AMNESTY INTERNATIONAL

REVIEWING AI'S GLOBAL GOVERNANCE: PHASE 1 – SUMMARISING THE PRESENT SITUATION & CHALLENGES

AMNESTY INTERNATIONAL MEMBERS ONLY

AI Index: ORG 10/001/2010 (for a summary document see ORG 10/002/2010)
To: All sections and structures
From: IEC
Date: April 2010

SUMMARY

This paper summarises the current global governance systems of AI and related matters. It also summarises key points from previous studies of AI's global governance since 1985. It has been produced to stimulate discussion and generate agreement about the basis on which proposals for changes to our governance systems should be developed. It is intended for discussion before and at the Chairs Forum meeting on 18-20 June.

The paper has been prepared by the Global Governance Taskforce (GGT) at the request of the IEC and then discussed and approved by the IEC.

The paper is accompanied by a short executive summary (ORG 10/002/2010) which is intended for wider distribution.

DISTRIBUTION

This document is sent to all sections and structures.

RECOMMENDED ACTIONS

The IEC encourages sections and structures to discuss these proposals well in advance of the Chairs Forum meeting on 18-20 June. Please ensure that your feedback is sent to the GGT (clairesmitholu@amnesty.org) by 1st July, and ensure that your chair can provide feedback on behalf of your section/structure at the Chairs Forum meeting on 18-20 June.

All feedback responses will be posted on the intranet site at:
https://intranet.amnesty.org/wiki/display/IEC/4.2+Global+Governance+Taskforce

For Chairs, the Chairs Interactive Forum is also available as a discussion forum.

1. Introduction

Discussion of AI's governance systems, structures and processes has a long history within our movement. The challenges of internal and external pressures, and changes in our mission, organisational arrangements, and understanding of growth and impact have all focused attention on AI's governance over the last three decades. Most recently, the *One Amnesty* vision has described a strongly coordinated global movement that effectively integrates the work of all AI's national and international entities. This has re-energised our thinking about how AI's governance should be revised, refreshed and adapted to the exciting challenges that we now face.

In October 2009, therefore, the International Executive Committee (IEC) created the *Global Governance Taskforce* (GGT) to review AI's global governance in the light of the development of *One Amnesty* and the relevant decisions of the 2009 International Council Meeting (ICM).[1] Its aim is to engage a wide range of AI stakeholders in constructively analysing our present situation and exploring how we can best organise ourselves to achieve our human rights ambitions amid a major new growth agenda.

In particular, the taskforce has been asked to propose a global governance system that will enable the AI movement to:

- Develop clear global strategies and global operational goals
- Align strategic priorities, competencies and resources
- Strengthen global monitoring
- Build global governance on a foundation of dynamic and effective democracy
- Provide a clear allocation and explanation of the different governance roles and functions at the global level including their relation to sections and structures, differentiating between responsibility, accountability, consultation and information, making recommendations as to how to ensure a cohesive and effective global governance system.[2]

At its first meeting on 23-24 January 2010, the taskforce decided to approach this work in three main phases:[3]

a) In the first phase, we will summarise the current global governance system of AI and related matters; outline the tensions, gaps, challenges and problems identified in this system; and summarise the key points from previous studies of AI's global governance. We intend to reach agreement on this description and analysis before and during the Chairs Forum Meeting in June, so that we have an agreed basis for proposing solutions.

We do not, at this stage, intend to provide a more detailed analysis as we wish to receive feedback from sections and structures on your perceptions of the challenges we face.

---

[1] See decisions 7,8 and 10 in *Circular 46: ICM Decisions 2009* (ORG 52/003/2009).
[2] See *Global Governance Taskforce: terms of reference and call for nominations* (ORG 70/007/2009).
[3] See *Report of the first meeting of the Global Governance Taskforce* (ORG 82/001/2010).

b) In the second phase, the taskforce will develop options for strengthening AI's existing global governance arrangements. We will circulate these for consultation following the taskforce meeting on 10-11 September 2010, with a mid-November deadline for feedback. These options will be closely linked to the work that the IEC has commissioned on new growth strategies, on the *Assessment to Distribution* process for re-shaping the distribution of AI's financial and other resources, and on diversity and gender-mainstreaming.[4] They will also be linked to the ongoing development of AI's global management systems.

c) In the third phase, the taskforce will advise the IEC on the proposals for the 2011 ICM, and will continue with more detailed work, culminating in a final paper in June 2011.

2. Why are we having another governance review?

Many readers will be aware that there have been several substantial studies of AI's global governance and democracy over the last 25 years. A summary of the key points of these studies is given in section 7 below. There is, however, a need for further work on AI's governance now for the following reasons:

a) The 2007 ICM decided that "Amnesty International will have in place during the 2010-2016 Integrated Strategic Plan decision-making and governance structures that:
  • Develop clear strategic and operational global strategies
  • Align strategic, priorities, competencies and resources
  • Strengthen monitoring and evaluation
  • Build on a foundation of dynamic and effective democracy
  • Strengthen voices of right holders."[5]

The work done since 2007 has accomplished some of this. For instance, we have developed a more strategic ICM; a new process for setting priorities (the *Global Priorities Statement*) has been devised; we have strengthened our democracy (through the inclusion of international members' representatives, creating an international nominations committee,[6] and altering IEC members' terms in office); and we have started to build stronger monitoring and evaluation systems (through the Section Planning Reports and Section Action Reports[7]). But, as described below, there remain important gaps and some areas of confusion in our global governance system.

b) 2009 ICM Decision 10 instructs the IEC "to develop for the 2011 ICM a clear allocation and explanation of the different governance roles and functions at the international level for the relevant AI bodies and entities, including the relationship with sections and structures, differentiating between responsibility, accountability, consultation and information, making recommendations as to how to ensure a cohesive system."

---

[4] See Appendix 1 of *IEC Information Bulletin 73* (ORG 72/001/2010) for a timeline showing the main consultation periods and deadlines.
[5] See Decision 2 in *2007 ICM Circular 59* (ORG 52 001 2007).
[6] The IEC will establish the first International Nominations Committee following consultations before and at the Chairs Forum Meeting on 18-20 June 2010, as required by 2009 ICM Decision 7.
[7] For details, see *Process Report on the July 2008-August 2009 pilot of AI's Standard Action and Standard Planning Reports* (POL 50/014/2009).

c) A number of new governance issues have emerged in the last two years, as described in section 4.1 below.

The fact that we are again reviewing AI's governance should not come as a surprise. Almost all other major international non-governmental organisations (INGOs) are, or have recently been, engaged in similar processes, driven by similar organisational imperatives. The tensions between federal and unified organisational models; between impact orientation and the realities of organisational history in shaping current arrangements; between the pressures for global alignment and the advantages of local autonomy; and between the values of democracy and the needs of "business models," all mean that governance needs to evolve and respond to the changing balance of pressures on any INGO. As Save the Children write: "*There is no single 'right' model of governance. Good governance is always being refined, improved and adjusted as needed to meet organisational needs.*"[8]

2.1 What this global governance review covers

This review focuses on AI's global governance, i.e., on the governance of the work we do together. This means looking at how the different national and international entities of AI relate to each other and how they are accountable and responsible to each other. In particular, this review focuses on the governance relationships between (i) the international movement as a whole (represented by the ICM); (ii) the elected international board (the IEC); and (iii) independent national AI entities.[9]

As explained more fully in section 4.1 below, the move towards "joined-up operations" between national and international AI entities, and the wish expressed at the 2009 ICM to create a stronger mechanism to redistribute AI's resources from the countries in which they are contributed to the countries and activities in which they are most needed both pose particular challenges for governance that we need to address. The IEC therefore expects the next stages of this review to pay close attention to these developments, especially the relationship between AI's global governance and global management.

2.2 What this global governance review does not cover

This review focuses on AI's *global* governance. It does not, therefore, cover other aspects of AI's governance. In particular, it does not address:

a) National governance. The 2009 ICM instruction to "develop guidelines and binding minimum requirements for sections' and structures' national democratic governance" is being carried out separately by the GGT.

---

[8] International Save the Children Alliance *Governance best practice* (available from http://www.savethechildren.net/alliance/about_us/accountability.html).

[9] In addition to Sections and Structures, there are also a small number of national entities that are managed directly by the Secretary General. In due course, there may also be effective international networks (as provided for in the AI Statute, Article 13), as well as novel forms of partnership between AI and other parts of the human rights movement.

b) Those aspects of the IEC's role that relate solely to supervision of the International Secretariat and its relationship to the Secretary General.

c) Democracy issues that were agreed at the 2009 ICM. This study does not re-visit questions about terms in office or election methods for the IEC, or representation of international members at the ICM and Chairs Forum Meeting, or the voting systems used at international meetings.

Furthermore, it does not, at this stage, cover aspects of AI's global governance which are being dealt with elsewhere:

d) The 2009 ICM called for an independent review of the Chairs Forum. The GGT is commissioning this review from an independent, external consultant, and will use the results of the review at a later stage in its work. It is anticipated that the main part of the review will be ready in time to inform the second phase of this governance review.

e) The creation of an *International Nominations Committee* and the election system for *international members* are the subject of a separate paper which proposes terms of reference and an election system to be discussed at the Chairs Forum Meeting.[10]

f) Gender-mainstreaming and diversity are important aspects of AI's governance practice, but are first being studied by the IEC's separate taskforce on that subject.[11] We expect to integrate their proposals into those of the governance taskforce during the next phase of this review.

g) The GGT is working on other aspects of governance identified in 2009 ICM Decision 10, including the "analysis and change process in order to identify and modify entrenched and accepted behaviours at all levels in AI which risk undermining the effectiveness of AI's governance" and "reviewing the current governance culture and practices at all levels of AI in order to ensure the implementation of the agreed seven principles."

3. Definitions

One difficulty in discussing governance is that there are many different interpretations of the key terms. In appendix 1 we offer three standard, relevant, approaches to defining "governance." We expect that common agreements on the meanings of other key governance-related terms will emerge during this review, and we expect to be able to provide a list of definitions of these terms before the 2011 ICM.

The key features of governance that are relevant to this review are: direction-setting (in leading change, spotting opportunities and determining AI's overall strategies), supervision and authority (of Chief Executives, plans and budgets), accountability (to a range of stakeholders that include the public, electorates and, as appropriate, of governance structures to each other), and satisfying the legal obligations imposed on boards.

---

[10] See *Proposals: System for electing international members to attend the ICM & CF, and terms of reference for the INC* (ORG 50/001/2010).

[11] See *Diversity And Gender Mainstreaming Taskforce Terms of Reference and Call for Nominations* (ORG 70/008/2009).

These features are consistent with the final vision expressed by the International Committee on Strengthening Democracy (ICSD) in 2009,[12] that:

> In 2016 AI will have in place integrated democratic governance structures and systems which:
> - consistently identify the key human rights challenges the world is facing at the local, national, regional and global level;
> - are well aware of the resources (human, financial, competencies, influence, partnerships etc.) AI actually has or can obtain at all levels;
> - reliably direct AI's strategic focus where AI's human rights impact is most likely to be maximised;
> - drive the movement to develop its resources and potential in order to increase its impact;
> - set clear, measurable, impact oriented strategic objectives at the global, regional, national and local level;
> - ensure that objectives once set are met.

4. The current global governance system

Figure 1 below summarises AI's current global governance system. The diagram is based on the AI statute, ICM decisions, and existing custom and practice. The role of the IEC, for example, is described in AI's Statute, whereas the role of the Chairs Forum is described in a series of ICM decisions.[13] The arrows indicate the main interactions between the different parts of AI's governance system.

Successive attempts to define precise lines of accountability, reporting, and authority between the different governance bodies shown in the diagram have been inconclusive. Hence, the 2009 ICM called for "*a clear allocation and explanation of the different governance roles and functions at the international level for the relevant AI bodies and entities, including the relationship with section and structures, differentiating between responsibility, accountability, consultation and information.*"

This system is better, in fact, described as an "international" rather than a "global" governance system because it has very limited mechanisms for governing bodies to oversee the work that AI entities do together.

The diagram does not show the interim Global Management Team (iGMT), which is led by the Secretary General, because it does not yet have a formal status within AI's governance, even though it is playing a pivotal role in shaping AI's operations.

Also, in the interests of simplicity, this diagram does not show all interactions between the different parts of AI's governance. For example, one could add arrows from the MAC to sections/structures (to represent their right of appeal); and between the IEC Finance and Audit Committee and sections/structures and the IS.

---

[12] See *Strengthening Amnesty International's Democracy: ICSD final report to the IEC* (ORG 82/002/2009).
[13] The IEC's role is defined in Articles 7 and 28-38 of the AI statute; the role of the Chairs Forum is given in 2001 ICM Decision 20, 2003 ICM Decision 30, and 2005 ICM Decision 24.
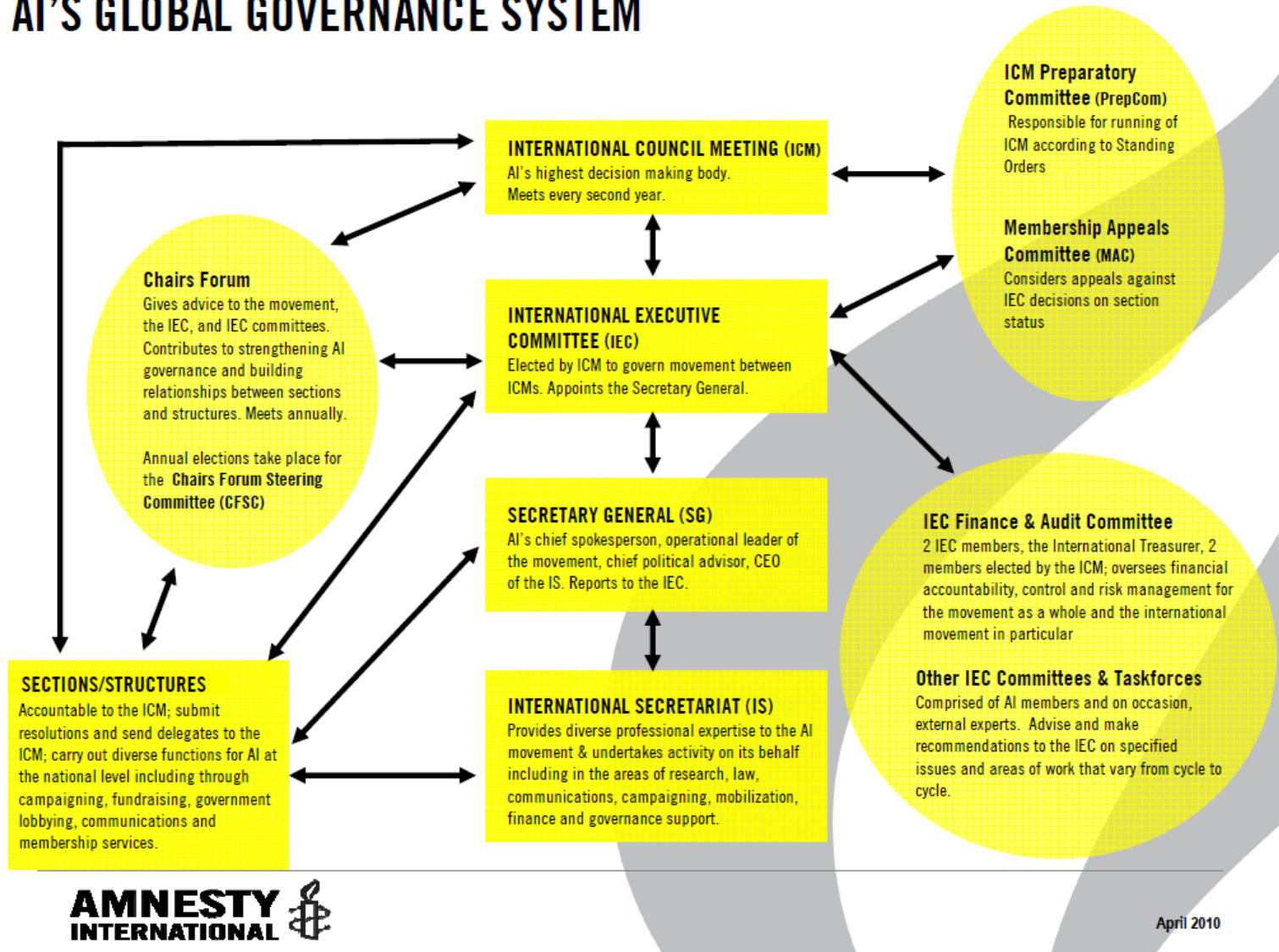
AI'S GLOBAL GOVERNANCE SYSTEM

ICM Preparatory Committee (PrepCom) Responsible for running of ICM according to Standing Orders

INTERNATIONAL COUNCIL MEETING (ICM) AI's highest decision making body. Meets every second year.

Membership Appeals Committee (MAC) Considers appeals against IEC decisions on section status

Chairs Forum Gives advice to the movement, the IEC, and IEC committees. Contributes to strengthening AI governance and building relationships between sections and structures. Meets annually.

Annual elections take place for the **Chairs Forum Steering Committee (CFSC)**

INTERNATIONAL EXECUTIVE COMMITTEE (IEC) Elected by ICM to govern movement between ICMs. Appoints the Secretary General.

SECRETARY GENERAL (SG) AI's chief spokesperson, operational leader of the movement, chief political advisor, CEO of the IS. Reports to the IEC.

IEC Finance & Audit Committee 2 IEC members, the International Treasurer, 2 members elected by the ICM; oversees financial accountability, control and risk management for the movement as a whole and the international movement in particular

SECTIONS/STRUCTURES Accountable to the ICM; submit resolutions and send delegates to the ICM; carry out diverse functions for AI at the national level including through campaigning, fundraising, government lobbying, communications and membership services.

INTERNATIONAL SECRETARIAT (IS) Provides diverse professional expertise to the AI movement & undertakes activity on its behalf including in the areas of research, law, communications, campaigning, mobilization, finance and governance support.

Other IEC Committees & Taskforces Comprised of AI members and on occasion, external experts. Advise and make recommendations to the IEC on specified issues and areas of work that vary from cycle to cycle.

AMNESTY INTERNATIONAL

April 2010

Figure 1: AI's current global governance system

4.1 New issues in global governance[14]

In the last 2-3 years, AI has developed in several important ways that put pressure on us to develop a genuinely global governance system which can provide direction-setting, supervision and authority over the work of the movement, especially the work that is done collectively by combinations of national and international AI entities.

a) The *Amnesty International Operations Review* (AIOR), which started in mid-2008 and produced a major report to section directors at the end of 2008,[15] proposed much greater integration of operations between national and international AI entities. This ongoing project, which is described in more detail in section 6 below, proposes both closer operational planning and the creation of new systems/structures for AI entities to work together, for example, through *centres of expertise*, *global service lines*, and *global support functions*.

   Some its recommendations are now in the process of being implemented. For instance, there is a global fundraising *service line* which brings together fundraisers from the IS and national sections, and the *Demand Dignity* campaign is being managed in a more collaborative way than previous campaigns.

b) As a result of the AIOR, AI's managers have started to work closely together, leading to the creation of new processes such as the development of AI's first Global Priority Statement in July-November 2009,[16] and the establishment of an interim Global Management Team (iGMT) of approximately 10 national section directors, together with IS senior leaders, which now meets regularly by telephone conference and face-to-face.

   One result of these developments is that AI's operations are beginning to develop in a genuinely global way (i.e., with joint work on jointly agreed priorities). This can be illustrated as shown in the two slides below, which were first shown as part of the *Towards Prioritisation* presentation at the March 2009 Chairs and Directors Forum Meetings.[17] Figure 2 shows the emerging relationship between AI's global, international and national plans, and Figure 3 outlines a possible set of future relationships between AI's governance and management entities to support this work. A pressing concern now is the nature of the "dotted line" relationship between the IEC and national boards shown in Figure 3, so one key aim of this governance review is to clarify this relationship.

c) In parallel with the Operations Review, AI in 2009 changed the organisation of its Europe work and its language work. After a long review process, the European Union Association of AI (which was a governance body with representatives from the IS and the boards of AI's European sections and structures that supervised the operations of AI's Brussels office) was

---

[14] Many of these issues are dealt with in *2009 ICM Circular 21: Implementing One Amnesty – Updated IEC proposals on the "strategic agenda"* (ORG 50/007/2009).

[15] The review was led by Accenture Development Partners, the non-profit arm of Accenture, the international management consultancy. See *"AI Works" - An operating model ready for human rights change in the coming decade* (POL 50/004/2009) for a summary.

[16] *Global Priority Statement (GPS) - 2010 & 2011: Transition to the New ISP* (POL 50/012/2009)

[17] This powerpoint presentation (*"Global operational planning transition from OP3 to OP1.ppt"*) was circulated to secdir on 31st March 2009.

replaced by a more operational governing board consisting of three AI managers.[18] Furthermore, the AI Language Resource Centre, which will ultimately lead all of AI's translation work, including that presently carried out by EDAI and EFAI, was established in 2009. Again, this will replace the governance systems that involved representatives from nationally elected boards with a management system linked to AI's managers. Both of these changes are part of the process of creating truly global, jointly managed operations for AI. The relationship that this overall system should have to the IEC and to national boards is central to our governance discussions.

Figure 2: The relationship between AI's international, national, and global plans

---
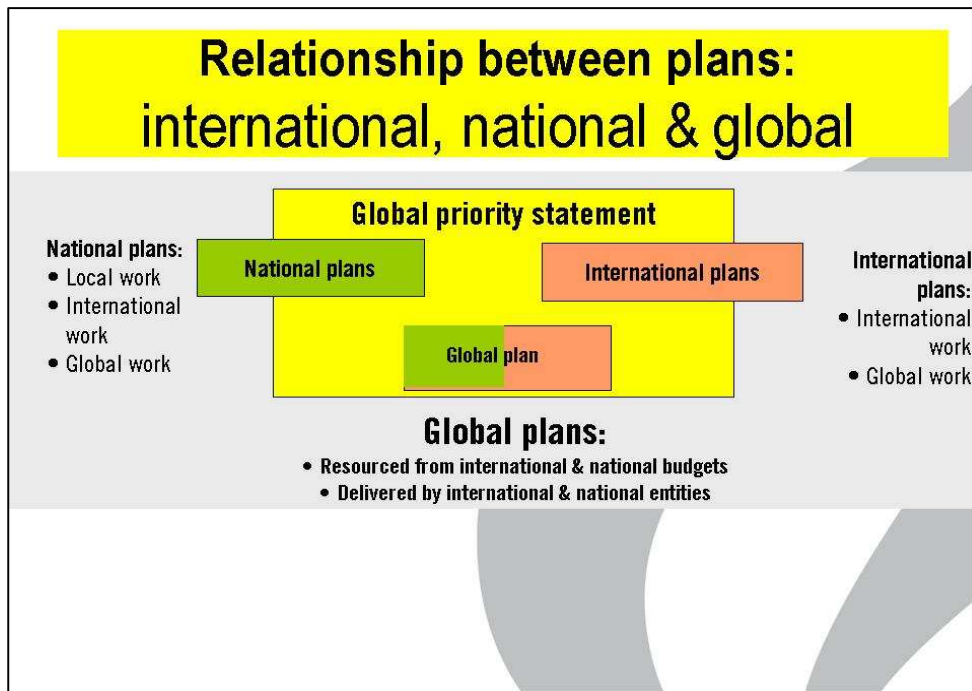
[18] See *Europe Review: Building the European Regional Space: Revised Memorandum of Understanding* (EUR 01/006/2009) and *Europe Review: policy and strategy for AI's Europe work* (EUR 01/002/2008)

Figure 3: A possible set of roles and responsibilities for AI's leadership structures.
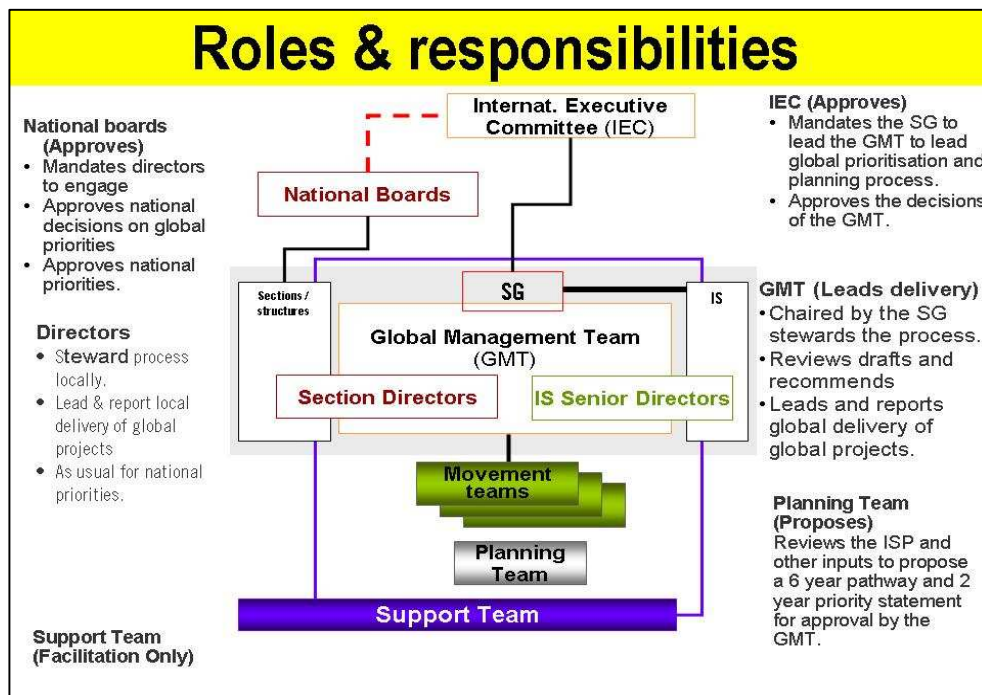
d) The *Assessment to Distribution* (A2D) principles that were agreed by the 2009 ICM[19] will mean both that AI will shift more financial (and other) resources from countries in which they are received to countries and activities in which they need to be used, and also that three new kinds of activity will be funded from the international budget. As shown in the diagram, these are international functions carried out on behalf of the whole movement by national AI entities; strategic additional investment in national AI entities by the international movement (e.g., to supplement local fundraising programmes); and investment in "new markets," i.e., countries in which there is no existing AI presence. These all have governance implications.

---

[19] These principles are contained in 2009 ICM Decision 15, particularly paragraphs 1 and 2.

Figure 4: Assessment to distribution
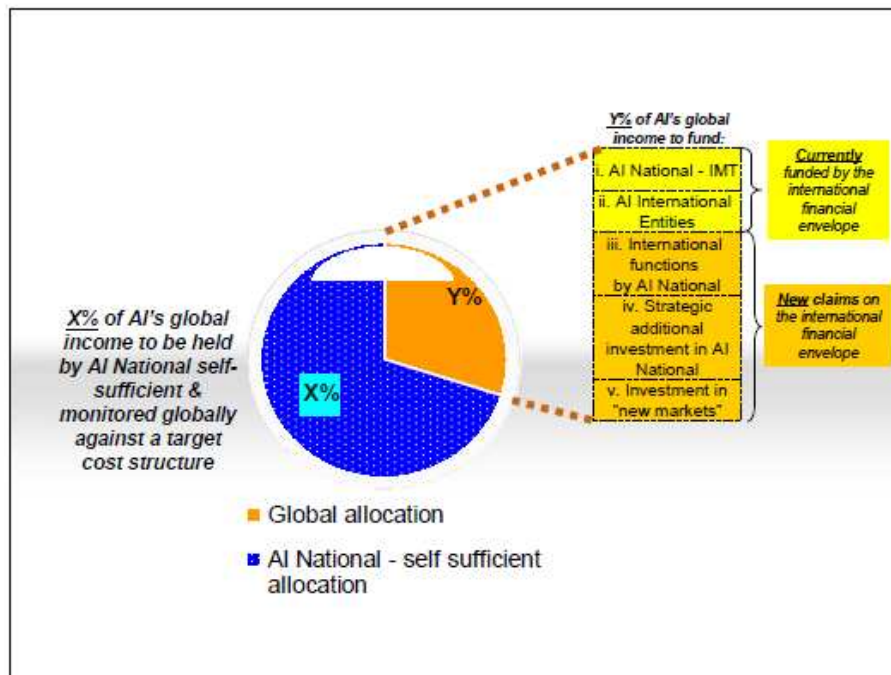
e) AI has an increasing variety of membership and activism arrangements. In addition to national sections and structures, there are national AI presences in five countries that are managed by the Secretary General (Benin, Ghana, Philippines, South Africa, Zimbabwe), and there are plans for affiliate partner pilots in seven more countries, three of which look particularly promising. AI also has around 103,000 e-members in many countries (largely recruited in the last 18 months), and online networks in Africa, Latin America, India and Asia/Pacific, some of which also carry out offline activism. There are also, of course, AI groups in about two dozen countries which receive some service and support directly from the IS. These affiliated groups do not, however, have any formal representation within AI's governance system.

This diversity of AI presence is a very recent development; much of it has started only in the last three years. It reflects AI's on-going commitment to finding ways of working and organising that respond to the differing needs and interests of human rights activists in different countries.[20] But it also poses challenges for us in governance. In particular, as part of the review of AI's growth strategy, we may wish to look at creating models of activism in which we first establish a professional presence in a country, open an office, raise awareness of AI, and then seek to recruit members. This is the reverse of what has been done in the past, and

---

[20] The International Moblisation Program (IMP) was created in response to the 2003 ICM decision to prioritise growth as part of the 2004-2010 ISP. At around the same time, an International Committee on Movement Growth (ICMG) was established. These led to the adoption of a series of growth initiatives experimenting with new AI entities (see *Growing Amnesty in Africa – Growing Africa in Amnesty*, ORG 30/005/2006) and supporting existing entities in new ways (see *Partnership for Growth: A New Approach for International Support*, ORG 30/003/2006).

raises questions about how and at what stage "ownership" of the AI entity should pass from the IEC/SG to the members in the target country.

f) The 2009 ICM appeared to take the view that governance bodies should set strategies for AI and that managers should set operational priorities. Hence, the ICM approved an ISP which sets AI's strategies and key directions, and also made Decision 2 which identifies the core work within the ISP that we expect all parts of the movement to participate in (i.e., the Demand Dignity campaign, active participation, growth, investment in leadership, and gender mainstreaming). After the ICM, the Global Priority Statement, which shapes the International Secretariat Operational Plan (ISOP) as well as the operational plans of national AI entities, was finalised.

g) There is, however, room for further discussion about the role of governance bodies in overseeing and approving the high-level priorities in the GPS. Indeed, the fact that 2009 ICM Decision 2 refers to core areas of work (which are de facto priorities), and that 2009 ICM Decision 14 states that "AI will devote up to 10 million Euros during the ISP period to financing carefully considered strategic growth projects," indicates that the distinction between priorities and strategies is still not completely clear: there was lively discussion at the 2009 ICM about the extent to which the meeting could or should set priorities within the strategic plan, how detailed such priorities should be, and whether they should be linked to budget decisions.

h) The IEC has become aware in recent years that it has very limited means at its disposal to intervene when problems arise in national section/structure governance. Suspension is always a measure of last resort,[21] but the IEC has no statutory authority to intervene in other ways, e.g., by appointing board members or agreeing binding memoranda of understanding with national boards.

i) The role of the Chairs Forum remains a focus for discussion within AI. A review was originally called for by the 2005 ICM (in Decision 24) but was not carried out in 2007-9 because the whole of AI's democracy and governance was being studied by the ICSD. The review was called for again by the 2009 ICM (in Decision 8). The GGT is now commissioning an external expert to undertake this task, and its results will feed into the second phase of this governance review.

j) The formal, legal obligations of AI boards have recently received more attention. For instance, in February 2010 the IEC's elected members became the directors of AI Ltd.[22] Also, considerable efforts are being made to ensure that appropriate systems are in place to inform AI's governors about their financial and fiduciary responsibilities and about risk management (in relation to finance and also in relation to, for example, the protection of AI's global brand).

Effective governance depends on boards having good oversight of budgets that are firm but flexible. Budgets must be sufficiently resource- and project-oriented to effectively allocate and steer resources to meet AI's strategic objectives. Creating the systems that enable the IEC and national boards to discharge these responsibilities in a coordinated manner will require a

---

[21] Any IEC decisions on suspension can, however, be appealed to the independent Membership Appeals Committee (MAC).

[22] See *IEC Information Bulletin 73* (ORG 72/001/2010).

considerable amount of further work, both to provide the appropriate financial infrastructure and to train boards for this task.

All of the above developments pose challenges for the role of AI's elected governors at national and international level. They need to provide the right financial oversight, ensure the right distribution of resources, ensure effective organisational planning, and monitor AI's overall programmes and services. They need to do all this on the basis of decisions that command sufficient support to provide a firm and enduring framework for their governance. We have not yet worked out the most appropriate governance arrangements to deal with these needs and changes in AI. Doing so is the principal task of this review.

5. The current priority-setting and strategy-making system[23]

The current priority-setting and strategy-making system in Amnesty International at the global level can generally be described as a system in which top-level strategy is decided every six years by AI's governors at the International Council Meeting. Whereas global operational priorities and plans are decided for each two-year operational planning period by the Secretary General, the Directors Forum, and the interim Global Management Team (iGMT).

5.1 Setting global strategy

A new global strategy was adopted by the 2009 ICM (in Decision 1) after movement-wide consultations prior to the ICM in August 2009. At the 2009 ICM all AI entities agreed on their shared responsibility of implementing the Integrated Strategic Plan 2010-2016 (ICM Circular 45). The 2009 ICM (in Decision 2) also mandated the IEC to ensure that the Secretary General implements international priorities consistent with these global priorities and that AI sections and structures develop national priorities that are consistent with these global priorities.

5.2 Global priority-setting and planning system

At the same time as the IEC led the development of a draft new ISP prior to the 2009 ICM, the SG and section directors engaged in a process of identifying how to improve movement-wide delivery of the global strategy through the AI Operations Review outlined in section 4.1 above.

Global operational priority-setting under previous ISPs was essentially decided by the International Secretariat when it developed its own two-year operational plans (ISOPs). Meanwhile national entities typically had their own priority-setting and operational planning mechanisms, covering either one or two year periods, but these were not directly linked to the ISOP or to each other.

---

[23] This section is based on the following documents: *Appendix 2 to Updated IEC proposals on the "strategic agenda" and associated ICM resolutions* (2009 ICM Circular 21, ORG 50/007/2009); *Global Planning Team Update, Edition 1 – December 2009* (No AI index number); *AI Operations Review: "To-Be" Target Operating Model* (Powerpoint presentation from Accenture Development Partners, November 2008, no AI index number); *"AI Works" newsletters 1-3* (January 2009, POL 50/004/2009; March 2009, POL 50/006/2009; May 2009 POL 50/007/2009); Decisions 1 & 2 in *Decisions of the 2009 ICM* (ORG 52/003/2009); *The ISP 2010-2016 as agreed at the ICM 2009* (ORG 52/004/2009).

On the basis of the Operations Review, the SG established both an interim Global Management Team (iGMT), which is described more fully in section 6 below, and started the process of developing movement-wide coordinated priorities to deliver the key strategic activities approved at the global governance level.

At the March 2009 Chairs and Directors Forum meetings, ideas for a new operational priority-setting and planning system were presented and debated, and later that month the SG circulated a presentation entitled *Towards Prioritisation*[24] which called on all AI entities to engage with national boards, staff and activists and comment on its content. Key to the proposal was the development of a Global Priority Statement (GPS), which would set out the overall direction of AI's operations in the next two-year operational period based on the new ISP as well as, in outline form, the key projects that AI would deliver from early 2010 to end 2011.

In early August 2009 a draft GPS[25] (based on the then draft ISP) was circulated to movement Directors and again a call was made for national entities to consult with Boards, staff and activists and return comments by the end of September 2009. Many comments from sections were received, leading to a more participative process than in previous cycles.[26] This draft was also presented to and debated by the Directors Forum at the ICM in August 2009. Based on comments from national entities a final version was then developed by the iGMT and circulated in early November 2009 by the SG ahead of the Directors Forum meeting in Copenhagen.[27] The IEC discussed the draft GPS at its September 2009 meeting and then endorsed the final GPS.

The GPS is based on the assumption that as a global movement, AI has the greatest human rights impact when it acts together in a coordinated manner. As such, it narrows down the goals of the Integrated Strategic Plan into more specific activities, taking into account relevant external developments as well as the interests, capacity and resources of the movement within a time horizon of 12-24 months for implementation. Rather than cover everything that AI entities will do within the new ISP, the GPS outlines only those activities that we must do together.

The GPS is made up of cross-cutting issues (based on the ISP's key directions), three types of priority areas or Portfolios (Campaigning, Responding to Opportunities and Building Capacity, and Operational Enablers), and eight Flagship projects. The Flagship projects are those projects deemed most critical within the portfolios, and which need the energy and buy-in from the whole movement.

6. The current management system

The development of the GPS is closely linked to the development of AI's global management. And this governance review needs to consider how AI's global governance will ultimately relate to AI's global management. This section therefore outlines the present management arrangements and their possible further evolution.

---

[24] This powerpoint presentation (*"Global operational planning transition from OP3 to OP1.ppt"*) was circulated to secdir on 31st March 2009

[25] *Global Priorities Statement (GPS) - 2010 & 2011: Transition to the New ISP: A draft for discussion* (POL 50/011/2009)

[26] The feedback from sections is available from https://intranet.amnesty.org/wiki/display/OP1CON/home

[27] *Global Priority Statement (GPS) - 2010 & 2011: Transition to the New ISP* (POL 50/012/2009)

The International Secretariat's Operational Plan (ISOP) and associated budget for each two-year period are drawn up by the Secretary General under the overall supervision of the IEC. In this cycle, the IEC created a small sub-group which worked closely with the IS Senior Leadership Team to monitor the plan and provide strategic input on behalf of the IEC during the approximately six month period during which the plan and budget were developed. The final version of the ISOP and budget were then approved by the IEC.[28]

AI's directors report to their respective boards (i.e., the boards of national entities and the IEC). They also increasingly work together through the Directors Forum, and a subset of approximately 10 directors also work together with IS senior staff in the iGMT. This has been created as part of the move towards "joined up operations" across AI which, in the proposal from Accenture Development Partners, includes entities such as:

- *Global Service Lines* – physical and/or virtual communities that deliver locally and globally organised activities around key functions (e.g., fundraising, campaigns and communications).
- *Centres of Expertise* – theme or function centred communities that bring together expert skills and knowledge across the movement and set standards, provide quality assurance and build the movement's performance and capacity.
- *Global Projects* – large pieces of work (e.g., a global campaign) which are identified and strategically led by the GMT and which the movement will deliver jointly.
- *A global Strategy & Coordination Hub* – provides overall strategic analysis, develops operational strategy and direction for the movement's managers and supports the GMT.
- *Local Delivery Centres* – Activities at the local level will continue to be managed locally but with the additional benefit of the new model (e.g., Centres of Expertise).

In practice, the work on global projects, e.g., the *Demand Dignity* campaign, is the most advanced of these five mechanisms at the moment. In the *Global Priorities Statement* these are termed *flagship projects.*

This new operating and management model – which is illustrated in Figure 5 - assumes that resources in all AI entities will be pooled around critical functions and services, with sections/structures and the IS working in a more coordinated way at the global level. Existing 'pockets of excellence' could be formalised and expanded and new ones could be built in strategic areas.

---

[28] See *International Secretariat Operational Plan 1- 1 April 2010 to 31 March 2012* (POL 50/003/2010) and *ISOP1: Cover note from the IEC* (POL 50/004/2010).
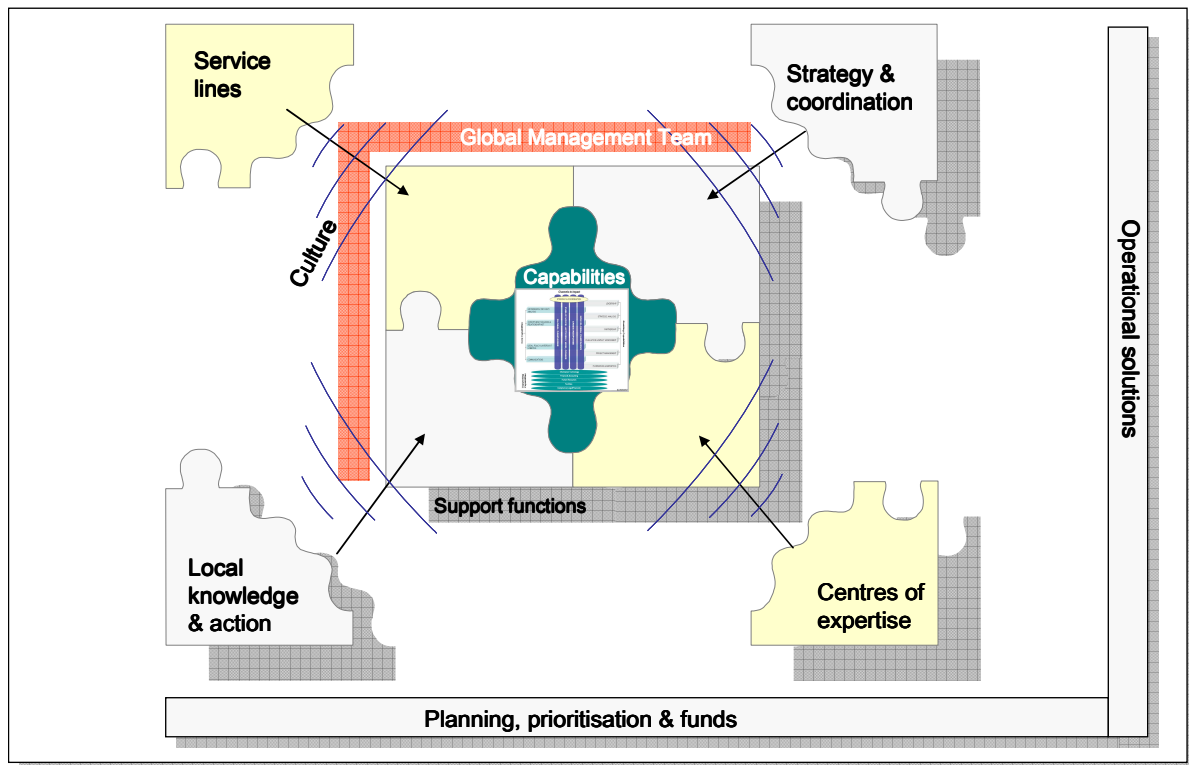
Figure 5: The operating and management model proposed by the AI Operations Review

Some pilot projects are being run to test the viability of this proposed new operating model. Apart from the iGMT itself, a global service line for fundraising (which aims to hold all of the movement's expertise in fundraising and marketing) has been created, led by the global Fundraising Management Team (FMT). The overall objective of the service line is to generate sufficient income to deliver on the ISP (although it is not, of course, the only body in AI responsible for fundraising), to manage stakeholder relationships, to up-skill employees and to effectively manage the AI brand. The results so far are encouraging, although this type of matrix management, where most staff would eventually have both a global and local role and corresponding reporting lines, is complex and new to AI.

6.1 From iGMT to GMT

No firm decisions have been taken about creating a permanent Global Management Team (GMT), but it is widely expected that some form of GMT will emerge in the relatively near future. Its composition could be based less on national entities and more on functional requirements, and its members could have specific responsibilities for particular aspects of AI's work across the whole movement. Such a GMT could operate as a final decision-making entity for operational activities and have a line management structure underneath it. In summary, it could:

- Lead and drive AI forward
- Implement strategies, targets and policies

- Manage global operations
- Make and enforce decisions on priorities and resource allocations
- Delegate to the lowest level possible to effectively implement (subsidiarity)[29]
- Be held to account for its performance by a global board.

The relationship between the GMT and the AI's global governance will depend in part on the proportion of AI's work for which the GMT has responsibility, but in any case the relationship will almost certainly be based on this division of roles:

- Global governance: decides movement wide strategy, direction, overarching priorities, targets, overall budgets and key policies
- Global management: defines operational horizon strategy, sets operational targets, decides and approves operational activity and budgets, and reports to global governance.

One outline of how the GMT could relate to global governance is shown in Figure 6 below.

However the iGMT develops, it is important to note that up until now both it and the GPS process have depended heavily on the goodwill of sections and the IS. A key issue for AI's governance system is whether it wishes to rely solely on such goodwill, or whether it wishes to find other mechanisms for developing collective priority setting and management, and for enforcing agreed priorities. The role of the new Secretary General in developing the iGMT into a GMT will undoubtedly be crucial.

An equally important issue will be that of global financial management. AI will need to develop a system, as part of the Assessment to Distribution process, that gives appropriate roles and responsibilities to governance boards (both the IEC and national boards) and directors (both those involved with the iGMT/GMT and those not directly involved in the process).

---

[29] The Integrated Strategic Plan for 2010-2016 makes explicit reference to financial subsidiarity in box R3: "wherever possible financial decision-making is undertaken locally, in keeping with the principle of subsidiarity," but the idea is also implicit in other parts of the ISP.
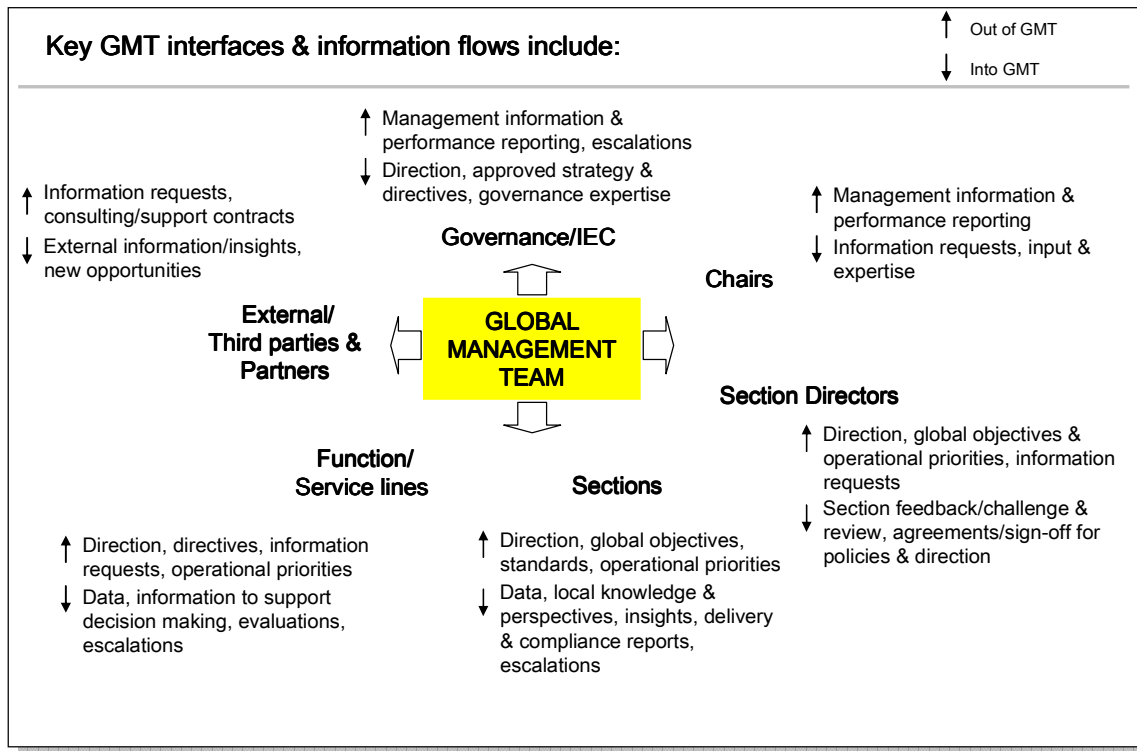
Figure 6: Key GMT interfaces and information flow proposed by the AI Operations Review[30]

7. Summary of key points from previous reviews

AI has a long history of seeking to improve its governance and decision-making processes. As we enter the next stage of this process, it is instructive to reflect on this past. Many common threads persist, and understanding these may assist us to create more durable and effective recommendations in our latest effort.

Successive ICMs have been calling for AI to address questions of democracy, governance, decision-making and development since at least the mid-1980s. There have been six substantial studies, which are summarised below.

7.1 Committee on Long-range Organisational Development, (CLOD), 1985 – 1987[31]

The first comprehensive effort to resolve the movement's concerns saw the establishment of

---

[30] This slide shows the proposal from Accenture Development Partners. No final decisions have been taken on the extent to which this model will be implemented.

[31] See *Report of the Committee on Long-Range Organisational Development to the 1987 International Council* (ORG 31/01/87)

CLOD. It was born at the 1985 ICM in response to the questions and tensions increasingly being faced by AI as a growing organisation. The committee was charged with taking a comprehensive look at AI and its terms of reference were wide-reaching – encompassing development, finance, strategy, and decision-making, to "analyse the balance of resources and responsibilities" across the movement in the context of growth. The large and potentially unwieldy scope of the task was acknowledged in the committee's report. They oriented their work to the broad concerns of the movement's "development;" issues of decision-making and finance depended on these practical drivers.

Its recommendations focused on:
• Capacity building
• Greater relationships with other human rights organisations
• Improving communications
• Becoming more diverse
• Building horizontal communication and collaboration between groups and sections
• Improving planning and evaluation.

CLOD considered the changes to governance and decision-making that would be necessary to achieve these development objectives. They suggested forming sub-regional groupings, with coordinators forming a consultative body to advise the IEC. These would replace the Review and Implementation Meeting (RIM)[32] "in view of the failure of this body to realise its original aim of providing an informal forum for in-depth discussions."

While the broad direction of the CLOD recommendations was supported, the 1987 ICM felt the questions of governance and decision-making had been inadequately addressed and lacked detail. This led to the creation of another specialist committee.

7.2 The Ad Hoc Committee on Consultation and Decision-making, 1987 – 1989[33]

This committee described challenges for developing appropriate decision-making structures. It called for solutions that would provide balance between the centre (IEC/IS) and the sections; between large and small sections; between volunteers and professionals. The committee commented that "the membership needs to identify with decisions taken so they are more motivated to pursue our goals."

However, the committee stopped short of proposing solutions, and following the 1989 ICM the issue was referred to a team of consultants at Participlan.

---

[32] Until 1983, the ICM took place every year. It was then decided to hold the ICM every second year, with a smaller Review and Implementation Meeting (RIM) in the other years. This practice was not a success and was quickly discontinued; RIMs were held only in 1984 and 1986.

[33] The full terms of reference of the Ad Hoc Committee are contained in 1987 ICM Decision 46. The committee produced two reports: *Ad hoc international committee on consultation and decision-making in AI discussion document* (June 1988, ORG 80/02/88), and *Report of the ad hoc international committee on consultation and decision-making* (June 1989, ORG 80/03/89).

7.3 Participlan, 1989 - 1991[34]

Through a year-long, in-depth qualitative immersion into AI, the Participlan team sought to get under the skin of the movement. The consultants tried to understand not only the structural issues that characterised AI's decision-making, but also some of the dynamics that contributed to or impeded its success.

Through their work, Participlan identified a number of "gaps", or disconnects, at critical interfaces within the movement. They named these as the relationships between the IEC and the IS; the relationships between the IS/IEC and the sections; and the relationships among the sections. These were characterised by an overloaded IEC, the dominance of the IS, lack of capability of the sections, lack of structures and mechanisms, problems of communication and understanding, leading to "a vicious circle locking the IS into a dance of control and mistrust."

Essentially these "gaps" meant that AI's entities were operating in ways that obstructed each other's abilities to perform their roles well. This related not only to structural deficits, but also to cultural issues within the movement.

Based on these findings, and feedback from AI staff and members, Participlan saw that AI should move in the direction of "decentralisation" or "deconcentration" of its decision-making. Like CLOD, their recommendations centred on creating intermediate entities between the IS and the sections, organised by region. These would create "bridges" among sections, and greater "dynamic balance" between sections and the IS. Options were proposed that would give these regional groupings formal identities and decision-making status, or see them as informal networking opportunities. AI adopted the latter.[35]

Participlan also stepped outside a normal review brief, and included suggestions for implementation, remarking on AI's track record for commissioning reports, making decisions, and then failing to act on the outcomes.

Meanwhile, numerous internal changes were afoot, with AI appointing a new Secretary General (Pierre Sané) in October 1992 who promised to usher in a new era of diversity and engagement. While the dysfunctional IEC-IS relationship noticed by Participlan inevitably influenced the changes in leadership, the underlying decision-making issues remained unresolved. In 1997, the ICM directed the IEC to propose options for reform of the international decision-making process in AI. This led to the establishment of another working group.

---

[34] See *Report by Participlan to the 1991 ICM: A study of decision-making in Amnesty International* (ORG 30/005/1991).

[35] A useful summary of the deconcentration and decentralization discussions can be found in *Deconcentration: Issues for Movement Consultation* (ORG 30/003/1997)

7.4 The Decision-making and Accountability Working Group (DAWG), 1997 – 2001[36]

The faults DAWG identified with AI's decision-making processes echoed comments in the CLOD and Participlan reports. They found:

- "The decision-making process is too slow: Some issues come back to successive ICMs before a decision can be reached and action taken.
- It is also too technical: many in our movement are unable to participate in the decision-making process in a meaningful way due to language, financial or other constraints.
- Our agendas are too crowded leaving little or no time for 'big picture' discussions, e.g. on important issues such as the future of our organisation and its role in the human rights movement.
- We undertake evaluations but fail to learn the lessons for the future.
- We engage in a large number of consultations which only a small proportion of our sections and structures respond to leaving the outcome of the consultation less than representative.
- We fail to hold those accountable to whom we delegate responsibility.
- The roles of the participants in the decision-making process are unclear.
- We burden our leaders and decision-makers with too many rules and regulations as well as a prohibitive workload."

Their proposed solutions were wide-ranging, and include many of the features of AI's present governance structure:

- A more strategically focused ICM
- The establishment of a Chairs Forum
- An IEC more focused on governance duties, while the IS and sub-committees handle operational and information-gathering functions
- The establishment of an audit committee.

DAWG recommended the disestablishment of the regional groupings on the basis they had not proved themselves as forums where new ideas were developed, and their cost was disproportionate to their value.

DAWG made strong calls for greater delegation of authority, so that AI "take[s] decisions where they bite." This would mean moving "decision-making away from the centre, out to where the consequences of the decisions are felt, financially and in other areas of substance." The other

---

[36] DAWG reported in several documents including: *1999 ICM Circular 23: DAWG interim report* (ORG 21/01/1999); *1999 ICM draft resolution in "Appendix to Circulars 23-25"* (ORG 51/04/1999); *DAWG stakeholders meeting report* (ORG 21/04/2000); *DAWG evaluation of decision-making* (ORG 21/06/2000); *DAWG report: Changing the way we change* (ORG 21/10/2000); *2001 ICM Circular 33: DAWG report* (ORG 21/002/2001); and *2001 ICM Circular 42: International decision-making in future* (ORG 50/014/2001). In addition, DAWG also commissioned separate reports from individual experts. These included *What does democracy mean? A resource paper on decision-making* (Susan Waltz, ORG21/07/2000) and *Decision-making in other organisations. A resources paper on decision-making* (Helmut Anheier, ORG21/08/2000).

side of this coin is placing "tough trust" in our leaders, liberating them to make decisions, while establishing greater expectations that they are answerable for the decisions they make.

As part of the discussion, the IEC developed a framework for defining which AI entity would make decisions of what nature. They also created decision-making criteria and guidelines in terms of Amnesty's core values and objectives.[37]

Despite the acceptance of the general direction of DAWG's analysis, and the popularity of many of their proposals, their report was vigorously debated. Specifically, it was felt the Group had inadequately addressed issues around voting rights of various AI entities, auditing and decision-making, and was unclear about its long-term governance vision. The 2003 ICM asked for assurances that changes to the governance system would be evaluated and reported upon.

7.5 The International Committee on Governance (ICG), 2003 – 2005[38]

The committee was established by the IEC after the 2003 ICM. It was given responsibility for furthering AI's democracy through work on four projects which addressed: the criteria for section and structure status; the qualifications needed by AI's international leaders; voting rights; and accountability and conflict resolution.[39] These projects proceeded relatively independently of each other and did not lead to an overall report. Instead, each project led to a separate outcome. On voting rights, the ICG's work led to changes at the 2005 ICM. On accountability and conflict resolutions, separate reports were issued in mid 2005 for discussion in the AI movement, but were not explicitly followed up. On international leadership, the task of drafting "job descriptions" for internationally elected posts was passed to the Chairs Forum Steering Committee. On section and structure status, the ICG's work contributed to revision of the criteria for recognition.

7.6 Recent developments

Since then, several documents have either contained substantial proposals on AI's democracy and governance, or have studied the subject.[40] A noticeable shift in emphasis is found in these more recent discussions. Whereas previous attempts had considered deconcentration and decentralisation of decision-making, the recent papers place greater weight on coordinated planning processes in the name of achieving greater global human rights impact. While not

---

[37] This framework is in *2001 ICM Circular 42: International Decision-Making in the future - some reflections* (ORG 50/014/2001).

[38] The ICG was established by the IEC at its October 2003 meeting and functioned until the 2005 ICM. It produced two major documents*, 2005 ICM Circular 26: More than the tip of the iceberg: Holistic accountability for Amnesty International* (May 2005, ORG 50/011/2005) and *Conflict management and resolution – AI's proposed policy and guidelines* (July 2005, POL 30/021/2005). The work of the ICG also led to two 2005 ICM resolutions (OSB D and OSB E) on the voting rights of sections and structures (see *2005 ICM Circular 17: Resolutions and Statute Amendments*, ORG 50/006/2005).

[39] The progress of these projects is summarised in the ICG reports in *IEC Information Bulletins 48, 49, 51,* and *53.*

[40] These include: *Globalise Justice: the Integrated Strategic Plan 2004-2010* (POL 50/011/2003); *Globalising Amnesty" discussion paper* (2005 ICM Circular 56, ORG 30/011/2005); *Responsible and Responsive: International Decision-Making in AI* (ORG 81/IEC01/06); *Review of the Committees serving the IEC of Amnesty International* (ORG 82/IEC02/2008); *International Secretariat Operational Plan 3 (ISOP3, 2008 – 2010) Strategic Statement* (of 25th November 2007).

centrally decided, this approach would certainly be centrally led and managed. The anticipated questions this would raise for members' perceptions of their democratic power in the organisation were addressed through the creation of the International Committee for Strengthening Democracy by the 2007 ICM.

7.7 The International Committee for Strengthening Democracy (ICSD), 2007-2009[41]

The committee's work was seen as interdependent with other 'One Amnesty' proposals of joint strategic planning and mechanisms for distributing resources across the movement. Their task was to develop proposals that would enable a more cohesive, unified movement to be supported by its democratic processes. The committee recommended:

• A simplified structure, featuring a smaller ICM, held annually
• Rightsholders would be invited as full voting participants
• ICM delegates to include activists and international members not affiliated to any national entity
• Abolishing the Chairs Forum
• Creating a permanent internet-enabled discussion forum.

The suggestions were hotly contested: the idea of a smaller ICM was seen as unachievable; the disbanding of the Chairs Forum was considered counter-productive; and casting rightsholders and delegates with no formal section responsibilities as decision-makers was felt to conflict with accountability imperatives. Consequently, the 2009 ICM decided to modify the existing governance system through:

• Strengthening the role of the Chairs Forum to emphasise its role in mutual accountability
• Reviewing the Chairs Forum
• Providing opportunities for international members to participate in AI's democracy
• Improving nominations mechanisms for the IEC.
• Creating an AI Global Forum to stimulate online debate about developments in AI.

As already discussed, the IEC further decided to establish the Global Governance Taskforce in order to implement some of these decisions and develop proposals for AI's governance.

---

[41] The ICSD produced two rounds of consultation reports and a final set of recommendations, S*trengthening Amnesty International's Democracy: ICSD final report to the IEC* (ORG 82/002/2009).

7.8 Overview of previous studies

While the reports reviewed have centred on a similar cluster of issues, they have been framed somewhat differently, reflecting the movement's concerns and priorities at the time. CLOD considered decision-making as it related to development; Participlan was concerned with organisational health; DAWG focused on decision-making and accountability (perhaps in a manner closest to this taskforce); while the ICSD saw its challenge in terms of democracy. By contrast, the 2009 ICM decisions ask the IEC to examine the problem through the lens of "global governance" – the overarching structure that would enable our new globally-focussed operations to be successful. "Governance" was not a widely used term in earlier reports, and appears to be the aspect of previous discussions that has been the least developed and most controversial. Certainly, its recurrence on the agenda suggests the ICM has been little satisfied with the results. Nevertheless, demonstrable progress has been made in several areas over this period.

• The ICM is shorter and more strategically focused.
• An Integrated Strategic Plan is now institutionalised in our work.
• Joint strategic planning and auditing systems are substantially developed.
• Mechanisms have been developed to create greater space for cross-section and cross-entity dialogue, including the Chairs and Directors Forums and regional forums and ICM commitments (2003) to include international thematic networks within section plans. As well as face-to-face meetings, these are supported by online discussion tools.

Despite these shifting preoccupations, a number of common threads have persisted through these various studies and reports, and continue to be identified. These include the need for:

• More flexible, responsive decision-making processes
• Better balance in where decisions are made across AI entities
• Greater horizontal links between AI entities, at regional and thematic levels
• More consistency in the quality of governance of different AI entities.

Furthermore, there are some striking continuities in the reviews and reality of AI's governance. The central role of the ICM has remained almost unchanged since AI's inception, and its format has altered relatively little. Secondly, rather little attention has paid to the cost-effectiveness of AI's governance systems. Thirdly, reviews have tended to focus on changing systems rather than proposing ways in which existing systems can be made to work better.

Reviewing the history of AI's debate on decision-making, and the conclusions from previous reports, raises several questions that will be worth considering if we are to create successful solutions.

Why are our decision-making processes still perceived as slow and unresponsive? Why have previous solutions, aimed at improving where and how decisions are made, not delivered swifter and less cumbersome processes that better enable AI to "lead the wave" of human rights responses? Is this partly because not all members and AI leaders feel that they have sufficient participation in and "ownership" of the decision-making processes?

Why have the processes that have been established for greater linkages not resulted in stronger, more coordinated work between sections on regional or thematic concerns? Past approaches have been characterised by identifying the need for greater horizontal linkages, establishing a body to create such links, then disbanding or seriously criticising it a few years later for failing to achieve the desired result. The time is ripe to ask why such bodies have not been seen as successful and what we can learn from this.

How can tensions between centrally-led planning and devolved, flexible, empowering decision-making processes be managed? Two strands of thought co-exist throughout the history of this debate – the need for power and control to be better distributed across the movement; and the need for greater unity in our work. We are at the juncture right now where these ideas will be truly tested. How can we ensure that One Amnesty principles of joint strategic planning and directing resources to where they are needed support a positive organisational dynamic?

How can AI develop the "courage of its convictions" in relation to governance change? One theme running through the numerous studies of AI's governance over more than 20 years is that we are good at talking about the need for governance change, but when the time comes to vote for change we almost always favour staying with the imperfections of our present systems and structures, or making only modest changes to them, out of a concern that any substantial change will, on balance, be worse than no change or very little change.

8. Questions for feedback

This paper is being issued in time for discussion at the Chairs Forum Meeting on 18th-20th June. By the end of that meeting, we aim to have agreement on the foundations presented here so that the taskforce, working with an external consultant, can develop options to address the challenges identified here.

The Global Governance Taskforce would like your feedback on this paper, specifically:

(1) Have we described AI's present global governance, management, strategy-setting and priority-setting systems correctly?
(2) Is the approach to defining governance that we outline in paragraph 3 and appendix 1 appropriate for AI?
(3) Have we identified the main learning points from previous studies that are relevant to our current situation?
(4) Have we correctly identified the recent developments in AI that give urgency to the review of AI's governance?
(5) What are the gaps and tensions in the current governance system that we need to address with most urgency?
(6) What are the main implications for AI's governance of growing AI in some countries without building the traditional section/structure model in them?
(7) Were there additional motivations for the instruction to the IEC in 2009 ICM Decision 10 *"to develop for the 2011 ICM a clear allocation and explanation of the different governance roles and functions at the international level for the relevant AI bodies and entities, including the relationship with section and structures, differentiating between responsibility, accountability, consultation and information, making recommendations as to how to ensure a cohesive system"* that we have overlooked?

Please send your feedback to the GGT (clairesmitholu@amnesty.org) by 1st July, and ensure that your chair can provide feedback on behalf of your section/structure at the Chairs Forum Meeting on 18th – 20th June.

Appendix 1: Approaches to governance

Numerous definitions of governance in non-governmental organisations are available from many different sources. The three approaches presented below are the ones that the GGT believes are most relevant to its work in developing AI's global governance. We will, however, develop our own proposed definition of governance for AI as part of this review, placing an emphasis on the role of AI's governance bodies in leadership, spotting opportunities and being drivers of change.

(a) The IEC-SG protocol, paragraph 1.1.[42]
"Governance is defined as 'the exercise of authority, direction and control of an organisation in order to ensure that its purpose is achieved.' This responsibility is vested in the IEC by the ICM, and the IEC is accountable to the ICM for the full and successful delivery of this function. This function relates primarily to decision-making on future directions, priorities, plans, and budgets, and the IEC retains formal decision-making authority in these areas. It is recognised that the SG has a role to play in governance through providing accurate information for the IEC, supporting and advising the IEC.

"The IEC and the SG work with the Chairs Forum to ensure that Chairs and board members adhere to agreed standards in international and national governance, and to realise an effective and coordinated standard of global governance."

(b) The International Non-governmental Organisations (INGO) charter[43]
"The governance structure of each organisation will conform to relevant laws and be transparent. We seek to follow principles of best practice in governance. Each organisation will have at least:

- A governing body which supervises and evaluates the chief executive, and oversees programme and budgetary matters. It will define overall strategy, consistent with the organisational mission, ensure that resources are used efficiently and appropriately, that performance is measured, that financial integrity is assured and that public trust is maintained.
- Written procedures covering the appointment, responsibilities and terms of members of the governing body, and preventing and managing conflicts of interest.
- A regular general meeting with authority to appoint and replace members of the governing body.

"We will listen to stakeholders' suggestions on how we can improve our work and will encourage inputs by people whose interests may be directly affected. We will also make it easy for the public to comment on our programmes and policies."

---

[42] *Leadership = Governance + Management: IEC/SG Protocol,* revised February 2008 (ORG 70/001/2008).
[43] The full charter, of which AI is a founding member, is available from www.ingoaccountabilitycharter.org.

(c) Ten basic responsibilities of nonprofit boards[44]

A widely used list of the responsibilities of non-profit boards consists of the following 10 points:
- Determine the organisation's mission and purpose
- Select the chief executive
- Provide proper financial oversight
- Ensure adequate resources
- Ensure legal and ethical integrity and maintain accountability
- Ensure effective organisational planning
- Recruit and orient new board members and assess board performance
- Enhance the organisation's public standing
- Determine, monitor and strengthen the organisation's programs and services
- Support the chief executive and assess his or her performance.

---

[44] This list is taken from *Ten basic responsibilities of nonprofit boards* by Richard T Ingram, published by Boardsource (www.boardsource.org).