

# CODE OF CONDUCT FOR NATIONAL EXECUTIVE COMMITTEE MEMBERS

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**AMNESTY  
INTERNATIONAL**



AMNESTY INTERNATIONAL NEPAL

## 1. INTRODUCTION

The purpose of this policy is to make explicit to National Executive Committee (NEC) members (also understood as Board members) the conduct that is expected of them in their carrying out of their role at Amnesty International Nepal Section (AI Nepal), in order that AI Nepal may be governed effectively.

This document should be seen in the context of other documents which set out the role and powers of the Board, and other relevant policies, particularly the Statute of AI Nepal, and NEC Bylaw.

## 2. PRINCIPLES

The following principles form the basis of the Code of Conduct for AI Nepal NEC.

### *Selflessness*

Board members of AI Nepal have a general duty to act in the best interests of AI Nepal as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any other organisation that they work for or represent.

### *Integrity*

Board members:

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- should avoid any appearance of improper behaviour;
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

### *Objectivity*

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, Board members should ensure that decisions are made solely on merit.

### *Accountability*

Board members

- have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in AI Nepal
- are accountable for their decisions and actions to the members, right holders, funders and supporters. They must submit themselves to what scrutiny is appropriate to their role.



### ***Openness***

Board members:

- should ensure that confidential material, including material about individuals, is handled in accordance with due care;
- should be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information when and only when the wider interest of AI Nepal clearly demands.

### ***Honesty***

Board members:

- have a duty to declare any interests relating to their role as Board members and to take steps to resolve any conflicts that may arise. Where private interests of a Board member conflicts with their Board member duties, he / she must resolve this conflict in favour of the Board member role;
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside AI Nepal.

### ***Leadership***

Board members:

- should promote and support the principles of leadership by example;
- must respect the role of the Director. There will be circumstances under which Board members will be working directly with staff. Guidelines for such working relationships must be clear to both staff and Board members and, when these occasions arise, the Director/ Chair should be informed in advance.

### ***Non-Discrimination***

Board members should behave toward each other respectfully at all times:

- should not behave in a manner or use language which a reasonable person would find untoward or offensive, e.g racist, sexist or homophobic behaviour or language is unacceptable.

## **3. CODE OF CONDUCT**

### ***3.1 Attendance and preparation***

Board members are expected to understand the rules and structure of the organisation, and the legal framework in which they operate.

Board members are expected to attend all Board meetings for their duration unless there is a good reason why the Board member can not attend. In such a case, the Board member should notify the Chair in good time.

Board members are expected to come to the meeting prepared and having read papers beforehand.



Board members are expected to attend the AGM as a means of accountability to the membership.

### **3.2 Conduct of Board meetings and collective responsibility**

The business of meetings of the Board shall be conducted as informally as is conducive to good order. To this end, it is expected that Board members should:

- treat Board members and others attending Board meetings with respect
- express their views freely and openly in debate
- address their comments to the whole Board not to subgroups
- ensure that the time they take to speak is commensurate with the overall time allowed for discussion and the number of other people wishing to contribute
- avoid any comments which could be construed as rude, aggressive, judgmental or hostile by other Board members or staff
- avoid any comments which could be construed as discriminatory.
- Board decisions are made by a simple majority. Board members who strongly disagree with a decision taken by the Board, shall be able to request that their views are recorded in the meeting minutes. However, once the decision has been made, the Board speaks with one voice and Board Members should present this view outside the Board meeting unless the Board agrees otherwise. Where matters of conscience are concerned minority views may be explained but not advocated where the audience is internal. On matters of administration and management, and where the audience is external, Board members should present the view decided by the Board.
- Board members only have authority when sitting as a Board. Board members do not have any authority individually other than that specifically delegated by a decision of the Board. The exception to this is the Chair (or Acting Chair), who is able to take decisions on behalf of the Board when such decisions can not wait until the next Board meeting.

### **3.3 Board Staff relations**

- Board members should show respect to the Director and staff and to the organizational structures within which they work
- Board members acting outside the Board role do not have any authority over the Director and other staff
- If Board members have concerns about the performance of the Director and/or other staff, these should be communicated to the Chair in the first instance outside the Board Meeting.
- Discussion by the Board of the Director's performance will take place only in a designated agenda item for this purpose.
- Board members, when acting in any other capacity within the organisation
  - have only the same rights and expectations as any other member acting in a similar capacity;
  - should not expect or seek preferential treatment from or access to staff time or expertise

### **3.4 Attendance at events as a representative of AI Nepal**

Board members are often invited to attend internal or external events to represent the Board of AI Nepal. When attending events in their official capacity as Board members, they must take care not to express views which are inconsistent with AI Nepal's stated policy on any issue, or which



may be construed as undermining Amnesty International's Vision and Mission. Board members should bear in mind the sensitivity of their roles and the likelihood that any views they express will be taken to be the official view of AI Nepal.

It is recognised that a Board member may disagree with AI Nepal's position on an issue for reasons of conscience. In this case the Board member is expected to refrain from commenting on this issue when acting in his/ her official role as Board member, and/ or may wish to avoid situations where such conflicts of conscience are likely to arise.

Where Board members are asked to take on a particular role at events, e.g. speaking to particular guests, they will be fully briefed by staff in advance.

### **3.5 Participation in Other Public Activity**

If a member of the Board is invited or wishes to undertake an activity that is related to AI Nepal's field of work or is to take place in connection with others or under circumstances that could possibly lead to a perception related to AI Nepal, s/he should ensure that an appropriate disclaimer is made clarifying that s/he is not acting in his/her capacity as a Board member of AI Nepal.

Former Board members should be aware that their public activities may cause confusion as to whether such activities relate to AI Nepal. When any confusion seems possible, they should make every effort to have an appropriate disclaimer made and/or published.

### **3.6 Media Comment**

If a Board member is invited or wishes to speak to the media or participate in a public event in the name of AI Nepal he/she must first discuss the matter with the Chair and/ or Director. If a Board member is speaking to the media on a subject that is totally unrelated to AI Nepal's field of work and in his/her non-AI Nepal capacity, s/he should make every effort to ensure that s/he is not identified with AI Nepal.

Board members may be asked to speak to the media in an Amnesty International role other than that of Board member, and in this instance should seek advice from the Chair and/or Director.

### **3.7 Acceptance of Awards**

If a Board member is offered an award or honour (with or without monetary value) in which their work for AI Nepal is prominently cited, the Chair and the Director must be consulted before a decision is taken as to whether or not the award should be accepted.

### **3.8 Reimbursements**

Board members are expected to respect all existing procedures that regulate travel arrangements and expenses. As part of the function of leadership, s/he is expected to be exemplary in this regard.

### **3.9 Confidentiality**

Maintaining appropriate confidentiality is essential for the effective running of AI Nepal. The Chair may decide the appropriate level of confidentiality.



Appropriate confidentiality must be maintained by Board members during and after the term of office, in respect of all unpublished information gained by any Board member during the course of his/her service on the Board.

Such unpublished information may not be used in any other way except in the proper course of that Board member's duties. This applies also to electronic communication.

### **3.10 Copyright**

The property and copyright throughout the world of all material written, compiled or produced by a Board member on behalf of AI Nepal in connection with his/her service on the Board vests with AI Nepal.

### **3.11 Gifts and Hospitality**

Board members should not accept any gifts or hospitality which could be seen as a way of exerting influence over the AI Nepal's decisions.

Board members must not solicit nor accept cash from any supplier who provides, or may wish to provide, goods or services to AI Nepal.

### **3.12 Conflicts of Interest**

A conflict of interest arises when a personal, professional or other interest of a Board member:

- is actually or potentially at odds with the best interests of the AI Nepal;. or
- could give the appearance of being in conflict with the best interests of the AI Nepal.
- Such conflicts of interest can pose potential and/or actual risk and/or harm to AI Nepal. To avoid such risk and/or harm the following is proposed.
- All Board members should register their relevant interests annually with the AI Nepal. This should include details of executive and non-executive positions.
- If a Board member decides that there may be a conflict of interest in relation to a specific matter under deliberation, the Board member should inform the Chair and withdraw from the room for the discussion of the matter creating the conflict. The nature of the conflict should be noted in the minutes.
- If the Board member is unsure whether there is a conflict or not, s/he shall inform the Chair who shall decide the matter.
- If a Board member is concerned that another Board member has a conflict of interest, the initiating Board member should in the first instance discuss it with the other Board member. If there is no resolution then it should be discussed with the Chair, whose decision shall be final.

### **3.13 General standards of conduct**

It is essential that Board members are not involved in any action or activity which might bring AI Nepal into disrepute, even where they are acting outside their role as Board members.

