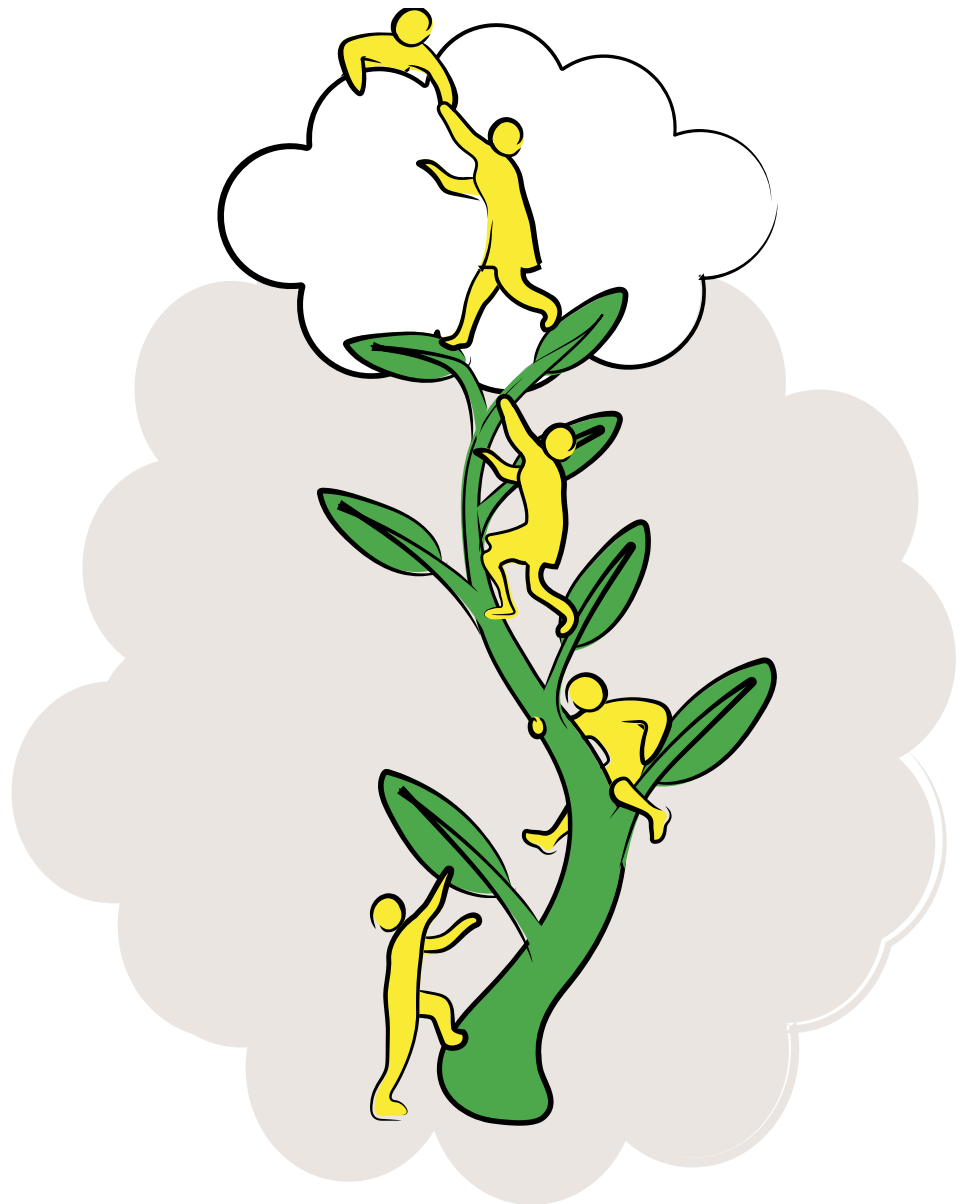




GOVERNANCE REFORM FREQUENTLY ASKED QUESTIONS



JUNE 2017

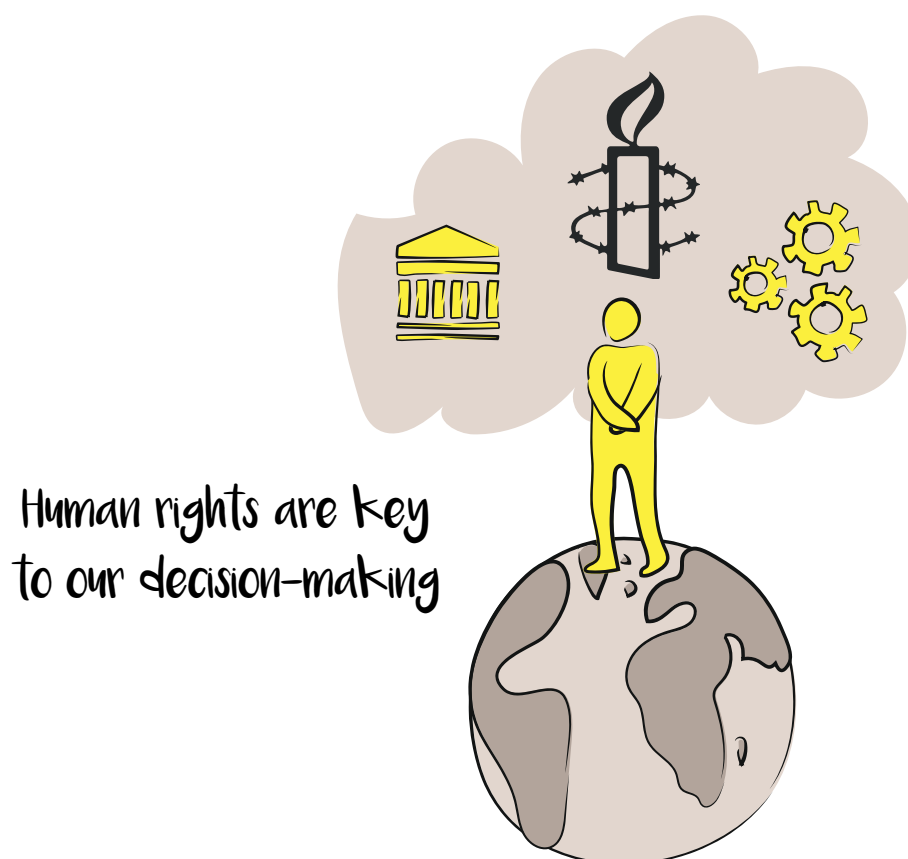
33RD INTERNATIONAL COUNCIL MEETING

ICM SESSION: GOVERNANCE REFORM WORKING PARTIES

This document should be read in conjunction with “The New Governance Model Explained for the 2017 International Council Meeting” (ORG 10/6247/2017)

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HOW DOES THE PROPOSED PREPARATORY COMMITTEE DIFFER FROM THE CURRENT ONE? WHY HAS THE INTERNATIONAL BOARD INTRODUCED THESE CHANGES?

	PROPOSED PREPARATORY COMMITTEE	CURRENT PREPARATORY COMMITTEE
Key documents	Statutory committee whose Terms of Reference are approved by the Global Assembly	Mentioned in the ICM Standing Orders approved by the International Council
Composition	<p>Three members directly elected by the Global Assembly from the movement;</p> <p>The Chair of the Global Assembly (who is ex-officio the Chair of the Preparatory Committee);</p> <p>A representative of the International Board;</p> <p>The Preparatory Committee may co-opt one additional member in a specialist capacity who may be external to Amnesty International;</p> <p>A representative of the Secretary General participates in the Preparatory Committee in an advisory capacity only;</p> <p>The Preparatory Committee elects a Vice-Chair from among its directly elected members (the Vice-Chair is ex-officio the Vice-Chair of the Global Assembly).</p>	<p>The Chair of the International Council;</p> <p>The alternate Chair of the International Council;</p> <p>The other members of the Preparatory Committee (who are ex-officio working party chairs) are selected via a call for expressions of interest and selected by the Chair and Alternate Chair;</p> <p>A member of the International Board;</p> <p>A representative of the Secretary General.</p>
Functions	<p>To enhance a democratic, participatory and efficient decision-making process including the development of a strategic agenda for the Global Assembly meeting;</p> <p>To decide on the meeting format including the appointment of external facilitators as necessary;</p> <p>To ensure that adequate capacity building for chairs is available.</p>	<p>To ensure the meeting agenda and discussions are aligned with Amnesty International's strategy, by:</p> <ul style="list-style-type: none"> • Liaising between proponent sections, the International Board and the International Secretariat to revise resolutions before the revised resolutions deadline; • Encouraging sections to resubmit resolutions as workshop discussions where appropriate; • Ruling out of order any resolutions (emergency or other) which are too operational in nature or too narrow in their scope; <p>To decide on the meeting format of working party and plenary sessions so that they encourage participatory discussions and better decision-making;</p> <p>To ensure the adequate preparation of first time and all other participants.</p>

The proposal of the International Board (Board) aims at **strengthening the movement's representation on the Preparatory Committee**, as it is envisaged that three members of the Preparatory Committee and the Chair of the Global Assembly (ex-officio Chair of the Preparatory Committee) are directly elected by the Global Assembly. A representative of the Secretary General participates in the Preparatory Committee in an advisory capacity only.

The proposal gives a **broader mandate to the Preparatory Committee to ensure a strategic agenda for the Global Assembly**. Criteria to prioritise motions are agreed by the Global Assembly and used by the Preparatory Committee to develop the agenda.

The proposal **strengthens the accountability of the Preparatory Committee to the Global Assembly** as the Global Assembly has the power to dismiss the committee itself and its decisions can be overturned by the Global Assembly.

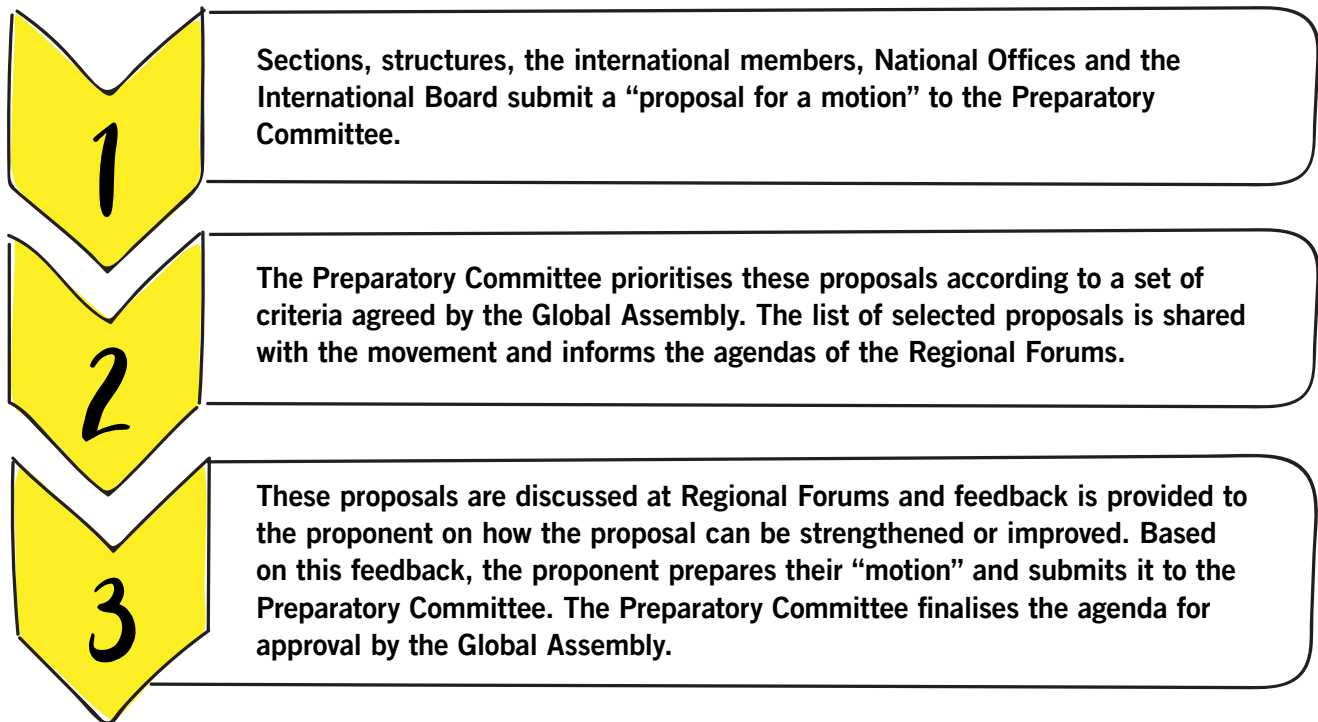
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ARE MOTIONS DIFFERENT FROM RESOLUTIONS? WHAT ARE THE KEY DIFFERENCES BETWEEN THE PROPOSED DECISION-MAKING PROCESS AND THE CURRENT ONE? WHAT IS THE ROLE OF REGIONAL FORUMS?

Motions are issues submitted for discussion and decision at the Global Assembly. **Motions are different from current resolutions in the way they are processed and discussed by the movement.** A “proposal for a motion” is submitted as a pre-cursor to a “motion”.

In order to understand the differences between the current and the proposed process, it is important to understand the main steps of the proposed decision-making process:



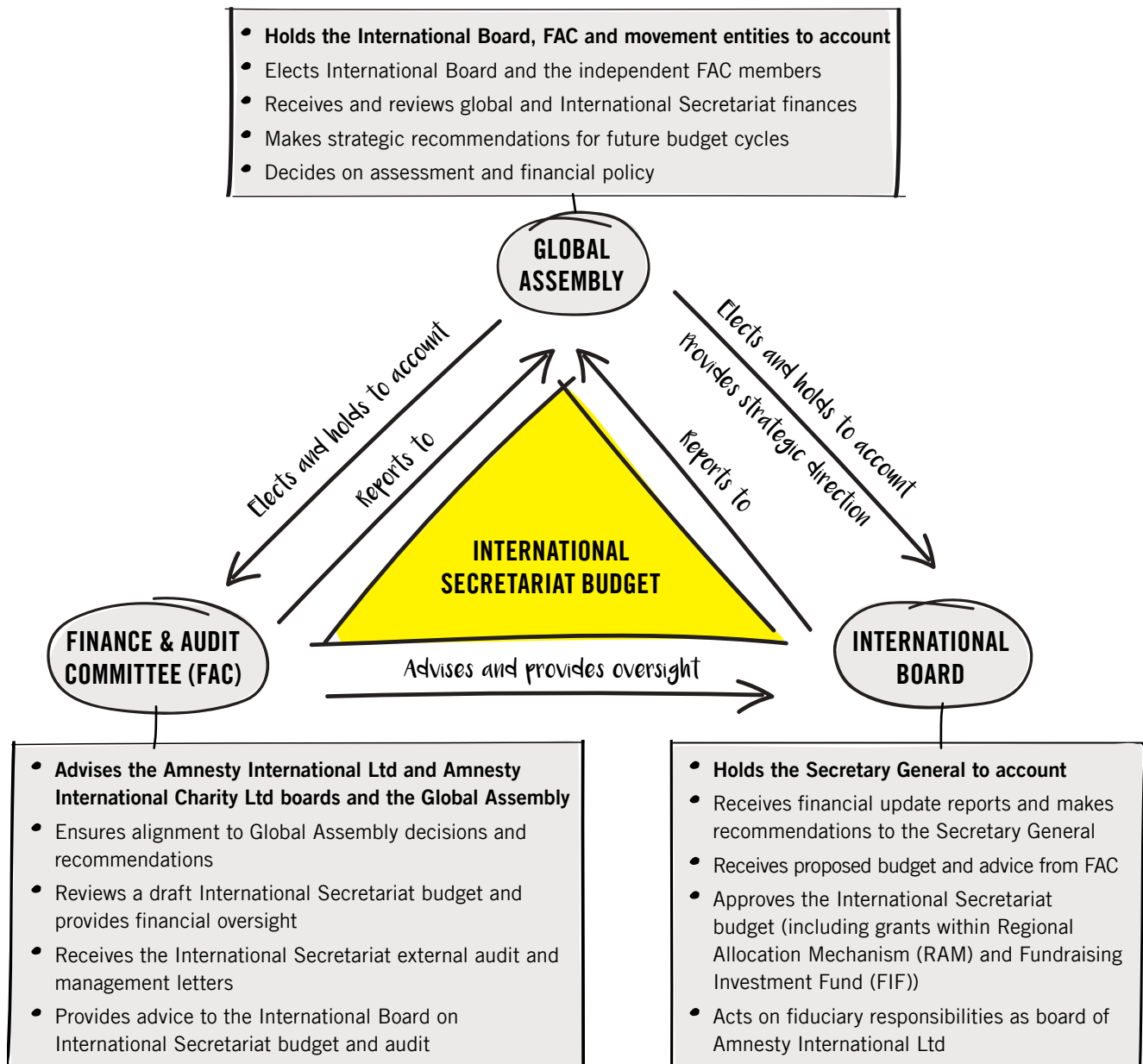
The proposed decision-making process allows the movement to decide on issues of strategic importance for the movement on an **annual basis** rather than every two years, as in the current governance setting.

The proposed decision-making process aims at ensuring that **the movement has the opportunity to discuss issues of strategic importance first at regional** (through the Regional Forums) **and then at global level** (through the Global Assembly) **in a coordinated manner.**

Regional Forums are in fact designed to provide **an opportunity for the leadership to prepare themselves for decision-making at the global level** and to **build their capacity.** In addition, Regional Forums enable **cross-fertilisation** and **learning opportunities** across the movement as they can provide feedback and input to proposals for motions. In the current governance setting, regional meetings already happen; however, they are organised on an ad hoc basis with little coordination across the movement.

WHY SHOULD THE INTERNATIONAL BOARD APPROVE THE INTERNATIONAL SECRETARIAT BUDGET?

The discussion on the approval of the International Secretariat¹ budget has focused on which body should approve the budget. This is not the most useful way to view this in the context of the governance reform. The proposed review and approval processes around financial matters have been designed with a separation of roles and responsibilities in mind and the need to provide an effective process in a complex organisational setting. To fully understand the budget approval process, one must look at the complementary roles of the three different bodies involved: the Global Assembly, the Finance and Audit Committee, and the International Board (Board). **This triangle provides a strong, effective and accountable process for budget development and approval.**



The **Global Assembly** has a **strategic role in relation to the International Secretariat budget** as it provides recommendations on the high level framework for the development of the future detailed budget and plans for the implementation of the Strategic Goals, and serves as the accountability point for the Board with regards to the budget.

¹ Note that this includes RAM funded sections and FIF.

The **Finance Audit Committee**, which in part is elected by the Global Assembly, reviews the proposed budgets and makes recommendations to the International Board, and receives and reviews the audit reports.

The **International Board has the responsibility to oversee the movement's finances**. As such, it is responsible for approving the International Secretariat detailed budget (which includes grants to sections) and operational plan. As the statutory directors of Amnesty International Ltd (which is how the International Secretariat is registered as a legal entity in the United Kingdom) the Board has legal responsibility for the budget of the International Secretariat.

The proposed governance model envisages that the Global Assembly regular meeting takes place in July or August as this timing enables the Global Assembly to:

- **review actual results** (financial and human rights impact) of the previous year and of the current year to date
- **receive the indicative high level International Secretariat budget for the following year**, and
- **express opinions and recommendations on the indicative high level budget** to influence the development of the detailed budget and plans, and allocation of resources between priorities.

This division of labour is advisable because:

- **The preparation of the International Secretariat budget is a collaborative operational process** which requires alignment of competing requests and input from stakeholders across funded entities (and funding entities for collaborative projects) and the International Secretariat within available resources for the implementation of the Strategic Goals. For this process to be **effective, transparent and accountable** the International Secretariat budget goes through multiple stages of review including the Finance and Audit Committee and the Board; these are governance bodies elected by the Global Assembly.
- One of the roles of the Finance and Audit Committee is to provide financial oversight of the International Secretariat, this includes the review of the International Secretariat budget. **The Treasurer reports on the Finance and Audit Committee's work and the key finance issues to the Global Assembly**. The Treasurer's report is presented for approval to the Global Assembly. This ensures strong accountability and transparency of the Board to the Global Assembly
- **The review and discussions of the budget's details is more effectively carried out by a small group of people** such as the Board (assisted by the Finance and Audit Committee) rather than a Global Assembly meeting of about 200 participants. This ensures that the approval of each year's International Secretariat budget and operational plan takes place in time, before the start of the budget year, allowing for the implementation of the Strategic Goals.
- **Potential conflict of interest:** The Board is the only body in Amnesty International that has no direct self-interest in the budget and thus it can focus on global direction and strategy. The Global Assembly members have a direct or indirect interest in the approval of the budget, particularly in relation to funding to Amnesty International entities.
- **The approval of budgets by the International Board is in line with Core Standard 6** which states that the entity board should, at a minimum, approve the annual budget and sign off the annual statutory accounts.

The Board strives to be accountable and transparent as agreed by the movement in the governance reform criteria. Details of International Secretariat finances are shared with the movement by reporting on approved budgets, and quarterly and annual accounts. Accountability to the broader world is ensured with the publication of the annual accounts on the [amnesty.org](https://www.amnesty.org) website.



WHY DO WE NEED A REVIEW MECHANISM INSTEAD OF THE MEMBERSHIP APPEALS COMMITTEE?

A bit of background

The International Board (Board) has the responsibility to protect the movement when there is a threat to the movement's operations and reputation. In such extreme cases the Board has to take tough decisions (such as measures affecting the membership status of a section or structure). These are rare and extreme situations, and the Board does not view them lightly.

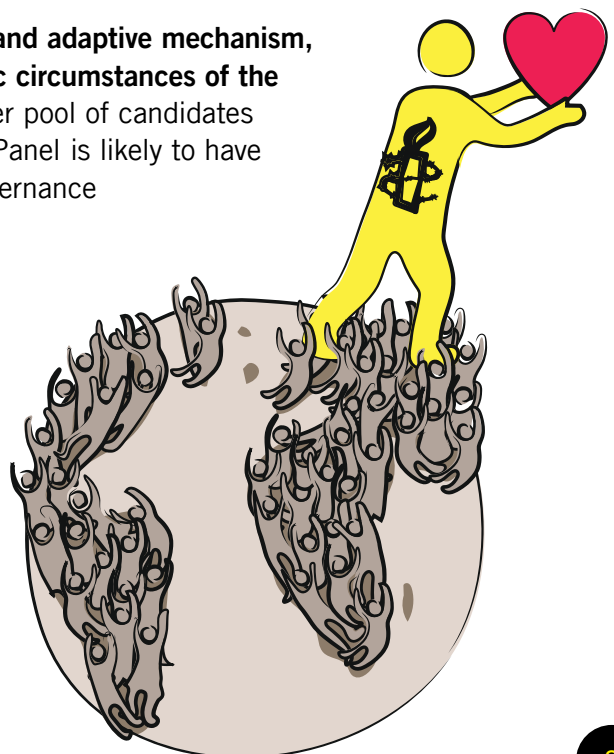
The movement has a robust system in place to ensure that the decisions are taken in a fair and even-handed way, and the Board is committed to ensuring that due processes are followed. These processes include obligations to involve the affected section or structure in discussions and to have considered all other options reasonably available before a decision is made. In the past, these processes have lasted years before a final decision has been taken and have involved lengthy negotiations. Since 1998, there have been six appeals to a Board decision to either terminate or suspend the membership of an entity. Only one Board decision was overturned by the Membership Appeals Committee.

These decisions impact on a membership entity, and **the Board recognizes the value of a mechanism that provides an opportunity for their decision to be reviewed** in accordance with the principles of fairness and due process to ensure that their decision was taken appropriately. However, since 1985, when the Membership Appeals Committee was established, there has been no substantive change to the Membership Appeals Committee and little change to its procedures. In 32 years, both research and practice on how to resolve these matters in the broader sector, and within the Amnesty International movement, have changed significantly.

The enhanced potential of the Review Mechanism

The proposed Review Mechanism has been developed looking at current research and practice in the broader sector, and at the needs of the Amnesty International movement. The Review Mechanism is an improvement of the current Membership Appeals Committee for the following reasons:

- **The proposed Review Mechanism is a more flexible and adaptive mechanism, as the expertise of the Panel is based on the specific circumstances of the review.** The roster with 12 individuals offers a broader pool of candidates to establish the Panel for the review. Therefore, the Panel is likely to have the necessary legal, financial, organisational and governance capabilities to make the required assessment and determination. So far, cases affecting the membership status of a section or structure in Amnesty International have been unique, and it is difficult to predict the specific needs of any future cases. An elected Membership Appeals Committee can only secure generic capabilities and experience that might not be adequate for the review to be undertaken.
- **The proposed Panel is leaner and more focused** than an elected Membership Appeals Committee, comprising fewer people (three instead of five). In addition, both parties (section or structure and the Board) have more



ownership of the process as they choose one member each of the Panel. Research and practice in the broader sector have shown that this helps parties to build trust in the process and its outcomes.

- **The Review Mechanism strengthens impartiality and independence** as it ensures that the Panel does not have any previous connections with the case of concern. In addition, the Panel members are not contactable on the review issue by any party before the actual review. There is no guarantee that impartiality and independence would be ensured with an elected Membership Appeals Committee. In addition, the **Review Mechanism strengthens** transparency as the Global Assembly approves the procedures of the Review Mechanism, compared to a Membership Appeals Committee that approves its own procedures.

Review versus appeal

An Appeals Committee able to overturn the Board's decisions is effectively a sub-governance entity – between the Board and the Global Assembly – that affects the integrity of our governance and accountability framework. In addition, **an Appeals Committee could potentially limit the ability of the Board to fulfil its legal and fiduciary responsibilities, as an Appeals Committee can effectively make decisions which only the Board is legally responsible for. With the proposed Review Process, the expectation is that the Board follows the Review Panel's decision.** Only extreme circumstances – such as a case in which the Panel's decision would not allow the Board to fulfil its fiduciary and legal responsibilities – would likely provide a rationale for rejecting the Panel's decision. The Board would be accountable to the Global Assembly for its decision. All cases would be transparently reported to the Global Assembly.

The Board is accountable to the movement through the Global Assembly, and measures have been taken in the proposed governance model to strengthen the Board's accountability to the movement (for example, the Global Assembly has the power to dismiss the Board; Board members' terms have been reduced to give the Global Assembly a more stringent control over who is on the Board).

Specifically in the context of the Review Mechanism, the Global Assembly receives a report with the outcomes of any review following a Board decision. **The Board is accountable to the Global Assembly, and the decision is scrutinized by the Global Assembly.**

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