - Amendment	November 2025	Merge of Governance Committee, Member Standards Committee, and International Nominations Committee Approved by the Board on 29/11/2025