

**AMNESTY
INTERNATIONAL**



BOARD CHARTER

2024

This Board Charter is to be read in conjunction with, and subject to, AIA's supplementary Fact Sheet, as approved by the Board from time to time.

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, together with the general principles of the *Code of Conduct and the Values and Behaviours Charter*.
- 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.
- g) In engaging with members, the following principles apply:
 - (i) Transparency - Director engagement with members must be done transparently such that the purpose, nature and timing of discussions are known by all Board members and members, and are in line with the *Code of Conduct and Values and Behaviours Charter*;
 - (ii) Authority – Director engagement with members takes place primarily in their capacity as a Director and authority or mandate as agreed by the Board in line with fiduciary obligations and the *Code of Conduct and Values and Behaviours Charter*;

- (iii) Independence – Any interests or duties, including conversations with members where relevant to the movement or a Board matter, must be declared;
- (iv) Collective benefit – Engagement activities must be undertaken for the collective benefit of AIA. Directors must ensure that views expressed represent the collective view of the Board. Directors should not take on or advocate for individual issues raised by members or member groups. Issues raised should be directed to the relevant leadership team member within AIA that has the functional accountability to address any issue.

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, age, religious belief, family relationships, professional experience, 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 members 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;
- xxi. uphold the National Board Charter; and
- xxii. adhering to the concept of Board solidarity which means that a decision taken in proper form by the National Board is a decision of all directors¹.

For the avoidance of doubt, Directors may engage with members to understand member issues and respond to and listen to members as a means for gaining feedback on member-related issues. All member engagement must be in line with the principles for such engagement set out in paragraph 2(c)(g).

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.

¹ Practically, this means that, outside meetings, directors defend all board decisions, even those they don't agree with, explaining to members why the decision was made and what it means. This is not intended to detract in any way from robust discussion and debate in meetings themselves.

- e) If a director is unable to attend a National 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.
- f) Where the member has sought leave of absence due to other Amnesty International 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.
- g) Any two directors (of whom one must be the chair or the vice-chair of the National Board) have delegated authority to approve a leave of absence of a director (other than one of themselves) for periods of time beyond a particular board meeting, noting that the National Board will be informed of any such approvals.

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 any elected position at a federal, state, territory or local government level in Australia. It is incompatible with appointed top level positions² in the administrative, policy making, legislative, defence or law enforcement systems across all tiers of government in Australia. 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 state, territory or local government jurisdiction of Australia or any other country. Membership of the Board is similarly incompatible with senior or public facing positions in political parties.

An AIA member should not seek or accept membership of the Board while holding any of the above-mentioned positions.

In the event that a current member of the Board stands for election, accepts and/or takes up any position referenced in the above paragraph, then that person is obliged to resign from the National Board immediately.

Candidates seeking election to the 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.

² Refer to the Fact Sheet for details of 'top level positions'

In any situation of uncertainty as to whether or not a given position should be treated as falling within the above rules, the Board member in question should refer the matter to the full Board and abide by the opinion of the majority of the other Board members.³

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) To assess effectiveness, identify areas for improvement and address feedback from Members, 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.

Approved by National Board on 24 August 2024.

³ Drawn from 'International Board Working Rules' ORG 70/1599/2015 section 9.2, page 12

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