

AIUK BOARD CODE OF CONDUCT

JUNE 2015

I. INTRODUCTION

- 1.1 The purpose of this policy is to make explicit to Board members the conduct that is expected of them in their carrying out of their role at Amnesty International UK Section (AIUK), in order that AIUK may be governed effectively.
- 1.2 This document should be seen in the context of other documents which set out the role and powers of the Board, appointment of Board members and other relevant policies, particularly the Constitution and Board Standing Orders.
- 1.3 It is particularly important that Board members keep in mind the "One Amnesty" principles agreed at the 2009 ICM and adopted by all sections. These are:
 1. *Impact Focus*: The final and main objective of AI's governance is ensuring maximum human rights impact.
 2. *Inclusiveness*: Internal and external stakeholders must be meaningfully involved in AI's governance.
 3. *Diversity and Gender*: AI's governance bodies must be diverse and gender-sensitive.
 4. *Quality Participation*: AI's discussion and decision-making culture must be based on mutual trust, competency, transparency, evidence-based information, open minds, a collaborative and constructive approach, and mutual respect.
 5. *Transparency*: As a rule, all governance related information must be freely accessible to AI members. Confidentiality is the exception.
 6. *Accountability*: All of AI's governance structures must be part of an internationally integrated accountability system.
 7. *Effectiveness and Efficiency*: AI's governance structures, systems and processes must be as simple, clear and effective as possible in order to make best use of the movement's limited governance resources.

2. PRINCIPLES OF INDIVIDUAL BOARD MEMBER CONDUCT

- 2.1 The following principles are based on the Nolan Committee's principles of Public Life, adjusted slightly by NCVO to fit voluntary sector organisations and further tailored to AIUK needs.

Altruism (Selflessness)

Board members of AIUK have a general duty to act in the best interests of AIUK as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any other organisation that they work for or represent.

Integrity

Board members should:

- not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- as well as avoiding actual impropriety, avoid any appearance of improper behaviour; and
- avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

Objectivity

In carrying out their role, including making appointments (including Board appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, Board members should ensure that decisions are made solely on merit.

Accountability

Board members

- have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in AIUK Board Members
- are accountable for their decisions and actions to the members, funders and supporters. They must submit themselves to what scrutiny is appropriate to their role.

Openness

Board members should follow the AIUK Open Information policy, and especially:

- ensure that confidential material, including material about individuals, is handled in accordance with due care;
- be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information when and only when the wider interest of AIUK clearly demands.

Honesty

Board members:

- have a duty to declare any interests relating to their role as Board members and to take steps to resolve any conflicts that may arise. Where private interests of a Board member conflicts with their Board member duties, he/she must resolve this conflict in favour of the Board member role;
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside AIUK

Leadership

Board members:

- should promote and support the principles of leadership by example; and
- must respect the role of the AIUK Director. There will be circumstances under which Board members will be working directly with staff. Guidelines for such working relationships must be clear to both staff and Board members and, when these occasions arise, the Director/ Chair should be informed in advance.

Non-Discrimination

Board members should behave toward each other respectfully at all times and should not behave in a manner or use language which a reasonable person would find untoward or offensive. All Board members are expected to comply with AIUK's Equality and Diversity Policy.

3. ATTENDANCE AND PREPARATION

3.1 Board members are expected to:

- understand the rules and structure of the organisation, and the legal framework in which they operate;
- attend all Board meetings (and appropriate sub-Committees) for their duration unless there is a good reason why the Board member can not attend. In such a case, the Board member should notify the Chair in good time. (Refer Constitution Section 9.V);

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- come to the meeting prepared and having read papers beforehand;
- participate in, and contribute to, occasional work of the Board outside meetings, e.g. training, attending AIUK events, regional conferences, etc; and
- attend the AGM as a means of accountability to the membership;

4. BOARD MEETINGS AND COLLECTIVE RESPONSIBILITY

4.1 The business of meetings of the Board shall be conducted as informally as is conducive to good order. To this end, it is expected that Board members should:

- treat Board members and others attending Board meetings with respect;
- express their views freely and openly in debate;
- address their comments to the whole Board not to subgroups;
- ensure that the time they take to speak is commensurate with the overall time allowed for discussion and the number of other people wishing to contribute;
- avoid any comments which could be construed as rude, aggressive, judgmental or hostile by other Board members or staff; and
- avoid any comments which could be construed as discriminatory.

4.1 Since the Standing Orders make clear that Board decisions are made by a simple majority, there will be Board decisions which are not made unanimously. Board members who strongly disagree with a decision taken by the Board, shall be able to request that their views are recorded in the meeting minutes. However, once the decision has been made, the Board speaks with one voice and Board Members should present this view outside the Board meeting unless the Board agrees otherwise. Where matters of conscience are concerned minority views may be explained but not advocated where the audience is internal. On matters of administration and management, and where the audience is external, Board members should present the view decided by the Board.

4.2 Board members only have authority when sitting as a Board. Board members do not have any authority individually other than that specifically delegated by a decision of the Board. The exception to this is the Chair (or Acting Chair), who is able to take decisions on behalf of the Board when such decisions can not wait until the next Board meeting.

5. BOARD AND STAFF RELATIONS

5.1 Board members who have other roles within the organisation should clearly distinguish the different roles. Generally Board members should:

- show respect to the AIUK Director, their staff and volunteers, and to the organisational structures within which they work

- ensure that when acting outside the Board role they do not have any authority over paid staff or volunteers, and should avoid any behaviour which implies to them or others that they do.

5.2 In relation to the AIUK Director, discussion by the Board of the Director's performance will take place only in a designated agenda item for this purpose. If Board members have concerns about the performance of the Director, these should be communicated to the Chair outside Board meetings.

5.3 In relation to staff and volunteers:

- Board members, when acting in any other capacity within the organisation have only the same rights and expectations as any other member acting in a similar capacity;
- should not expect or seek preferential treatment from or access to staff time or expertise
- Board members should avoid discussion of individual staff performance at Board meetings
- If Board members have concerns about the performance of staff, these should be communicated to the Chair in the first instance.

6. ATTENDANCE AT EVENTS AS A REPRESENTATIVE OF AIUK

6.1 Board members are often invited to attend internal or external events to represent the Board of AIUK. When attending events in their official capacity as Board members, they must take care not to express views which are inconsistent with AIUK's stated policy on any issue, or which may be construed as undermining Amnesty International's vision and mission. Board members should bear in mind the sensitivity of their roles and the likelihood that any views they express will be taken to be the official view of AIUK.

6.2 It is recognised that a Board member may disagree with AIUK's position on an issue for reasons of conscience. In this case the Board member is expected to refrain from commenting on this issue when acting in his/ her official role as Board member, and/ or may wish to avoid situations where such conflicts of conscience are likely to arise.

6.3 Where Board members are asked to take on a particular role at events, e.g. speaking to particular guests, they will be fully briefed by staff in advance. Otherwise they should assume that they are there to enjoy the event and mix generally with guests.

7. BOARD MEMBERS AND THE AGM

- 7.1 Board Members should not allow themselves to be nominated for election as Chair of the AGM or any other AGM role (eg. Standing Orders Committee) for any period while they expect to be a serving Board member.

8. PARTICIPATION IN OTHER PUBLIC ACTIVITY

- 8.1 If a member of the Board is invited or wishes to undertake an activity that is related to AIUK's field of work or is to take place in connection with others or under circumstances that could possibly lead to a perception related to AIUK, s/he should ensure that an appropriate disclaimer is made clarifying that s/he is not acting in his/her capacity as a Board member of AIUK.
- 8.2 If the activity is especially sensitive s/he should first consult the Chair and Director for advice on how best to avoid any such confusion. If there is any doubt about how to proceed or a difference of opinion as to whether the activity under the particular circumstances is appropriate for a Board member, the Chair will place the question before the Board by whatever means s/he deems most appropriate in the circumstances, in consultation with the Director.
- 8.3 Former Board members should be aware that their public activities may cause confusion as to whether such activities relate to AIUK. When any confusion seems possible, they should make every effort to have an appropriate disclaimer made and/or published.

9. MEDIA AND SOCIAL MEDIA

- 9.1 If a Board member is invited or wishes to speak to the media or participate in a public event in the name of AIUK he/she must first discuss the matter with the Director (or a relevant member of AIUK staff if the Director is unavailable) and, where feasible, the Board Chair. If a Board member is speaking to the media on a subject that is totally unrelated to AIUK's field of work and in his/her non-AIUK capacity, s/he should make every effort to ensure that s/he is not identified with AIUK.
- 9.2 Board members may be asked to speak to the media in an Amnesty role other than that of Board member, and in this instance should seek advice from the Press Office.
- 9.3 Any fees received for broadcasting or writing on behalf of AIUK in the course of service as a Board member shall be paid over to AIUK.
- 9.4 AIUK recognises that social media is an increasing integral part of both people's professional and personal lives. It embraces social media as an important tool in its

campaigns to protect human rights and acknowledges the desire that Board members may have to express themselves and communicate online using social media. However, as in all communications, Board members need to use good judgment about what material appears online and in what context.

- 9.5 Broadly, Board members must be clear about their association with AIUK and mindful of the organisation's impartiality and independence (as outlined in [Amnesty International's Statute](#)). Board members are required to understand that they are personally responsible for ensuring information is accurate and appropriate for public consumption and that they show respect for the individuals and communities with which we interact.
- 9.6 It is important to remember that everything on social media is essentially available to the public and therefore may be accessible by audiences not originally intended for. In addition, any content posted may be re-broadcast, highlighted in other media, linked to or shared almost immediately and may also be apparent in future searches even after deletion. In summary, once content is posted it is not possible to effectively remove it. Board members should ensure the privacy settings of any personal accounts take this into account.
- 9.7 Board members using social media are required to act in a way which is respectful and in line with this Code of Conduct. This includes refraining from publishing comments or material that is obscene, offensive, discriminatory, harassing, defamatory or that is otherwise in breach of legal obligations or Board policies or procedures. Board members must not create or share posts that contain information that is confidential to AIUK, or contains confidential or personal information relating to a member of AIUK staff or other Board member.
- 9.8 Board members are expected not to respond to any discussions or posts that may be obscene, offensive, discriminatory, harassing, or defamatory unless they are confident of being able to respond in an appropriate manner (whether this is through the use of an official AIUK social media account or relating to the discussion of Amnesty matters on a personal account). Further guidance should be sought from the appropriate member of staff at AIUK if there is any doubt.
- 9.9 A Board member's access to and use of social media platforms outside the course of their service as a Board member is a private matter for them. However issues may arise when content deemed to be inappropriate (for example, offensive, obscene or relating to internal Amnesty International matters) is posted and it is possible to link the Board member with that role, or when personal interests are not declared (for example a financial interest, close relationships/associations etc). Board members should be aware that when using social media in a personal capacity it may still be possible for them to be associated with Amnesty International and therefore have the potential to bring AIUK into disrepute if the content is deemed to be inappropriate.

- 9.10 Board members are encouraged to share/re-tweet posts linking to appropriate Amnesty International content, making use of personal networks in order to increase coverage of its work and to get more people involved in campaigns and actions. If a Board member is sharing Amnesty International content on their personal networks (or are concerned that their account may be viewed as an official Amnesty account), they should consider using a disclaimer. Board members should be aware though that even using a disclaimer may not be sufficient to prevent the organisation being brought into disrepute or its policies being breached, so they should not rely upon this as protection.

10. ACCEPTANCE OF AWARDS

- 10.1 If a Board member is offered an award or honour (with or without monetary value) in which their work for AIUK is prominently cited, the Chair and the Director must be consulted before a decision is taken as to whether or not the award should be accepted.

11. REIMBURSEMENTS

- 11.1 Board members are expected to respect all existing procedures that regulate travel arrangements and expenses. As part of the function of leadership, s/he is expected to be exemplary in this regard.

12. CONFIDENTIALITY

- 12.1 Maintaining appropriate confidentiality is essential for the effective running of AIUK. The Chair may decide the appropriate level of confidentiality.
- 12.2 Appropriate confidentiality must be maintained by Board members during and after the term of office, in respect of all unpublished information gained by any Board member during the course of his/her service on the Board.
- 12.3 Such unpublished information may not be used in any other way except in the proper course of that Board member's duties. This applies also to electronic communication.

13. COPYRIGHT

- 13.1 The property and copyright throughout the world of all material written, compiled or produced by a Board member on behalf of AIUK in connection with his/her
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service on the Board vests with AIUK. In this regard, acceptance of membership of the Board is held to constitute a present assignment of future copyright to AIUK of any such material.

14. GIFTS AND HOSPITALITY

- 14.1 Board members should not accept any gifts or hospitality which could be seen as a way of exerting influence over the AIUK's decisions.
- 14.2 Board members must not solicit nor accept cash from any supplier who provides, or may wish to provide, goods or services to AIUK
- 14.3 If Board members are offered a gift as an inducement for preferential treatment, it must be refused or returned as appropriate. They may accept gifts which are offered by organisations as part of their normal marketing activities on the condition that your acceptance of that gift cannot be misconstrued.
- 14.4 Board members may also accept gifts of hospitality in the form of lunches, dinners and social events provided that:
- they are not placed under any obligation; and
 - the acceptance could not be misconstrued, however unfounded"

15. CONFLICTS OF INTEREST

- 15.1 A conflict of interest arises when a personal, professional or other interest of a Board member:
- is actually or potentially at odds with the best interests of AIUK; or
 - could give the appearance of being in conflict with the best interests of AIUK.
- 15.2 Such conflicts of interest can pose potential and/or actual risk and/or harm to AIUK. To avoid such risk and/or harm the following guidance should be followed.
- 15.3 All Board members should register their own interests and the interests of people connected to them annually with the AIUK (see Annex A). This should include details of executive and non-executive positions.
- 15.4 If a Board member decides that there may be a conflict of interest in relation to a specific matter under deliberation, the Board member should inform the Chair and withdraw from the room for the discussion of the matter creating the conflict. The nature of the conflict should be noted in the minutes.
- 15.5 If the Board member is unsure whether there is a conflict or not, s/he shall inform the Chair who shall decide the matter.

- 15.6 If a Board member is concerned that another Board member has a conflict of interest, the initiating Board member should in the first instance discuss it with the other Board member. If there is no resolution then it should be discussed with the Chair, whose decision shall be final.

16. GENERAL STANDARDS OF CONDUCT

- 16.1 It is essential that Board members are not involved in any action or activity which might bring AIUK into disrepute, even where they are acting outside their role as Board members. Examples might be:

- Discrimination or harassment
- Violence, actual or threatened against another person
- Theft, fraud or other serious crime

However, this list is not intended to be exhaustive, and Board members should not engage in any other activities, which are likely to bring AIUK into disrepute.

17. BREACHES OF THE CODE OF CONDUCT

- 17.1 All board members have a responsibility to act in accordance with the code of conduct. However, the officers of the board, led by the chair, have a particular responsibility to ensure board members' behaviour is consistent with the code. All potential breaches of the code of conduct must be dealt with in confidence and in accordance with the board disciplinary code.

GUIDANCE ON PROCEDURE AND IMPLEMENTATION OF REGISTER OF INTERESTS

1 Reporting and Resolving Conflicts of Interest.

- 1.1 Complying with the principles of selflessness and accountability enshrined in the Code of Conduct requires clear procedures on how AIUK will report and resolve conflicts between the private interests of individual Board Members and the interests of AIUK.
- 1.2 By adopting the Code of Conduct Board Members have committed themselves to creating a register of interests which will record the private interests of Board Members which have a bearing on their Board Membership of AIUK.
- 1.3 Board Members will complete an “interests’ declaration” which will be reviewed annually and updated by Board Members as and when their interests change.
- 1.4 The register will include sections on the following interests:
 - Directorships
 - Remunerated employment or office
 - Voluntary offices or positions held
 - Political affiliation
 - Shareholdings
 - Any other interests
- 1.5 Where Board Members are uncertain as to the existence of an actual or potential conflict of interest they should seek the advice of the Chair of AIUK.
- 1.6 Where a conflict of interest arises the Board Member will declare the interest when the agenda item in question is reached. Such disclosure will be reflected in the minutes of the meeting. The Board Member will then normally withdraw from the room and not vote on the item. However, the Chair shall have powers to include the Board Member in discussion of the item. Under no circumstances will the Board Member declaring the conflict of interest vote or seek to influence the final decision of the Board.
- 1.7 The Directorate will produce an annual report on conflicts of interest showing any relevant contracts or grants awarded, or decisions made, affecting Board Member
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interests and the occasions when Board Members have declared conflicts of interest at Board meetings.

- 1.8 The principle of declaring and recording interests and producing annual reports will apply to all Board Members.

CREATING A REGISTER OF INTERESTS:

BOARD MEMBER DECLARATION FORM.

Board Members have a duty to avoid conflicts between their personal interests and those of AIUK. In addition it is important for public confidence that NGOs and charities are seen to operate to the highest standards of integrity and honesty.

With this in mind AIUK has adopted a policy which requires each Board Member to advise the organisation of any **actual** or **potential** conflicts of which they are aware.

Please complete the following declaration. You will be asked to update this form on an annual basis. However, if in the intervening period you become aware of any new **actual** or **potential** conflict of interest you should advise the Directorate. The results of the questionnaire will be used to create a register of interests which will be kept by the Directorate, and be made available to the public on request.

If in doubt as to whether an actual or potential conflict of interest exists Board Members should consult the Chair of AIUK.

Please note that this declaration applies to all board members' interests, whether direct or related to people connected to them, 'connected persons'.

Broadly, two individuals, person A and person B are connected if they are relatives, if they are married or civil partners; or they are related by marriage or civil partnership.

In more detail, person A and person B are connected if

1. A is B's spouse or civil partner, or
2. A is B's relative, or
3. A is the spouse or civil partner of a relative of B, or
4. A is a relative of B's spouse or civil partner, or
5. A is the spouse or civil partner or a relative of B's spouse or civil partner.

A relative is a brother, sister, ancestor or lineal descendant. This means that people like cousins are not relatives for the purposes of this definition.

Section 252 of the Companies Act 2006 sets out the legal definition.¹

¹ A person is connected with a director if they are a member of the director's family (that is, the director's spouse, civil partner, any person with whom the director lives as a partner in an enduring family relationship, a child or stepchild of the director, a child or step-child of a director's partner (if living with the director and under the age of 18), or the director's parents). A company is connected with a director if the director (and persons connected with him) is interested in 20% or more of the

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equity share capital of the company, or can exercise more than 20% of the voting power at a general meeting of the company. There are similar provisions which serve to connect persons to a director in relation to [trusts](#) set up for the benefit of that director or his family, and in relation to partners of a director. (Section 252 of the Companies Act 2006.)

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1. DIRECTORSHIPS

Are you or a person connected to you a Director of any public or private company?

Yes No

Please tick the appropriate box. If yes, please list the name of the companies in the details space below, briefly stating the nature of the business of the company in each case whether a Director or Non-executive Director and if they are remunerated posts.

Details

Are any conflicts likely to arise? If so what would they be?

2. REMUNERATED EMPLOYMENT, OFFICE, PROFESSION ETC.

Do you or a person connected to you have any employment, office, trade, profession or vocation for which you are remunerated or in which you have a pecuniary interest?

Yes No

Please tick the appropriate box. If yes, please set out the details below. When registering employment with a company or firm, please indicate the nature of its business.

Details:

Are any conflicts likely to arise? If so what would they be?

3. VOLUNTARY WORK

Are you or a person connected to you a Board Member of a charity, board member of any not for profit organisation, or holder of any voluntary position in any public, private, voluntary or charitable organisation, including professional associations or trade unions?

Yes No

If yes, please list below the positions held and the names of the organisations. Please indicate the nature of the work and mission of the organisation.

Details:

Are any conflicts likely to arise? If so what would they be?

4 POLITICAL AFFILIATION

Do you or a person connected to you hold any elected or voluntary office in any political party or have you ever held an elected position in any parliament or local authority? Have you been a major donor (defined as someone who makes a donation of over £5,000 in any single year) to a political party, or funded any research which seeks to advance the interests of a political party, in the last five years? Have you funded any individual(s) seeking election to a representational office? Have you made any speeches or public pronouncements in support of a political party in the last five years?

Yes No

If yes please provide details below. Ordinary membership of a political party need not be disclosed.

Details:

Are any conflicts likely to arise? If so what would they be?

5 SHAREHOLDINGS

Do you or a person connected to you have (either yourself or with or on behalf of your spouse or dependent children) interests in shareholdings in any public or private company or other body where more than 20% of shares are held or ownership as a sole trader or partnership in a business?

Yes

No

If yes, please list each company or body below, indicating in each case the nature of its business.

Details:

Are any conflicts likely to arise? If so what would they be?

6. ANY OTHER INTERESTS.

Are there any other matters, which in your judgement, could cause a conflict of interest with your position as a Board Member of AIUK?

Yes

No

Details:

7. DECLARATION

I declare that:

- I undertake to fulfil my responsibilities and duties as a Board Member of AIUK in good faith and in accordance with the law and within AIUK's objects and purposes
- I have registered my financial or personal interests and will specifically notify any interest at any board meeting where directors are required to make a decision which affects my personal interests and I will absent myself entirely from any decision on the matter and not vote on it
- I understand that I may not benefit directly or indirectly from AIUK unless this is legally authorised
- I have read and will abide by the AIUK Code of Conduct for Board Members
- I am over 18
- I am not an undischarged bankrupt
- I am not under a disqualification order under the Company Directors' Disqualification Act 1986
- I do not have an unspent conviction for an offence involving dishonesty or deception
- I do not have an individual voluntary arrangement (IVA) to pay off debts with creditors

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In addition, for the charitable trust, the following will apply:

- *I have not previously been removed from trusteeship of a charity by a court or the Charity Commissioners*
- *I am not disqualified by the Charities Act 1993 Section 72 from acting as a charity trustee*

Name:

Signed:

Date: