

AMNESTY INTERNATIONAL



AMNESTY INTERNATIONAL USA BOARD DIRECTOR JOB DESCRIPTION (Approved by AIUSA Board Directors January 22, 2006)

This document includes and incorporates the following attachment that should be considered in conjunction with the Board Director Job Description: *Amnesty International USA's Code of Conduct for Board Members*.

The Board of Directors develops a clear vision for the organization through policies that set goals and priorities for AIUSA. Each Board member is responsible for being an active participant in the work of the Board of Directors; providing stewardship to the organization; serving as an ambassador for AIUSA; establishing, evaluating and revising organizational policies to realize the organizational vision; establishing appropriate and constructive working relationships with staff; and, ensuring the financial health of the organization through fiscal oversight and support of fund raising effort.

General expectations of AIUSA Board Members include to:

- *Follow trends in the field of human rights, generally, with particular understanding of issues relevant to Amnesty International USA. It is essential to become knowledgeable about, and supportive of, Amnesty International's current policies, practices, programs and services, including (but not limited to) an understanding of AI's mission and methods of carrying out human rights work on the local, national and international levels.
- *Understand the legal and ethical expectations for a 501(c)(3) charitable organization, including (but not limited to) those related to transparency and openness, finances, lobbying, self-dealing and employment practices. All Board members will adhere to AIUSA's Code of Conduct statement for Board Members (see attached),
- *Perform duties of Board membership in a collaborative manner with the care and loyalty expected from a nonprofit Board member, doing what a sense of fairness and personal integrity dictates even if this exceeds legal or regulatory obligations. This will include working with others to understand the organization's strengths, needs, and opportunities; following through on all commitments to the organization; and, bringing good will and a sense of balanced perspective to the Board's deliberations .

Each Director's duties shall include:

- 1) Be an Active Participant in the Work of the Board of Directors
 - *Prepare for all meetings of the Board and its committees
 - *Participate in all Board meetings, fulfilling attendance requirements as specified in the current AIUSA By-Laws
 - *Ask timely and substantive questions during Board and committee meetings, consistent with the Board member's conscience and convictions
 - *Accept and carry out in an effective and timely manner assigned Board work, including serving on task forces, as a liaison within AIUSA, and, taking an active role in at least one standing committee
 - *Support majority decisions on issues decided by the Board
 - *Recognize that, while many Board members will continue additional human rights work inside or outside AIUSA, these further activities will neither excuse nor substitute for fulfillment of a Director's obligations as detailed in this document

- 2) Provide Stewardship to AIUSA
 - *Sustaining obedience to the organization's mission independence and objectivity
 - *Avoid even the appearance of a conflict of interest that might undermine the public's trust in the organization, disclosing any possible conflicts to the Board in a timely fashion; in keeping with this, all Directors must refuse to accept (or offer) favors or gifts from (or to) anyone who does business with the organization
 - *Willingly and enthusiastically undertake special assignments
 - *Suggest possible nominees to the Board who are persons of achievement and distinction, who can make significant contributions to the work of the Board and the organization
 - *Contributing to Directors' understanding and actualization of their roles as Trustees for the organization, including participating in the annual Board review process and other efforts designed to enhance Directors' roles as stewards of AIUSA

- 3) Serve as an Ambassador for AIUSA
 - *Articulating to the public AIUSA's policies as determined by the Board, including communicating the Board's activities and accurately representing its decisions
 - *Represent the membership of AIUSA to the international movement in the capacity of Director, as needed
 - *Attend Regional and Annual General Meetings in the capacity of Director
 - *Keep in regular contact with activists and members of AIUSA for the purposes of both listening and representing the organization, where possible frequenting local and student group meetings and attending Amnesty events in the community (Directors living outside the United States will be expected to find an alternate method of communicating with members)

- 4) Establish, Evaluate and Revise AIUSA's Policies to Realize the Organizational Vision
 - *Develop and ensure effective implementation of the strategic plan for AIUSA
 - *Suggest agenda items for Board and committee meetings to ensure that

significant, policy-related matters are addressed by the Board during meetings

- *Participate in ongoing policy development between Board meetings, including drafting documents and participating in conference calls
- *Participate in the AIUSA resolutions process at Regional Conferences and the Annual General Meeting and review decisions to determine implementation strategies

5) Establish Appropriate and Constructive Working Relationships with AIUSA's Staff

- *Hire, supervise and evaluate the performance of the Executive Director who, in turn, hires, supervises and evaluates the organization's additional staff
- *Counsel the Executive Director as appropriate, supporting her/him through any difficult relationships and organizational challenges, and working with the Executive Director to ensure that AIUSA is in compliance with federal, state and local regulations
- *Hold AIUSA management accountable while respecting internal supervisory relationships and thus recognizing the board's limited role in day-to-day management

6) Oversee the Financial Health of AIUSA

- *Take responsibility for the financial stability of the organization, including exercising prudence in overseeing the control, investment and transfer of funds, and, adopting an income strategy that ensures adequate resources for the fulfillment of AIUSA's vision and strategic plans
- *Read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility through participation in the work plan and budget processes, and regular monitoring of financial performance and projections
- *Work with investment and audit committees to carry out policies established by the Board
- *Take a participatory role in fund raising
- *Assist the development committees and staff in implementing fund raising strategies

Amnesty International USA

Code of Conduct for Board Members

Approved by the AIUSA Board of Directors September 2017

AIUSA shares and adheres to the core values of the Amnesty International movement. To AIUSA, values are not abstract principles. We understand values as those practical commitments that find expression in action and behavior. Our values are so important to us and the people with whom we seek to be in solidarity, that we strive to reflect and generate these values in all aspects of our work and organization.

1. Each Board member should act in accordance with their fiduciary and ethical responsibilities to AIUSA as an entity and not as a representative of any particular group or constituency within or outside of Amnesty.
2. Board members, when acting in their capacity as a Board member, should conduct themselves in accordance with AI's principles of impartiality and balance.
3. No Board members should publicly present themselves as speaking on behalf of Amnesty International or AIUSA except upon prior authorization by the Chair of the Board.
4. In any circumstances in which a Board member is speaking or writing and the issue of Amnesty International is raised and/or the author is identified as a Board member, the Board member should clarify whether they are speaking or writing in their capacity as an AIUSA Board member.
5. Each Board member should maintain the confidentiality of privileged information entrusted or know to Board members by virtue of their position. This is particularly important regarding matters discussed in executive session. If a Board member breaches executive session confidentiality and, in doing so, creates risk for AIUSA, the Board member may be asked to resign in accordance with the AIUSA bylaws currently in effect.
6. Every Board member should, at all times, maintain the highest standards of personal conduct toward all AIUSA volunteers, members, and staff members, treating all with consideration, fairness, and respect. Particular sensitivity shall be shown to conduct in relation to AIUSA members who are minors. Through their words and actions, each Board member should seek to demonstrate and advance AIUSA's commitment to diversity, equity and inclusion. As leaders of the organization, Board members play a critical role in ensuring that AIUSA is a welcoming environment in which people of diverse backgrounds can work together in promoting justice and human rights for all.
7. AIUSA Board members shall be held to the standards of conduct referenced in the policies on harassment, conflict of interest and other conduct expectations as outlined in Appendix I.

8. Any person who feels that this Code of Conduct has been violated by a Board member is encouraged to bring the problem to the attention of that person. If the parties involved are unable to agree upon a mutually satisfactory correction of the problem or a mutually satisfactory resolution of the complaint, the complainant will bring their complaint to the attention of the Board Chair. In cases in which the Board Chair is the subject of the complaint, the complainant shall bring their complaint to the attention of the Board Vice-Chair. Depending on the nature of the complaint, the Board Chair (or Vice Chair) may refer the matter to the Executive Committee and/or the full Board, and may or may not consult with outside counsel and/or the AIUSA Ombudsperson. Members of the Board whose behavior is determined to have violated one or more of these standards will be held liable and may be subject to counseling, censure and/or removal from the Board according to the policies contained in the AIUSA Bylaws currently in effect.

Appendix I, which follows below, contains more information regarding AIUSA policies on:

- Harassment (including sexual harassment)
- Conflict of Interest
- Smoking, Alcohol and Drugs
- Bullying
- Violence in the Workplace

Appendix I: Policies on Board Member Conduct

Harassment Policy

AIUSA is committed to promoting an environment which is professional and in which everyone is treated with dignity and respect. AIUSA will not tolerate harassment of or among members, volunteers, staff, clients, suppliers or visitors because of race, color, religion, national origin, age, sex, sexual orientation, gender identity, disability, genetic information, veteran's status or any other protected characteristic.

Harassment includes verbal or physical conduct which may offend, denigrate or belittle any person because of or due to any of the characteristics described above. Such conduct includes pictures, jokes, comments, epithets, innuendoes, name-calling or any other behavior which creates an environment that is derogatory, intimidating, hostile or offensive to anyone. Conduct prohibited by this policy is unacceptable in the workplace, and in any work-related setting outside the workplace, such as during business trips, business meetings, and business-related social events.

Conduct prohibited by these policies is unacceptable in the workplace, and in any work-related setting or event outside the workplace, such as during business trips, business meetings, and business-related social events.

Sexual Harassment

While all types of harassment are prohibited, sexual harassment requires particular attention. Sexual harassment includes any unwelcome sexual conduct while working or volunteering for AIUSA, including sexual advances, requests for sexual favors, and/or other verbal or physical conduct of a sexual nature when:

- Submission to, acceptance of, or rejection of such advances, requests or conduct is made either explicitly or implicitly a term of employment or as a basis for employment decisions.
- Such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance and/or creating an intimidating, hostile, humiliating or offensive work environment.

Sexual harassment may include a range of subtle and not-so-subtle behaviors. It may involve individuals of the same or different gender. While it is not possible to list all of the actions that would be considered sexual harassment, some examples are:

- Unwelcome sexual advances, whether or not they involve physical touching; sexual assault, or coerced sexual acts.
- Requests for sexual favors in exchange for actual or promised job benefits such as a favorable review, salary increases, promotions, increased benefits or continued employment.
- Sexual gestures, suggestive comments, sexually insulting comments, epithets, jokes or name-calling; written or verbal references about sexual conduct.
- Displaying sexually suggestive objects, pictures, cartoons or computer Web sites.

If Board members believes s/he may have been harassed, s/he should notify immediately the Board Chair. If the complaint is with the Board Chair, the Vice-Chair should be notified.

Conflict of Interest

Board members of AIUSA who act on its behalf have an obligation to avoid activities or situations, which may result in a conflict of interest, or the appearance of conflict of interest. Board members must not use their positions to influence outside organizations, or individuals for the financial, personal, or professional benefit of themselves, members of their families, or others with whom there is a personal relationship.

Board members must avoid any relationship or activity that might impair, or even appear to impair, their ability to make objective, fair and impartial decisions, when performing their duties. At times, a Board member may be faced with situations in which actions taken on behalf of AIUSA may conflict with the member's own personal interests. AIUSA property, information or business opportunities may not be used for personal gain.

Board members will be asked to disclose to AIUSA any outside paid or unpaid affiliations, employment or consulting work. AIUSA reserves the right, as a condition of serving on the Board, to limit the outside paid or unpaid affiliations, employment or consultation work of any Board member which AIUSA determines poses an actual or appearance of a conflict of interest with the work and interests of AIUSA.

Examples of potential conflicts of interest could arise in the following circumstances:

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while serving as a Board member with AIUSA.
- Serving as a board member for an outside organization.
- Owning or having a substantial interest in a competitor, supplier or contractor.
- Accepting gifts, discounts, favors or services from a competitor or supplier.

Board members with a conflict of interest question should seek advice from the Board Chair before engaging in any activity, transaction or relationship that might give rise to a conflict of interest.

Smoking, Alcohol and Drugs

In order to maintain a safe and healthy work environment for all board members, staff and volunteers, smoking is prohibited in all AIUSA offices, restrooms, conference rooms, common work areas, hallways and corridors. AIUSA board members, staff and volunteers may not use, possess, distribute, sell, or be under the influence of illegal drugs while on AIUSA premises or while conducting Amnesty-related activity away from AIUSA premises. Individuals may engage in moderate use of alcohol in the context of appropriate business-related activity (such as receptions) on or away from AIUSA premises.

Workplace Bullying

AIUSA will not tolerate bullying behavior. Bullying is defined as repeated inappropriate behavior, either direct or indirect, whether verbal, physical, on-line, or otherwise, conducted by one or more persons against another or others, at work, in the course of employment and/or outside of work. Bullying may be intentional or unintentional. However, it must be noted that where an allegation of bullying is made, the intention of the alleged bully is irrelevant in determining appropriate discipline.

AIUSA considers the following types of behavior examples of bullying:

- Verbal bullying: Slandering, ridiculing, demeaning or maligning a person or his/her family; persistent name calling that is hurtful, insulting or humiliating; using a person as the butt of jokes; abusive and offensive remarks.
- Physical bullying: Pushing, shoving, kicking, poking, tripping, assault or threat of physical assault; damage to a person's work area or property.
- Gesture bullying: Nonverbal threatening gestures or glances that convey threatening messages.
- Exclusion: Socially or physically excluding, shunning, freezing out or disregarding a person in work-related activities.
- On-line: Ridiculing, maligning, or threatening a person or his/her family on social media, email, or other on-line platforms.

Board members who feel they have been subjected to any form of bullying in the course of their board-related work should notify the Board Chair.

Violence in the Workplace

Any violent behavior or behavior that creates a climate of violence, hostility, or intimidation will not be tolerated. Proactive measures will be taken to minimize the potential for violent acts. Each and every act or threat of violence will result in an immediate and firm response that could, depending on the severity of the incident and/or other relevant considerations, include termination from service with AIUSA.

This policy includes, but is not limited to, the following behaviors and situations:

- Violent or threatening physical contact (including fights, pushing, and physical intimidation.)
- Direct or indirect threats
- Threatening, abusive or harassing phone calls
- Possession of a weapon on AIUSA property or at AIUSA events
- Destructive or sabotaging actions against AIUSA or personal property of AI volunteers or staff
- Stalking
- Violation of a restraining order
- Threatening acts or language

Board members who become aware of indirect or direct threats of violence, incidents of actual violence and suspicious individuals or activities should report this as soon as possible to the Board Chair.