

## ***Filling Committee Vacancies Principles***

Approved by National Board on 30 November 2024

### **1. Purpose**

Amnesty International Australia (AIA) is governed by a Board of Directors who may from time to time constitute a Committee(s). These committees may have both internal and external representatives on them to ensure the appropriate range of skills are accessible to achieve the governance tasks. To make appointments to these committees, AIA should follow clear principles to ensure transparency in appointments and accountability to the task at hand.

### **2. Scope**

These principles apply across AIA. Specifically, must apply to the following Board Committees:

- Governance
- Activism and Membership
- International Nominations
- Audit and Risk
- International Issues

In addition:

- the same principles should be used by staff when identifying members for committees and working groups making decisions that are of material consequence for the organisation
- the Nominations and Assessments Committee (not being a committee of the board) may choose to adopt these principles as it sees fit.

### **3. Definitions**

**'Application'** refers to a request to be considered for a position.

**'Committee'** refers to any committee constituted by Board or staff which has delegation or the ability to influence significant decisions of the organisation.

**'Nomination'** refers to both the process of calling for interested persons to contribute to the work of Committees, as well as the documentation submitted by nominees.

### **4. Responsibility**

The Board is responsible for managing the application of these principles and for ensuring that they are adhered to and applied consistently across the organisation.

### **5. Considerations**

In calling for nominations and in making decisions on appointments the Board, or its delegate, will take into consideration the following factors:

- Any contextual timeframes
- The expected reach of the committee
- Any regulatory parameters
- The detail of the business and commensurate level of skill required to conduct it
- The cohort(s), including professional bodies, from which nominations are being drawn
- The availability of talent internally and the acquisition of new talent from external sources
- The inherent value of diversity as it underpins the values of the organisation
- Promotion of equal opportunity and adherence to anti-discrimination laws
- The effective functioning of the Committee
- The need for consistency and fairness

Succession planning to ensure sustained governance

These considerations will guide the process for calling nominations.

Where the process is expedited, or a limited market approach is justified, it will be done so on the basis of one or more of the above considerations.

## **6. Principles**

The following principles should guide the calling for nominations:

- Nominations should be sought publicly, and through any public (that is, non-AI) platforms considered appropriate for the role. Platforms should be chosen to maximise the likelihood of nominees from diverse backgrounds.
- Where justified to expedite a search, the reason for doing so will accompany the call for nomination(s)
- Where justified to target a search, the reason for doing so will accompany the call for nomination(s)
- Advertisements for nomination(s) will be detailed enough and disseminated widely enough to attract nominations from appropriate cohorts of people
- Advertisements for nominations to Board Committees will also be distributed to all members via regular member communication as well as social and other available media
- Current Terms of Reference for Committee(s) will accompany advertisements for nominations, or be made available upon inquiry
- The call for nominations should state the period of any appointment, the expectations of committee members, any limits on the term or the number of consecutive terms a member can serve, training and induction requirements and any further particular requirements (such as execution of a deed of confidentiality)
- Nominations for Board Committee(s) will be required to include no more than two (2) references deemed relevant to the role
- All nominations processes will be conducted in a timely manner, with advertisements specifying the expected time between the call for nominations and the announcement of appointment(s)

In addition, it should be noted that candidates require to be a member of AIA prior to appointment. Candidates must also declare conflicts of interest both prior to appointment and on an ongoing basis.

## **7. Accountability**

Members will be duly informed of all appointments to Board Committees; and likewise staff will be informed of all appointments to staff Committees.

To promote continuous improvement and transparency in the process, unsuccessful nominees will be informed of the outcome of the call for nominations process and may access feedback from the Chairperson (or delegate) if shortlisted.

For each nomination process a report will be produced to the Board (or appropriate delegate) which details the number of interested persons who applied, the number shortlisted and interviewed, and the agreed criteria used in decision-making. The report will include evidence of reference checks, confirmation that the candidate has no real or perceived conflict of interest which would prevent or influence them carrying out the role in the best interests of AIA and a recommendation for appointment.

**END**