



## **Fact Sheet to Supplement the Board Charter 2022: Conflicts of Interest, Use of Social Media and Guidelines on membership of political parties for Board Members**

### **Conflicts of Interest**

Directors must declare any pecuniary interests and avoid or disclose conflicts of interest at the earliest opportunity<sup>1</sup>. Directors will not receive gifts from persons or entities which may benefit from influencing Directors or make improper use of any information acquired as a Director.

If a director is concerned about whether they have a real or perceived conflict of interest or duty they should alert the Board, which can determine that they will not take part in the decision-making process until the matter is resolved.

If the Board determines that an actual conflict of interest exists, or there are risks associated with a perceived conflict of interest, then the Director should continue to absent themselves from any decisions related to the conflict of interest.

Directors should also seek to avoid conflicts of duty. A conflict of duty can arise if information gained as a result of acting on AIA's behalf could affect another person, organisation or association with whom the director has a relationship in a way that gives rise to a duty or expectation that they will act in the best interests of that other person, organisation or association.<sup>2</sup>

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<sup>1</sup> A conflict of interest is deemed to exist when a Director is confronted with an issue in which the Director has a personal or pecuniary interest or there is an issue or circumstance that could render the Director unable to devote loyalty and singleness of purpose to the organisation. The International Board provides the following examples of a potential conflict of interest:

- The decision may mean that their business receives work.
- The decision may mean that their business loses work.
- The decision may be to give employment to a family member or close friend.
- The decision may give them the opportunity to travel.
- The decision may affect whether they have to pay for accommodation.
- The decision may allow them to avoid tax.
- The decision may give them the opportunity to buy something cheaply.

<sup>2</sup> Examples of a conflict of duty include:

- They are Directors of a not-for-profit entity with which AI is contracting.
- They are Directors of a not-for-profit entity which competes with AI for funds.
- A member of their family is affected.
- The person has a competing professional duty (such as a journalist's duty to protect the source of information).
- The person has received a substantial gift or benefit from someone who could benefit from a particular decision.
- The person has offered to facilitate a favourable decision in return for something of value.
- The person has a duty to their employer such that they may have to act contrary to AI's interests (for example, in commercial negotiations or managing a contract with AI).



There is not a conflict of interest or duty if all members of the Board decide that a policy applies equally to all of them, provided that the decision is transparent and based on the best independent advice

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- The person has a duty to AI to represent it publicly, and also a duty to some other organisation to represent it publicly in relation to similar issues, where it will damage AI's public image and credibility if the person attempts to do both.



## **Use of Social Media**

AIA recognises that social media are an increasingly integral part of our lives. While they are an effective communication and activism tool, it can sometimes be challenging for directors to reconcile their public and private social media activities in terms of their role as an AIA director.

AI's independence and impartiality is fundamental to our work, and our use of social media must follow the same ethical standards practised in board meetings and in undertaking the responsibilities and accountabilities of directors as outlined in this Board Charter.

It is not appropriate to make personal opinions about board matters or AIA directors anywhere by any medium. It is therefore important that directors distinguish between speaking as an individual and speaking as a director of AIA.

When a director uses social media in a personal capacity, it may still be possible for content posted to be associated with AIA. If a director is associated with AIA through social media in any way, or is unsure but believes this may be the case, they must ensure that any content posted is consistent with Amnesty International's reputation.

If a director chooses to use social media to advocate on behalf of or support any political candidate or party, religious group or economic interest group, for example, it is important to use one or more of the following approaches:

- Set up two accounts for each of the social media tools used – one used in the role as a director of AIA, the other for personal postings
- De-identify themselves as a director of AIA on all social media applications
- Use a disclaimer stating that the opinions are personal and not those of AIA.

If a director is unsure whether or not something is appropriate to post on social media, it is best to err on the side of caution and contact the Chair before making the post live.



## **Guidelines: Positions which are incompatible with being a Director of Amnesty International Australia**

### 1. Introduction

Pursuant to paragraph 9 of the Board Charter, membership of the Board is stated to be incompatible with the following positions:

- a top-level position in the administrative, policy making<sup>3</sup>, legislative, defence and law enforcement system of a country;
- another elected or appointed position which plays a determinant role in foreign policy or domestic law enforcement decisions of a country; or
- holds a senior position in a political party<sup>4</sup>.

Such positions are considered to be conflicts of interest with a Director's duty to act in the best interests of Amnesty. Conflicts of interests may be actual, future or perceived.

Additionally, Amnesty International and sections including Amnesty International Australia, must be independent and impartial in their work. Amnesty International Australia's objects specifically refer to being a non-partisan movement, independent of all governments and political parties.<sup>5</sup>

These guidelines are designed to assist the Board in making consistent decisions in line with agreed principles.

### 2. Rationale

Trust and confidence are inherent values which hold Amnesty as an organisation, and indeed, societies together. In the case of Amnesty, trust and confidence is underpinned by the principle that Directors will prioritise the interests of the organisation over other interests when making decisions, both in fact and in appearance. Equally, in order for Amnesty International Australia ('AIA') to hold governments – in particular governments in Australia - to account for their human rights record, it must not be seen to be aligned to any political party or partisan agenda.

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<sup>3</sup> This is intended to cover federal, state and local government.

<sup>4</sup> This would include an independent member.

<sup>5</sup> Amnesty International Australia Constitution, clause 3.1.



### 3. Positions, functions and duties

#### 3.1 Principles of decision-making

When making a decision about whether a position is compatible with AIA Board membership, the Board takes into account the function and duties of the position (not simply a position title), and:

- (i) whether there could be a risk, including a perceived risk, of the position holder not making objective decisions
- (ii) whether there is potential for reputational damage or damage to the Amnesty brand, in particular its principle of non-partisanship
- (iii) whether there could there be a risk or a perception that the nature of the position conflicts with AIA's purpose or stance on any given issue
- (iv) whether the position involves:
  - (a) substantial contribution to decision-making that has whole of entity impact; or
  - (b) substantial influence being exerted; or
  - (c) making submissions or giving evidence in relation to existing or proposed laws, government policies or practices in Australia and its constituent jurisdictions; or
  - (d) generating or contributing to public debate about current or proposed laws, government policies or practices; or
  - (e) distributing information on, analysing, or comparing party policies; or
  - (f) hosting, promoting or participating in public debates on law or policy matters.

#### 3.2 Examples

The following section provides examples of positions, not intended to be definitive, which would be incompatible with Amnesty Board membership as a result of applying the principles stated in paragraph 3.1.

- (i) A "top-level position in the administrative, policy making, legislative, defence and law enforcement system of a country or an another elected or appointed position which plays a determinant role in foreign policy or domestic law enforcement decisions of a country".

Depending on the sector, this is considered to be a position which involves policy and decision-making or, in the case of the defence forces, a senior appointment or rank.

Some examples are, without limitation:

- (a) a Member of Parliament (Federal or State), senior staff of the MP's office and senior parliamentary staff (administrative) or or a member of senior staff;



- (b) a senior member of the defence forces such as a commissioned officer having the ability to command troupes<sup>6</sup>;
- (c) a senior member of law enforcement;
  - (d) a member of the Senior Executive Service of the Australian Public Service (and equivalent in Australian State and Territory Public Services); or
  - (e) a direct report of any of the above<sup>7</sup>.
  
- (ii) A “senior position in a political party” may include, without limitation:
  - (a) party office holders
  - (b) any other key decision-making position or position of influence
  - (c) a direct report of any of the above.

As a general rule, if a person held such a position, they would have to have ceased in the position for at least a 24 month period<sup>8</sup> prior to being considered suitable for a Board position. The Board retains discretion to decide that a position is of such seniority, that a longer period should be applied.

For the avoidance of doubt, positions in community rights groups, human rights groups or judicial positions are not intended to be captured by these guidelines.

## 2. Process

When making a determination, the Board should maintain a written record of:

- (i) the facts and circumstances of the case;
- (ii) its decision; and
- (iii) the reasons for that decision.

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<sup>6</sup> <https://www.army.gov.au/our-people/ranks/commissioned-officer-ranks>

<sup>7</sup> This is a potentially wide definition. For the avoidance of doubt, junior positions are not intended to be caught.

<sup>8</sup> This is consistent with IS Core Standards in relation to senior staff being precluded from holding board positions.