

## **APPENDIX 2: FULL ROLE AND PERSON DESCRIPTIONS**

### **FINANCE AND AUDIT COMMITTEE MEMBER**

#### **ROLE DESCRIPTION**

Remuneration:	The role of a Finance and Audit Committee (FAC) member is not paid, although expenses for travel will be reimbursed.
Time commitment:	Up to six video meetings per year (approximately 8 days annually), usually one meeting in person. FAC members are also expected to attend meetings with key stakeholders as required.
Reporting to:	Global Assembly and International Board

#### **Objective**

This role description sets out the specific responsibilities of Finance and Audit Committee (FAC) members. The FAC is an advisory committee of the International Board, and of the two legal entities of the International Secretariat: Amnesty International Limited (AIL) and Amnesty International Charity Limited (AICL).

Collectively, the FAC is responsible for ensuring the International Board fulfils its oversight duties in relation to internal control over accounting and financial reporting, audit and risk management.

#### **Principal responsibilities**

- Ensure AIL and AICL operate within the legal and financial guidelines set out in current UK legislation
- Ensure that adequate financial controls are in place and that the International Secretariat and the wider movement operates within a sound financial framework
- Provide strong fiduciary oversight and financial management
- Maintain oversight of policies, procedures and systems to identify and manage risk and ensure that the organization's resources are protected
- Monitor compliance of all parts of the movement with the provisions of Amnesty International's Statute, the decisions of the Global Assembly and other global policies and standards
- Review financial health indicators and performance information (e.g. section oversight of external audits, management letters)
- Review, and report to the International Board on, significant financial reporting issues and judgements made in connection with the preparation of Amnesty International's financial statements
- Approve internal and external audit plans and oversee internal and external audit work.

### **Other duties**

In addition to their collective role as a member of the FAC, individual members should:

- Act in Amnesty International's best interests
- Prepare for, attend, and conscientiously participate in FAC meetings. The FAC's main areas of responsibility are set out in its Terms of Reference.
- Guide, support and where appropriate challenge the International Board of AIL and AICL, and identify and make recommendations where changes are needed
- Oversee and develop the staff team; sit on appraisal, recruitment and disciplinary panels as required.
- Avoid conflicts of interest
- Maintain confidentiality

The above list is indicative only and not exhaustive. FAC members will be expected to perform all such additional duties as are reasonably commensurate with the role.

### **Terms**

The FAC is composed of five members:

- Two 'independent members' who are directly elected by the Global Assembly (GA) from the movement for a three-year term with a maximum of two consecutive terms.
- The International Treasurer who is also elected by the GA will normally become the Chair of the Finance and Audit Committee
- Two additional members who are either elected or co-opted members of the International Board, and/or one of whom may be an independent expert appointed by the International Board.

## **PERSON DESCRIPTION**

In addition to the skills requirements above, a FAC member is also required to meet the following personal specification:

### **Personal Qualities**

- Demonstrates a strong and visible commitment to Amnesty International, its vision and mission
- Able to work effectively as a member of a team and to take decisions for the good of Amnesty International
- Shows independent judgement and an ability to think creatively
- Demonstrates tact and diplomacy, with the ability to actively listen and engage effectively and demonstrate respect for others
- Ability to commit time to conduct the role well, including travel and attending events out of office hours
- Brings diversity to the committee in terms of gender, ethnicity, sexuality, physical ability, age or other elements of identity or background

### **Experience**

- Relevant and appropriate financial expertise and a recognised international finance qualification/ membership of a relevant professional body
- Knowledge of applicable accounting standards and recommended practice for international organisations
- Understanding of internal and external audit processes and risk management
- Understanding of the legal duties, responsibilities and liabilities of working with or as part of a Board

### **Knowledge and skills**

- Fluent command of English. The working language of the International Board is English. Ability to work in other languages is also desirable.
- High degree of financial literacy
- Good understanding of charity governance issues
- Experience of working across cultures

## **CHAIR OF THE GLOBAL ASSEMBLY AND THE PREPARATORY COMMITTEE**

### **ROLE DESCRIPTION**

Remuneration: The role of Chair is not paid, although expenses for travel will be reimbursed.

Time commitment: At least two face-to-face meetings per year (including participation in the Global Assembly Meeting). The Chair is also expected to have regular meetings with the leaders of Amnesty International's elected global governance bodies and with staff in the Governance Programme as well as represent PrepCom at various meetings with key stakeholders. This varies but is typically 4-8 hours per month, including one bi-monthly weekend video conference, with other video conferences taking place on an ad-hoc basis. This will likely mean spending 3-4 days a month or 36-48 days a year (reading e-mails, preparing documents etc.) which may get busier in the run-up to PrepCom, Regional Forum and Global Assembly meetings.

Reporting to: Global Assembly

### **Objective**

This role description sets out the specific responsibilities of the Chair of the Global Assembly (GA). The Global Assembly is the highest decision-making body of the Amnesty International movement. The Chair of the GA is responsible for presiding over the GA Meeting and ensuring the Global Assembly has clear direction and achieves its aims in accordance with the organization's vision, mission and purpose and in accordance with Amnesty International's Statute and Global Governance Regulations.

Upon election, the GA Chair will also automatically assume the role of PrepCom Chair. Collectively, PrepCom is responsible for ensuring the GA remains focused on its role to ensure well-founded decision-making. Specifically, one of PrepCom's main tasks is to develop a strategic and future-focused GA Meeting agenda and create an environment that supports a democratic, participatory and effective decision-making process at the GA Meeting.

The GA Chair also plays a central role in developing and maintaining productive working relationships with the leaders of Amnesty International's elected global governance bodies, Standing Representatives and other key volunteers and staff who enable the work of the organization to be delivered.

### **Principal responsibilities**

#### **Global Assembly (Meetings):**

- Preside over the work of the GA by ensuring GA Meetings are run in accordance with the Global Governance Regulations (see in particular the Chair's Role (Regulation 6.1) and

the GA Principles (Regulation 4.1))

- Open, chair and close the GA Meeting and facilitate sessions including any session that requires a decision by the GA
- Determine the procedure and process for any adjourned GA Meetings
- Ensure the provision of adequate capacity building for chairs at GA Meetings
- Approve the GA Decisions Report, including the Chair's Statement
- Approve the GA Meeting Report, address and rule on any objections or corrections submitted regarding the Report
- Ensure the Code of Conduct for the GA Meeting and its processes are upheld.

**Regulatory procedures:**

- Follow organizational procedures regarding any request to dismiss the International Board and/ or the International Nominations Committee (INC) including establishing an investigation team and convening an emergency GA Meeting (see Regulations 9.1 & 9.4)
- Work closely with the (INC) Chair to appoint new interim Board members (where no interim Board is elected by the GA) in the event of the dismissal of the International Board
- Determine the validity of a request for an emergency GA Meeting and preside over emergency GA Meetings in accordance with the Regulations
- Assist the work of the Membership Review Committee (MRC) as stated in Regulation 1.8
- Appoint an Election Officer in advance of the GA meeting and agree the time of the elections in consultation with the Election Officer
- Determine whether or not a conflict of interest applies to a GA Meeting participant
- Work closely with the Chair of the International Board in accordance with Regulation 14 to agree non-substantive amendments to the Regulations and Committee Terms of Reference.

**PrepCom:**

- Ensure the committee has a clear understanding of what its priorities are and what success looks like for each individual member in their role
- Chair PrepCom meetings effectively and efficiently and bring impartiality and objectivity to the discussion and decision-making process
- Develop meeting agendas and ensure they are well-planned and reflect the committee's responsibilities
- Monitor the implementation of PrepCom decisions
- Ensure PrepCom is kept properly informed on all important matters, including governance and strategy and key conversations taking place in the movement
- Take a strong interest in the development of individual committee members, hold them accountable and ensure all committee members feel embedded in Amnesty International's governance.
- Oversee the appointment of a co-optee and external facilitators (as needed)

- Approve any GA Meeting papers and communications to be sent to the movement on behalf of PrepCom.

**Relationship with other governance bodies, volunteers and the International Secretariat:**

- Participate in quarterly video conferences with Chairs of the International Board, the International Nominations Committee and the Secretary General to maintain a flow of communication and a positive working relationship across all governance bodies
- Foster and maintain constructive relationships with, and between Standing representatives.
- Foster and maintain constructive relationships with relevant International Secretariat staff.

**Terms**

The Chair of the GA is elected by the GA for a term of two years and may serve for a maximum of three consecutive terms. To avoid potential conflicts of interest the Chair must not be a standing representative or hold a concurrent governance or staff role in the movement.

The GA may remove the Chair before the expiry of the Chair's term by a two-thirds majority vote if the Chair is believed to have acted in a way that exposes the Amnesty International movement to reputational or other risk.

**PERSON DESCRIPTION**

In addition to the skills requirements above, the Chair is also required to meet the following personal specification:

**Personal Qualities**

- Demonstrates a strong interest and understanding of organizational governance
- Shows independent judgement and an ability to think strategically
- Able to view multiple perspectives and work with complexity
- High standards of personal integrity
- Able to commit time to conduct the role well, including travel and attending meetings
- Ability to work effectively as a member of a multi-cultural team

**Knowledge and skills**

- Broad knowledge and understanding of the non-governmental/ civil society sector including human rights organizations and current issues affecting it
- Ability to prioritize, remain neutral and impartial in discussions, show independent judgement
- Excellent communication skills, an active and empathetic listener in multi-cultural environments

- Understands the culture of the organization
- Fluent command of English. The working language of the Preparatory committee is English. Ability to work in other languages is also desirable, particularly French and Spanish.

### **Experience**

- Relevant professional experience of chairing/ facilitating meetings and events in a culturally diverse setting
- Demonstrated leadership experience and strategic vision
- Experience of understanding the complex dynamics of decision-making in an international organization such as an intergovernmental, international non-governmental or multinational private sector entity
- Proven ability to inspire, build trust, confidence and consensus amongst stakeholders and establish effective working relationships

## **GLOBAL ASSEMBLY PREPARATORY COMMITTEE MEMBER**

### **ROLE DESCRIPTION**

Remuneration:	The role of Global Assembly Preparatory Committee (PrepCom) member is not paid although expenses for travel will be reimbursed.
Time commitment:	At least two face to face meetings per year (including participation in the Global Assembly Meeting). PrepCom members are also expected to participate in regional forum meetings (not necessarily in the region in which they are located). The Committee holds bi-monthly weekend video conferences, with other video conferences taking place on an ad-hoc basis. This will likely require approximately 20 days per year.
Reporting to:	Global Assembly

### **Objective**

This role description sets out the specific responsibilities of the members of the Global Assembly Preparatory Committee (PrepCom). The Global Assembly (GA) is the highest decision-making body of the Amnesty International movement. Collectively, PrepCom is responsible for ensuring the GA remains focused on its role to ensure well-founded decision-making. Specifically, one of PrepCom's main tasks is to develop a strategic and future-focused GA Meeting agenda and to ensure an environment that supports a democratic, participatory and effective decision-making process at the GA Meeting.

The members of PrepCom are responsible for ensuring the meetings adhere to the GA Principles. The Committee is also responsible for ensuring that adequate capacity building for Chairs is available at GA Meetings.

Members of the PrepCom including the Chair of the GA must not be a standing representative or hold a concurrent governance or staff role in the movement.

### **Principal responsibilities**

- To carry out their function in accordance with PrepCom's Terms of Reference and the Global Governance Regulations
- To prioritize proposals and motions according to set criteria and ensure they are within the remit of the Global Assembly
- Liaise and negotiate with entities about any proposals for motions and motions that may need to be amended, merged or rejected
- Represent the PrepCom and its work at Regional Forum Meetings
- Develop a strategic and future-focused GA Meeting agenda. Ensure the meeting and sessions are run in accordance with the GA Principles (Regulation 4.1)
- Ensure that session plans for the GA Meeting encourage the active participation of all



meeting participants

- Facilitate or appoint external facilitators to facilitate sessions at the GA Meeting
- Maintain oversight of Chairs' capacity building at the GA Meeting
- Review learnings from participant evaluations to develop an innovative approach to organizing future GA Meetings
- Determine the agenda, participants and relevant information to be circulated in advance of an emergency GA meeting.

### **Other duties**

In addition to their collective role as a member of the Global Assembly Preparatory Committee, individual members should:

- Act in Amnesty International's best interests (including avoiding conflicts of interest and maintaining confidentiality).
- Commit time to preparing for, attending, and conscientiously participating in GA Meetings and Committee meetings, including video conferences that may be held at unsociable hours.
- Participate fully in one Regional Forum Steering Committee (not necessarily in their own region).
- Maintain good relations with standing representatives, members of other global governance committees, the International Secretariat staff team.

The areas of responsibility of each Committee are set out in their Terms of Reference. The above list is indicative only and not exhaustive. PrepCom members will be expected to perform all such additional duties as are reasonably commensurate with the role.

### **Terms**

PrepCom members will serve a two-year term with a maximum of three consecutive terms. The PrepCom will elect a Vice-Chair from among the three ordinary members. The term of the Vice-Chair aligns to the cycle of the annual Global Assembly Meeting.

The **PrepCom Vice Chair** has the following role:

- To chair, in the absence of the GA Chair, formal and informal meetings connected with the work of PrepCom in accordance with the terms of reference of the committee and the Global Governance Regulations
- Assist the GA Chair with ensuring the committee reaches clear decisions that can be implemented
- Support the GA Chair to organize the work programme of the committee and deliver the functions that fall within the committee's remit
- Maintain awareness of global, regional, national and local issues pertinent to the committee and its work
- Undertake such training as may be appropriate to perform the role.

## **PERSON DESCRIPTION**

In addition to the skills requirements above, a member of the PrepCom is also required to meet the following personal specification:

### **Personal Qualities**

- Strong commitment to the values of Amnesty International, its vision and mission including high standards of personal integrity
- Demonstrated ability of working in a multi-cultural team and establishing effective working relationships
- A willingness to suggest and advocate for ideas that may go against the status quo
- Demonstrate tact and diplomacy, (inter-personal skills, ability to build relationships, listen and engage effectively and demonstrate respect for others).
- Ability to commit time to conduct the role well, including travel and attending events out of office hours.

### **Experience**

- Experience with governance roles, including chairing
- Relevant professional experience in one or more of the following areas:
  - Communication, mediation, facilitation and/or negotiations at the national, regional and/or international level
  - Strategic leadership - proven track record in making decisions that drive an organization toward its vision
  - Capacity building in a professional context
- Experience in facilitating large-group and multi-stakeholder conversations across cultures which are inclusive and participatory, while remaining neutral and impartial
- Brings diversity to the committee in terms of gender, ethnicity, sexuality, physical ability, age or other elements of identity or background

### **Knowledge and skills**

- Understanding of the complex dynamics of decision-making in an international organization
- In-depth knowledge of Amnesty International's global strategy
- Able to prioritize important topics of discussion without losing sight of the 'big picture' and balance competing needs and interests between global, regional and national level issues
- Excellent communicator. Able to listen and concisely summarize conversations using clear and simple language to diverse audiences and non-English speakers
- Fluent command of English. The working language of the Preparatory committee is English. Ability to work in other languages is also desirable, particularly French and Spanish.

## **INTERNATIONAL NOMINATIONS COMMITTEE MEMBER**

### **ROLE DESCRIPTION**

Remuneration:	The role of an International Nominations Committee (INC) member is not paid, although expenses for travel will be reimbursed.
Time commitment:	At least one face-to-face meeting per year usually held at a weekend. The Committee also holds regular meetings by video conference. This will likely mean spending approximately 3 days per year attending meetings and an average commitment of 1-2 hours per week (reading e-mails, preparing documents etc.) which gets busier in the run-up to a Global Assembly meeting.
Reporting to:	Global Assembly

### **OBJECTIVE**

This role description sets out the specific responsibilities of INC members. Collectively, the INC is responsible for finding and assessing qualified candidates for internationally elected positions in Amnesty International global governance bodies, striving for the appropriate composition of skills, competencies and diversity.

Members of the INC must not be a standing representative or hold a concurrent governance or staff role in the movement.

### **Principal responsibilities**

- Review the leadership needs of the organization by keeping up-to-date and fully informed about strategic issues facing the organization and the sector in which it operates
- Be responsible for identifying candidates to fill vacancies on Amnesty International's global governance bodies as and when they arise. In identifying suitable candidates the Committee will:
  - a) Liaise with sections and use open advertising or the services of external advisers to facilitate searches
  - b) Seek to ensure strong representation across all measured diverse groups
  - c) Assess candidates against objective criteria and competencies that are made available to all applicants
- Evaluate the balance of skills, knowledge, experience and diversity on Amnesty International's elected global governance bodies. In the light of these evaluations provide role descriptions and specify the competencies and diversities needed for any particular role, including for co-optees
- Support succession planning strategies across all of Amnesty International's elected global governance bodies taking into account the challenges and opportunities facing the organization and the range of skills and expertise that might be needed in the future

- Appoint representatives from the organization's international membership to participate in the Global Assembly and its meetings
- Make whatever recommendations to the International Board the INC deems appropriate on any area within its remit where action or improvement is needed
- Review learnings from participant evaluations and incorporate them in the INC's work to develop best practice and guide innovation.

### **Other duties**

In addition to their collective role as a member of the INC, individual members should:

- Uphold the highest governance standards in their conduct
- Act in Amnesty International's best interests (including avoiding conflicts of interest and maintaining confidentiality).
- Commit time to preparing for, attending, and conscientiously participating in Committee meetings, including video conferences that may be held at unsociable hours. The INC Chair is expected to attend the Global Assembly meeting and INC members may be required to attend regional governance meetings.
- Maintain good relations with standing representatives, members of other global governance committees, the International Secretariat staff team.

The areas of responsibility of each Committee are set out in their Terms of Reference. The above list is indicative only and not exhaustive. INC members will be expected to perform all such additional duties as are reasonably commensurate with the role.

### **Terms**

The INC is composed of five members elected by the Global Assembly. INC members will serve a two-year term with a maximum of three consecutive terms.

The INC will elect a Chair from among its ordinary members for a two-year term with a maximum of two consecutive terms.

The INC can also co-opt up to two additional members in a specialist capacity who may be external to Amnesty International. The co-opted members serve for a two-year term with a maximum of two consecutive terms.

## **PERSON DESCRIPTION**

In addition to the skills requirements above, a member of the INC is also required to meet the following personal specification:

### **Personal Qualities**

- Demonstrate a strong and visible commitment to Amnesty International, its vision and mission
- Able to work effectively as a member of a team and to take decisions for the good of

Amnesty International

- Excellent work ethic
- Shows independent judgement and an ability to think creatively
- Demonstrates tact and diplomacy, (inter-personal skills, ability to build relationships, listen and engage effectively and demonstrate respect for others).
- Ability to commit time to conduct the role well, including travel and attending events out of office hours.

### **Experience**

- Relevant recruitment and/ or human resource management expertise, preferably in an international organization
- Successful track record of achievement throughout their career
- Experience of charity governance and working with, or as part of, a Board of Trustees
- Experience of working across cultures

### **Knowledge and skills**

- Highly successful networker
- Excellent communication skills. Able to listen and concisely summarize conversations using clear and simple language to diverse audiences and non-English speakers
- Strong leadership skills, able to motivate volunteers and staff and take clear decisions when needed
- Strategic and forward-looking. Aware of emerging trends in the human rights/ non-profit sector and able to demonstrate a global perspective
- Brings diversity to the committee in terms of gender, ethnicity, sexuality, physical ability, age or other elements of identity or background
- Fluent command of English. The working language of the INC is English. Ability to work in other languages is also desirable, particularly French and Spanish.

## **MEMBERSHIP REVIEW COMMITTEE MEMBER**

### **ROLE DESCRIPTION**

Remuneration:	The role of a Membership Review Committee (MRC) member is not paid, although expenses for travel will be reimbursed.
Time commitment:	<p>The MRC is an ad hoc committee and only meets when Article 34 of Amnesty International's Statute is invoked.</p> <p>When called upon to review the International Board's decisions on membership status the MRC will need to carry out its work according to the procedures and specific timeframes set out in the Global Governance Regulations.</p>
Reporting to:	Global Assembly

### **OBJECTIVE**

This role description sets out the specific responsibilities of Membership Review Committee (MRC) members. Collectively, the MRC is responsible for conducting the process to review the International Board's decisions on membership status under Article 34 of Amnesty International's Statute.

As well as adhering to the procedural requirements set out in Amnesty International's Global Governance Regulations the MRC must follow and complete each step of the process within an agreed budget and timeframe as prescribed under section 1.8 of the Global Governance Regulations.

Members of the MRC including the MRC Coordinator must not be a standing representative or hold a concurrent governance or staff role in the movement.

### **Principal responsibilities**

- To review requests in relation to International Board decisions regarding the membership status of an international member or an Amnesty International membership entity
- Liaise with entities and/ or international members in relation to their petition to seek a review
- Convene and appoint a Panel including the Panel Chair to perform a review
- Undertake a preliminary examination of the documents related to a request for review and should a full review be required, review all other relevant documents and evidence
- If a hearing is required, conduct a hearing and attend hearing meeting(s)
- Ensure effective decision-making is carried out in a timely manner
- Monitor and oversee any potential conflicts of interest or duty in accordance with Amnesty International's movement policy
- On conclusion of the review, identify areas for learning and improvement and make recommendations which reflect best practice to the Secretary General, International Board and the MRC.

### **Other duties**

In addition to their collective role as a member of the MRC individual members should:

- Act in Amnesty International's best interests (including avoiding conflicts of interest and maintaining confidentiality)
- Commit time to preparing for, attending, and conscientiously participating in Committee meetings, including video conferences that may be held at unsociable hours
- Ensure professional relations with standing representatives, members of other global governance committees, the Global Assembly Chair, the International Board and the International Secretariat staff team.

The **MRC Coordinator** also has the following role:

- To act as a focal point for Requests until the Panel is constituted; and
- To coordinate the process regarding the preliminary examination of Requests from membership entities.

The areas of responsibility of each Committee are set out in their Terms of Reference. The Terms of Reference for the MRC are set out in the Procedures for the MRC which can be found under sections 1.8 and 2.4 of the Global Governance Regulations.

### **Terms**

MRC members will serve a two-year term with a maximum of three consecutive terms.

Upon election, the MRC will appoint one of its members to act as MRC Coordinator until the next Global Assembly where new members are elected. If the MRC cannot agree on a Coordinator, the Chair of the Global Assembly may appoint a Coordinator on its behalf.

## **PERSON DESCRIPTION**

In addition to the skills requirements above, a member of the MRC is also required to meet the following personal specification:

### **Personal Qualities**

Communication: excellent communication skills, in particular written communication and including the ability to write a full and reasoned decision

- Organizational knowledge: an understanding of the complex dynamics of governance and decision-making in an international, federated organization; a familiarity with management of financial and legal issues, risk management and oversight.
- Analytical thinking: ability to evaluate the relative importance of competing issues in the context of a complex dispute; understanding of the distinction between governance and operational issues.
- Professionalism and impartiality: ability to follow procedures as outlined in the Global Governance Regulations, including the swift identification and management of potential conflict of interests.

- Experience of legal dispute resolution in a professional capacity, and/or the use of alternative dispute resolution mechanisms such as mediation and arbitration. At least one member should have experience in this area.
- Demonstrable understanding of principles of due process and natural justice.

### **Experience**

- Able to demonstrate relevant experience and expertise in one or two of the following areas:
  - Legal, compliance or governance background
  - Dispute resolution in a professional context
- Experience of understanding the complex dynamics of decision-making in an international organization
- Brings diversity to the committee in terms of gender, ethnicity, sexuality, physical ability, age or other elements of identity or background.

### **Knowledge and skills**

- Strong leadership skills, able to take clear decisions when needed
- First-rate communicator. Able to listen and concisely summarize conversations using clear and simple language
- Strong written communication skills
- Fluent command of English. The working language of the MRC is English. Ability to work in other languages is also desirable, particularly French and Spanish.