

Amnesty International members only
Date: 25 May

2022 GLOBAL ASSEMBLY MEETING PAPER

INTERNATIONAL BOARD REFORM

AI Index: ORG 50/5537/2022

Author: International Board

Aim:

The achievement of Amnesty International's Mission and strategy by ensuring that Decision 1 of the 2021 GA begins to be implemented and that the IB is fit for purpose in their oversight mandate and their ability to exercise their legal and fiduciary duties. It is of global relevance because it will enhance the International Board (IB) and therefore the Amnesty movement's ability to carry out human rights work and increase our impact.

How to use this paper:

This background paper should form the basis of consultations with section members and their boards.

Please see the Executive Summary for recommended actions

Contents

Executive summary	3
Objective	3
Background and summary of key issues	3
Summary recommendations	7
How this will benefit Amnesty	7
Conclusion	8
Annex 1 Regional Forum questions and answers	9
Annex 2 General Q and A	17
Annex 3 IB statistics	20

EXECUTIVE SUMMARY

Board reform is mandated by Decision 1 from the 2021 Global Assembly, 'Reforming Amnesty International's Global Governance'. This motion on international board reform sets out specific changes in how the International Board is composed, mandated, resourced, and performs.

OBJECTIVE

The objective of this motion is to reform the international board following the steps outlined in the recommendations below.

BACKGROUND AND SUMMARY OF KEY ISSUES

The International Board (IB) has over the years struggled with equitability, wellbeing, untenable workload, perpetual crisis and performance issues resulting in 20 out of 40 motions from 2017 remaining uncompleted, burnout, resignations, and under performance.

In 2017, decisions were made around Governance Reform. In the five-year period since, externally there have been deep changes through geo-political shifts and mass movements and what is required to respond successfully. Internally to Amnesty, we have seen a culture of crisis from burnout, workplace toxicity, duplication of work, unclear roles and responsibilities, resignations, and suicide indicating that the way we both operate and govern are in need of continuous refinement and change. This has been an ongoing endeavor exemplified by the review of Core Standards, putting forth changes to voting models, and the Accountability project. The International Board has elevated governance and culture as two out of its four core work pillars. In keeping with Decision 1 from the 2021 Global Assembly, 'Reforming Amnesty International's Global Governance', the International Board has held many discussions and reflections on what to evaluate, how to simplify global governance models and to propose relevant changes to the Statute and Global Governance Regulations.

The final proposal is to be brought to the GA in 2023 where we will seek to answer questions, propose and achieve clarity about what kind of organisation Amnesty will be in 2030 (and 2048) along with juxtaposing alternative governance models with strategic goals. The process for this will begin shortly with consultations in terms of capability, talent audits, and futurist discussions and labs.

This should not be mixed up with the internal governance IB reform this year that cannot afford to be 'kicked down the line' and looked at next year along with GA Decision one. The last review of the IB was done in 2013 and any organisation in compliance with good governance should look at board set up more often than every ten years. Our proposals for motion on IB reform, a new voting model for internationally elected positions and simplified core standards have been designed to yield immediate results in 2022, but at the same time are only a pre-cursor to a much broader program which we are also kicking off now.

For the IB reform, we are guided by the principle of making governance less resource intensive in terms of ecological and human resources whilst safeguarding the democratic nature of the movement. Speaking to many stakeholders and committees and looking at verifiable data e.g. reasons for quitting, and complaints data, and lived experience, the IB proposes the following in response to the GA decisions:

The GA in 2021 instructed 1) Examining the impact of the governance cycle on well-being of staff and volunteers. 2) Analysing the digital divide and its impact on participation, inclusion and democracy, as well as possibilities to remedy this divide.

The IB in response proposes changes around increasing the number of members that are co-opted, giving them equal voting rights, and having their terms synced with elected members i.e. three years. The IB further suggests that both elected and co-opted members have a probation of six months and that the IB is remunerated. The workload of the IB is untenable and is volunteer in name and status only, which does not reflect the actuality of work, responsibilities, and liabilities. This is further compounded by the unequal distribution of work because some co-opted members don't have voting rights. External co-opted members provide deeply valuable insight and expertise, preventing Amnesty from engaging in insular group think. Probation periods are suggested in line with good governance and deepening the sense of responsibility that must be inherent in any board member.

The GA further instructed 1) Reviewing the 2017 governance reform and associated governance cycle. 2) Reviewing the frequency and role of the Global Assembly meeting and related bodies.

The IB in response suggests in alignment with good governance practice, creating a cooling period for member of FAC, PrepCom, and the IB. Anyone running for IB can't be on a committee prior the year before for example, the cumulative total of years needs to cap out and result in a permanent exit. This has been successfully practiced by the INC.

The IB further suggests that GA decisions from 2017 onwards that have been superseded strategically, are no longer relevant or unable to be actioned are closed down with supporting rationale. Following from the above, the IB suggests creating alternative models away from the GA instructing and automatically enrolling the IB to every task force, GA decision, and committee. The work as volunteers is untenable and results in a complex, bureaucratic web that slows the entire movement.

The IB suggests that motions are proposed every other year. This will result in time to do deep work, to streamline, to do less better. This will in addition lead to increased democracy, as there will be resources to actually deliver on the decisions made by the GA. The years where motions are not proposed can be focused on capacity building, connection, learning and deepening governance practices and review of strategies at the GA.

The International Board is a fundamental part of the movement's global governance framework. As a committee of members appointed by the Global Assembly (GA), the IB is mandated under the movement's constitution, the Statute, to provide global stewardship for the fulfilment of the movement's Vision and Mission and its compliance with global policies and standards. The scope of the role of an IB member at Amnesty has evolved over time. The reasons for this are complex but can be simplified into 3 main areas: (a) complexity of the Amnesty governance structure (b) 2017 Global Governance reform; and (c) the broader environment in which Amnesty now operates.

(a) Complexity of the Amnesty governance structure

Amnesty is currently a movement with 65 sections, 5 national offices, local structures and a complex structure within the International Secretariat with over 20 regional offices outside the UK headquarters as a result of the “closer to the ground” Global Transition Plan (GTP) which began in 2013.

This creates risks on various levels in terms of the expanded geographical spread in which Amnesty operates and the sheer volume of information and reports the IB is receiving. The increase in the number of Sections over time expands the remit of the IB’s stakeholders; the IB is accountable to the sections through the GA with each Section being accountable to its local members.

(b) 2017 GA governance reform

Through the 2017 governance reform, the GA became an annual meeting which has meant that the IB is constantly having to assess new proposals coming from the GA and risks being unable to oversee the implementation of existing proposals. In the 2017 governance reform, new protocols were put in place relating to how motion proposals are put to the Movement which remains a time intensive process. The 2017 reform also reviewed the role of regional forums in the governance framework. The 2017 reform has had a major impact on the workload of the IB members in terms of the time requirements for the role.

(c) The broader regulatory environment in which the board operates

In addition to its dual role (an international one plus the role relating to being registered in the UK) and commitments to [Accountable Now](#), the IB has a duty, enshrined in the Statute (19c) to protect the movement’s reputation. In today’s world of social media and digital communications, the reputation and brand that Amnesty has managed to preserve since the movement’s inception in the 1960s has the potential to be destroyed in seconds. From a misguided tweet to a staff member or partner engaged in unethical behaviour, any such action can be disseminated around the world in seconds. Amnesty is also exposed to the risks of misinformation, with actors opposing Amnesty able to spread incorrect information instantaneously. The IB has an enormous responsibility in overseeing the IS and other stakeholders in preserving the reputation of the movement, one of Amnesty’s most valuable assets.

As well as the reputational element, the regulatory framework in which Amnesty operates continues to become more stringent – cyber security, data protection, whistleblowing, anti-bribery legislation and many other topics become standing agenda items for the board to assess and monitor on a regular basis on top of its usual duties.

These are just some of the reasons why the IB is reflecting on its role and looking at the root cause of some recent challenges for board members - burnout, poor mental health, inability

or unwillingness to stand for re-election, loss of earnings (due to the time expected to be dedicated to the unpaid work at Amnesty) and inequalities in access to information, influence, and decisions.

The IB believes that a more equitable pool of candidates will come forward if fair rewards and incentives are put in place. The consequence of not looking at remuneration means that the IB composition becomes more and more the preserve of the privileged who have the time and financial resources to manage this work unpaid. This goes against many of Amnesty's own policies on fair remuneration for workers.

Based on the Chair survey results and movement feedback, the burden and pressure of section and IB board workloads is untenable. Further, Amnesty has made commitments in raising equitable distribution of financial resources and rehauling voting models, of which the suggested reforms below coalesce.

The IB wishes to create a sustainable structure for IB members going forward so the IB members are able to deliver on their mandate of being responsible for the fulfilment of the movement's Vision and Mission.

SUMMARY RECOMMENDATIONS

The following reforms are suggested:

1. The elected members of the IB must co-opt between two and four external IB members for a period of 3 years, once renewable.
2. The co-opted IB members have equal voting rights to those of elected IB members, but cannot hold board officer positions.
3. Both co-opted and elected IB members will have a probation period of six months.
4. IB members are remuneration. The Board Payments Committee will be disestablished. The existing policy for reimbursement is reviewed and the IB will report to the movement and make public the way forward for remuneration.
5. Creating a cooling period for member of FAC, PrepCom, and the IB. Anyone running for the IB can't be on a committee the year prior, the cumulative total of years served needs to cap out and ensure a permanent exit.
6. GA decisions from 2017 onwards that have been superseded strategically, are no longer relevant or unable to be actioned are closed down with supporting rationale.
7. Following from the above, the IB will create alternative models to the instruction and automatic enrolment of the IB with every GA decision, task force, and committee.
8. Motions are proposed every other year at the Global Assembly or as follows from point 7 above, the IB is not tasked to every motion.

HOW WILL THIS BENEFIT AMNESTY?

Governance is a system of rules, principles and processes by which Amnesty is directed. It plays a significant part in how Amnesty can fulfil its goals to enhance value and strategic objectives. Continuous refinement of Governance is what provides a sound framework for balancing the expectations and interests of the many stakeholders external and internal to Amnesty. In the past sixty years from its first meeting in Belgium of 60 people representing a handful of countries, Amnesty has grown into a behemoth. We must rethink our global footprint, our operating systems, taglines and spirit including our volunteer spirit which is in label only but not in coherence with what the actual job of an IB member entails and risks.

The IB is elected by standing representatives of the movement to steward the mission and values of Amnesty, to safeguard the movement and to meet fiduciary and legal obligations. If the human cost of serving at the level of the IB is not seriously considered and measures put into place to reform, there is a very likely and deep risk that Amnesty International will experience reputational risks, financial risks, and reduced impact.

CONCLUSION

This motion:

- i. Would contribute to the achievement of Amnesty International's mission and strategy by ensuring that Decision 1 of the 2021 GA begins to be implemented and that the IB is fit for purpose in their oversight mandate and their ability to exercise their legal and fiduciary duties. It would ensure the lessening of conflicts of interest, of an equitable voice around the board, a synchronised election schedule and the ability to focus on new strategy oversight without duplication of work, doing less better, and being respectful of the workload that governance entails.
- ii. Is of global relevance because it will enhance the International Board and therefore the Amnesty movement's ability to carry out human rights work and increase our impact.
- iii. Should be discussed at the next Global Assembly meeting because the International Board through movement consultation has made a commitment to focusing on the changing of our culture.

ANNEX 1 REGIONAL FORUM QUESTIONS AND ANSWERS

Overview:

The International Board (IB) respectfully notes that the regional forums are owned and run by regions and therefore has slightly different emphasis depending on its priorities. The IB further notes the often contradictory nature of the Amnesty movement. The IB has received in equal spades messages about how they should have gone into more detail in the original motion text, with yet other feedback saying there was too much detail and it felt like things were already decided. This is mirrored by regional steering committee feedback where people opined there was too much time for discussion versus not enough time. The Chair of the International Board plus a Coalition Leadership Team (CLT) member attended all five regional meetings. It is notable that the most challenge to IB reform came from the European Central Asia Regional Forum (ECARF) whereas other regions with sections that have less capacity and finances and face not in theory but lived experience of the violations of their rights embraced the suggestions of IB reform, such as motions every other year, and the need for qualified co-optees with equal voting rights. Whilst its complex and doesn't lend itself to a single analysis, the response from ECARF does reflect relationships around power, who you accede it to, and how it is conceptualised. The Core Standard motion across regions received ample time and went into detail, as a result, the IS and the sections stand to benefit enormously with a new streamlined version. The IB however can no longer be an afterthought. The IB with its all-important mandate has to be fit for purpose. The IB discourages 'amnesia' when all is well and reminds the movement of previous issues around former SG's pay-outs and the financial crisis of 2018/2019. Amnesty is now in a much healthier position, and it is the IB's job to proactively further safeguard that health.

Section Comments/IB answers:

1. The reform might affect the core standards and maybe some national boards.

Answer: This is not about sections at the moment, if your highest governing body (IB) does not sort itself, the organisation will be at peril. Only the standing reps can vote in the direction of reform. And when the IB reforms, it serves as a role model to sections on possibilities and food for thought. In over 57 one to one conversations with Section Chairs, it has emerged that the workload of Amnesty governance has deteriorated their day jobs and careers, lessened wellbeing, and has had financial ramifications e.g. petrol to go to meetings, WIFI connectivity, and lost clients/hours. Standard Amnesty answers about kicking it down the line e.g. let's discuss next year is not an option, the IB is unequivocal about this. In terms of affecting core standards, from the IB analysis, it does not.

2. Drop the motion for this year, giving more room to finding answers.

Answer: See above comment #1

3. Outside members not elected, not supported by AI's democracy. They are helpful, but the process to give them equal rights might bring accountability issues. Other approaches needed then to give equal rights.

Answer: The IB believes in disentangling the assumption that democracy = good governance. The past history of the IB does not support this notion. Behavioural and other metrics are missing when we vet candidates, the IB believes in casting a wider net than the movement to bring in more specialised expertise and outlooks that goes beyond activism as a core strength. Amnesty tends to equate democracy with leaders of countries, of who we try to hold to account and call truth to power. Countries however are run differently than organisations and companies with the latter having more accountability and often being better run. The freedom to choose what is needed based on the IB experience is imperative, and that is ascertained only when the elected members get together and interact.

The co-opted members are elected indirectly by the GA, as they are elected by representatives, which the GA has voted in. Therefore, there is no accountability issue. If the GA disagrees with the actions and decisions of their representatives, they can vote them out.

4. Looking for concrete skills for the recruitment of Board members - would this discriminate young candidates?

Answer: Lived experience is important indeed, behaviour though is as important if not more than intelligence alone and the IB has worked in close coordination with the INC to reflect this during recruitment. The IB will thus not discriminate young candidates.

5. Do better distribution on roles and responsibilities within the Board itself.

Answer: The IB had commissioned a heatmap map to understand what was imperative (legally mandated), what could be let go, how different committees had performed. Subsequently, it disestablished over 8+ committees, streamlined our work to only four core pillars and reviewed standing business items. As explained in the introductory note to this background paper, further restructure is needed in a systemic way. The responsibility and liability is not commiserate with "volunteer" status.

6. A thought came up that the co-opted members could have a vote, since they are chosen by the Board members we elected and trust.

Answer: The IB agrees.

7. Timely question, i.e., workload issue is widely recognised at IB and section board level. E.g., board AI-UK. Remuneration increases equity and inclusion as it would also allow people joining the board who do not have the luxury of time available (as they need to

work for a living). No in principle objection against remuneration, but the amount needs to be related to time spent, which really depends on the role of the boards within the overall governance model which will be reviewed in 2023. With respect to governance at other INGOs, important to assess the difference between the general charity board governance and specific Amnesty movement governance where IB and section boards play a necessary (and time intensive) role.

Answer: The IB agrees with this comment in principle and is suggesting as a starting point that the reimbursement policy in place already is disestablished and that remuneration is agreed upon. The IB will take “time spent” into consideration – e.g. the difference in time commitment between board officers and ordinary board members, as well as IB member’s participation in meetings etc. Amnesty does not fall into the usual role of charities and a comply and explain can be provided to the UK’s charity commission. Amnesty International follows the charity commission guidelines voluntarily but is not required by law.

8. Additional co-opted members - General support for more co-opted members, but granting voting rights seems more controversial. Example UK: three co-opted members (out of 12). Reason is really to get additional skills, e.g., finance, accounting, risk. They have voting rights because they should be at equal level, but cannot be (co)chair. In Chili also co-opted members to get more diversity, but no voting rights. If for diversity reasons voting rights may make sense. Faroe, France, Flanders, no co-opted members as yet, but may be necessary.

Answer: Diversity is one of the many reasons that the IB believes co-optees should have voting rights. We have amended the motion text to reflect that co-opted members can’t hold board officer positions i.e. Chair, Vice Chair, Treasurer.

9. However, the question is whether this would undermine the democratic principles as these co-opted members are not directly elected. You can argue it is still democratic as the elected board members have the mandate to appoint additional co-opted members and give them voting rights. Moreover, sections are struggling to get sufficient board members and they often do not really get elected anyway. The IB does have sufficient candidates. The introduction of ‘indirect democracy’ by giving the co-opted members voting rights merits more discussion and may need to be part of the overall governance review.

Answer: Please see “B” in the Questions and Answers section below. In over 57 one to one calls with section chairs, the majority have shared how there is no “real” election, their section struggles to get quality candidates. There are some sections that have family members on the board which is poor governance. The IB rejects the idea of kicking down the line what can be done today, i.e. pushing parts of the internal reform to next year. As explained in the ‘Context’ section of this background paper, there is need for immediate internal reform in order to make the IB fit for purpose to carry forth the larger governance reform. The IB does not agree that there are sufficient candidates.

10. Take into account expertise of Daniel from the feminist leadership workshop

Answer: The IB wholeheartedly welcomes consultations with various stakeholders and has done so both internally and externally in the preparation of this background paper.

11. What are the things the IB can change short-term and which are more long-term?

Answer: The “Context” part of this paper sets out what the plans are for long term and short term. We need the short term this year (2022) to enable the IB to perform its functions optimally for larger external governance reform in 2023.

12. Adding more people makes sense in the light of needed competences, although there is a need to be made changes not only in the number of people but also reviewing the workload itself through prioritizing etc.

Answer: Please see answers to comment #3, 5, 7, 8, 9, 28. In addition, this prioritization needs to come from the movement in what it asks and expects of the IB.

13. Remunerate the IB makes sense but: what are the implications for the national boards, other committees etc? What are the effects on the budget?

Answer: As a result of being in a healthy financial position, this is not only feasible but strategic from a risk perspective. The remuneration will be minimal compared to the overall budget. See also comment #1 above.

14. Some of the proposed changes have nothing to do with the wellbeing from the IB

Answer: In the opinion of the IB, each proposal is directly tied to the wellbeing of the IB. Each proposal has been thoroughly discussed and debated within the IB, robustly informed by one-to-one conversations with 58 section chairs.

15. There will be changes in governance next year, this two reforms should go hand in hand

Answer: See comment and answer #1.

16. Motions are proposed every other year at the Global Assembly: motions are one instrument to keep the dynamic in the sections. Maybe this proposition could work for the IB, but not for the sections.

Answer: This comment was from one breakout group in the ECARF. Other breakout groups in the ECARF did not oppose and notably this was widely and generally embraced by all other regions. The IB has amended its text so that if sections wish to keep motions every year, they disentangle the IB from the motions, the IB can't be automatically enrolled to oversee every motion, there is no capacity. Please refer to the introductory part of this background paper for more information. The IB also believes the contrary would be the case. Dynamic and engaged sections would increase due to increased democracy. We would see the IB being able to deliver on decisions made by the GA rather than the current situation where 20 out of 40 decisions from 2017 remain uncompleted.

17. Questions about the probation period? Who is measuring it? How long will be the cooling period etc.?

Answer: The Governance Program Director at the IS, The Chair of the IB, along with input from IB members will measure and quantify the probation period. This will be shaped with external governance expertise. The IB proposes a one-year cooling period to align with the INC.

18. Remuneration will not make the board position more attractive, compensation of expenses is not the same as a remuneration. Needs to be clearer what is the goal of the remuneration.

Answer: The IB is already compensated for expenses, yet the process is so cumbersome that the one application for reimbursement filed in 2021 was withdrawn. The IB is looking to both increase the cap for reimbursement through the existing policy and to set remuneration to respect the liabilities, the workload, and subsequent personal and professional losses, and to increase diversity and equity. Please see "A" in the Questions and Answers section.

19. Remuneration makes specially sense for inclusion of less privileged people

Answer: The IB agrees, please see "A" in the Questions and Answers section below and the Introduction at the beginning of this document.

20. Do we mean to change the number of board members? We have 9 members and then the co-opted members. With more members we could achieve more diversity, including linguistic. There are many theories about the impact of diversity on an institution. The IB would greatly benefit from a more diverse base.

Answer: The IB endeavours to keep the size the same in recognition of the research that too big of a board is ineffective. Of the eleven-member team, the IB proposes having between 2-4 members co-opted and the remaining members elected directly through the movement. At the moment the IB is not considering increasing the number of members but remains open for future discussion.

21. Are we comparing the way we work to how other NGOs work?

Answer: In part, but also in the recognition that the breadth, depth, and scope of Amnesty is quite different to other comparable organisations. For example, we partner with Human Rights Watch often but their model is different, they have no membership. Please see “A” in the Questions and Answers section below.

22. 9 persons + co-opted members is a small size, it reduces the diversity we are aiming for (not just language- wise). Maybe we should review the number of elected persons. To prepare future leaders, maybe the work methodology to target a diverse leader group should be used broadly.

Answer: This is an interesting suggestion and whilst the IB is not proposing this at this stage, we are open to further discussion at a later stage. Please see comment and answers # 20 and 25.

23. AI could organise governance training workshops, and those attending those workshops could be preferred in the selection of future leaders.
There is a fairly rigid way to understand and conceive governance, there is a monthly calendar that is difficult to follow, and does not leave room for innovation which could be a strong motivator to attract leaders.

Answer: The IB agrees and in its consultation with one-to-one conversations with over 57 section chairs, the lack of robust and interactive governance inductions was mentioned. It was also regularly mentioned that section boards were lacking in people who understood “governance” versus activism which most know in Amnesty. Some suggestions have suggested an “Amnesty Academy” that people are sent to for robust training. We hear what the sections are saying, and it is the IB’s wish to reform itself so it can better serve the emerging needs of sections. One way the conversation will continue is multi-lateral fireside chats with sections that the IB will roll out shortly.

24. We should encourage local leadership within boards, and connect it to feminist leadership. We’d like to see the IB echo the voice of the sections, which are the pillars of the movement

Answer: The IB believes the proposed motion to be in line with the principles of feminist leadership. Please see further details to question/comment #28.

25. The 6 months' probation period for the co-opted members, does it mean to give them an opportunity to learn about Amnesty, or is it to evaluate their suitability as co-opted members?

Answer: Both. Please see a more detailed answer in answer #C in the Q & A section below.

26. Do we mean to change the terms of reference? When assessing co-opted members and their CVs, we should also have a view on their experience with human rights work and processes, are they really engaged and committed or are we just looking for governance professionals?

Answer: We are looking for an optimised combination of both. Despite the International Nominations Committee (INC) best and sincere efforts to identify best candidates for the board, it is impossible to identify what the IB needs until the board is in interaction. It is then when co-options should be identified by the IB. Please see the next answer below.

27. Comment: We are concerned of the balance between leadership emerging from within the movement and external ones, do they share the principle of AI as a movement of people rather than an organization.

Answer: From an IB perspective, Amnesty and movement experience tend to be overrated. Movement governance is dysfunctional. The argument for legacies and institutional memory needs to be dropped to some degree as with the idea that the IB exists only to represent movement needs and voice. Though very important, the IB duties and scope go far beyond representing movement voice. The IB has oversight of over 300 million euro and legal responsibility as directors. Other international governance committee heads e.g. the Chair of PrepCom, and the INC will at the most suffer movement anger if there is a misstep, the Chair of the IB and its directors can go to jail. We are a huge organisation; we need to be run professionally. We don't need more activists from the movement, we need very talented people who need their vote counted, and when they are elected, they will be vetted for sharing the political movement responsibilities. The annex to this document demonstrates how the IB performs. Often people who come through Amnesty enjoy a false sense of security which endangers the movement. Amnesty has suffered huge setbacks with the financial crisis in 2018/2019, other issues like former SG Irene Khan stepping down and the controversy around her pay package because the board was to some extent not fit for purpose. We need a competent, professionalised board with equal voting rights.

28. We would like to see what principles have been thought of for this reform.

Answer: The IB through this background paper endeavours to lay out context, rationale, detail and address questions arising from regional consultation and dialogue.

29. The evaluation of the work of the IB (and with them, of other executive boards) is key, in order to propose improvements that promote the welfare of its members, and that are sure to play a part in also improving its government functions. What is not clear to us is how to do this, or what points to focus on (and this also happens internally, in our board). All we can think of is that increasing well-being could be achieved by offloading work (and for this we need to clearly define what “governance” and “management” is, relieving the boards of as much management work as possible) and by promoting a culture of respect and trust towards the governing bodies, placing more value on their selfless contribution to the organization. Including external voices with equal rights is one way to address AI's difficulty in attracting external people with the right skills to its governing bodies.

Answer: The IB agrees with this, please see also answer #5.

ANNEX 2 GENERAL Q AND A

A. Why should we pay volunteers, we are not here to make money?

The IB recognises the potential sensitivity of this proposal. Activists have a complicated relationship to money. In order to increase diversity we need to think about this, work load, and equity. There are many symptoms of overworking everywhere. Several INGOs pay board members e.g. Greenpeace, Action Aide etc. In over 57 one to one conversations with Section Chairs, it has emerged that the workload of Amnesty governance has deteriorated their day jobs and careers, lessened wellbeing, and has had financial ramifications e.g. petrol to go to meetings, WIFI connectivity, and lost clients/hours. The way Amnesty is currently structured means governance work is largely for those that are privileged in terms of finance, time, or both. This results in many talented people who could otherwise contribute being unable to, which means Amnesty suffers from a lack of diversity and equitability. There are behavioural correlates related to accountability when paying board members such as increased attendance and performance. The IB firmly believes doing so will help change the culture of boards in order to increase wellbeing.

B. Why should co-opted members have equal voting rights?

In studying recent Amnesty IB board compositions in the past half a decade and the accompanying data, co-opted members often put forth more effort, time, and expertise than elected members who have 'come up through the movement' and enjoy a sense of security. Several co-optees in the past have resigned from the Amnesty board because of a lack of equal voice and possibility of making an impact with their dedication and time. All board members should be held to the highest level of account and correspondingly enjoy same voting rights and respect. Additionally, this will increase an even distribution of workload and meeting requirements of quorum. Elected, or co-opted, members will go through the same vigorous vetting process when elected and post-election through a six-month probationary period. The international board will benefit from incorporating external voices and giving those voices equal rights through increased motivation of co-optees who bring much needed effort, work ethic and diversity in thought and experience. When Co-optees don't have a vote, they are actually less accountable, less motivated, their participation is weakened, and they act in a more advisory role. The Amnesty movement must differentiate between how a person is appointed to the board (co-opted versus voted, internal versus external) versus the importance of how IB members relate and interact with one another. Democracy cannot be automatically equated with good governance, it is possible to fulfil the mandate of the good governance by trusting and understanding that your elected leaders through the Amnesty movement will a) number more than co-opted members on the board at any given time b) know what is needed because of the intricate nuance involved in board deliberation and action.

Board members are co-opted or appointed for the following reasons:

- to cover issues of equity (i.e. ethnicity, gender, economic)

- to reflect the Amnesty movement's character, or the geographical, or some other type of character of its community
- to ensure the board has appropriate skills and expertise available to it

C. Why should board members have a probation period?

It is common on many boards to see if there is a fit or synergy between members and the overall board. Too often Amnesty has had board members not pulling their weight as a result of their volunteer status (for example, the vast majority of Section Chairs spoken with feel that as Chair they carry 80% of the work), feeling the job description was not accurate to the work entailed and as a result disengage. This results in tremendous hardship for the remaining board members and a lack of strategic oversight required by the full board. The International Board is a working board which means work happens between meetings and not just participation at quarterly meetings. A probation period would enable the governance program director, chair, and board itself to see who is doing 'face time' e.g. attendance, versus substantive and meaningful engagement and participation. For further details on how the current IB shows up and performs, see annex 3 'IB Statistics'.

D. How can we cancel some GA decisions since 2017?

This question is interrelated with the idea of wellbeing, strategy, and remuneration. The sheer amount of time it takes for the IB to accomplish its workload (e.g. 86 standing items of business), the multiple roles with AI Charity, sections, fiduciary, and legal means that some items necessarily have to be dropped because it is not sustainable. If the old motions are not possible to implement and if they are superseded they should be put to rest, but not only now, there should be a process by which a motion is considered non-implementable. This is transparency.

In the past Amnesty tried to review all ICM decisions from 1961 and identify those still in vigour and finished it in 2017. That process classified some decisions as superseded and no longer relevant. The IB reiterates that it should not always be for the IB to implement motions, they could be directed to other parts of Amnesty International. This is exemplified in 50% of GA decisions since 2017 not being fully completed or started. The IB wishes to enhance this new period with a new strategy, direction, SG and set down what has been superseded, no longer doable, or relevant with GA decisions. This will provide a clean slate where we can be efficient, focused, and deliver the results expected by the GA when electing the board. The choice to close down some decisions would be accompanied by robust rationale and shared with the movement.

E. Why should there be a cooling period and cumulative total before stepping onto the IB?

Prior section and committee experience is very welcomed; however a cooling period exists for the following reasons: it averts the possibility of a candidate campaigning for another governance position from an advantageous position. It is also hard to make the switch of influence from one position to another straight away e.g. if one's been in a

role for so long, it takes time to adjust to understanding and advocating for the next role, we bring bias in. The INC already practices this with success, and it is the IB's position that this should be streamlined and aligned across committees e.g. FAC, PrepCom, and the IB at the international level (as opposed to section levels). Having a cumulative cap in years served is good governance in terms of stemming the revolving door phenomena which can lead to conflict of interest situations. Given international committee's decision-making power, access to key information and influence, committee members can be an important asset, yet good governance should ensure that appropriate measures are in place to avoid people misusing the information and power they hold to the benefit of selected interests. Cooling-off periods, that is, the introduction of a minimum time from accepting one position when leaving another is the most common measure to prevent conflicts of interest. They usually vary from one to two years and are linked to specific types of activities. Lastly, a cooling period helps govern the independence of such appointments, that objectivity is not impaired, increases diversity and innovative thinking.

ANNEX 3 IB STATISTICS ¹

Attendance												
		AMSB	PF	AS	FA	LB	RS	NB	RN	MS	CS	MB
Board only calls	20-Oct-21	x	x		x	x	x	x	x	x	x	x
	27-Oct-21	x	x		x	x	x			x		
	08-Dec-21	x	x		x	x	x	x		x	x	x
	22-Feb-22	x				x	x				x	x
	Total	4	3	0	3	4	4	2	1	3	3	3
Full IB / CLT meetings	23-Oct-21	x	x	x	x	x	x	x	x	x	x	x
	24-Oct-21	x	x	x	x	x		x	x	x	x	x
	13-Nov-21	x	x		x	x		x	x	x	x	x
	11-Dec-21	x	x	x	x	x	x	x	x	x	x	x
	24-Jan-22	x	x	x	x	x	x	x		x	x	x
	Total	5	5	4	5	5	3	5	4	5	5	5
#		9	8	4	8	9	7	7	5	8	8	8
%		100%	89%	44%	89%	100%	78%	78%	56%	89%	100%	100%

Participation												
		AMSB	PF	AS	FA	LB	RS	NB	RN	MS	CS	MB
Email decisions	Dec-21 (Email bundle)	x	x					x				
	Jan-22 (Email bundle)	x	x				x	x				
	Feb-22 (Email bundle)	x	x				x	x				
	Feb-22 (Motions)	x	x		x		x	x				
	Feb-22 (Ukraine)	x	x	x	x	x	x	x		x		
	Total	5	5	1	2	1	4	5	0	1	0	0
Workstream / Board Appraisal Form completion		1	1	1	1			1			1	1

#	6	6	2	3	1	4	6	0	1	1	1
%	100%	100%	33%	50%	17%	67%	100%	0%	17%	100%	100%

¹ ¹ Note: AMSB = Anjhula Mya Singh Bais, PF = Peter Fa'afiu, AS = Aniket Shah, FA = Fabiola Arce, LB = Lulu Barrera, RS = Ritz Lee Santos III, NB = Nina Boel, RN = Renee Ngamau, MS = Mandeep Singh, CS = Christopher Schlaeffer, MB = Mike Bergmeijer.

Mandatory Training											
	AMSB	PF	AS	FA	LB	RS	NB	RN	MS	CS	MB
Racial Equity, <u>Diversity</u> and Inclusion	x						x			x	x
Safeguarding Essentials	x					x	x				x
GDPR	x					x	x				x
Fraud, Bribery and Corruption	x					x	x				x
Cyber Security	x						x				x
Bullying & Harassment	x						x				x
Unconscious Bias	x						x				
Total	7	0	0	0	0	3	7	0	0	1	6
#	7	0	0	0	0	3	7	0	0	1	6
%	100%	0%	0%	0%	0%	43%	100%	0%	0%	14%	86%