



AMNESTY INTERNATIONAL KENYA BOARD GOVERNANCE MANUAL ADC Approved Version 2022

A. PREAMBLE

1. Amnesty International Kenya (hereinafter referred to as 'Amnesty Kenya' or 'the organisation') is a Non-Governmental Organization registered under the Kenya Non-Governmental Organisation Coordination Act. Amnesty International Kenya campaigns for a world where human rights are promoted, defended, and enjoyed by all.
2. This Governance Manual prescribes and describes the purpose, structure, and operations of the Membership, committees and the Board within the organisation's national and international vision, mission, and values. The Board is mandated to act by the membership and is ultimately accountable and responsible for decision-making that affects the governance of the organisation. Both Membership and the Board are obligated to apply the fundamental principles of good governance – transparency, integrity, accountability, and responsibility - to ensure that good governance is practiced in all aspects of the organisation's activities.
3. The organisation's Constitution and this Governance Manual set clear standards and guidelines on the workings of the Board, committees and membership. Through this Governance Manual and its execution, Amnesty Kenya aims to exceed the requirements of good governance, recognized best practices, core standards and the movement's international standards. The Membership, the Committees and the Board exist to ensure effective collective oversight and interdependent synergies. Members and the Board of Directors must co-operate to exchange information, evaluate diverse ideas and alternatives, and reach well-reasoned collective decisions.
4. As Organisational guardians, the Membership and Board must uphold three duty standards - the duty of care, the duty of loyalty, and the duty of compliance.
 - 4.1 The duty of care** encompasses a holistic view of care, from the welfare of Amnesty Kenya membership, staff and volunteers to the health of the Board and the various committees. The duty of care also requires diligence and prudence in decision making on the part of the Board, the committees, and the Membership. In turn, each member of a Board, Committee or Membership must act honestly and proactively in the best interests of Amnesty Kenya. The duty of care also extends to the community that Amnesty Kenya serves.
 - 4.2 The duty of loyalty** requires faithfulness to the organization's priorities. Members must put the interests of the organization ahead of their own professional, organizational, institutional, community or personal interests and speak with one voice once decisions have been reached. The duty of loyalty also covers ethical behavior and confidentiality; that is the Board's endeavor to keep confidential matters that pertain to Amnesty Kenya unless certain disclosures are authorized.
 - 4.3 The duty of compliance** requires fidelity to the organization's mission and purpose, constitution, and policies as well as international and national human rights law and standards.
5. Amnesty International Kenya realises its core objective by serving the public; having identified the human rights needs of the community. It has set itself up to respond to human rights grievances and works towards promoting human rights in Kenya.
6. Amnesty International protected prisoners of conscience and human rights defenders since 1961 and Kenyan members have been protecting human rights since 2002. Amnesty Kenya has operated as a

national office of Amnesty International Kenya since 2012. Amnesty Kenya continues to defend and promote human rights for all.

7. This Governance Manual should be read in conjunction with Amnesty Kenya's Constitution. If there is any conflict between this Manual and the Constitution, the Amnesty Kenya Constitution is supreme.

B. ETHICAL LEADERSHIP

8. All board members, ordinary members, staff and volunteers must observe high standards of organisational and personal ethics in the conduct of their official duties and responsibilities and in their professional and personal lives. In line with organisational values, positive leadership is exemplified by honesty, open communication, creativity, dedication, and compassion.
9. It is the responsibility of all board members, ordinary members, staff and volunteers to report concerns about violations of Amnesty Kenya's code of conduct or Kenyan law or any regulations that govern Amnesty Kenya's operations.
10. It is contrary to the values of Amnesty Kenya for anyone to retaliate against any board member, ordinary member, staff, volunteer, or member of the public who in good faith reports a suspected violation of law, act of discrimination, fraud or any regulation governing the operations of Amnesty Kenya.

Conflict of interest and anti-fraud policy

11. Board Members and Annual General Meeting delegates (herein referred to as Annual Delegates Conference (ADC) delegates) must always act in the best interests of the organisation. Both Board members and ADC delegates have a fiduciary duty to conduct themselves without conflict to the interests of the organisation. Members of the Board and ADC delegates must subordinate any personal, professional, political, business, and third-party interests and proactively declare a potential conflict of interest.
12. A conflict of interest is a situation where someone has competing professional or personal obligations or personal or financial interests that would make it difficult to fulfill their duties fairly. Conflicts of interest are not necessarily prohibited or harmful to the organisation.
13. Full disclosure of all actual and potential conflicts and a determination is required in every case. A Board member or an ADC delegate perceived to have a conflict of interest must recuse themselves from participating in the discussion and vote on the matter.
14. All actual and potential conflicts of interests shall be disclosed by Board members and ADC delegates to the Board and ADC respectively through the annual disclosure form (see Appendix A) to the Board or ADC Chairperson whenever a conflict arises. In the case of the Board Chairperson, this form would be communicated through the Vice-Chairperson to the Board and the session would be chaired by the Vice-Chairperson. In the case of the ADC Chairperson, this form would be communicated through another member of the ADC Preparatory Committee and the session would be chaired by this member of the ADC preparatory committee.

Confidentiality

15. The Board directors, the committees; including the ADC Preparatory Committee and the Nominations Committee; and the members of Amnesty Kenya shall not disclose, divulge, or make accessible confidential information belonging to or obtained through their affiliation with the organization to any person, other than those who have a legitimate need for such information and to whom the organization has authorized to disclose.

16. Confidential information or material includes but is not limited to information relating to partners, donors, staff, programs and finances provided and information discussed at a Board meeting, committee meeting or Amnesty members' meeting and ADC.
17. Board Directors and committee members shall sign the organisation's Code of Conduct and Disclosure Statements annually. On subscription, Amnesty members agree to keep confidential information confidential. They use confidential information solely for the purpose of performing services as an officer of the organization. This confidentiality statement is not intended to prevent disclosure where disclosure is required by law.

C. THE BOARD

Board description

18. The Board shall be constituted of at least seven (7) elected Directors and a maximum of thirteen (13) Directors. Out of that, two (2) Directors may be coopted to ensure the Board has key competencies and skills to be able to govern and steward the organization. These figures do not include the Executive Director, who shall be an ex-officio member of the Board and act as its Secretary. The Board shall strive to ensure a diversity of identities including gender, sexuality, ethnic, disability, age, class, and other minority identities in the composition of the Board. The Board shall also ensure a diversity of key competencies and skills among the Directors for strategic relevance based on Amnesty Kenya's agenda.
19. Each of the Directors shall sit for a term of three (3) years renewable once. Directors' terms shall be staggered for institutional stability. After a term of 6 years, a former Director must take a hiatus of three (3) years before submitting themselves for reelection to the Board if they so choose. In addition, the Board may co-opt a former Director to the Board based on the key competencies and skills that the Board requires.

Eligibility of board members

20. An elected Board member must be a paid-up member of the organisation and an active member in one of Amnesty Kenya's Circle of Conscience for at least a full year. They must share Amnesty values and believe in the mission of the organisation.
21. Board members must have leadership experience in an association capacity prior to presenting themselves as candidates.
22. A co-opted Board or Committee member need not be an Amnesty Kenya member or active in a Circle of Conscience as delegates, but they must share the organisation's values, believe in its mission and be in good standing with the organisation's code of conduct.
23. A Board member who is elected or selected must immediately cease to serve in any leadership role in Amnesty Kenya's Circles of Conscience.
24. A Board member who is elected to an international leadership structure of the international movement must step down from the Board.
25. A Board member cannot be elected to or serve on the Nominations, ADC Preparatory or any other Committees of the Annual Delegates Conference at the same time.

Authority and Accountabilities of the Board

26. The Board is accountable to the Membership and the international Amnesty movement for the organisation's strategic results, staff safety and management and fiduciary stewardship in compliance

with national values of integrity and accountability to the public and in accordance with Amnesty Kenya's Constitution and this Governance Manual.

Role of the Board

27. The Board of Directors is responsible for setting strategic principles, approving the Strategic Framework, policymaking, and performance oversight of the organisation. It is accountable to the Annual General Meeting for their statutory and governance oversight of the Secretariat.
28. The Board shall have the power to carry out the following critical oversight roles:
 - 28.1 Ensure standards compliance in accordance with the organisation's strategic vision, Annual Delegates Conference Meeting decisions, Kenyan law and the international standards agreed by Amnesty International movement;
 - 28.2 Approve budgets, annual strategy, and internal policy controls;
 - 28.3 Provide oversight and support to membership recruitment, individual giving and the expansion of relationships and networks for Amnesty International Kenya to partner with;
 - 28.4 Appoint and review the performance of the Executive Director who shall act as Secretary to the Board.
 - 28.5 Establish committees as required to ensure effective oversight;
 - 28.6 Submit to Annual Delegates Conference the previous year's annual report, financial and audited accounts and the overall strategy and financial plan for the incoming year;
 - 28.7 Establish criteria for consideration and appointment of board members; and
 - 28.8 Coopt external expertise into the Board and establish committees as required to ensure effective oversight.

Board remuneration

29. Each member of the Board is entitled to reimbursements in respect of traveling and accommodation expenses, director's liability insurance, board materials and resources for each meeting of the Board but it is understood that Members of the Board shall discharge their duties without remuneration.

Office bearers and their Roles

30. The Board shall select from among themselves a Chairperson, Vice-Chairperson and Treasurer for a period of three years renewable once.
31. If a Chairperson, Vice Chairperson or Treasurer leave office before the end of their term, for any reason, the Board shall convene a board meeting to replace them within 21 days. The Chairperson, Vice Chairperson and the treasurer shall be selected from among the remaining board members.

Qualifications of the Board Chairperson

32. Given the leadership role of a Chairperson, they must have;
 - 32.1 At least 5 years' leadership experience in an organization, network of organisations or social movements within the human rights' space;
 - 32.2 Demonstrated public influence on issues of human rights, governance and social justice;
 - 32.3 Reflected high levels of personal integrity, anti-discrimination and commitment to human rights and social justice;
 - 32.4 Demonstrated inclusive thought-leadership in human rights, governance and social justice;
 - 32.5 Working knowledge of Amnesty Kenya and the larger Amnesty International networks; and
 - 32.6 Excellent understanding of governance, movement building or management strategy.

Role of the Board Chairperson

33. The Chairperson shall:

- 33.1 Be accountable to the Board and the Membership;
- 33.2 Prepare the Board agenda in close consultation with the Secretary of the Board;
- 33.3 Chair all meetings of the Board towards clear and logical outcomes;
- 33.4 Lead performance management of the Executive Director and provide line management alongside the IS Director on behalf of the Board;
- 33.5 not be a substantive member of any committee;
- 33.6 Shall be in charge of board welfare and report regularly to the Board;
- 33.7 identify capacity building gaps and build on the Board capacity;
- 33.8 Represent the Board to the public, external constituencies and partners on a need basis and to Amnesty International global and regional assemblies;
- 33.9 The Chair shall either stand as the Standing Representative or may delegate this function to a member at Amnesty International Global Assemblies

Role of the Vice-Chairperson

34. **The Vice-Chairperson:**

- 34.1 Shall deputise for the Chairperson and undertake any duties delegated by the Chairperson;
- 34.2 shall sit as Chairperson until the vacancy is filled;
- 34.3 Support the Chairperson to identify capacity building gaps and support for board members

Role of the Treasurer

35. **The Treasurer** shall:

- 35.1 Maintain oversight over all aspects of fundraising, financial management and work closely with other members of the Board and the Secretariat to safeguard the organisation's finances;
- 35.2 Chair the Finance and Fundraising Committee that oversees the financial management of the organisation;
- 35.3 Oversee the development of the annual budget, accounts and audited accounts for approval by the Board and adoption at the Annual Delegates Conference;
- 35.4 Ensure adherence to Organisational financial policies, bookkeeping and audits in line with statutory and international best practice standards.

Role of the Executive Director

36. **The Executive Director** shall:

- 36.1 Be a non-voting, ex-officio member of the Board and act as Secretary to the Board. ;
- 36.2 Define and distribute notices, agenda and documents for the Meeting of the Board in close collaboration with the Chairperson;
- 36.3 Ensure that all decisions, minutes and policies are documented accurately and distributed in a timely manner;
- 36.4. Be the official spokesperson of Amnesty Kenya. He/she shall ensure clarity of official communications. The Executive Director may delegate this function to the Board Chairperson or member of staff or a Board member as appropriate.
- 36.5. Represent the secretariat in board committees or delegate to other members of the secretariat as appropriate

Conduct and the meetings of the Board

37. The Board shall meet at least quarterly, and the quorum shall be a third of all Board members. Decisions shall be reached based on consensus or a vote in favour of the majority. In the case of a tie, the Chairperson may cast a deciding vote.
38. The Board retains responsibility for managing its own affairs, including responsibility to establish and update as required, governance practices and procedures to ensure the effective functioning of the Board, Secretariat and the Membership.

Removal and disqualification of members of the Board

39. Members of the Board can be removed by a two thirds vote of the Board on the following grounds; namely if they:
 - 39.1. Fail to attend three substantive board meetings except by special leave of the Board;
 - 39.2. Resign by giving thirty days' notice in writing to the Chairperson;
 - 39.3. Become of unsound mind or are prosecuted in a court of law for a criminal or human rights related offense that violates the Constitution of Kenya
 - 39.4. are appointed as a state officer;
 - 39.5. violate the values of Amnesty Kenya
 - 39.6. violate the organisation's constitution, governance manual, board bylaws or the member's code of conduct.
40. The aggrieved member can appeal to the Nominations Committee giving grounds for their appeal and a request for an independent review of the Board's decision. The Nominations Committee shall review the appeal within 30 days and give a recommendation to the Board whether the removal was justified. Should they uphold the decision for removal, the aggrieved member may further appeal to the next Annual Delegates Conference. The decision of the Annual Delegates Conference shall be final.
41. Should the removal of the member reduce the Board to less than the minimum number prescribed the Board may co-opt in accordance to the constitution until the next Annual Delegates Conference either elects a replacement or confirms the co-opted person.

Board continuous self-assessment

42. The Board recognizes that assessing its performance is an ongoing responsibility. Self-assessment enables the Board to determine its effectiveness and relevance and ensure it continuously evolves within its operating environment.
43. The Board shall undertake an annual self-assessment and use the findings to develop institutional learning and the Annual Board Development Plan. The Human Resource and Organisational Development Committee shall design the 360° self-assessment tools and ensure that the full range of Board responsibilities and activities are included. This shall include its performance against statutory, fiduciary and legal obligations, membership development and the relationship between the board and office of the Executive Director.

D. COMMITTEES OF THE BOARD

The Role and Responsibilities of Board Committees

44. The Board has four standing committees. They include the Human Resources and Organisational Development Committee; Finance and Fundraising Committee; Programme Strategy Committee and the Standards, Membership and Risk Management Committee.

45. The Board may vary the number and terms of reference of the standing committees by a decision of the Board
46. The Board may also establish and delegate their powers to Ad Hoc Committees constituted for a specific purpose.
47. The Board will appoint individuals to join the standing and Ad Hoc Committees selected for this purpose.
48. The standing committees or any ad hoc committee established by the Board cannot make decisions for the Board but can make recommendations to the Board for deliberation and decision.
49. The four standing committees of the Board shall meet before all statutory meetings of the board. Meetings of the committees will be held as committees deem appropriate. Quorum for committee meetings shall be 50 per cent plus one people present at the meeting.
50. Ad Hoc Committees are short-term, issue based and shall not last for more than six months unless renewed.

Human Resources and Organisational Development Committee

51. The Human Resources and Organisational Development Committee shall:
 - 51.1. Review the effectiveness and relevance of human resource management policies and strategy in line with the organisational vision and strategy;
 - 51.2. Review movement leadership strategies, work-place culture, organigram, staff safety, well-being, performance, remuneration terms and conditions, incentives and career growth;
 - 51.3. Review and recommend to the Board for adoption proposals for organisational development, staff effectiveness, board development and outreach.

Finance and Fundraising Committee

52. The Finance and Fundraising Committee shall:
 - 52.1. Oversee the accountability of the financial health of the organisation against financial policies and procedures;
 - 52.2. Review and recommend to the Board for adoption quarterly financial management accounts, annual budgets and any financial implications rising from any changes to the annual budget as well as new opportunities;
 - 52.3. Oversee all revenue and expenditure including grant monitoring, cash flow and spending against approved budgets;
 - 52.4. Receive and monitor the implementation of independent Audit recommendations and report progress to the Board for their decision-making.
 - 52.5. Oversee potential investment opportunities

Program Strategy Committee

53. The Program Strategy Committee shall:
 - 53.1. Ensure clarity, boldness and coherence in management operational plans;
 - 53.2. Review progress and impact against annual and quarterly program plans;
 - 53.3. Encourage management and board learning and predictive scenario building foresight;

Standards, Membership and Risk Management Committee

54. The Standards, Membership and Risk Management Committee shall:

- 54.1. Review organisational performance and ensure that Amnesty quality assurance standards are maintained or recommend any policy revisions to the Board for consideration;
- 54.2. Appoint and oversee the work of an Independent Ombudsperson to manage whistleblowing complaints;
- 54.3. Review member recruitment growth, retention and development in line with membership policy and targets;
- 54.4. To receive and decide on the appeals preferred by members against the decisions on their membership applications, or termination of their membership as per article 15.1 of the constitution;
- 54.5. Input into the Risk Register and review management performance against the organisation's operating context
- 54.6. Consider development of the Constitution and its Governance Manual,
- 54.7. Advising on legal compliance on various aspects being considered by the board

E. MEMBERSHIP

55. An ordinary member is a person who shares in the mission and vision of Amnesty Kenya, has paid the annual membership fee and subscribes to Amnesty Kenya's Constitution, by-laws and members' Code of Conduct.
56. Amnesty Kenya members are encouraged to participate in Amnesty Kenya's activities including human rights promotion and protection activities, student clubs, university and community chapters. Collectively called the 'Circles of Conscience', these are primary platforms for Amnesty Kenya members to learn and act on human rights together with third parties in solidarity with the global movement. The Circles of Conscience will be recognized and supported by the Amnesty Kenya Secretariat.
57. Individuals and organisations may also be supporters of Amnesty Kenya without being Amnesty Kenya members. The organization may engage and partner with community based organisations and organisations with a similar agenda as Amnesty Kenya through Memoranda of Understanding.
58. The operations of the circles of conscience shall be governed by their constitutions.

Membership Application

59. Any individual who shares in the mission, vision and values of Amnesty Kenya and subscribes to the membership code of conduct may apply to become an ordinary member by completing an application for membership in the prescribed form, contributing such sums as the Standards, Membership and Risk Management Committee may stipulate as the annual membership fee and as decided from time to time by the Board with the approval of members in an Annual Delegates Conference.
60. All persons so eligible to be members of Amnesty Kenya and shall be entered into the register. Should a person's application be unsuccessful, the membership fee paid shall be refunded to them.
61. Management shall maintain the register for all members of Amnesty Kenya and the register shall be open for inspection by a member at all reasonable time upon the request of the member.

Member Accountability and Responsibilities

62. Each member is responsible for creating, owning, understanding and implementing the mission of Amnesty Kenya as well as upholding Amnesty Kenya's core values, Constitution, by-laws and code of conduct and uphold and respect human rights in general.

63. Each member shall achieve the core aim of the movement through their participation in Circles of Conscience as is outlined in the Constitution for Circles of Conscience.

Termination of Membership

64. A member shall be entitled to remain a member if they have paid up the membership fee and have acted according to the Members' Code of Conduct. Membership shall be terminated by the Board on the grounds of gross misconduct, public disgrace or a substantial breach of the mandate or rules of Amnesty Kenya.
65. A member may also terminate their membership at any time by providing thirty (30) days' written notice to the Board. They will not be eligible for a refund of their subscription fees.
66. A complaint against any member must be formally submitted in writing to the Chairperson of the Standards, Membership and Risk Committee. The Executive Director shall also be made aware of the complaint.
67. Upon receipt of the complaint, if the Standards, Membership and Risk Committee determines that it is a simple and straightforward case i.e. a clear violation of Amnesty Kenya's core values or the Members' Code of Conduct; Standards, Membership and Risk Committee shall suspend the member's membership pending the decision of the Board.
68. If the case is more complex and requires investigation, the Standards, Membership and Risk Committee shall recommend that the Board constitute an ad hoc committee to review and investigate the complaint. The membership of the ad hoc committee is open and may comprise members of the Board. After investigation, the ad hoc committee shall then report its findings to the Standards, Membership and Risk Committee. Should the Standards, Membership and Risk Committee determine that grounds exist for terminating the member's membership, this recommendation will be referred to a majority decision at the next Board meeting. The Board may, by a majority decision, approve the Committee's recommendation and the member will be banned from being a member for 5 years. The Board shall notify the member within one week of its decision with reasons.
69. Any person whose membership has been declined or withdrawn shall have the right to a final appeal to the next Annual Delegates Conference on the grounds that the suspension or termination procedure was not carried out as per the Amnesty Constitution and therefore constitutes a miscarriage of justice.
70. The member must notify the Board of their intention to appeal within fifteen days of the Board's decision. They will remain terminated for this period subject to reinstatement of membership by the Annual Delegates Conference.

F. ANNUAL DELEGATES CONFERENCE

71. Amnesty Kenya shall hold an Annual General Meeting; termed in this Governance Manual as the 'Annual Delegates Conference' (ADC) every year. The notice of the ADC shall be accompanied by the agenda and any other necessary documents. Proposals for motions should be presented as part of the package of documents accompanying the notice of an ADC.
72. The ADC shall be held at such time and place as the Board shall decide and may be fully virtual, in person or hybrid; both virtual and in person.
73. Each Circle of Conscience shall have two delegates but have a single vote. There shall be gender parity in regard to the delegation in all cases where the circles of conscience are inclusive of more than one

gender. Circles of Conscience shall appoint diverse delegates including differently abled persons, ethnicities and youth among other identities. Amnesty International Kenya shall have at least 10% of the delegates to the ADC will be under the age of 25 years.

74. Other entities which share in the vision and values of Amnesty Kenya may be invited to an ADC on an ad hoc basis as observers to speak on governance issues.
75. The notice of the date, draft agenda and call for motions and delegates will be communicated to Circles of Consciences 120 days before the ADC by the ADC Preparatory Committee Chairperson. Circles of Conscience will communicate their motions and details of their two delegates 90 days before the ADC. The ADC Preparatory Committee shall review all motions and share the final agenda and documents with the CoC delegates 60 days before the ADC. Delegates are entitled to receive a last written notice of 45 days specifying the place, the day and the hour of the Annual Delegates Conference.
76. The Annual Delegates Conference shall;
 - 76.1. Receive a report of Amnesty Kenya's preceding year's state of national and global human rights work and movement;
 - 76.2. Receive, consider and approve the annual financial and program reports from the previous year;
 - 76.3. Receive, consider and approve multi-year strategic plans and budgets, constitutional amendments, the Governance Manual and by-laws;
 - 76.4. Appoint the statutory independent auditors from time to time and set their remuneration fees. Amnesty Kenya members, members of the Board and staff shall not qualify to be appointed as auditors;
 - 76.5. Consider and decide upon motions presented by Circles of Conscience and the Board;
 - 76.6. Transact any other business.
77. The Board may make a request to the ADC Preparatory Committee Chairperson to hold an Extraordinary Delegates Conference (EDC) whenever there is need to deal with urgent matters. The ADC Preparatory Committee and Chairperson may also convene an EDC on the requisition of at least one third of the registered CoC Delegates. The requisition must state the objects of the meeting and must be signed by those requisitioning and communicated to the ADC Preparatory Committee Chairperson who may initiate preparations for an EDC within two weeks' notice. The ADC Preparatory Committee's decision on whether or not to carry out an EDC is final.
78. The EDC shall follow the same procedure as that of an ADC but the timelines shall remain flexible considering the urgency of the matter.

The role and responsibilities of the ADC Chairperson

79. The ADC Chairperson shall:

- 79.1. serve for a term of one year
- 79.2. facilitate the ADC, ensure all motions are tabled, properly discussed and resolved
- 79.3. ensure that the ADC is conducted efficiently, effectively, fairly and in accordance with Amnesty Kenya's Constitution and this Governance Manual
- 79.4. Ensure that the members are acting in accordance with the rules and conventions of the meeting

The role and responsibility of the ADC Preparatory Committee

80. The ADC Preparatory Committee shall serve for a term of one year and shall carry out preparations for the ADC.

Criteria for choosing motions

81. The ADC Preparatory Committee shall:

- 81.1. ensure that all motions are clear and unambiguous
- 81.2. ensure that all motions are within the law
- 81.3. consider if there are special requirements that must be met to address the issue; such as; approval of the Board or attention or 81.4. recommendation from a select committee or approval by a governing body
- 81.5. ensure alignment with Amnesty Kenya's vision, mission, core values and strategic plan
- 81.6. consider the economic factors of the motion and if it can be allocated funds in the budget
- 81.7. consider the timeframe of the motion
- 81.8. consider the feasibility of the motion
- 81.9. consider the actions that need to be taken to put the motion into effect

ADC Quorum And Proceedings

- 82. The quorum for members at an ADC shall be a fifth of all eligible delegates. English, Kiswahili and sign language are the recognised languages of the ADC.
- 83. If within an hour from the time appointed for the start of the ADC, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such an adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the present members shall be a quorum.
- 84. The ADC Chairperson and Chair of the ADC Preparatory Committee shall preside over the ADC and remain in office until the appointment of the next ADC Chairperson and Chair of the ADC Preparatory Committee ahead of the next ADC.
- 85. The ADC shall approve the agenda and normal business of the ADC. The ADC Chairperson shall open the meeting with a statement that the normal business of the ADC is before the membership.
- 86. The ADC Chairperson and Chair of the ADC Preparatory Committee shall assign responsibility for taking minutes, communicating draft minutes within two weeks following the ADC and presenting minutes for ADC approval.
- 87. The Board Chairperson shall give a board annual report highlighting the Board's achievement over the last year and its plan for the upcoming year. The report shall be moved and seconded by the delegates.
- 88. The Treasurer shall present the audited accounts for the previous year and incoming budget for the next financial year to the ADC. ADC delegates shall move and second the adoption of audited accounts and budgets. The ADC shall appoint the independent auditor for the next audit cycle based on the recommendation of the Board.
- 89. The Executive Director shall give a Secretariat annual report highlighting the achievements over the last year and its plan for the upcoming year. The report shall be moved, seconded and voted on for approval by delegates.
- 90. The ADC Chairperson shall raise the motion for a discussion on amendments to the Constitution, Governance Manual and any bylaws. These must have been approved by the board before presentation to the ADC. Based on discussions, the ADC shall take a vote to pass the resolution on the amendments made based on the discussion.
- 91. A motion shall be raised on election of board members and the same shall be coordinated by the nominations committee as outlined in section 96-112 of this Governance Manual.
- 92. Any other business may be raised by the membership so long as matters raised do not touch on the legal status of the organization, its core objectives or the offices of the organization that first need board

approval before they receive member approval. Such motions may be raised for a succeeding ADC or an EDC, depending on the urgency.

93. Delegates are expected to participate fully, frankly and constructively in meeting discussions and other activities, and to contribute their particular knowledge, skills and abilities.
94. If a delegate is personally affected by any matter before the meeting, the ADC Chairperson will require such person to withdraw during the discussion of that motion and not vote on the matter.
95. Where a vote is called by the ADC Chairperson, ordinary resolutions that require a decision by the ADC shall be by 50% +1 or more votes by the delegates present. In case of a tie, the ADC Chairperson shall have a casting vote. The ADC may also pass special resolutions such as amendment to the Amnesty Kenya Constitution, change in Amnesty Kenya name, winding up of the organization or change of status. These will require support from two thirds majority of the votes cast to be adopted. Members of the Amnesty Kenya Board or staff shall not have a vote.
96. A delegate may appoint a proxy to stand in place of such absent delegate and to cast votes on behalf of the delegate. A proxy must be a member of Amnesty Kenya and from the same Circle of Conscience. A proxy however cannot speak or vote for more than two absent delegates. A proxy form must be presented to the ADC Chairperson forty eight (48) hours or more before the ADC.

Nominations Committee

97. The ADC shall establish a Nominations Committee. The Nominations Committee shall be answerable to the ADC, collaborate with but remain independent of the Board.
98. The Nominations Committee shall be appointed for a period of one year and may be called upon by the Board to act even after the ADC if required.
99. The Nominations Committee shall review applications and manage elections for members of the Board. The Nominations Committee shall come up with rules for the electoral process.
100. The Nominations committee notifies the delegates of upcoming elections for specific vacancies 90 days before the ADC. Every Circle of Conscience shall carry a single vote on members of the Board.
101. Delegates can nominate candidates for the positions listed by the Committee.
102. The deadline for submissions of nominations is fixed at 60 days before the elections are held.
103. The Nominations Committee may extend this deadline up until 30 days prior to the election if required to ensure a field of nominees with the necessary balance of skills, competencies, experience and diversity.
104. Lobbying for Board positions open 30 days before the ADC and end 48 hours before the ADC commences.
105. Candidate submissions for all posts must include relevant information as required by the Nominations Committee.
106. The deadlines are to enable relevant information to be circulated to the delegates to enable them make an informed decision.
107. Elections shall take place during the Annual Delegates Conference. The elections shall open up for a specific time on the day of the ADC.

108. Because meetings may be hybrid, votes are taken by electronic means alone or/and manually/ physically by a tally of votes. The Nominations committee shall establish a suitable mode of voting and shall communicate the mode of elections at least 30 days before the ADC.
109. Manual voting shall be via ballot. Ballot papers will be prepared in advance and be ready two (2) weeks before the ADC. Electronic voting will be through a link shared to the delegates. The voting link will be shared during the election period to individual delegate mobile phones via text and email with a unique delegate ID for the specified election period. A second option for electronic voting shall be election software loaded onto several devices to be decided by the Nominations Committee based on the total number of delegates who can vote. The delegates queue and vote using the specified devices and once voting is closed the device can tally the votes.
110. Once voting closes, the final tally shall be announced by the Nominations Committee Chairperson. The results shall also be officially published on the organisation's website.
111. Candidates with the highest number of votes are elected until all vacancies have been filled. In case of a tie there shall be a re-election between the candidates with an equal number of votes.
112. For director positions, the Nominations Committee shall select the highest voted directors based on the number of vacancies for directors that are needed to constitute the Board.
113. The Nominations Committee shall prepare a report to the Board following the election, which may include recommendations for improvements to the election process in the future.

G. WHISTLE-BLOWING MECHANISM

114. Amnesty Kenya maintains zero tolerance for corruption, financial mismanagement, and human rights violations. We are committed to maintaining an open culture with the highest standards of honesty and accountability and encourage members, staff, volunteers and the public to report any legitimate concerns as soon as possible with the confidence that due process shall be followed for both the whistle-blower and the accused.
115. Amnesty Kenya also believes in fair administration as premised on Article 47 of the Constitution of Kenya (Art.47) and the Fair Administrative Action Act (2015). Kenyan law and Amnesty Kenya dictates that every person has the right to administrative action that is expeditious, efficient, lawful, reasonable, and procedurally fair. All administrative procedures shall ensure that both complainants and those accused have an opportunity to be heard, raise objections, substantiate their allegations or innocence and appeal decisions in confidence.
116. Amnesty Kenya's distinguishes whistleblowing as the reporting by any person of suspected misconduct, malpractice, unethical conduct, illegality, miscarriage of justice and failure to act within organisational values, policies and guidelines or a deliberate attempt to cover up any of these actions.
117. While staff, members and Directors of the Board are bound by confidentiality clauses, where they discover information that they believe demonstrates genuine malpractice, unethical conduct, or illegal practices, they are encouraged to report in the confidence that they are protected from reprisal.
118. Amnesty Kenya shall protect persons who make disclosures in good faith and on reasonable grounds. **'Good faith'** means honest belief or purpose without any malice or the desire to defraud others. **'Reasonable grounds'** mean a reasonable person in the same circumstances would consider there was a reasonable basis for the decision.

119. The scope of protected disclosures includes allegations related to the violation of national laws and Amnesty regulations, corruption, gross financial wastage and mismanagement, abuse of authority and a substantial and specific danger to the health and safety of Amnesty Kenya or any person affiliated to and working directly with Amnesty Kenya.
120. An individual who makes a genuine disclosure based on a reasonable belief even though the individual's belief may later prove to be incorrect, shall be protected. There shall be no protection for those who deliberately make false allegations or disclosures. If a person makes malicious or vexatious allegations, particularly if they persist with making them, disciplinary action may be taken against the individual concerned.
121. Genuine whistle-blowers shall be protected from discriminatory or retaliatory personnel action including dismissal, suspension, or demotion, other disciplinary or corrective action, detail transfer or reassignment, performance evaluation, decision concerning pay, benefits, awards, education or training, order to undergo medical test or examination, or any other significant change in duties, responsibilities or working conditions.
122. They shall be protected from harassment, stigmatisation, threats or any other form of retaliatory action, exclusion from personnel related actions such as appointment or promotion as well as criminal and civil liability, defamation, and breach of organisational confidentiality.
123. The Standards, Membership and Risk Committee shall identify and recommend to the Board and retain the services of an independent Ombudsperson whose experience in organisational mismanagement and fraud and arbitration shall assist the organisation to investigate whistleblowing complaints.
124. Amnesty Kenya distinguishes between whistleblowing and grievances relating to the personal or professional circumstances of individual staff and Board. These may include how staff and members of the Board may have been treated at work, bullying, harassment, discrimination unless these incidents or trends affect the public interest. In those cases, staff are directed to the complaints procedure in the Management Policy and not this whistleblowing procedure.
125. If any member of staff has any concerns as to whether to use this Governance Manual or the Management Policy Manual, they can seek clarity from their line-manager in the first instance, Overview Manager or the independent Ombudsman in the last instance.

Specific Procedures for Staff and Board members who wish to make a protected disclosure

126. Persons wishing to make a protected whistleblowing disclosure shall submit an allegation in writing to their line manager. If they believe the line manager to be involved or for any reason feel uncomfortable approaching their line manager, then the individual can proceed straight to another manager or the Executive Director. In any of these scenarios, the officer of first contact must immediately alert the Ombudsperson that the disclosure has been raised. In the case where the whistleblower is a Board Member, they may make their disclosure directly to the Ombudsperson.
127. If the allegation implicates the Executive Director or a Board member, the staff can write directly to the Ombudsperson to investigate.
128. Should the complainant request for their identity to be withheld and remain anonymous, the line manager, overview manager, the Executive Director and the Ombudsperson must respect this request.
129. The independent Ombudsperson shall verify that the complaint falls under the whistleblowing mechanism and lead the investigation. The Ombudsperson may establish an ad hoc committee of independent members who may assist with the investigation. After the completion of the investigation, the Ombudsperson shall present his/her/their findings to the Standards, Membership and Risks

Committee within four weeks of the complaint being received. The Committee shall meet within four weeks and shall determine the action to be taken.

130. Persons found to be guilty and disciplined by the Standards, Membership and Risk Committee will have a right of appeal to the Board if the appeal is lodged within thirty days of the disciplinary action taken. Disciplinary action will, however, not be deferred or suspended pending the determination of the appeal.

Specific procedures for members of Amnesty or the public who wish to make a protected disclosure

131. Members of Amnesty or the public wishing to make a protected whistleblowing disclosure are encouraged to communicate their concerns to the Executive Director or the independent Ombudsperson in writing. In cases where the disclosure is made to the Executive Director, the complaint shall be forwarded to the independent Ombudsperson for investigation.
132. The organisation shall publicly display the organisational whistleblowing procedures and the contacts.
133. Upon receipt of these complaints the Executive Director or the Ombudsperson must immediately communicate the complaint to the Standards, Membership and Risk Committee through its Chairperson
134. Should the complainant request for their identity to be withheld and remain anonymous, the Executive Director and the Ombudsperson must respect this request.
135. The Ombudsperson shall verify that the complaint falls under the whistleblowing mechanism and investigate the complaints and report to the Standards, Membership and Risk Committee Chairperson within four weeks of the complaint being received.
136. The Committee shall meet within four weeks and determine the disciplinary action to be taken based on the findings of the Ombudsperson..

General Procedures for Investigating Whistleblowing Allegations

137. Staff, ordinary members, and members of the Board are encouraged to use the above internal procedure to raise concerns. Should an individual go directly to external parties other than a regulatory or legal body (for example the media) before following the internal procedure, this may be regarded as a disciplinary matter.
138. All investigations shall:
- 137.1. Distinguish between facts and opinions and adopt an objective, confidential and balanced approach that utilises all sources of information and protects the reputation and dignity of both those making the accusations and those accused;
 - 137.2. Directly address the substance of any disclosure and promptly act to investigate any allegations made (or make sure another appropriate person instigates an investigation);
 - 137.3. Ask the whistle-blower to provide specific examples of the conduct that they have observed or the evidence to support the allegations of malpractice while appreciating that whistleblowing can be very stressful;
 - 137.4. Let the whistle-blower know that they have the organisation's support and strongly avoid getting judgemental, unduly dismissive, angry, defensive or allow personal views about the whistle-blower to trivialise the investigations; and
 - 137.5. Offer those accused the right of reply before concluding the investigation.
139. The outcome of the investigation shall be promptly communicated to the whistle-blower on conclusion of any whistle-blowing investigation.
140. All disciplinary actions against staff and Board Members shall be taken in accordance with the Management Policy Manual or/and this Governance Manual respectively. The organisation reserves the right to bring criminal proceedings should it deem appropriate.

141. For individual members of Amnesty Kenya, the action taken by the committee may be suspension of the member for a specific period of time, termination of membership, fines, a verbal warning, a written warning or any other appropriate method of discipline.
142. For members of the Board, a board member may be asked to resign or his position as a board member may be terminated, education of the director if the behaviour is easily corrective, have the board member make a formal and/or public apology or give a written warning.
143. Persons found to be guilty and disciplined either by the Standards, Membership and Risk Committee will have a right of appeal to the Board if an appeal is lodged within thirty days of the disciplinary action taken. Disciplinary action will however not be deferred or suspended pending the determination of the appeal.
144. A person who appeals against disciplinary action shall be granted a hearing by the Board. The Board shall constitute an Ad hoc Committee chaired by the Board Chairperson or the Vice-Chairperson if the Board Chairperson is implicated in the investigation. The Panel Chairperson shall invite to the hearing, the person appealing the decision, their representative (if they so wish), the Ombudsperson and members of the Standards, Membership and Risk Committee. The panel's decision shall be final.
145. A second appeal may be considered only if new evidence that was not previously considered is made available.
146. All Whistle-blowing investigations shall be quarterly reviewed by the Ombudsperson and the Standards, Membership and Risks Committee.
147. Investigation details and Board decisions shall be retained for five years. This will ensure that a central record is kept which can be cross referenced with other complaints to monitor any recurrent patterns, reduce risks of recurrence, and inform the effectiveness of this policy.

H. INDEPENDENT AUDIT

148. The Annual Delegates Conference shall appoint the organisation's independent auditors upon the recommendation of the Board for the period of four years.
149. The independent auditors shall report directly to the Annual Delegates Conference and have access to all organisational records and accounts to be able to prepare the audited accounts in accordance with the International Financial Reporting Standards (IFRS) and national best practice standards.

I. REVIEW OF THE GOVERNANCE MANUAL

150. This Governance Manual may be reviewed from time to time as needed in accordance to the constitution. Any amendments to the Governance Manual shall be approved by the Board in the first instance and then by the delegates at an ADC.

J. TRANSITIONS AND CONSEQUENTIAL PROVISIONS

151. The 'effective date' of this Governance Manual shall be the date of its adoption by a special resolution of members present at the ADC.

152. In the transitory period before its adoption, the Board may use precedent or come up with rules to govern itself and dictate the workings of committees. Pending the adoption of this Governance Manual, the Nominations Committee and the ADC Preparatory Committee shall come up with rules for the preparations of the initial ADC. The existing rules of membership shall continue to apply till the effective date.
153. Given the dual identity of Amnesty Kenya as a national office with a national board, the provisions of this Governance Manual shall be interpreted with the policies and procedures of the International Secretariat in mind until the adoption of the new Constitution by a special resolution of members present at an Annual Delegates Conference.
154. The Board is empowered to take interim measures to ensure that the first Annual Delegates Conference occurs.
155. The “effective date” of this Governance Manual shall be the date of its adoption by a special resolution of members present at an Annual Delegates Conference.
156. All existing rules, regulations and procedures under the policy manual in force before this Governance Manual comes into force shall continue in effect until the effective date.
157. All Members of the Circles of Conscience shall be required to also formally register as members of Amnesty International Kenya by 31 December 2022 in the first instance and 1 March 2023 at the latest.

APPENDIX A@ AMNESTY INTERNATIONAL KENYA DISCLOSURE STATEMENT

TO: AMNESTY INTERNATIONAL KENYA DIRECTORS

Name of director: _____

This statement discloses information as of _____

I have read and understood the Amnesty Kenya Constitution, the general policy and this governance manual and the statutory provisions of the NGO Coordination Act governing Director conflict of interest.

In order to comply with the Amnesty Kenya Constitution, the general policy and this governance manual and the statutory provisions of the NGO Coordination Act, I disclose:

- a) The following interests (e.g. more than 15% of the shares in a company, partnership agreement, joint venture, proprietorship), held directly or indirectly:

- b) Existing or proposed contracts with Amnesty International Kenya, its main body or any of its sections:

- c) Offices held:

- d) Properties held within Amnesty International Kenya service region:

- e) Other fiduciary interests owed:

I, _____ declare that:

1. Other than disclosed above, I do not have any relationships or interests that could compromise, or be perceived to compromise my ability to exercise judgment with a view to the best interests of Amnesty International Kenya.
2. I have agreed and considered the Amnesty Kenya Constitution, the general policy and this governance manual and the statutory provisions of the NGO Coordination Act and agree to conduct myself in accordance with these documents.
3. I agree to promptly provide an updated Disclosure Statement as may be required by changed circumstances.
4. I am not aware of any breach of the Amnesty Kenya Constitution, the general policy and this governance manual and the statutory provisions of the NGO Coordination Act, except as already reported in compliance with these documents.

**Signature
FOR AMNESTY INTERNATIONAL KENYA MEMBERS**

Date APPENDIX B: A CODE OF CONDUCT

PREAMBLE

Amnesty envisions a world free of violence, discrimination and inequality. The Amnesty International Kenya Members Code of Conduct is a set of commitments by members to work towards the realization of our vision. The code seeks to create ethical, empowered and engaged members not just in Amnesty spaces but in all areas of members lives.

OUR TEN COMMITMENTS: -

As a member of Amnesty International Kenya, I will: -

1. Promote Amnesty’s six core values of leadership integrity, international solidarity, belief in the power of people, indivisibility and universality of rights, independence as a movement and mutual respect for all
2. Deepen my understanding of Amnesty’s structures and policy positions
3. Participating in Amnesty International Kenya’s circles of conscience and activities
4. Actively seek to create anti-discriminatory, inclusive, ethical and empowered spaces - not just in Amnesty, but in all the personal, professional, social and spaces I occupy
5. Be truthful in the information I share about Amnesty International Kenya and its activities
6. Refer official communication directed to Amnesty to the Secretariat for action and not represent organization publicly
7. Channeling any concerns and grievances to the Secretariat Executive Director or the Board Membership Committee for them to be addressed
8. Establish a Board Members Committee to manage members concerns and issues
9. Treating all people with respect, equality, dignity and prudence.
10. Comply with Amnesty International Kenya’s mandatory reporting regulations on bullying, intimidation, sexual harassment, or any other form of harassment, violence and abuse.

Importance

A common vision should guide all areas of our lives

As a leaderFULL movement it is common global values not rules that guide

Constant enquiry guards against righteousness and encourages growth and coherence

Human rights protection is not only theory but practical action

Human rights is not about public spaces but the personal spaces as well

Avoids fake-news and toxic lies

Ensures brand and reputation consistency

Guards against gossip, directs complaints to people who can respond

Role-model the values of mutual respect and service

Zero tolerance for harassment of any sort against others

I understand that my membership can be revoked in circumstances where my actions are grossly inconsistent with this code of conduct. I also know that I am entitled to a fair administrative hearing and the right of appeal in line with the Amnesty International Kenya constitution and regulations.

Membership is not an entitlement. It can be stripped if AIK deems necessary to protect the organization

I.....of I.D/Membership number and P/O/ Box..... do hereby agree to be bound by this code of conduct and accept that a gross breach will lead to disciplinary actions, which could include revocation of my membership without reimbursement of my subscriptions. I accept that there may be other relevant actions that Amnesty International Kenya may deem fit to take and accept to abide by.

Signature:Date

For Amnesty International Kenya: Signature..... Date.....