

AIUK GOVERNANCE CODE OF CONDUCT

I. INTRODUCTION

- 1.1 The purpose of this policy is to make explicit to all AIUK Governance 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 For the purpose of this Code of Conduct, Governance members are defined as members of: the UK Section Board and its sub-committees, the Trust Board and its sub-committees, the Returning Officer, the AGM Chair and members of Committees elected by the Annual General Meeting.
- 1.2 This document should be seen in the context of other documents which set out the role and powers of the AIUK Section Board, the AIUK Charitable Trust Board and the sub-committees, particularly the respective Articles of Association, Board Standing Orders, AGM standing orders and sub-committee terms of reference.

2. THE ONE AMNESTY PRINCIPLES

- 2.1 It is important that AIUK Governance 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.

3 PRINCIPLES OF INDIVIDUAL GOVERNANCE MEMBER CONDUCT

- 3.1 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)

Governance members of AIUK have a general duty to act in the best interests of the entity that they serve or AIUK as a whole (as applicable). They should not act 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

Governance 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.
- avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

Objectivity

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

Accountability

Governance 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 Governance 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

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

- ensure that confidential material, including material about individuals, is handled with due care and in accordance with relevant data protection requirements.
- be as open as possible about their decisions and actions 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

Governance members:

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

Leadership

Governance members:

- should promote and support the principles of leadership by example and treat others with respect; *and they* should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.
- must respect the role of AIUK staff members. There will be circumstances under which Governance members will be working directly with staff. Roles within such working relationships must be clear to both staff and Governance members and in particular Governance members must take care to respect normal management lines of authority in such circumstances.

Respectful behaviour and equality & diversity

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

Safeguarding

Governance members are responsible for supporting Amnesty International UK's work and practice in relation to safeguarding. Amnesty International UK is committed to safeguarding everyone within the organisation, paying particular attention to the protection of vulnerable adults and to those aged 17 or younger and appropriately safeguarding their welfare.

Governance members are responsible for upholding of AIUK safeguarding policies and

practices in any areas for which they are responsible, in addition in relation to any individual Governance member role, all Governance members are expected to:

- Co-operate with any vetting and recruitment requirements as appropriate to their Governance role.
- Adhere to all Amnesty policies and guidance relating to safeguarding and reporting; including (but not limited to) in the sharing of any personal contact details and in the use of communications channels permitted or prohibited for any AIUK activity
- Undertake any relevant safeguarding training as required and as determined by the boards and/or the boards' Safeguarding sub-committee
- Report any incidents or concerns that cause them to believe a vulnerable adult, child or young person is at risk or likely risk of significant harm

It remains individual Governance members' responsibility to ensure that their own relationship with any vulnerable adults, or those aged 17 or younger are maintained on a professional level at all times.

4. ATTENDANCE AND PREPARATION FOR GOVERNANCE MEETINGS

4.1 Governance members are expected to:

- understand the rules and structure of the organisation, and the legal framework in which they operate;
- attend all relevant Governance meetings for their duration unless there is a good reason why the Governance member cannot attend. In such a case, the Governance member should notify the Chair in good time.
- Consistent with the Articles of Association, if a Governance member fails to attend three consecutive meetings of their Governance body without good cause, they may be removed from that body.
- come to the meeting prepared and having read papers beforehand;
- participate in, and contribute to, occasional work of the relevant AIUK Governance body outside meetings, e.g. training, attending AIUK events, regional conferences, etc; and
- attend the AGM as a means of accountability to the membership (Section Board members only).

5. GOVERNANCE MEETINGS AND COLLECTIVE RESPONSIBILITY

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

- treat members and others attending Governance meetings with respect;
- express their views freely and openly in debate;

- address their comments to the whole membership of the body, 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 reasonably be construed as rude, aggressive, judgmental or hostile by other Governance members or staff;
- avoid any comments which could reasonably be construed as discriminatory;
- help ensure that decision-making takes account of and is informed by the views of all Governance members, including supporting those who may be less experienced in contributing to governance meetings to be able to do so and to be heard with respect.

5.2 Except where prescribed otherwise in the relevant Articles of Association, terms of reference or Standing Orders, decisions are made by a simple majority. There will be decisions which are not made unanimously. Governance members who strongly disagree with a decision taken by their governance body shall be able to request that their views are recorded in the meeting minutes. However, once the decision has been made, members of the governance body speak with one voice and should present this view outside the meeting unless the governance body 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, governance members should present the view decided by their governance body or the relevant Board.

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

6. PERSONNEL AND STAFF RELATIONS

6.1 Governance members who have other roles within the movement (either in the UK or the worldwide Amnesty International movement) should clearly distinguish the different roles. Generally Governance members should:

- show respect to AIUK staff and volunteers, and to the organisational structures within which they work;
- ensure that when acting outside the Governance role they do not have any authority over AIUK staff or volunteers, and should avoid any behaviour which implies to them or others that they do;
- Governance members, when acting in any other capacity within the organisation have only the same rights and expectations as any AIUK member or supporter acting in a similar capacity;
- should not expect or seek preferential treatment from or access to staff time or expertise for any activity unrelated to their governance role.

- Governance members should avoid discussion of individual staff performance in their meetings.
- If Governance members have concerns about the performance of staff, these should be communicated to the Chair of the AIUK Section Board, the Chair of the Charitable Trust Board, Chair of the relevant governance body (as appropriate) and the Chief Executive in the first instance.

7. REPRESENTING AIUK AT EVENTS

- 7.1 Governance members are often invited to attend internal or external events to represent AIUK. When attending events in their official capacity, 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. Governance 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.
- 7.2 It is recognised that a Governance member may disagree with AIUK's position on an issue for reasons of conscience. In this case the Governance member is expected to refrain from commenting on this issue when acting in their official role as Governance member, and/ or may wish to avoid situations where such conflicts of conscience are likely to arise.
- 7.3 Where Governance members are asked to take on a particular role at events, e.g. speaking to particular guests, they will be briefed by staff in advance. Otherwise they should assume that they are there to enjoy the event and mix generally with guests.

8. AIUK BOARD MEMBERS AND THE AGM

- 8.1 AIUK Section Board Members and AIUK Charitable Trust 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.

9. PARTICIPATION IN OTHER PUBLIC ACTIVITY

- 9.1 If a member of AIUK Governance 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 that it is related to AIUK, they should ensure that an appropriate disclaimer is made clarifying that they are not acting in their capacity as a Governance member of AIUK.
- 9.2 If the activity is especially sensitive they should first consult the AIUK Section Chair, AIUK Charitable Trust Chair, Chair of the governance body (as applicable to their role) and the CEO for advice on how best to avoid any such confusion. If there is any doubt about how to

proceed, or should a difference of opinion arise as to whether the activity under the particular circumstances is appropriate for a governance member, the Chair will consult with the Company Secretary and may place the question before the AIUK Section or Charitable Trust Board by whatever means they deem most appropriate in the circumstances, in consultation with the CEO.

- 9.3 Former Governance 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 that they no longer hold any governance role at AIUK.

10. MEDIA AND SOCIAL MEDIA

- 10.1 Governance members are not normally expected to speak in the media, or on social media, as a spokesperson for AIUK.
- 10.2 If a Governance member is invited or wishes to speak to the media, or participate in a public event in the name of AIUK they must first discuss the matter with the CEO (or a relevant member of AIUK staff if the CEO is unavailable) and, where feasible, the Chair of the relevant Board. If a Governance member is speaking to the media on a subject that is totally unrelated to AIUK's field of work and in their non-AIUK capacity, they should make every effort to ensure that they are not identified with AIUK.
- 10.3 Governance members may be asked to speak to the media in an Amnesty role other than that of Governance member, and in this instance should seek advice from the Press Office (this is not needed in the role of any Governance member who speaks to the media as part of a normal paid role outside of AIUK, as long as such a role has been declared).
- 10.4 Any fees received for broadcasting or writing on behalf of AIUK in the course of service as a Governance member shall be paid over to AIUK.
- 10.5 AIUK recognises that social media is an 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 Governance members may have to express themselves and communicate online using social media. However, as in all communications, Governance members need to use good judgment about what material appears online and in what context.
- 10.6 Governance members must be mindful of the organisation's impartiality and independence (as outlined in Amnesty International's Statute) and the requirement for any comment on human rights issues to be consistent with Amnesty policy and/or evidence on that issue. Governance members are required to understand that they are responsible for ensuring information they communicate is accurate and appropriate for public consumption and that they show respect for the individuals and communities with which we interact.
- 10.7 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. Governance members should ensure the privacy settings of any personal accounts take this into account.

- 10.7 Governance 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 Governance policies or procedures. Governance 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, volunteer member, supporter or other Governance member.
- 10.8 Governance 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.
- 10.9 A Governance member's access to and use of social media platforms outside the course of their service as a Governance 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 Governance member with that role, or when personal interests are not declared (for example a financial interest, close relationships/associations etc). Governance 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.

11. ACCEPTANCE OF AWARDS

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

12. REIMBURSEMENTS

- 12.1 Governance members are expected to respect all existing procedures that regulate travel arrangements, expenses and any other reimbursements. As part of the function of leadership, they are expected to be exemplary in this regard.

13. CONFIDENTIALITY

- 13.1 Maintaining appropriate confidentiality is essential for the effective running of AIUK. Governance members must respect confidentiality requirements for any items discussed or considered by the governance group that they are a part of, as advised by the Chair.
- 13.2 Appropriate confidentiality must be maintained by Governance members during and after the term of office, in respect of all unpublished information gained by any Governance member during the course of their service on their governance body.
- 13.3 Such unpublished information may not be used in any other way except in the proper course of that Governance member's duties. This applies also to electronic communication.

14. COPYRIGHT

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

15. GIFTS AND HOSPITALITY

- 15.1 Governance members should not accept any gifts or hospitality which could be seen as a way of exerting influence over the AIUK's decisions.
- 15.2 Governance members must not solicit nor accept cash from any supplier who provides, or may wish to provide, goods or services to AIUK
- 15.3 If Governance 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.
- 15.4 Governance 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"

16. CONFLICTS OF INTEREST OR DUTY

16.1 A conflict of interest or duty arises when a personal, professional or other interest of a Governance 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.

16.2 Such conflicts of interest or duty 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.

16.3 All Governance 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.

16.4 If a Governance member decides that there may be a conflict of interest or duty in relation to a specific matter under deliberation, the Governance member should inform their 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.

16.5 If the Governance member is unsure whether there is a conflict or not in relation to a specific matter under deliberation, they shall inform their Chair who shall decide the matter.

16.6 If a Governance member is concerned that another Governance member has a conflict of interest or duty in relation to a specific item, the initiating Governance member should discuss their concern with the Chair, whose decision shall be final.

16.7 A conflict of interest may be sufficiently deep and/or broad as to mean that a Governance member can no longer continue in their role as they could no longer be expected to, or reasonably perceived to, be carrying out their role impartially in the interests of AIUK. Such conflicts could include (but are not limited to) other roles that Governance members hold or take on in other organisations and personal relationships that could affect the Governance member's ability to act impartially. Any staff member or Governance member who has a concern that a Governance member has such a conflict of interest to refer the question to the Chair of the relevant Governance body. The Chair can choose to discuss the conflict with the Governance member and may reach a mutual agreement with them to stand down from the Governance body. If there is any dispute, the Chair should refer the question to the Nominations sub-committee who will consider the potential conflict of interest and make a final decision. If any Governance member or member of staff has a concern that a Chair and Governance member have not properly addressed a question of conflict of interest they can also request that the Nominations sub-committee considers and decides on the matter.

17. GENERAL STANDARDS OF CONDUCT

17.1 It is essential that Governance 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.

18. BREACHES OF THE CODE OF CONDUCT

- 18.1 All Governance members have a responsibility to act in accordance with the code of conduct. However, Board officers and governance body chairs have a particular responsibility to ensure governance members' behaviour is consistent with the code and with the Articles. All potential breaches of the code of conduct must be dealt with in confidence and in accordance with the board disciplinary code which provides a means of investigating allegations or instances of misconduct, and of imposing penalties on those who breach the Board code of conduct or other relevant policies.
- 18.2 As per the Board Disciplinary code, minor problems concerned with misconduct can be corrected through effective communication and discussion with the relevant governance body Chair, and in most cases it is hoped there will be no requirement to resort to the formal disciplinary procedure.
- 18.3 No disciplinary action will be taken at any stage against a Governance member until the case has been fully investigated and the individual concerned has been given an opportunity to state their case.
- 18.4 No disciplinary action will be taken against a governance member who reports, in good faith, concerns about malpractice or impropriety within the organisation or at Board level.
- 18.5 S40.1.10 of the AIUK Section Articles of Association state that a Section Board member may be removed from the Board if they engage in an act of serious misconduct or otherwise bring the Company into disrepute and the Board passes a resolution, by a majority of at least two-thirds, that they be removed from office (for the avoidance of doubt a Director removed from office under this Article shall be entitled to appeal to the Members' and Directors' Appeals Committee).
- 17.6 The Nominations Sub-Committee Terms of Reference delegates to that Sub-committee to ensure that all applicants and candidates for governance roles are aware of grounds for disqualification for serving as a Board Member or Trustee and ask that all candidates standing for election sign a declaration that they are not disqualified. Their remit is also to ensure that appropriate declarations are signed and vetting checks are carried out prior to appointment, to ensure that applicants are not disqualified. In the case of elected Board Members, the Nominations Sub-Committee will endeavour to ensure that any necessary checks are carried out before the first meeting after the declaration date.

Appendix A

GUIDANCE ON PROCEDURE AND IMPLEMENTATION OF THE REGISTER OF INTERESTS FOR GOVERNANCE ROLES

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 Governance Members and the interests of AIUK.
- 1.2 By adopting the Code of Conduct Governance Members have committed themselves to creating a register of interests which will record the private interests of Governance Members which have a bearing on their membership of a governance body.
- 1.3 Governance Members will complete an “interests’ declaration” which will be reviewed annually and updated by Governance 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 Governance Members are uncertain as to the existence of an actual or potential conflict of interest (which may relate to their role personally, or to a role of a close relationship member such as a spouse or partner) they should seek the advice of the Chair of AIUK Section Board, Chair of the Charitable Trust Board, Chair of the governance body or the Company Secretary.

1.6 Where a conflict of interest arises the Governance Member must declare the interest when the agenda item in question is reached. Such disclosure will be reflected in the minutes of the meeting. The Governance Member will then normally withdraw from the room and not vote on the item. However, the Chair shall have powers to include the Governance Member in discussion of the item. Under no circumstances will the Governance Member declaring the conflict of interest vote or seek to influence the final decision of their body. If the conflict of interest is sufficiently deep and/or broad it may mean that a Governance member can no longer continue in their role, as set out in the provisions of section 16.7 of the Governance code of conduct.

1.7 The organisation will produce an annual report on conflicts of interest showing any relevant contracts or grants awarded, or decisions made, affecting Governance Member interests and the occasions when Governance 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 Governance Members.

REGISTER OF INTERESTS TEMPLATE:

GOVERNANCE MEMBER DECLARATION FORM.

Governance 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 Governance 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 Company Secretary. The results of the questionnaire will be used to create a register of interests which will be kept by the Company Secretary, and be made available to the public on request.

If in doubt as to whether an actual or potential conflict of interest exists, Governance Members should consult the Chair of the relevant Governance Body.

Please note that this declaration applies to all Governance 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; they are related by marriage or civil partnership, or they are in a sexual or partnership relationship even if they have not registered this by marriage or civil partnership.

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

1. A is B's spouse, civil partner, or is in a sexual and/or partnership relationship
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

1. DIRECTORSHIPS

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

Yes

No

No

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

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:

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.)

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 or duty with your position as a Governance Member of AIUK? Before answering this question, please review the definitions of conflict of interest and conflict of duty.

As defined by the Amnesty International movement (AI Index ORG 20/002/2004):

- A person acting on AI's behalf has a **conflict of interest** where their decision or use of information could directly affect their financial or material interests, or could determine whether they receive or lose something of value.
- A person acting on AI's behalf has a **conflict of duty** where their decision or use of information could affect another person, organisation or association with whom or with which they have a relationship in a way that gives rise to a duty or expectation that they will act in the best interests of that other person, organisation or association.

Yes

No

Details:

7. DECLARATION

I declare that:

- I undertake to fulfil my responsibilities and duties as a Governance 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 16
- 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
-

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: