

~~activities funded from the international budget are allocated to sections or structures; and~~

- ~~• An outline of the key elements to be included in an agreement between the IS and any section undertaking activities funded by the international budget.~~

~~**REQUESTS** that an update on progress on this decision be provided at the next Chairs Assembly.~~

~~**ARISING FROM RESOLUTION 1.07**~~

~~**5 DEMOCRATIC PARTICIPATION**~~

~~The International Council:~~

~~**CALLS** on the International Board (Board) to strengthen existing mechanisms facilitating international discussions and participation in decision making within Amnesty International and further calls on all sections and structures to actively take part in international discussions and decision making;~~

~~**INSTRUCTS** the Board to ensure that sections and structures are able to participate in consultations on a reinforced basis by:~~

- ~~➤ ensuring enough time to carefully review proposals while recognizing that consultation may not be possible in all instances;~~
- ~~➤ providing all necessary information to enable an informed response;~~
- ~~➤ looking into better ways of sharing consultation feedback within the movement and;~~
- ~~➤ ensuring that implementation is followed up and reported.~~

~~**FURTHER INSTRUCTS** the Board to develop a plan of action in coordination with the Chairs Forum to strengthen consultation mechanisms (including response lines, information provisions, feedback and implementation).~~

~~**ARISING FROM RESOLUTION 2.04**~~

~~**6 CORE STANDARDS**~~

~~The International Council:~~

- ~~a) adopts the:
 - ~~a. Core Standards; and~~
 - ~~b. accompanying assessment, reporting, monitoring and enforcement process;
as set out below;~~~~
- ~~b) notes that the Core Standards will apply to all Amnesty International sections and structures;~~

- c) notes that the Core Standards will apply as applicable to the International Board and therefore to the Secretary General (SG) and the International Secretariat (IS);
- d) instructs the International Board to develop appropriate tools and methods of reporting, assessment, and monitoring; and
- e) expects that the initial process of reporting to the Core Standards will be undertaken by all relevant entities by the 2015 ICM.
- f) understands that the intention of the Core Standards is to support good governance in the movement, and that there will be progressive implementation of the Core Standards in accordance with a plan to be agreed by the International Board with each section or structure on the basis of the first Compliance Report and Action Plan developed by the section or structure.
- g) instructs the International Board to ensure that both management and governance of all sections and structures receive necessary support from the Movement (including through peer support) and the IS to implement and maintain adherence to the core standards although the responsibility to implement the core standards rests with the section or structure.

MANDATORY CORE STANDARDS FOR AMNESTY INTERNATIONAL

The Core Standards set out below apply to the governance and management of Amnesty International entities, subject to applicable local law.

A. Core Standards

The Core Standards relate to the roles, responsibilities, formation, processes and behaviour of General Meetings³, Boards and management of Amnesty International entities. The Core Standards are divided into the following three categories: 1 Constitutional; 2 Roles and Conduct; 3 Policies and Guides. The standards are written as a description of a fully compliant entity and compliance is mandatory⁴ subject only to the caveat that in instances where implementation of a Core Standard would conflict with local law, an Amnesty International entity should implement that Core Standard to the nearest extent possible. In cases of a conflict with local laws, the extent to which the standards can be applied or adapted is subject to agreement with the International Board through the Secretary General.

1 Constitutional Requirements⁵	
CS1	General Meetings (GMs) are held on a regular 1 or 2 year cycle with attendance open to all members and voting rights open to every member and/ or accredited delegates with the possible exception of those with a conflict of interest. At the GM, the Board is required to: <ul style="list-style-type: none"> I. Report on performance of the entity in implementing strategic and financial plans. II. Provide an annual financial report, including audited financial

³ Note that governance standards presented here are based on the understanding that AI entities have a General Meeting (GM) of members that is the ultimate decision-making body and that the board is elected by the membership. It is acknowledged that not all sections are conducted in this way. Accordingly governance arrangements that differ from this will require appropriate interpretation of the standards.

⁴ Note that the standards apply to the International Board, and therefore the Secretary General and the International Secretariat, where applicable because of the unique legal structure of the International Board.

⁵ It is expected that the contents of all of the Core Standards under the heading 'Constitutional Requirements' be included in the constitutional document of the Amnesty International entity, or in another legally enforceable document such as the Standing Orders of the GM.



	<p>statements.</p> <p>III. Provide an opportunity for members to question the Board.</p> <p>There are provisions for Emergency/Extraordinary General Meetings (EGM) if necessary to consider specific serious situations that must be addressed prior to the next GM. The EGM may be called by the Board, or by a specified number of members, or by the International Board (as determined by the entity's Operating By-Laws).</p>
CS2	<p>The GM focuses on direction, strategy and oversight of the board. It is the ultimate decision making body of the Amnesty International entity. At a minimum, the GM:</p> <p>I. Adopts or amends the values, vision and mission for the entity in line with those of Amnesty International.</p> <p>II. Approves and amends the entity's statute.</p> <p>III. Determines the nature and content of GM processes, proceedings and papers.</p> <p>IV. Considers resolutions submitted by members.</p>
CS3	<p>The Board is elected by the membership through free, fair and transparent election processes that ensure relevant skills, experience and gender and other appropriate diversities among Board members in the composition of the Board.</p> <p>I. Explicit criteria of skills, experience and Board diversity are made publicly available.</p> <p>II. A nominations committee or clear procedures and processes are in place to assess skills and assist the electorate.</p> <p>III. There is a nomination process that includes adequate time for nominations.</p> <p>IV. There is a clear, fair process for resolving ties or challenges in elections.</p> <p>V. There is a written transparent process for filling board positions vacated between elections, and/ or for co-opting members to fill skill gaps.</p> <p>VI. Eligibility criteria excludes current or recent members of staff: ICM Decision 15 in 2011 determined that 'Chairs and members of the Board of Sections and Structures may not be appointed to any senior salaried post in that Section for two years following the end of their elective mandate' and 'Senior salaried staff of a Section or Structure may not stand for membership elected Board positions in that Section or Structure for two years following the end of office'. This applies equally to co-opted positions on the Board. If it appears that, in exceptional situations, these provisions are contrary to the interests of the Movement, a decision will be made by an ad hoc commission composed of the Chair of the International Board, the Chair of the ICM and the SG.</p>
CS4	<p>The Board meets at least 4 times a year with appropriate frequency and space between the meetings (not too often or too infrequently).</p> <p>I. Quorum for Board meetings is specified.</p> <p>II. Whether Board meetings can be attended by phone, internet based call or video conference and, if so, whether this attendance counts</p>

	<p>towards the quorum is specified.</p> <p>III. There are defined terms for Board members designed to balance the needs of continuity and renewal.⁶</p> <p>IV. There is a defined minimum and maximum number of Board members.</p>
2 Roles and Conduct⁷	
CS5	The roles and responsibilities of the GM, Board and Director ⁸ are defined in writing to make clear the distinction between governance and management, ensure role clarity and accountability for performance in the respective roles, and to avoid duplication of work. ⁹
CS6	<p>The minimum role of the Board is to:</p> <ol style="list-style-type: none"> I. In consultation with the GM and membership, set priorities and strategies consistent with the overall long term direction and strategy set by Amnesty International's Strategic Goals, Global Priorities, Regional Strategies and Country Priorities. II. Monitor implementation of strategy and high level performance against plans. III. Ensure compliance with legal, statutory and regulatory responsibilities. IV. Monitor the overall financial position, ensuring necessary financial controls are in place. The Board undertakes an annual review of financial controls and approval of finance policies, approves the annual budget, approves and signs the annual statutory accounts, and reviews the annual auditor's management letter. V. Working with the Director, manage and monitor legal, financial, security, and reputational risk. The IS is informed of any significant risks when they arise. VI. Approve reserves target levels by reference to analysis of risk and the Global Reserve Guidelines, and monitor actual reserves against those targets. VII. Accept the principle of mutual accountability to the movement by ensuring compliance with commitments and obligations to the rest of Amnesty International, including the Amnesty International Statute, Core Standards, ICM decisions, the Amnesty International trademark licence agreement and Amnesty International reporting requirements, as well as full and timely payment of assessment contributions. VIII. Lead the entity in meeting the gender and other diversity goals of the movement. IX. Recruit and remove, set the remuneration of and manage the Director including setting a performance framework of time-related goals on an annual basis and ensuring the Director meets the management obligations in these Core Standards. The Board conducts an annual appraisal of the Director's performance (see

⁶ It is important to ensure that there is a continuity of the board and of the knowledge of the work of the board, as well as enabling the board to be renewed through the election of new members.

⁷ It is expected that the contents of all of the Core Standards under the heading 'Roles and Conduct' be included in documents adopted and implemented by the Board or GM.

⁸ Director is defined as the person who is appointed by the Board for the overall management of the entity and reports directly to the board.

⁹ For a description of the balance of shared responsibility for governance and management please see the International Board/SG protocol currently in force.

	CS17). The board may delegate these roles to a sub-committee. When selecting the Director of an Amnesty International entity, a fellow Director from another Amnesty International entity or a person with relevant experience from the international Movement, nominated and delegated by the Secretary General (SG), must be involved in the recruitment process in a manner agreed between the entity and the SG, although the decision as to who to appoint as the Director ultimately rests with the entity's board. The board will give careful consideration to whether the appointee poses a risk to Amnesty International's independence and impartiality, global image and credibility.
CS7	To improve Board performance, the Board adopts: <ul style="list-style-type: none"> I. Processes of induction and development of Board members. II. Written role descriptions that set clear expectations, including the competencies, knowledge and experience required, updated as needed, for the Chair, Vice Chair, Treasurer and any other office bearers and Board members. III. A code of conduct that clarifies the 'do's and don'ts' for Board members, members of Board Committees, staff and office volunteers. IV. A process for an annual Board review (collective assessment) that is undertaken by the Board and periodically with external assistance. V. A clear and detailed working rule or protocol between Board and Director.
CS8	Board meetings are structured to ensure the Board focuses on strategy and direction (rather than executive and operational management) through: <ul style="list-style-type: none"> I. Agreement between Board and Director on topics and discussions that are appropriate for Board meetings. II. Determining the nature and content of Board process, proceedings and papers. III. Management of discussion by the Chair, Chair's delegate or facilitator.
CS9	The Board actively participates in the international Movement by: <ul style="list-style-type: none"> I. Ensuring that international governance papers and issues are discussed in Board meetings and with members. II. Participating in, contributing to and responding to Movement requests, processes, policies, programs and projects. III. Determining entity positions on international issues within the Movement after consultation and communicating those positions to the movement as appropriate. IV. Participating in ICMs and other decision making bodies and processes.
CS10	The Board adopts written definitions and standards for what constitute conflicts of interest and procedures for declaration. The Board maintains records of conflicts of interest and excludes Board members from decisions where a conflict of interest exists, as well as imposes sanctions for breach of this policy.
CS11	Management translates the direction, strategy and policy set by governing bodies into effective action. The Director has overall responsibility for management and reports to the Board. Accordingly, management ensures that:

	<p>I. Legal, statutory and regulatory requirements are identified and complied with.</p> <p>II. Policies and processes are in place as detailed in Part 3 below, including in the areas of:</p> <ol style="list-style-type: none"> a. Human resources b. Gender and diversity mainstreaming c. Finance d. Risk management e. Communication f. Data management g. Health, safety and security
3	Policies and Guidelines¹⁰
3(i)	Board Processes
CS12	<p>The Board has the following policies and processes in place to improve its performance:</p> <ol style="list-style-type: none"> I. There is a requirement for adequate notice of board meetings, timely distribution of agendas and the recording of decisions. II. There is regular attendance and participation by Board members at board meeting. III. There is a policy on how to handle emergency board decisions and a system for making decisions between formal board meetings.
3(ii)	Human Resources
CS13	<p>Unless there is a justified reason for recruiting internally only (for example where someone would be at risk of redundancy), all permanent and, where practical, fixed term jobs are advertised externally (and internally if relevant) in line with good practice and to encourage diversity, supported by detailed job descriptions covering job purpose, level of accountability, key responsibilities, and decision-making authority. All employees have a valid employment contract.</p>
CS14	<p>No jobs may be paid below the minimum wage prescribed by the law of the country or a “living wage”, as defined by the International Labour Organization. Internal salaries are benchmarked against external relevant comparators (non-Amnesty International organizations). Pay equity between men and women should be enforced across the organisation.</p>
CS15	<p>All employees shall have the right to form and join trade unions of their choice, to collectively bargain and all that this implies consistent with workers’ rights: to agree a recognition agreement, the right to strike and to reasonable time off for union officers to undertake their role, and other practical measures to promote effective participation.</p>
CS16	<p>There are policy statements covering the core areas of: equality and diversity (including protecting the rights of pregnant women); bullying and harassment; grievance/formal concerns; gender equity; and conduct (including conflicts of interest and sexual misconduct) in the workplace. These explicitly govern the behaviour of the Board, staff and volunteers. The Director periodically reports on the implementation of these policies to the Board.</p>

¹⁰ It is expected that the contents of all of the Core Standards under the heading ‘Policies and Guidelines’ be included in written documents adopted and implemented by the Board or Director as appropriate.

CS17	There is an annual performance review process for staff that is consistently applied with an emphasis on joint review, supporting success, and a focus on individual job-related outcomes and improvements.
CS18	Human resources policies specifically require compliance with Amnesty International's Mission and with the law; there is a robust whistle-blowing policy; there are clear policies about zero-tolerance of bribery, corruption, misappropriation and embezzlement.
3(iii) Gender and Diversity Mainstreaming	
CS19	There are policies, mechanisms and monitoring systems in place to guarantee gender and diversity mainstreaming across all fields of activity at all levels of the organisation.
3(iv) Volunteer Policy	
CS20	There are policies and processes that recognize the critical importance of volunteers ¹¹ to the work and success of the movement and promote their engagement, as well as setting out their rights and responsibilities.
3(v) Finance	
CS21	<p>Management ensures that there are finance processes and procedures in place that include:</p> <ol style="list-style-type: none"> I. The ability to report using the agreed Common Financial Reporting Framework of Amnesty International. II. Development of yearly budgets as well as multi-year financial forecasts. III. Regular reporting to budget to the Board, which includes current income, expenditure, cash position and cash flow forecast and balance sheet information, as well as forecasting the expected outcome for the financial year. IV. Management of reserves with reference to both targets approved by the Board, and the Global Reserve Guidelines as appropriate. V. An ethical investment and procurement policy consistent with relevant decisions of the ICM and the International Board. VI. Financial controls to ensure proper management of all resources that also safeguard against fraud. VII. The preparation of externally audited accounts in accordance with local best practice accounting principles and any legal requirements, and filing of the accounts with relevant authorities as required, and with the IS.
3(vi) Risk Management	
CS22	Management ensures that there is a regular assessment, prevention and mitigation of key legal, financial, security and reputational risks with transparent reporting and a thorough risk register to support the Board in its management of risk. The IS is informed of the risk register, consistent with the Global Reserves Guidelines, and about any substantial risks when they arise.
3(vii) Dispute resolution	
CS23	There are procedures adopted by the Board for dispute resolution in the event of a breakdown of relationships within the entity including the relationship with the Director. The procedures must include: <ol style="list-style-type: none"> I. Methods for resolving disputes internally.

¹¹ This relates to volunteers as activists, board members, contributors to the work of the office and in other roles.

	<p>II. Provisions for involvement of other parts of Amnesty International, including engagement with IS and international specialized services for conflict resolution and assistance.</p> <p>III. Provisions for involving processes outside of Amnesty International, such as local mediation.</p>
3(viii) Communications	
CS24	The Board ensures maximum transparency and open and understandable communication with the membership, other stakeholders and the public. Accountability is ensured through: timely and regular publication of decisions and information on governance, finance, management and operations, and human rights impact; accessible communications systems, subject to an agreed system for handling confidential information; and ensuring that any criticism of organizations or individuals constitutes fair public comment.
CS25	Management ensures that mechanisms exist to ensure open and transparent communication with the membership, other stakeholders and the public.
3(ix) Data Management Policy	
CS26	Management ensures that guidelines are in place for the secure management of information, particularly the handling of personal information.
3(x) Health, safety, and security	
CS27	The Board, through its management of the Director, provides for the safety and security of employees and volunteers, by ensuring that a security policy and procedures are in place and are regularly reviewed and updated.
CS28	Management ensures that a comprehensive health, safety, and security policy is developed, in accordance with local labour laws incorporating support for the emotional well-being of employees (stress management or psychological support) as well as physical and ergonomic issues.
3(xi) Environmental Impact Policy	
CS29	Management ensures that an environmental impact plan is developed, implemented and monitored.
<p>B. Monitoring, Evaluation and Compliance</p> <p>The process of monitoring the implementation of the Core Standards shall be as follows:</p> <p>Self-assessment:</p> <ul style="list-style-type: none"> All entities will be required to: <ul style="list-style-type: none"> - complete a structured initial self-assessment of their current compliance and ability to meet these standards using a pro forma developed by the IS; - undertake biennial (once every two years) self-assessments; and - develop an Action Plan to address gaps identified. The first self-assessment and Action Plan, if necessary, will be completed before the 2015 ICM, and in two year intervals thereafter. Each future self-assessment will explain how any Action Plan has been implemented. Implementation of an Action Plan should commence immediately upon completion of each self-assessment. 	

Reporting:

- All entities will communicate the results of each self-assessment in the form of a Compliance Report and any related Action Plan including implementation time frames to address identified gaps to the International Board. Entities will communicate the results in a timely manner to allow for consideration at each ICM.
- Entities will report on their compliance with the Core Standards to their membership.
- The International Board will provide a summary of the Compliance Reports and any Action Plans will be made available to the Chairs Assembly, the Directors Forum and the International Council Meeting (ICM) to enhance transparency and horizontal accountability between entities. Significant or longstanding deviation from the Core Standards will be prioritised in the communication.

External Verification:

- Compliance Reports and Action Plans may be externally verified through structured review visits commissioned by the International Board. A verification team established by the International Board that includes people from inside and outside the Movement will visit the entity and review evidence to support assessment. The entity will always be asked to be involved in planning how the verification will take place.
- The review team will complete an External Verification Report to be shared in confidence with the entity Board and Director and submitted to the International Board.
- An entity that is found by the review team to fail to meet Core Standards will be required to develop and implement an Action Plan to resolve gaps, with help offered from the IS if needed.
- The entity will be given fair opportunity to appeal to the International Board where there is disagreement with the External Verification Report.
- For the International Board, the biennial Compliance Report based on self-assessment will be made available to the Movement and presented at the ICM. If the ICM deems external review of the International Board to be necessary, the Chair of the ICM and the elected members of the Finance and Audit Committee will determine the composition of a review team. The External Verification Report of the International Board will be provided to the Movement.

Enforcement, compliance support, corrective actions and sanctions

- The International Board will regularly review progress of entities not meeting the Core Standards. Information on entities that are consistently not meeting the Core Standards and the status of actions to resolve underperformance will be reported to the Movement via International Board communications and/or be reported to the Chairs Assembly, the Directors Forum, and at the ICM.
- The International Board shall take action to ensure compliance with the Core Standards when an entity consistently fails to:
 - implement the Core Standards; or
 - lodge timely Compliance Reports and Action Plans; or

- comply with a request for External Verification.

If the non-compliant entity is the International Board, the ICM shall take action.

- Where appropriate the International Board will develop peer support and review mechanisms to assist non-compliant entities in meeting the standards through engagement, dialogue, and support.

- In situations of continuing failure to comply with the Core Standards, or consistent failure to lodge Compliance Reports and Action Plans the International Board may take the actions listed below. Entities may appeal an International Board decision to take any of the following sanctions consistent with their rights under the statute or an International Board or ICM decision:

- In the case of failure to lodge a Compliance Report and Action Plan, a letter will be sent from the International Board to the entity Board and Director, requesting prompt lodgement of the Compliance Report and Action Plan.

- If the Action Plan is not satisfactory, or is not achieving improvement, the International Board will send a review team to assist the entity to develop an Action Plan to meet the Core Standards (as far as possible in agreement with the entity Board).

- In situations of continuing failure to comply with reporting requirements or with the Core Standards, the International Board may take the actions listed below. While enforcement is generally intended to be progressive in nature, beginning with less punitive measures first and progressing to sterner measures if the prior measures fail to achieve compliance, the International Board maintains some flexibility to determine which enforcement action is appropriate. The enforcement action taken will be commensurate with the seriousness of the non-compliance:

* Write to request the entity membership consider the situation at a GM or by other means. The entity Board must ensure that the letter is distributed to all members.

* Propose to the ICM the suspension of the entities' voting rights at the ICM.

* Suspend the entity's access to international funding or other resources.

* Withdraw the right to use the Amnesty International name and logo and other branded material.

* In accordance with Amnesty International Statute article 50, 'The International Executive Committee may decide:

(i) that there is to be international administration of a section or structure; or

(ii) to suspend temporarily a section, structure.'

* Seek closure of an Amnesty International entity.

~~ARISING FROM RESOLUTION 2.05~~

~~7 GOVERNANCE REFORM~~

~~The International Council:~~

~~RECOGNISING~~

- ~~– That the implementation of the Global Transition Programme (GTP) and delivery of ‘One Amnesty’ has changed our global organization model.~~
- ~~– That these significant changes may affect our governance system, and in particular the role of the ICM, in light of its strategy function, its responsibility for oversight of financial systems and holding the International Board (Board), Sections, structures and other forms of presences as appropriate accountable.~~
- ~~– The need to uphold the legitimacy and effectiveness of our democratic decision-making mechanisms, in particular the ICM as our highest decision-making body.~~

~~**REQUESTS** the Board to develop proposals for strengthening our governance system, including the development of an international integrated accountability and accompanying reporting systems towards different stakeholders, building on previously carried out studies, in particular about holistic accountability (ORG 30/005/2005). This international integrated accountability system should include the voting of reports at the International Council Meeting.~~

~~**INSTRUCTS** the Board, to undertake a review as to whether our governance system, model and processes are ‘fit for purpose’ to support the new ways of working and ensuring maximum human rights impact, building on previously carried out studies and other ongoing work, in particular the study commissioned by the Global Governance Task Force in 2010. Moreover, the Board should examine whether our governance system is in line with the seven principles for democratic governance as adopted in decision 10 of the 2009 ICM. The review, and following proposals, should aim to endorse and strengthen our internal democracy and identity as a membership based organization.~~

~~The review should include:~~

- ~~• the system of reporting by the Board, Sections and Structures and other Forms of Presence to the ICM, on the delivery of:~~
 - ~~• the Board’s and sections’ and structures’ work and responsibilities;~~
 - ~~• the implementation of operational and governance standards;~~
 - ~~• the implementation of ICM resolutions;~~
- ~~• the role, composition, frequency and functioning of the ICM, in its interaction with other international and regional oversight bodies (the Board, Chairs Assembly), lower level decision-making processes and in its capacity to hold accountable the different components of the movement;~~