

**AMNESTY
INTERNATIONAL**



BOARD CHARTER

2017

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Version control

This policy is to be reviewed and updated at least every year or sooner where there is a 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	June 2013	Initial policy endorsed by National Board
Version 2 – Amendment	June 2014	Approved by National Board
Version 3 – Amendment	June 2017	Charter review approved by National Board on 03/06/17

1. PREAMBLE

Amnesty International Australia is part of the global movement of Amnesty International, a non-denominational and non-partisan movement. Amnesty International's (AI) purpose and its formal accountability is set out in its Statute. AI is an organization based on worldwide voluntary membership and it consists of national branches (sections and structures), international networks, affiliated groups and international members. AI's vision is of a world in which every person enjoys all of the human rights enshrined in the Universal Declaration of Human Rights and other international human rights instruments. In pursuit of this vision, AI's mission is to undertake research and action focused on preventing and ending grave abuses of these rights.

Amnesty International Australia (AIA) is established as a Company Limited by Guarantee under the *Corporations Act 2001 (Cth)*. AIA is also a registered charity with the Australian Charities and Not-for-profits Commission.

The AIA Constitution sets out the rules and purposes of the charitable company. The Board Charter defines the individual and collective roles, responsibilities and authorities of the Board of AIA and management in setting the direction, the management and the control of AIA. All Board members should be familiar with the Charter as well as the Constitution and AIA Policy Framework. Collectively these documents set out the governance structures of AIA. In the event of inconsistency, the AIA Constitution takes precedence.

2. THE NATIONAL BOARD

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.¹ Board members are elected in accordance with section 4 of the AIA Constitution, which sets out the composition, election, powers, and duties of the National Board. Membership of the Board is disclosed in the Annual Financial Report and on the AIA website. The Australian Charities and Not-for-profit Commission (ACNC) also holds this information on its register.

The primary function of the National Board is **governance** of AIA consistent with the objects set out in the Constitution. The key functions of the National Board are to:

(i) ***Provide a leadership role for the organisation***

Board members bring a range of important skills to support, motivate and lead AIA in the areas of strategy, performance, culture, communication, and decision-making. The Board also ensures effective risk management and, that AIA meets its legal and regulatory obligations to ASIC, and the ACNC to remain eligible to be a registered charity.

(ii) ***Promote and ensure the effective performance of the organisation***

The Board safeguards the organisation's vision, mission, values and strategies. They work with the National Director to develop, approve and monitor the implementation of the strategic plan consistent with the AIA objects.

(iii) ***Financial management***

The Board determines the financial management delegations, approves and monitors the annual budget, financial reporting and performance including approving major capital expenditure, investments, loans and grants.

(iv) ***Committees:***

The Board may establish committees and delegate powers or functions of the Board to the committees according to terms of reference they define. The Board remains collectively

¹ AIA Constitution rule 4.6

responsible for the decisions and actions taken by a committee it establishes, so must be familiar with the terms of reference and monitor the work of committees. A list of Committees is provided at Appendix 2.

(v) ***Policies and Standards***

The Board oversee the development, review, approval and adherence to the policies and standards by which the organisation is governed. The Board ensures appropriate standards of confidentiality, ethical behaviour, and a culture of corporate and social responsibility.

(vi) ***National Director***

The Board selects, appoints (in consultation with the International movement), manages, and may remove the National Director. This responsibility includes determining conditions of service, monitoring and reviewing the National Directors performance in managing the operations of AIA against agreed performance indicators, and ensuring appropriate succession planning. The Board supports the National Director to manage AIA and implement the strategic priorities.

(vii) ***Representation and Communication***

The Board represent AIA to the community, its members and stakeholders including the global AIA movement, and facilitates member participation, transparency of Board decision making processes and reporting on achievements.

3. DIRECTOR RESPONSIBILITIES

Directors of AIA have responsibilities in their individual roles as Directors as well as their collective role as a Board. Responsibilities associated with individual roles are set out in detail in Appendix 1. In the exercise of their collective responsibility, Directors will:

- Uphold the AIA Board Charter, to achieve the organisation's vision for maximising human rights impact.
- Discharge their duties with honesty, integrity and in good faith, acting at all times with reasonable care, skill and diligence and high ethical standards in the best interests of the AIA.
- Make decisions on merit, including when making appointments, awarding contracts or recommending individuals for rewards or benefits. They will not improperly confer an advantage or disadvantage on any person.
- Make reasonable enquiries to ensure that the organisation is operating efficiently, effectively and legally towards achieving its goals.
- 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.
- 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.
- Understand and abide by the policy and procedures for identification and management of conflicts of interest.
- Handle complaints constructively, impartially and effectively.

Appointment as a Director to AIA prevents Directors from any appointment to a senior salaried role within the section for which they were a Director for a period of two years following the end of their elective mandate.

4. CONFLICTS OF INTEREST

A conflict of interest occurs when a Director's personal interests influence, or could be perceived to influence, the making of impartial decisions, and acting in the best interests of AIA. Conflicts may be real, perceived or potential and may be financial or non-financial. A 'personal interest' may arise from your own interests or the interests of your family, friends, or other organisations you are involved with. Directors must be aware of their personal interests (actual, potential and perceived). A key test for identifying conflicts of interest is whether an impartial observer would reasonably question if personal factors may inappropriately influence the way you carry out your AIA responsibilities.

Directors have a duty to disclose actual, potential or perceived conflicts of interest at the earliest opportunity². Directors can disclose conflicts of interest to the Board to be recorded at a meeting or submit a written declaration of interest to the Board. The remaining Board members have responsibility to determine the remedial action to manage an identified conflict of interest in accordance with the conflict of interest policy.

Directors are unable to accept gifts from persons or entities that may benefit from influencing Directors or make improper use of 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.³

² 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.

³ 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.
- 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.

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.⁴ If a Board member is elected or appointed to one of the positions listed above, they are obliged to resign from the Board.⁵

5. COLLECTIVE DECISION-MAKING⁶

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, gender, race, religious belief, family relationships, employment, ethnicity, geographical location and life experience. This diversity enriches the decision making process and is integral to strengthening democracy throughout AIA.

Directors support the spirit of Board decisions and promote the solidarity of the Board once a decision has been made.

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.

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 National President before providing any additional information.

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

6. BOARD MEETINGS AND COMMITTEES

Directors are expected to attend all Board meetings, as far as practical, 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

⁴ 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.

⁵ Reference - Leadership = governance + management AI's IEC – SG Protocol February 2008

⁶ 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.

additional information they feel will assist them to fully participate in the Board decision-making process through the National President and National Director.

The National Office Holders Group comprises the President, Vice-President, Secretary and Treasurer with the National Director in attendance.

Committees of the Board are established as required to ensure compliance obligations and functions are effectively discharged. The Board does not delegate 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 on the National Office Holders Group have delegated authority to approve a leave of absence of a Director (other than one of themselves), noting that the Board will be informed of any such approvals.

Details of the committees established by the National Board and by decisions of the National General Meetings are in Appendix 2.

There are detailed procedures regarding how items are placed on the agenda for meetings of the National Board⁷ and subsequently dealt with at Appendix 3.

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.

Papers received after 9 am on the Wednesday 10 days before a Board meeting will be considered late. Late papers will only be loaded to the Board google site with the approval of the National Secretary (for papers from Board members) or the National Director (for papers from staff). 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 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.

The papers will be on the Board site from 4 pm on the Friday in the week prior to the Board meeting.

There are procedures regarding how decisions are made between meetings of the National Board at Appendix 4.

7. 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.

⁷ See Item 17, Minutes of NEC meeting 15-17 September 2016

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 Senior 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.

8. 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. The induction checklist sets out the key areas that an induction will cover and the documents that will be provided to new Directors.

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

9. BOARD PERFORMANCE AND REVIEW

The Board recognises the importance of regular performance evaluations of both the individual Directors and the Board as a whole to ensure it continues to operate effectively to support the organisation to achieve its objectives.

An independent review will be conducted at least every two years.

The Board will conduct an annual evaluation of its performance prior to the annual general meeting and Board elections. The Board performance evaluation covers the following areas:

- Composition and quality of the Board
- Understanding the business, including risks
- Process and procedures
- Oversight of financial reporting process, including internal controls
- Oversight of audit functions
- Ethics and compliance
- Monitoring activities

Board members will discuss the outcomes of the evaluation at a Board meeting, including identifying strategies to address those areas identified as requiring improvement.

10. BOARD EXIT INTERVIEWS

The National Board has adopted protocols for the conduct of exit interviews for all Directors. A former Director, in accordance with the protocols adopted by the Board in November 2015, will conduct the confidential interviews. The person conducting the interviews will present a summary of key feedback from the previous year's exit interviews at the first Board meeting each calendar year.

11. BOARD RECRUITMENT

Directors will undertake succession planning and provide information and support that facilitates a diverse range of quality candidates standing for election as Directors. The candidates will be assessed in line with the competency framework for the global movement of Amnesty International.

12. 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.

13. REVIEW OF BOARD CHARTER

The National Board will review this document every three years following the International Council Meeting to ensure that it remains consistent with the Board's objectives and responsibilities.

14. 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

This appendix outlines the roles and responsibilities of the National President, Vice- President, Secretary, Treasurer and Directors (including regional representatives).

The Constitution of AIA provides that the Directors 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 Constitution provides for additional specific responsibilities for various office holders including the President, Vice-President, Secretary and Treasurer.

Between meetings of the Board, the President, Vice-President, Secretary and Treasurer constitute the National Office Holders Group. This group meets regularly with the National Director between Board meetings, and brief notes of these meetings are kept and distributed to the Board.

National President

Role

The National President is the public representative of the Board and provides leadership to AIA and the Board. The National President is a member of the National Office Holders Group.

Responsibilities

As well as the responsibilities of a Director, the National President provides a leadership role to the Board:

- Chair AIA Board meetings⁸, ensure harmony of Board deliberations and 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
- Ensure that appropriate, evidence-based information is presented to the Board.
- 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.
- Help guide Board actions with respect to organisational priorities and governance concerns.
- Engage with the work of Board committees as required.
- Ensure the Board's adherence to the Board Charter.
- Ensure that appropriate standing orders are in place and rule on issues of meetings procedure not covered in the Standing Orders.
- Ensure that appropriate recruitment policies and procedures are in place for the National Director and other staff, and oversee the succession of the National Director.
- With the National Secretary, oversee negotiations for the National Director's employment.
- Work in partnership with the National Director on achieving the organisation's mission, including:
 - Communicating regularly with the AIA National Director
 - With the National Secretary, acting as a link between the Board and the National Director

⁸ As stipulated in AIA's Constitution

- With the National Secretary, manage the performance of the National Director, including:
 - conducting annual performance reviews
 - approving leave
 - approving the appointment of an Acting National Director as required⁹
- With the Treasurer, oversee the National Director to ensure that the organisation's financial control procedures are adequate and that risk management strategies are in place.
- Ensure that appropriate personnel policies and procedures are in place for the National Director and other staff.
- Manage in partnership with the Board the succession of the position of Chair.
- Ensure in partnership with the Board that the organisation's objectives, goals and mission are being followed.
- Ensure in partnership with the Board that the organisation operates in an ethically, environmentally, and socially responsible fashion.
- With the Board oversee compliance with AIA's legal obligations.
- Chair General Meetings of AIA¹⁰.
- Report to the Annual General Meeting on the situation of the organisation.
- Represent AIA publicly when required in accordance with AIA's media/communications policy.
- Represent AIA in AI fora.
- Participate in the Chairs' Forum, in consultation with and accounting to the National Board.
- Lead the ICM Delegation.
- Communicate regularly with AIA membership.
- Oversee the management of the organisation's grievance procedures.

Appointment and tenure

- Elected at the AIA National AGM
- 2-year term.

⁹ Confirmed by Board decision 47/07, 29 April 2007.

¹⁰ As stipulated in AIA's Constitution

Vice-President

Role

The Vice-President provides support and assistance to the National President and acts in the absence of the National President when necessary. This includes the provision of advice to the National President on emerging issues and any issues less likely to be identified through other processes.

The Vice-President may also assume responsibility for a key strategic portfolio in AIA's strategic plan.

The Vice-President is a member of the National Office Holders Group.

The Vice-President or Treasurer is the Chair of the Remuneration Committee.

Responsibilities

As well as the responsibilities of a Director, the Vice-President:

- Acts as chair of Board Meetings and General Meetings in the absence of the National President and adopt the responsibilities of the National President in their absence¹¹.
- Engages with Board committees as required, including chairing the National Annual General Meeting Preparatory Committee and participating in the Governance Committee.
- Assists and advise the National Board in its monitoring of compliance with workplace health and safety obligations.

Appointment and tenure

- Elected at the AIA National AGM
- 2-year term.

¹¹ As stipulated in AIA's Constitution

Treasurer

Role

The Treasurer's role is to provide advice and leadership to the Board in its oversight of AIA's financial position and reporting.

The Treasurer is a member of the National Office Holders Group.

The Treasurer is the Chair of the Audit & Risk Committee (A&RC).

The Treasurer or Vice-President is the Chair of the Remuneration Committee.

Responsibilities

As well as the responsibilities of a Director, the Treasurer must:

- Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the organisation.
- Lead the A&RC in fulfilling its responsibilities with respect to oversight of AIA's financial and other reporting including taxation obligations, charity registration obligations, internal controls, audit, risk management strategies, budgeting, asset management and financial policies.
- Lead the A&RC in creating and implementing its work plan, which may include a review of AIA's annual budget, monthly financial reporting, and quarterly reforecasting.
- Lead the A&RC in its review of, and advise the Board with respect to, the approval of, certain contracts.
- Provide regular reports to the Board on behalf of the A&RC.
- Advise the Board on approval of the annual budget, monitoring financial performance and quarterly reforecasting, and advise the Board on the financial implications of the strategic plans.
- Ensure that AIA has appropriate reserves and investment policies in place.
- Provide financial reports to members at the national AGM or as appropriate.
- Liaise with the Treasurers of the International Executive Committee and other sections and structures and, as required, participate in International Finance Meetings.

Appointment and tenure

- Elected at the AIA National AGM
- 2-year term.

Secretary

Role

The Secretary's role is to take overall responsibility for the provision of advice to the Board on corporate governance issues and for AIA's corporate governance requirements in accordance with the Corporations Act 2001.

The Secretary is responsible for ensuring the maintenance of good governance practices, including regular policy review, formulation of policies as required and adherence to the Constitution and Standing Orders.

The Secretary is a member of the National Office Holders Group. The Secretary is the Chair of the Governance Committee.

Responsibilities

As well as the responsibilities of a Director, the Secretary must:

- Assume the role of Company Secretary, including¹²:
 - Convening General Meetings of AIA¹³
 - Convening meetings of the Board in some circumstances
 - Maintaining a list of delegations to other Directors approved by the Board
 - Maintaining the conflicts of Interest Register and the Director Register of Interests¹⁴
 - Oversee the maintenance of the register of members and associated procedures
 - Ensure books and documents member are entitled to view are made available when requested
 - Receiving nominations for positions on the Board
 - Keep the common seal
- In collaboration with the National President:
 - Discharge responsibility for Board Performance Reviews
 - Settle minutes of National Board meetings
 - With the National President, oversee negotiations for the National Director's employment.
 - With the National President, manage the performance of the National Director, including:
 - conducting annual performance reviews
 - approving leave
 - approving the appointment of an Acting National Director as required.
 - Provide regular reports to the National Board on behalf of the Governance Committee.¹⁵
- Participate in the National Annual General Meeting Preparatory Organising Committee.

Appointment and tenure

- Elected at the AIA National AGM
- 2-year term.

¹² As stipulated in AIA's Constitution

¹³ As stipulated in AIA's Constitution

¹⁴ As stipulated in AIA's Constitution

¹⁵ The Governance Committee is responsible for assisting and advising the Board about AIA's corporate governance responsibilities and practices. This includes such matters as Director Induction, training and development, performance reviews and exit interviews.

Directors, including Ordinary Members and Regional Representatives

Role

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

As a Company Director, the role of each Board member (including Ordinary Members and Regional Representatives) is to take fiduciary responsibility for AIA as a company.

Responsibilities

As a Director:

- Understand the business of AIA and maintain awareness of key developments impacting the organisation.
- Participate in board induction and training activities as required.
- Discharge the fiduciary and 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) each year as well as the AGM. Provide apologies in advance for unavoidable absences.
- Not improperly use information or position and identify, disclose and manage real, perceived or potential conflicts of interest.
- Provide advice, opinion and independent judgement in the consideration, debate, and voting on issues before the Board on the basis of advancing the best interests of AIA.
- Contribute to the efficient conduct of National Board business, including building collegial relationships with other Directors to facilitate consensus decision-making.
- Practise Directorship as a collegial team with the National Director and Senior Management Team.
- Undertake their duties in accordance with the Constitution and the Board Charter, and comply with the policies, procedures and standing orders of the organisation.
- Contribute to the shaping of AIA's vision and mission.
- Contribute to and approve Strategic and Operational Plans, annual budgets and financial statements.
- Ensure AIA has the resources necessary to achieving its mission and vision.
- Contribute to the formulation, monitoring, review and improvement of all policies, which provide guidance to members, volunteers and staff, and govern Board business and Board behaviour.
- Review and approve and provide effective oversight of the organisation's systems for financial control and risk management.
- Appoint members to, and as required serve on Board committees.
- Select and support the National Director.
- 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.
- Approach employees of the organisation (paid or unpaid) only through the National Director.
- Contribute to effective National Board recruitment and succession planning.
- 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.
- Support the work of the international movement.
- Contribute to enhancing AIA's public image, including making comments to the media only in accordance with the organisation's Media Policy.
- Be active in AIA including attending functions, events or approved fundraising activities to promote and support the organisation.

Appointment and tenure

- Elected at the AIA National AGM
- 2-year term.

Regional Representative

Following is a brief summary of the role of the Regional Representative. Regional Representatives have the responsibilities of a Director, as well as some specific additional responsibilities set out below. A more comprehensive description can be found in the Branch Roles and Responsibilities Statement.

Role

The particular role of a Regional Representative is to act as a two-way conduit from the region to the National Board and from the National Board to the region.

Responsibilities

As a Regional Representative:

- Facilitate two-way communication¹⁶ between the National Board and the Branch President, Branch Committee, and members in the region on:
 - National agenda-setting, planning, and reporting
 - International issues and directions
 - Key regional issues
- Ensure, in the event of inability to attend a National Board meeting, alternate input from the region.
- Generally represent the Board within the region.

Appointment and tenure

- Elected at the Branch AGM
- 2-year term

¹⁶ Consistent with the *Branch Presidents' and Regional Representatives' Protocols* (available in Directors' Induction Kit).

APPENDIX 2: BOARD AND COMMITTEES

The powers of Amnesty International Australia's National Board are detailed in Rule 4.2 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 section 4.15 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.

A list of committees is set out below and Board members are provided with a set of Terms of Reference for the Committees at induction.

COMMITTEES ESTABLISHED BY THE NATIONAL BOARD

- Activism and Membership Committee (AMC)
- Audit and Risk Committee (A&RC)
- Governance Committee
- International Issues Committee
- Remuneration Committee

COMMITTEES ESTABLISHED BY THE NATIONAL GENERAL MEETING

- National Annual General Meeting Preparatory Committee (Prep Com)
- International Nominations Committee (INC)
- Appeals Committee

APPENDIX 3: 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 4: PROCESS FOR TAKING DECISIONS UNDER RULE 4.14

1. A Director who wishes to propose a resolution for decision under rule 4.14 of the Constitution should present the resolution using one of the three templates. The same procedure should be followed by a member of the SMT, in all cases through the National Director.
2. The paper should be sent by the Director or National Director to the President, 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 President considers it appropriate that this procedure be used, s/he will send the paper to the National Board Secretary for circulation to the Directors under rule 4.14. If the Director or National Director has requested a decision by a particular date or time, the President must communicate that to NB Secretary.
 5. The NB Secretary must circulate the paper with a clear statement of the resolution and of the time by which a response is needed. (The NB Secretary may engage the Manager, Legal and Governance to circulate the paper and receive and record the votes in favour.)
 6. The NB Secretary must inform all the Directors and the staff responsible for Board administration and for corporate governance as soon as:
 - I. The resolution has gained the requisite votes in favour and is therefore carried; or
 - II. 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.