



GOOD GOVERNANCE FOR ARTICLE 19

**A manual of best practice for Boards, Chairs,
Individual Members, and Affiliates.**

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GLOSSARY OF DEFINITIONS

Affiliate Member means any separate legal entity, which enters into a Licence Agreement, which incorporates a Memorandum of Understanding with ARTICLE 19 for the establishment and delivery of ARTICLE 19 International projects, programmes, strategies and vision. The term may also include Regional Offices where they have met such criteria determined by the International Board, who have entered into a Memorandum of Understanding with ARTICLE 19 and which are admitted by the International Board as an Affiliate Member of ARTICLE 19 International.

Annual General Assembly Meeting means the annual meeting of the General Assembly (GA), which reviews the annual accounts and approves the annual report of the International Board.

ARTICLE 19 means the charitable company limited by guarantee registered in England and Wales (registered company number 2097222 and registered charity number 327421) which acts as the coordinating body of ARTICLE 19 International and whose International Board is entrusted with governance of both ARTICLE 19 and ARTICLE 19 International.

ARTICLE 19 International means the international association of organisations, and individuals who agree to adhere to the International Constitution and support the aims and mission as set out in this International Constitution throughout the world.

Articles of Association means the Articles of Association of ARTICLE 19.

Chair means the chairperson of the International Board appointed under the Articles of Association.

Executive Director means the chief executive of ARTICLE 19 and ARTICLE 19 International.

General Assembly means the assembly established by the International Board for ARTICLE 19 International with such description and with such rights and obligations as they think fit, comprising the Individual Members and representatives of Affiliate Members admitted to the General Assembly by the International Board.

International Constitution:

Namely the terms upon which ARTICLE 19 International operates across its' various entities.

Individual Member means an individual who is a freedom of expression expert or other expert and person of high standing who is committed to promoting the objects of ARTICLE 19 and who is admitted by the International Board as an Individual Member of ARTICLE 19 International.

International Board means the board of Members of ARTICLE 19 whose members are appointed by the Members following recommendation from the General Assembly in accordance with the Articles of Association and which is entrusted with the governance of ARTICLE 19 and ARTICLE 19 International.

International Office means the London-based and multi-locational support and management structure of ARTICLE 19 International.

Licence Agreement means the contractual agreement between ARTICLE 19 and Affiliate Members (where relevant) under which ARTICLE 19 licenses the ARTICLE 19 name and brand.

Memorandum of Understanding means the agreement between ARTICLE 19 and Affiliate Members that governs the responsibilities and obligations of the Affiliate Members and ARTICLE 19.

Regional Office means the regional office, which is a branch of ARTICLE 19 International in countries or regions that are not covered by an Affiliate Member. These offices may be set up either on a temporary basis to respond to the needs of specific projects, or to form the basis for new Affiliate Members, in accordance with the rules set out in the International Constitution. Regional Offices are not Members.

Members means the Members of ARTICLE 19 who are members of the International Board.

Introduction

It is the aim of this Manual is to help ARTICLE 19 International and their trustees develop these high standards of governance. We owe it to our beneficiaries, stakeholders and supporters to demonstrate exemplary leadership and governance. This Manual is a practical tool to help trustees achieve this.

The Manual is not a legal or regulatory requirement. It draws upon, though is substantially different from, the [UK] Charity Commission's guidance. Instead, the Manual sets the principles and recommended practice for good governance and is deliberately aspirational.

This Manual is designed as a tool to support continuous improvement. Compliance with the law is an integral part of good governance. This Manual does not attempt to set out all the legal requirements that apply to ARTICLE 19 International and its trustees, but it is based on a foundation of trustees' basic legal and regulatory responsibilities.

About this manual

This manual is designed to be read in two parts. The first part presents a code of best practice for governance. The second part is designed as a reference guide to the entities, structures and scope of governance and management in ARTICLE 19.

In Part 1 of the Manual **seven principles**^{*} build on the assumption that ARTICLE 19 International is already meeting the foundation of good governance. Each principle has a brief description, a rationale (the reasons why it is important), key outcomes (what you would expect to see if the principle were adopted) and recommended practice

It is important that trustees discuss Manual principles and recommended practice and make well-considered decisions about how these should be applied in their not-for-profit.

All trustees are encouraged to meet the principles and outcomes of the Manual by either applying the recommended practice or explaining what they have done instead or why they have not applied it.

In Part 2 of the Manual the focus is on the relationships between ARTICLE 19 governance structures. This section is designed to be a reference tool but also an evolving document that crystalises best practice across all of ARTICLE 19's international constituents.

Who is this manual for?

This manual has been written primarily for:

- ARTICLE 19 General Assembly representatives and Regional and International Board Members (Members).

^{*} The text of Part 1 and the principles has been adapted from the Charity Governance Code, produced by the UK based Good Governance Steering Group (<https://www.charitygovernancecode.org/en>). The Code was developed with the help of over 200 charities, individuals and related organisations.

- Members of national Boards regardless of their designation as affiliates or regional offices
- Staff of ARTICLE 19's International Office
- Donors (when requested)
- Partners and associates of ARTICLE 19,
- Government representatives and other interested parties on request.
- Members of the public – on request.

The International Board and General Assembly members are recommended to read this document in full. The International Board is responsible for approving suggested changes and finalizing the document under the direction of the chair of the Governance Sub-Committee and the Executive Director.

To make the Guide as accessible as possible we have summarised the language of the statutory documents referred to in Part 2, such as the *International Constitution* and *Articles of Association*. However, the language of the statutory documents **always** supersedes the language of this Guide.

PART 1 PRINCIPLES OF GOOD GOVERNANCE FOR ARTICLE 19

THE PRINCIPLES

Principle 1. Organisational purpose

The board is clear about ARTICLE 19 International's aims and ensures that these are being delivered effectively and sustainably.

Rationale

ARTICLE 19 International exists to fulfill a charitable purpose. Trustees have a responsibility to understand the environment in which ARTICLE 19 International is operating and to lead ARTICLE 19 International in fulfilling its purposes as effectively as possible with the resources available. To do otherwise would be failing beneficiaries, funders and supporters.

The board's core role is a focus on strategy, performance and assurance.

Key outcomes

- The board has a shared understanding of and commitment to ARTICLE 19 International's purposes and can articulate these clearly.
- The board can demonstrate that ARTICLE 19 International is effective in achieving its charitable purposes and agreed outcomes.

Recommended practice

1.1. Determining organisational purpose

1.1.1. The board periodically reviews the organisation's charitable purposes, and the external environment in which it works, to make sure that ARTICLE 19 International, and its purposes, stay relevant and valid.

1.1.2. The board leads the development of, and agrees, a strategy that aims to achieve the organisation's purposes and is clear about the desired outputs, outcomes and impacts.

1.2 Achieving the purpose

1.2.1. All trustees can explain ARTICLE 19 International's public benefit.

1.2.2. The board evaluates ARTICLE 19 International's impact by measuring and assessing results, outputs and outcomes.

1.3 Analysing the external environment and planning for sustainability

1.2.1. The board regularly reviews the sustainability of its income sources and business models and their impact on achieving our purposes in the short, medium and longer term.

1.5.2. Trustees consider the benefits and risks of partnership working, merger or dissolution if other organisations are fulfilling similar purposes more effectively and/or if ARTICLE 19 International's viability is uncertain.

1.5.3. The board recognises its broader responsibilities towards communities, stakeholders, wider society and the environment, and acts on them in a manner consistent with ARTICLE 19 International's purposes, values and available resources.

Principle 2. Leadership

We are led by an effective board, which provides strategic leadership in line with ARTICLE 19 International's aims and values.

Rationale

Strong and effective leadership helps ARTICLE 19 International adopt an appropriate strategy for effectively delivering its aims. It also sets the tone for ARTICLE 19 International, including its vision, values and reputation.

Key outcomes

- The board, as a whole, and trustees individually, accept collective responsibility for ensuring that ARTICLE 19 International has a clear and relevant set of aims and an appropriate strategy for achieving them.
- The board agrees ARTICLE 19 International's vision, values and reputation and leads by example, requiring anyone representing ARTICLE 19 International reflects its values positively.
- The board makes sure that ARTICLE 19 International's values are reflected in all of its work, and that the ethos and culture of the organisation underpin the delivery of all activities.

Recommended practice

2.1 Leading ARTICLE 19 International

2.1.1. The board and individual trustees take collective responsibility for its decisions.

2.1.2. The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and add value to ARTICLE 19 International.

2.1.3. In the case of the most senior member of staff (e.g. CEO) the board makes sure that there are proper arrangements for their appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal.

2.1.4. The board's functions are formally recorded. There are role descriptions defining responsibilities for all trustees that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.

2.1.5. Where the board has agreed to establish a formally constituted subsidiary organisation, it is clear about the rationale, benefits and risks of these arrangements. The formal relationship between the parent charity and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the organisation's charitable purposes.

2.2. Leading by example

2.2.1. The board agrees the values, consistent with ARTICLE 19 International's purpose, that it wishes to promote and makes sure that these values underpin all its decisions and ARTICLE 19 International's activities (see also Principle 1).

2.2.2. The board recognises, respects and welcomes diverse, different and, at times, conflicting trustee views.

2.2.3. The board provides oversight and direction to ARTICLE 19 International and support and constructive challenge to the organisation, its staff and, in particular, the most senior member of staff.

2.2.4. The board, through its relationship with the senior member of staff, creates the conditions in which ARTICLE 19 International's staff are confident and enabled to provide the information, advice and feedback necessary to the board.

2.3 Commitment

2.3.1. All trustees give sufficient time to ARTICLE 19 International to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees before nomination or appointment and again on acceptance of nomination or appointment.

2.3.2. Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.

Principle 3. Integrity

The board acts with integrity, adopting values and creating a culture, which helps achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in ARTICLE 19 International, and trustees undertake their duties accordingly.

Rationale

Trustees, and the board members collectively, have ultimate responsibility for ARTICLE 19 International's funds and assets, including its reputation. Trustees should maintain the respect of beneficiaries, other

stakeholders and the public by behaving with integrity, even where difficult or unpopular decisions are required. Not doing this risks bringing ARTICLE 19 International and its work into disrepute.

Key outcomes

- The board acts in the best interests of ARTICLE 19 International and its beneficiaries. The board is not unduly influenced by those who may have special interests, and places the interests of ARTICLE 19 International before any personal interest. This applies whether trustees are elected, nominated, or appointed. Collectively, the board is independent in its decision making.
- The board safeguards and promotes ARTICLE 19 International’s reputation and, by extension, promotes public confidence in the wider sector.
- Members of the board and those working in or representing the organization are seen to be acting with integrity, and in line with the values of ARTICLE 19 International.

Recommended practice

3.1. Maintaining ARTICLE 19 International’s reputation

3.1.1. Trustees adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour.

3.1.2. The board considers how ARTICLE 19 International is perceived by other people, and organisations involved with ARTICLE 19 International and the public. It makes sure that ARTICLE 19 International operates responsibly and ethically, in line with its own aims and values.

3.1.3. The board ensures that ARTICLE 19 International follows the law. It also considers adherence to non-binding rules, codes and standards, for example relevant regulatory guidance, the ‘Nolan Principles’[†] and other initiatives that promote confidence in ARTICLE 19 International.

3.2. Identifying, dealing with and recording conflicts of interest/loyalty

3.2.1. The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity’s performance and reputation.

3.2.2. Trustees disclose any actual or potential conflicts to the board and deal with these in line with ARTICLE 19 International’s governing document, and a regularly reviewed conflicts of interest policy.

3.2.3. Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with ARTICLE 19 International’s agreed policy on disclosure.

3.2.4. Trustees keep their independence and tell the board if they feel influenced by any interest or may be perceived as being influenced or to having a conflict.

[†] The seven principle of Public Life - <https://www.leadinggovernance.com/blog/nolan-principles-20-years>

Principle 4. Decision-making, risk and control

The board makes sure that its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

Rationale

The board is ultimately responsible for the decisions and actions of ARTICLE 19 International but it cannot and should not do everything. The board may be required by statute or ARTICLE 19 International's governing document to make certain decisions but, beyond this, it needs to decide which other matters it will make decisions about and which it can and will delegate.

Trustees delegate authority but not ultimate responsibility, so the board needs to implement suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters. Trustees must also identify and assess risks and opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking.

Key outcomes

- The board is clear that its main focus is on strategy, performance and assurance, rather than operational matters, and reflects this in what it delegates.
- The board has a sound decision-making and monitoring framework, which helps the organisation deliver its charitable purposes. It is aware of the range of financial and non-financial risks it needs to monitor and manage.
- The board promotes a culture of sound management of resources but also understands that being over-cautious and risk averse can itself be a risk and hinder innovation.
- Where aspects of the board's role are delegated to committees, staff, volunteers or contractors, the board keeps responsibility and oversight.

Recommended practice

4.1. Delegation and control

4.1.1. The board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to senior managers, committees or individual trustees, staff or volunteers.

4.1.2. The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.

4.1.3. The board makes sure that its committees have suitable terms of reference and membership and that:

- the terms of reference are reviewed regularly
- the committee membership is refreshed regularly and does not rely too much on particular people.

4.1.4. Where a charity uses third party suppliers or services – for example for fundraising, data management or other purposes – the board assures itself that this work is carried out in the interests of ARTICLE 19 International and in line with its values and the agreement between ARTICLE 19 International and supplier. The board makes sure that such agreements are regularly reviewed so that they remain appropriate.

4.1.5. The board regularly reviews ARTICLE 19 International's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of ARTICLE 19 International's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices, and encouraging and using volunteers, as well as key areas of activity such as fundraising and data protection.

4.2. Managing and monitoring organisational performance

4.2.1. Working with senior management, the board ensures that operational plans and budgets are in line with ARTICLE 19 International's purposes, agreed strategic aims and available resources.

4.2.2. The board regularly monitors performance using a consistent framework and checks performance against delivery of ARTICLE 19 International's strategic aims, operational plans and budgets. It has structures in place to hold staff to account and support them in meeting these goals.

4.2.3. The board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes and timescales. Information should be timely, relevant, accurate and provided in an easy to understand format.

4.2.4. The board regularly considers information from other similar organisations to compare or benchmark the organisation's performance.

4.3 Actively managing risks

4.3.1. The board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.

4.3.2. The board regularly reviews ARTICLE 19 International's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.

4.3.3. The board puts in place and regularly reviews ARTICLE 19 International's process for identifying, prioritising, escalating and managing risks and, where applicable, ARTICLE 19 International's system of internal controls to manage these risks. The board reviews the effectiveness of ARTICLE 19 International's approach to risk at least every year.

4.3.4. The board describes ARTICLE 19 International's approach to risk in its annual report and in line with regulatory requirements.

4.4 Appointing auditors and audits

4.4.1. The board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from an audit committee if one exists.

4.4.2. Where ARTICLE 19 International has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees.

4.4.3. The board, or audit committee, has the opportunity to meet the auditors without paid staff present at least once a year.

4.4.4. Arrangements are in place for a body, such as the audit committee, to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by ‘whistle blowing’. Arrangements are also in place for appropriate and independent investigation and follow-up action.

Principle 5. Board effectiveness

The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

Rationale

The board has a key impact on whether a charity thrives. The tone the board set through its leadership, behaviour, culture and overall performance is critical to the charity’s success. It is important to have a rigorous approach to trustee recruitment, performance and development, and to the board’s conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

Key outcomes

- The board’s culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views.
- All trustees have appropriate skills and knowledge of ARTICLE 19 International and can give enough time to be effective in their role.
- The chair enables the board to work as an effective team by developing strong working relationships between members of the board and creates a culture where differences are aired and resolved.
- The board takes decisions collectively and confidently. Once decisions are made the board unites behind them and accepts them as binding.

Recommended practice

5.1. Working as an effective team

5.1.1. The board meets as often as it needs to be effective.

5.1.2. The chair, working with board members and staff, plans the board's programme of work and its meetings, making sure trustees have the necessary information, time and space to explore key issues and reach well-considered decisions, so that board time is well-used.

5.1.3. The board has a vice-chair or similar who provides a sounding board for the chair and serves as an intermediary for the other trustees if needed.

5.1.4. The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Trustees take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to create an environment where trustees can constructively challenge each other.

5.1.5. Where significant differences of opinion arise, trustees take time to consider the range of perspectives and explore alternative outcomes, respecting alternative views and the value of compromise in board discussions.

5.1.6. The board collectively receives specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at ARTICLE 19 International's expense if needed for the board to discharge its duties.

5.2.. *Reviewing the board's composition*

5.2.1. The board has, and regularly considers, the mix of skills, knowledge and experience it needs to govern, lead and deliver ARTICLE 19 International's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the board.

5.2.2. The board is big enough that ARTICLE 19 International's work can be carried out and changes to the board's composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice.

5.3. *Overseeing appointments*

5.3.1. There is a formal, rigorous and transparent procedure to appoint new trustees to the board, which includes advertising vacancies widely.

5.3.2. The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria and considering the benefits of diversity on the board. Regular skills audits inform the search process.

5.3.3. ARTICLE 19 International considers using a nominations committee to lead the board appointment process and to make recommendations to the board.

5.3.4. Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is:

- subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board
- explained in the trustees' annual report.

5.3.5. If a charity's governing document provides for one or more trustees to be nominated and elected by a wider membership, or elected by a wider membership after nomination or recommendation by the board, the charity supports the members to play an informed role in these processes.

5.4. Developing the board

5.4.1. Trustees receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of ARTICLE 19 International's work. Trustees are given the opportunity to have ongoing learning and development.

5.4.2. The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.

5.4.3. The board explains how ARTICLE 19 International reviews or evaluates the board in the governance statement in the trustees' annual report.

Principle 6. Diversity

The board's approach to diversity supports its effectiveness, leadership and decision-making.

Rationale

Diversity, in the widest sense, is essential for boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the voluntary sector. Boards whose trustees have different backgrounds and experience are more likely to encourage debate and to make better decisions. The term 'diversity' includes the nine protected characteristics of the Equality Act 2010 as well as different backgrounds, life experiences, career paths and diversity of thought. Boards should try to recruit people who think in different ways, as well as those who have different backgrounds.

Key outcomes

- The board is more effective if it includes a variety of perspectives, experiences and skills.
- The board ensures that ARTICLE 19 International follows principles of equality and diversity, going beyond the legal minimum where appropriate.

Recommended practice

6.1. Encouraging inclusive and accessible participation

6.1.1 The board periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.

6.1.2. The board makes a positive effort to remove, reduce or prevent obstacles to people being trustees, allocating budgets, where necessary, to achieve this within ARTICLE 19 International’s available resources. This could include looking at:

- the time, location and frequency of meetings
- how papers and information are presented to the board, for example using digital technology
- offering communications in formats such as audio and Braille
- paying reasonable expenses
- where and how trustee vacancies are publicised and the recruitment process.

6.1.3. The chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where trustees can constructively challenge each other and all voices are equally heard.

6.2. Recruiting diverse trustees

6.2.1. The board regularly carries out an audit of skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.

6.2.2. The board sees diversity, in all its forms, as an integral part of its regular board reviews. The board recognises the value of a diverse board and has suitable diversity objectives.

6.2.3. When deciding how to recruit trustees, the board thinks about how best to attract a diverse pool of candidates. It tries to achieve diversity in any trustee appointment panels.

6.3 Monitoring and reporting on diversity

6.3.1. Trustees ensure that there are plans in place to monitor and achieve the board’s diversity objectives.

6.3.2. The board publishes an annual description of what it has done to address the diversity of the board and ARTICLE 19 International’s leadership and its performance against its diversity objectives, with an explanation where they have not been met.

Principle 7. Openness and accountability

The board leads the organisation in being transparent and accountable. ARTICLE 19 is open in its work, unless there is good reason (such as the security of individuals) for it not to be.

Rationale

The public’s trust that a charity is delivering public benefit is fundamental to its reputation and success, and by extension, the success of the wider sector. Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build this trust and confidence and earn legitimacy.

Key outcomes

- The organisation's work and impact are appreciated by all its stakeholders.
- The board ensures that ARTICLE 19 International's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place by the board.
- Trustees make sure that ARTICLE 19 International collaborates with stakeholders to promote ethical conduct.
- ARTICLE 19 International takes seriously its responsibility for building public trust and confidence in its work.
- ARTICLE 19 International is seen to have legitimacy in representing its beneficiaries and stakeholders.

Recommended practice**7.1 Communicating and consulting effectively with stakeholders**

7.1.1. The board identifies the key stakeholders with an interest in ARTICLE 19 International's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others.

7.1.2. The board makes sure that there is a strategy for regular and effective communication with these stakeholders about ARTICLE 19 International's purposes, values, work and achievements, including information that enables them to measure ARTICLE 19 International's success in achieving its purposes.

7.1.3. As part of this strategy, the board thinks about how best to communicate how ARTICLE 19 International is governed, who the trustees are and the decisions they make.

7.1.4. The board ensures that stakeholders have an opportunity to hold the board to account through agreed processes and routes, for example question and answer sessions.

7.1.5. The board makes sure there is suitable consultation with stakeholders about significant changes to ARTICLE 19 International's services or policies.

7.2. Developing a culture of openness within ARTICLE 19 International

7.2.1. The board gets regular reports on the positive and negative feedback and complaints given to ARTICLE 19 International. It demonstrates that it learns from mistakes and errors and uses this learning to improve performance and internal decision making.

7.2.2. The board makes sure that there is a transparent, well-publicised, effective and timely process for making and handling a complaint and that any internal or external complaints are handled constructively, impartially and effectively.

7.2.3. The board keeps a register of interests for trustees and senior staff and agrees an approach for how these are communicated publicly in line with Principle 3.

7.2.4. Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on ARTICLE 19 International’s websites and in its annual report

7.3. Member engagement

7.3.1. In ARTICLE 19 International where trustees are appointed by an organisational membership wider than the trustees, the board makes sure that the charity:

- has clear policies on who is eligible for membership of ARTICLE 19 International
- has clear, accurate and up-to-date membership records
- tells members about ARTICLE 19 International’s work
- looks for, values and takes into account members’ views on key issues
- is clear and open about the ways that members can participate in ARTICLE 19 International’s governance, including, where applicable, serving on committees or being elected as trustees.

GOOD GOVERNANCE MANUAL – END OF PART 1

PART 2: A GUIDE TO ARTICLE 19 GOVERNANCE STRUCTURES AND PRACTICE

1. ABOUT ARTICLE 19 INTERNATIONAL

ARTICLE 19 International is a global force for freedom of expression comprising Affiliate Members, Individual Members and Regional Offices around the world, united by shared values, vision and mission, and strategies.

Our Constitution (see App II) reflects the collaborative nature of the relationship between the organisations and individuals who are part of ARTICLE 19 International. We work together to maintain and develop ARTICLE 19 International as an efficient, effective and integrated global organisation best able to achieve its vision.

1.1 What we do

ARTICLE 19 International creates and facilitates campaigns on freedom of expression and information around the world, provides legal and policy expertise and representation to those who require it and shares knowledge to enable others to take action.

We exist in order to promote human rights (as set out in the Universal Declaration of Human Rights (UDHR) and subsequent conventions throughout the world.

1.2 Our Vision, Mission and Core Values

Our vision, mission and core values are set out in the International Constitution, clause 2. For the purposes of this manual they are summarized here as

1.2.1 Our Vision

ARTICLE 19 International's vision is of a world where ALL people can speak freely, actively participate in public life and enjoy media freedom without fear, censorship or persecution.

1.2.2 Our Mission

We seek to *“promote, protect, develop and fulfil freedom of expression and the free flow of information and ideas in order to strengthen global social justice and empower people to make autonomous choices.”*

We do this understanding that other rights including belief, privacy, participation, assembly and association, and more, underpin freedom of expression and information.

These two interlocking freedoms are the foundation of all our work.

The Freedom to Speak concerns everyone's right to express and disseminate opinions, ideas and information through any means, as well as to dissent from, and question power-holders.

The Freedom to Know concerns the right to demand and receive information helped by power-holders for transparency, good governance and sustainable development.

When either of these freedoms comes under threat, either by the failure of power-holders to adequately legislate for or protect them, ARTICLE 19 International speaks with one voice, through courts of law, through global and regional organizations, and through civil society wherever we are present.

1.2.3. Our Core Values

Regional Offices, Affiliate and Individual Members and the International Office have agreed to operate and abide by the following core values:

- a. comply with, and implement ARTICLE 19 International's vision, mission and objects;*
- b. operate and act with integrity in the best interests of the association;*
- c. work in collaboration with each other and our partners as part of a global community of activists;*
- d. uphold high levels of transparency in our dealings with each other and with others;*
- e. be accountable for our actions;*
- f. respect and celebrate diversity;*
- g. speak with one voice: applying consistently ARTICLE 19 International policies and positions on freedom of expression issues throughout the association, and complying with ARTICLE 19 International integrated strategic priorities and plans; and*
- h. be entitled to make autonomous decisions with regard to operational matters within an agreed framework and in the best interest of the association, recognising that the effectiveness and legitimacy of ARTICLE 19 International's actions relies in its ability to act decisively according to the needs and opportunities on the ground.*

These core values are further extrapolated in our organisational values and behaviours. (For the full text see App. V)

1.3 Core Activities

We focus in particular on, but not limited to), the right to freedom of expression and information (as set out in Article 19 of the UDHR) and other instruments. We undertake this work by:

- Monitoring abuses of human rights;
- Obtaining redress for the victims of human rights abuse;
- Relieving need among the victims of human rights abuse;
- Research into human rights issues;
- Providing technical advice to government and others on human rights matters;
- Contributing to the sound administration of human rights law;
- Commenting on proposed human rights legislation;
- Raising awareness of human rights issues;
- Promoting public support for human rights;
- Promoting respect for human rights among individuals and corporations;
- International advocacy of human rights;
- Eliminating infringements of human rights.

1.4 Strategic Objectives (the Expression Agenda)

In 2015 ARTICLE 19 launched an ambitious six-year human rights strategy called The Expression Agenda (XpA). This strategy defines the priorities and objectives of the organization until 2021 and is based around five thematic pillars of work, *and one cross-cutting gender strategy*.

A full summary of the XpA can be found on the organization's strategy development wiki : <https://wiki.article19.io/display/A1SP/Global+Strategy>. In summary the six-year impact we are working to achieve across the five pillars is as follows:

- i. **Transparency:** *The right to information is strongly reflected in national legislation and practices, and in the language and practices of major international institutions targeting development. We want to see communities and individuals empowered to hold governments and other actors accountable for promoting and defending human and socio-economic rights.*
- ii. **Digital:** *International human rights standards and principles, specifically including the right to free expression and information, are broadly recognised as fully applicable online. We want to see widespread and generally unrestricted access to the internet, whilst governments, companies and international institutions involved in digital policies, products and services demonstrate strong commitments to preserving and expanding these rights.*
- iii. **Civic Space:** *The rights to publicly participate in decision-making, engage in open debate, to criticise, protest and dissent, in physical and online space, are widely recognised in legislation, policy and practice. We want to see the environment for civic discourse as robust and diverse as possible and actively encouraging the voices of the marginalised.*
- iv. **Media:** *The promotion and protection of media pluralism, media freedom and the public interest in an increasingly globalized world. We want to see a digitalized and converged media landscape that is widely recognised and reflected in laws, policies and practice.*
- v. **Protection:** *Those on the frontline of defending freedom of expression and information are supported by effective networks of institutions and activists at the local, regional and global levels. We want to see strong legal frameworks and mechanisms that ensure that violations are known, perpetrators are held accountable, and effective relief or redress is secured.*

Cross cutting the five themes are two key areas of work:

- The gender strategy is known as the Mx Method. For more details about its role across our global strategy, our operational practice and our internal behaviours see <https://wiki.article19.io/display/ZONEWIKI/Gender%3A+Mx+Method>.
- Our work within the UN structures, in particular the Human Rights Council. For more on the UN strategy <https://wiki.article19.io/display/UNHRC>

2: GOVERNANCE STRUCTURES

ARTICLE 19 International is an international association consisting of an International Office, Affiliate Members, Regional Offices, and Individual Members.

ARTICLE 19 is a charity registered in England and Wales, which acts as the international coordinating organisation for ARTICLE 19 International. ARTICLE 19 has branches (which may not be separate legal entities), known as Regional Offices in a number of countries. Regional Offices are entities established by the International Board.

The organs of ARTICLE 19 International are:

- (a) The General Assembly;
- (b) The International Board;
- (c) The Financial and General Purposes Committee
- (d) The Governance Sub-Committee
- (e) The International Office.

2.1 General Assembly

ARTICLE 19 has grown to have multiple regional offices with diverse legal relationships towards the International Office. A new way of ensuring engagement and leadership was agreed that allowed for increased participation in oversight by Affiliate Members outside of the International Board structure.

The Constitution defines the GA as:

the assembly established by the International Board for ARTICLE 19 International with such description and with such rights and obligations as they think fit and shall comprise the Individual Members and Affiliate Members admitted to the General Assembly by the International Board.[‡]

In legal terms the International Board is the highest legal entity of the organization. The GA is the highest governance authority of ARTICLE 19. The General Assembly provides a check on the direction of the organization and the work of the International Board, reflecting our core values of accountability and diversity. The role of the General Assembly is to bring greater diversity of skills and geographies into the soft governance structure of ARTICLE 19 International.

In addition:

- i. The General Assembly comprises one representative of each Affiliate Member and Individual Members. All
- ii. Upon its admission as an Affiliate Member, the Board of the Affiliate Member nominate a member of its board or steering committee to sit on the General Assembly.
- iii. The General Assembly meets at least once a year for the Annual General Assembly Meeting.

[‡] This definition is also repeated in the Memorandum and Articles of Association.

- iv. Individual Members and representatives of Affiliate Members attend and shall have voting rights at the Annual General Assembly Meeting or any other meeting of the General Assembly.
- v. As set out in the International Constitution, the primary responsibilities of the GA are:
 - a. to set ARTICLE 19 International’s vision, mission and core values;
 - b. to recommend Members for appointment to the International Board and any other members to other governance bodies;
 - c. to review the performance of the International Board;
 - d. to recommend new Individual Members, who are subsequently admitted by the Board;
 - e. to review the annual accounts of ARTICLE 19 International; and
 - f. to approve the International Board’s report of the activities of [ARTICLE 19 and] ARTICLE 19 International since the previous Annual General Assembly Meeting.

For more detail on the GA, see 2.5.1 below.

2.2 International Board

- i. The International Board has a dual function, both as the board of Members of ARTICLE 19 and as the governing body of ARTICLE 19 International.
- ii. Members are appointed by the other Members following recommendations from the General Assembly in accordance with the Articles of Association.
- iii. The primary functions of the International Board are:
 - a. to focus on strategy and approve ARTICLE 19 International’s Integrated Strategic Plan including its financial strategy;
 - b. to monitor compliance of all Affiliate Members, Regional Offices and the International Office with ARTICLE 19 International organisational principles;
 - c. to evaluate ARTICLE 19 International’s performance against its agreed strategies and plans;
 - d. to hold Affiliate Members, Regional Offices and the International Office and other bodies accountable;
 - e. to approve the opening of ARTICLE 19 International Regional Offices; to appoint the Executive Director; and
 - f. to search for and recruit new Members.

2.2.1 Finance and General Purposes Committee (FGPC)

- i. The FGPC, established by the International Board, is responsible for overseeing ARTICLE 19 International’s financial, Human Resources and Administrative operations.
- ii. The FGPC is made up of four members, including the Chair and the treasurer of the International Board.

2.2.2 International Governance Committee[§]

- i. The GSC reports to and advises the International Board on questions relating to ARTICLE 19’s international governance policies, procedures and processes;

[§] Operates under the title of the Governance Sub-Committee (GSC).

- ii. The GSC monitors compliance by the General Assembly, International Board, International Office, Affiliate Member Boards, and other bodies with ARTICLE 19's international organisational principles as outlined in the Articles of Association, International Constitution, regional constitutions and registration documents, Memorandums of Understanding, and other relevant governance documents;
- iii. The GSC manages the Annual General Assembly meeting, and the agenda of the GA is agreed by the Board;
- iv. In addition the GSC supports the General Assembly in reviewing the International Board annually;
 - i. Subsequent to International Board approval, the GSC oversees the review, development and implementation of new or revised policies, procedures and processes relating to governance issues; and
 - ii. Identifies and recommends new International Board Members to the General Assembly for onward recommendation for appointment by the International Board; and
 - iii. Identifies and recommends new Individual Members for onward recommendation for admission by the International Board; and
 - iv. Conducts an annual review of the Committee's work and terms of reference; and
 - v. Undertakes any other task that the International Board may determine from time to time. This could include for instance:
 - a. Review proposals for the admission of new Affiliate Members;
 - b. Review proposals for the creation of new offices.

2.3 International Office

ARTICLE 19 operates an International Office from London. Its role is to implement the strategies and operations of ARTICLE 19 International, subject to the directions of the International Board and the General Assembly.

- i. The International Office of ARTICLE 19 International is responsible for:
 - a. Overseeing and monitoring the use of the ARTICLE 19 trademark;
 - b. Ensuring and strengthening a shared and coherent culture and identity across the organisation, including with regard to the development, implementation and coordination of external and internal policies, strategic directions, and activities;
 - c. Establishing or admitting where appropriate Affiliate Members and entering into contractual arrangements with them on behalf of ARTICLE 19;
 - d. Providing support and financial oversight where required to Affiliate Members for strengthening core capacity;
 - e. Managing or coordinating fundraising activities across the organisation, including by providing Affiliate Members with fundraising support required for their own development;
 - f. Managing ARTICLE 19 International finances and financial systems, including by developing and monitoring financial rules and systems, coordinating the production of ARTICLE 19's annual audit and ARTICLE 19 International's (non-statutory) aggregated accounts, and supporting the financial management of Affiliate Members;
 - g. Supporting ARTICLE 19 International governance, including by organising the meetings of the FGPC, the International Board and the Annual General Assembly Meeting;

- h. Ensuring quality and performance across ARTICLE 19 International, including by providing quality control over key external materials, managing or coordinating external and internal monitoring, evaluations, and lessons sharing;
- i. Managing ARTICLE 19 International support programmes (including Law and Policy; Media, Advocacy and Communication; and Operations);
- j. Implementing and managing country and regional programmes and offices in regions and countries without Affiliate Members and/or where Affiliate Members are not present; and
- k. Developing, strengthening and managing relationships (including partnerships) with international (supra-national) organisations, institutions, alliances, networks and coalitions.

2.3.1 Role of the Executive Director

The International Board appoints the Executive Director, and he or she is responsible under its direction for the conduct of the affairs of ARTICLE 19 and ARTICLE 19 International, and for the implementation of the decisions of the International Board.

The role of the Executive Director in senior executive appointments, global management of Affiliate Members and Regional Offices, and support of governance functions, is detailed in sections 4.14-4.20 of the International Constitution (see App. II).

2.4 How we work together: Membership

All parts of the ARTICLE 19 International organisation seek to *“To promote, protect, develop and fulfil freedom of expression and the free flow of information and ideas in order to strengthen global social justice and empower people to make autonomous choices.”*

ARTICLE 19 International is a network of Affiliate Members, some of which are legally registered organisations with their own governance and management structures.

Affiliate Members agree to take a full part in the governance of ARTICLE 19 International and work on the basis of our values, vision, mission, strategies, standards and systems. Where organisational relationships are further defined by a Memorandum of Understanding (MoU), for instance in the case of Affiliate members, areas of collaboration such as shared principles of action; and operational parameters are set out in detail.

Specifically these include:

- Development of international strategy and agreement on common positions on key issues
- International activities such as global campaigns
- Financial reporting, security, fundraising, and organisational development

2.4.1 Membership criteria

To be part of ARTICLE 19 International, membership as an Affiliate, or International Member, the following minimum requirements must be met:

- i. Demonstrable and active commitment to freedom of expression, human rights and justice,
- ii. Consistency with the ARTICLE 19 International’s values, vision and mission;

- iii. Legal registration and a satisfactory record of operation;
- iv. Actions consistent with the ARTICLE 19 International’s governance standards;
- v. Financial and management integrity and capacity;
- vi. Independence, from a management perspective, from any one private individual, company or institution other than ARTICLE 19 International

Detailed undertakings by members are set out in the MoU in Appendix 3.

2.4.2 About Affiliate Members

Approval for the establishment of Affiliate members falls to the General Assembly. Agreement must be by majority vote. Regional Offices may also transition to become Affiliate Members or a separate organisation that is on the journey to an affiliate relationship may also be considered for Affiliate membership.

The key responsibilities of Affiliate members include:

1. submitting their Statutes and any future amendments to the International Board for approval;
2. developing and managing ARTICLE 19 International projects and programmes of work in the country and region where they are established, within the geographical or other boundaries set out in their Memorandum of Understanding with ARTICLE 19;
3. contributing to the development of ARTICLE 19 International strategic priorities, plan and policies on freedom of expression and complying with them;
4. contributing to the development of ARTICLE 19 International financial and fundraising policies, rules and systems and complying with them;
5. contributing to, respecting and complying with ARTICLE 19 International stated vision and mission, core values, methods and any policies adopted by the International Board; and
6. paying annual support fees as may be determined by the General Assembly, although this support fee may not be the same for all Affiliate Members.

2.4.3 About Regional Offices

At the time of drafting ARTICLE 19 has seven regional offices. The establishment of regional offices follows a process whereby the International Board is presented with a proposal, and full business case by the International Office for review and approval to go forward to the International Board. Once approved, the Regional Office is formally established with a regional board.

For a non-Affiliate Regional Office transiting to become an Affiliate Member, or a separate organisation seeking to become an Affiliate Member of ARTICLE 19 International, the International Board shall admit the new Affiliate Member following consultation with the General Assembly. Such consultation should include a full business case, as well as the proposed draft Memorandum of Understanding and Licence Agreement.

At the time of drafting ARTICLE 19 has seven regional offices.

2.4.4 About Individual Members

Individual Members are freedom of expression experts or other experts and persons of high standing, committed to the objects of ARTICLE 19 International.

They are independent from Affiliate Members and the International Office and are not affiliated with, or members of an Affiliate Member's board, steering committee or staff or staff members of the International Office.

Individual members are admitted to ARTICLE 19 International by the International Board and are expected to act in the best interests of the organisation, and promote its mission and objectives.

They may be appointed as Members in accordance with the Articles of Association and their membership terminated if:

- the Individual Member gives six months' written notice of resignation to ARTICLE 19, or such shorter notice as the International Board may accept;
- the Individual Member dies; or
- is removed from membership by a resolution of the International Board by reason of conduct inconsistent with membership of ARTICLE 19 International.

Where organisational relationships are further defined by an MoU, for instance in the case of Affiliate Members, areas of collaboration such as shared principles of action and operational parameters are set out in detail.

2.4.5 Compliance,

In order to create and sustain successful participation in ARTICLE 19 International, members are mutually accountable in terms of coherence and adherence to our core values, vision, Constitution, mission, strategy, policies, regulations and systems. Compliance is monitored and reported to the International Board through the Governance Sub-Committee with advice from Board's Finance and General Purposes Committee.

2.5. The role of Governance v. Management

Good practice in governance requires many things from an organisation but fundamental to that is a distinction between management and governance functions. Essentially governance is the process by which the General Assembly or Board functions to direct the organization, whilst management is the process of implementation - translating governance policy into programmes and services.

The following table illustrates this distinction:

Governance	Management
Determine fundamentals of organisation: values, vision, mission, overall strategy	Implement activities based on the fundamentals
Focus on strategy and policy: high level guidance	Interpret the high level guidance in practice
Choose, manage, support, guide and challenge the Chief Executive	Headed by the Chief Executive who chooses, manages, supports, guides and challenges all other staff, directly or indirectly

ARTICLE 19 International has a multi-location management structure under the International Office, which is made up of the following components:

- i. **The International Office** - ARTICLE 19 International's physical [registered] principal office situated in London, United Kingdom, where the Executive Director is based.
- ii. **Regional Offices** - located in various continents for representation, management and coordination purposes. i.e. Bangladesh and West Africa
- iii. **Other international offices** – including theme, function, sub-regional, liaison and project offices: i.e. Geneva and New York
- iv. **Country Offices** - national level branches of the International Office for the representation, management and coordination of ARTICLE 19 International's work in those countries.

2.5.1 General Assembly, Board and International Office roles

The following table summarizes distinctions based on the Constitution and practice to date. It is likely that some details will change and be added as ARTICLE 19 International learns from experience.

TABLE 1 – Roles of governance and management constituted bodies in decision making			
AREA - alphabetical	GENERAL ASSEMBLY ROLE	INTERNATIONAL BOARD ROLE	INTERNATIONAL OFFICE ROLE
Annual plan and budget for ARTICLE 19 International		<i>Approves and monitors</i>	<i>Develops, proposes and executes</i>
Annual Report and accounts for ARTICLE 19 International	<i>Approves</i>	<i>Oversees preparation and proposes to the GA</i>	<i>Prepares and presents to the International Board</i>
Appointment of Chief Executive		<i>Appoints, reviews performance, supports, challenges, terminates; is advised on pay by the FGPC.</i>	
Appointment of external Auditors for ARTICLE 19 International		<i>Approves</i>	<i>Develops proposal via the FGPC</i>
Appointment of Senior Staff of International Office [and Regional and Country Offices]		<i>Advises Executive Director if requested and helps to recruit if requested</i>	<i>Managed by Executive Director</i>
Appointment of Members to International Board	<i>Recommends Members for appointment to the International Board [and any other members to other governance bodies]</i>	<i>Through Governance Committee proposes candidates to the General Assembly. Elects (votes) for nominated Members to join the International Board</i>	<i>Supports the election and selection processes</i>
Campaigns (International)	<i>Engage and contribute</i>	<i>Approve and review progress</i>	<i>Consults, develops and implements, and reports to the International Board</i>
Compliance of members	<i>Final decisions</i>	<i>Monitor and report to the GA with support from Governance Committee and</i>	<i>Gather monitoring data</i>

		FGPC	
Disputes between members	<i>Final decision on appeal</i>	<i>Resolve unless Member appeals to the GA</i>	<i>Resolve or refer to International Board</i>
Disputes between Members and the Board	<i>Final decision if a Member appeals against termination of Membership</i>	<i>Resolve. Refer to GA only if a Member appeals against termination of Membership</i>	
Disputes between Members and the International Office		<i>Resolve</i>	
Disputes between the Board and the International Office	<i>Resolves</i>		
Election of Officers	<i>Elects GA Chairs</i>	<i>Elects Chair, Vice Chair and Treasurer</i>	<i>Supports election processes</i>
Governance Manual		<i>Approves and amends based on work of the GSC</i>	<i>Supports the work of the GSC</i>
Grievances		<i>Constitutes panel if allegations against the Executive Director</i>	<i>Follows grievance procedure</i>
Human Rights Strategy (International)		<i>Approves and reviews progress</i>	<i>Consults, develops and implements, reviews and evaluate</i>
International Constitution	<i>Approves amendments</i>	<i>Proposes amendments through the work of the GSC</i>	<i>Supports work of the GSC</i>
International Members	<i>Reviews</i>	<i>Approves</i>	
Logos and trademarks		<i>Approves</i>	<i>Oversees and monitors the use of ARTICLE 19 trademark</i>
Membership status – Country programme to Regional Office / Affiliate	<i>Recommends establishment of Regional Offices to the GA.</i>	<i>Approves admission of new Affiliate Members. Reviews progress.</i>	<i>Undertakes due diligence (with GSC), develops proposal, supports implementation, and reports once approved.</i>
Membership regulations	<i>Approves amendments</i>	<i>Proposes amendments through the work of the GSC</i>	<i>Support work of the GSC</i>
New programmatic work		<i>Approves. Recommends to the GA. Review progress.</i>	<i>Develops proposal, and rationale, implements, and reports on progress.</i>
Organisational strategy		<i>Approves. Recommends to the GA. Review progress.</i>	<i>Develops, implements, and reports on progress.</i>
Participation as observers and members of affiliate and regional boards		<i>Approves participation</i>	<i>Proposes in consultation with countries concerned.</i>
Policy development		<i>Approves</i>	<i>Consults, develops and implements, reviews and updates</i>
Public announcements and crisis communications		<i>Communicates on major developments such as a new int'l strategy, advised by management, copied to GA</i>	<i>Communicates for ARTICLE 19 International and coordinates crisis communications with International Board as appropriate.</i>

Resource allocation and long term financial planning		<i>Approves</i>	<i>Develops and implements</i>
Risk Management		<i>Regularly reviews, supported by FGPC</i>	<i>Uses as guide and assesses balance</i>
Thematic Strategies		<i>Approves and review progress</i>	<i>Consults, develops, implements, reviews and evaluates</i>
Vision, Mission and Values	<i>Approves</i>	<i>Recommends to the GA; oversee compliance</i>	<i>Ensures and strengthens a shared and coherent culture and identity across the organisation, including the development, implementation and coordination of external and internal policies, strategic directions, and activities;</i>
Whistleblowing	<i>Constitutes panel if allegations against the International Board</i>	<i>Constitutes panel if allegations against the Executive Director</i>	<i>Follows whistleblowing policy</i>

2.6 General Assembly Leadership and Representation

The International Board Chair invites a member of the General Assembly to chair the meeting on a rotating basis each year. The General Assembly Chair will:

- consult on the General Assembly agenda with the International Board Chair and the Executive Director
- ensure the agenda and supporting documentation had been circulated to the General Assembly Members
- ensure a pre-GA meeting of the Affiliate Members and Individual Members as necessary to review issues and share experiences of the Affiliate Members in particular
- open the General Assembly and Chair the meeting
- review minutes of the meeting to ensure accuracy before circulation to the General Assembly

2.6.1. Affiliate Member representation at the General Assembly

Affiliate Member Boards designate a regular attendee to the General Assembly that would be the same year on year, as practicable. By having a specific designated individual, similar to the International Board representative on the Affiliate Boards, enables continuity between meetings and allows for ARTICLE 19 International to create a specific General Assembly mailing list and communication channel to improve communications and engagement outside of the GA meetings.

2.6.2 Extra-General Assembly Coordination

In practical terms, at present there are no Individual Members of the General Assembly who are not members of the International Board. Therefore, Affiliate Board representatives have adopted the practice of meeting amongst themselves on an informal basis immediately prior to the General Assembly meeting to discuss issues and share best practice.

These informal meetings are encouraged and should be added to the calendar of events for the General Assembly meeting. As the GA grows to include Individual Members not on the International Board, these meetings can incorporate them.

2.6.3. Performance Management

One of the clear responsibilities of the General Assembly is to review the performance of the Board. The Governance Committee has been tasked with developing performance metrics for the International Board.

[Note: draft Board metrics are currently in development.]

2.7 International Board

2.7.1 Powers and functions of the Board

The International Board is responsible for the day-to-day governance of the organisation. Board Members are elected as individuals and collectively act and govern in the best interests of ARTICLE 19 International as a whole. They do not represent a particular organisation or interest. The International Board consists of at least 3 and at most 13 people including the Chair, Vice Chair and Treasurer.

The International Board has a dual function, both as a board of Members of ARTICLE 19 and as the governing body of ARTICLE 19 International. The International Board, its functions and its processes are replicable for governance processes for Regional and Affiliate Boards (subject to compliance to local legislation). See Section 2.2 for primary functions of the International Board.

2.7.2. Duties of International Board Members

The duties of International Board Members can be summarised as follows:

Duty of Care: Act as an ordinary, prudent person would in like circumstances. This requires diligent, attentive, informed participation.

Duty of Loyalty: Act in good faith, in the best interests of the organisation. Put in place procedures and policies that safeguard these interests when a conflict of interest arises; when there is a director on both sides of a transaction; or when a director and the organisation are in competition.

Duty of Compliance: Act to ensure that the organisation operates in keeping with laws and rules governing its formation and status and in accordance with its own mission and bylaws.

2.7.3. Individual responsibilities of International Board Members

The responsibilities of Board Members consist of what they do as opposed to how they do it, which is covered by their code of conduct in the following section. Members are expected to:

- Play a full part in enabling the International Board to carry out all its responsibilities as described in the previous section.
- Attend all Board and relevant Committee meetings and, where possible, functions such as special events nearby.
- Be well informed about the organisation's mission, strategies, policies and programmes.
- Keep up-to-date on developments in the field of freedom of expression and human rights.

- Review agenda and supporting materials prior to Board and Committee meetings.
- Serve on Committees or task forces and offer to take on special assignments.
- Assist in the recruitment and induction of new Board Members by the Board
- Work as a team to ensure the best interests of the organisation as a whole including providing support to the Executive Director.

Full details of Members legal responsibilities are laid out in the Articles of Association items 7-27 inclusive (see Appendix 1). If in any doubt about these roles, Members should consult the Chair.

2.7.4. Code of conduct for Board Members

The Board and individual Members should act according to high ethical standards, and ensure that conflicts of interest are properly dealt with. The supporting principles are:

(a) No personal benefit: Members must not benefit from their position beyond what is allowed by the law and is in the interests of the organisation. They must also be scrupulous to avoid gaining any private benefit from their position, whether financial or other, except when permitted by law and the organisation's governing document; and where this is agreed by the Board as clearly in the interests of the organisation.

Where the law and the organisation's governing document permit payment of Members, this must not exceed the prescribed limits, and it should be clearly in the interests of the organisation to make the payment.

No Member should be involved in setting their own remuneration. Mechanisms for setting the level of payment to Members should be set up to avoid conflicts of interest, including where appropriate making use of independent advice.

Full disclosure of any payments made to Members is required by law and should be reported in the organisation's annual accounts and annual report.

(b) Conflicts of interest: Members should identify and promptly declare any actual or potential conflicts of interest affecting them. Where a material conflict of interest arises at a Board meeting, the Member concerned should not vote on the matter or participate in discussions. She or he should also offer to withdraw from the meeting, and the other Members should decide if this is required.

Where a Member has a major or ongoing conflict of interest, she or he should offer to resign from the Board.

(c) Probity and the acceptance of gifts: The Board Expenses Policy can be found Appendix Vi. Members should declare all personal gifts received and hospitality accepted while on the organisation's business, or from people or organisations connected with the organisation; such declarations should be recorded in Board minutes or in a register kept for that purpose.

Members should not accept gifts with a significant monetary value or lavish hospitality; where this may be a frequent issue, the organisation should set a policy to define what is and is not acceptable.

Members should under no circumstances accept gifts or hospitality where this could be seen as being likely to influence the decisions of the Board.

2.7.5. Who can be on the Board?

Any person who is willing to act as a Member, and who would not be disqualified (see 2.7.17.below) from doing so, may be appointed to be a Member. Meanwhile the following **cannot** be appointed to the International Board as Members:

- A current member of staff of any part of ARTICLE 19 International
- Anyone under eighteen years old
- Anyone who has been disqualified as an ARTICLE 19 International Board member previously

Appointments are made by a decision of the Members following a recommendation from the General Assembly. The Members may appoint up to two (2) Members to fill a vacancy, without a recommendation from the General Assembly. Under such circumstances, the appointed Member holds office until the next Annual General Assembly meeting.

The International Board of Members consists of representatives of Affiliate Members and Individual Members who are not linked with Affiliate Members. When appointing to the Board the Members and the General Assembly seek to reflect as much as possible the international nature of ARTICLE 19 International.

In the normal course of business, the International Board is comprised of a majority of Individual Members who are not linked with Affiliate Members.

2.7.6. Expertise and balance of Board Members

The following guidelines guide the election of Board Members to help ensure that the Board will have the required expertise and balance in gender, region, skills etc.: Desirable balance and skills to board membership should include:

- 40-60 % women (target = 50%) desirable
- Two people with financial expertise
- Two people with expertise in international advocacy on freedom of expression and information
- One Board member living or working in each of the following regions: Americas, Europe, Africa and Asia-Pacific and the Middle East
- Leadership skills (particularly in management, governance and conflict resolution expertise) in the following areas:
 - Human Resources and Organisational Development
 - General management
 - Marketing
 - Fundraising and resource mobilization
 - Media and communication
 - Digital rights, media convergence
 - Protection and security

- Education, human rights,
- Law and, civil society.

2.7.7. Term of office and rotation

A Member shall retire from office at the Annual General Assembly Meeting immediately following the third anniversary of his or her appointment (or reappointment as the case may be) as Member.

The retirement takes effect at the conclusion of the meeting. The Member may be reappointed a maximum of two times consecutively, for a total of three consecutive three-year terms, upon agreement by the International Board of Members.

In exceptional cases where a Board vacancy would leave an essential skill gap, a maximum of one additional year may be added to the final three-year term upon agreement by the International Board.

Following the three consecutive terms, a Member cannot be re-appointed until at least one three-year term off of the International Board.

2.7.8. Board vacancies

The office of a Board Member falls vacant when the holder:

- a) Rotates out of his/her role during the normal course of Board member term limits
- b) dies;
- c) is discharged from office by resolution of the Board, if she or he was elected by the Board, or by the General Assembly, whether elected by the General Assembly or the Board;
- d) tenders her or his written resignation;
- e) without good cause fails to attend four consecutive meetings of the Board and the Board resolves that she or he should be removed for this reason;
- f) is reasonably believed by the Board to be suffering from lack of mental capacity and to be incapable of acting, if the Board resolves that she or he should be removed from office;
- g) has been adjudged bankrupt by a competent court of law;
- h) becomes a Representative in the General Assembly; or
- i) becomes a member of staff of ARTICLE 19 or of a Member
- j) is disqualified for reasons that were not apparent at the point of appointment to the Board.

In the case of a vacancy in the Board occurring 90 days or less before the next General Assembly (GA), a replacement is elected in the next GA. In the case of a vacancy occurring more than 90 days before the next GA, a replacement is elected by the Board.

If such a Board election would result in over one third of Board Members having been elected by the Board then the vacancy is held open until an election by the General Assembly at its next session. The process for filling the vacancy is based on that described below for Board Members elected by the Board.

2.7.9. Election of Board Members

The nomination of Board Members by the Board is to ensure the balance of skills, expertise, gender and regional representation or other diversity that the Board requires to perform well. It is also a means of filling vacancies that occur more than 90 days before a General Assembly.

The process is based on an objective assessment of the skills, expertise, gender and regional representation or other diversity that the Board requires.

The steps for nominating Members to the International Board are:

- i. The Governance Sub-Committee (GSC) assesses periodically the balance within the Board with respect to the requirements described above.
- ii. The GSC develops terms of reference and seeks potential Members through electronic or executive search.
- iii. The Board agrees on recruiting another member. Nominations are sent to the Chair of the Governance Sub-Committee, and Affiliates have the right to nominate up to two candidates each.
- iv. The GSC submits CVs for review, with a maximum length for each CV.
- v. The deadline for submission of nominations is three months before the election is held.
- vi. Candidates are requested to provide the following, all subject to length limits:
 - a. A statement of how she/he matches the guidelines and recognizing the commitment involved
 - b. A supporting statement by the nominating Affiliate
 - c. A brief CV in a standardised format
 - d. A compilation of candidates' statements and supporting statements and their brief CVs is provided to Members including the General Assembly members, two (2) months before the General Assembly meeting, accompanied by information from the Governance Sub-Committee related to the election guidelines.
- vii. Members and / or members of the GSC interview or have discussions with potential candidates
- viii. After the interviews/discussions, the GSC requests references for suitable candidates.
- ix. The GSC proposes candidates to the Board. The International Board holds an election and Members are formally appointed.
- x. The counting of votes is open to all General Assembly representatives.

2.7.10. Induction

The induction process aims to bring new Board Members rapidly to the point where they can make an active and well-informed contribution to ARTICLE 19 International

In general, the process involves:

- Providing the new Board Members with all ARTICLE 19 International's relevant documents
- An orientation programme by the International Office. The identification of a mentor within the Board who, for a defined period, assists the new Board member (see details in Annexure 5)
- Visits to programme locations around the world where ARTICLE 19 works.

2.7.11. Board meetings

The date, location and duration of Board meetings, are agreed by the Board on an annual basis.

The Board can hold meetings in which some or all of its Members participate by telephone, videoconferencing or other electronic or virtual means provided that all participants can communicate with one another. Those participating in this way count towards the quorum.

2.7.12. Quorum for Members' meetings

At a Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

The quorum for Members' meetings may be fixed from time to time by a decision of the Members, but it must never be less than three, and unless otherwise fixed it is three or one-third of the total number of Members, whichever is the greater.

If the total number of Members for the time being is less than the quorum required, the Members must not take any decision other than a decision to appoint further Members.

2.7.13 Agenda of Board meetings

The Chair, in consultation with the Executive Director, proposes the agenda for each Board meeting. This is circulated to Board Members for comment at least a month before the Board meeting. Any Board member can propose additional agenda items by writing to the Chair.

The final agenda is circulated with the necessary Board materials at least two weeks before the Board meeting. The Chair can approve that papers may be sent after the deadline.

Although it is preferable to finalise the agenda two weeks before the meeting, it is acceptable to present an agenda amendment at the Board meeting. Unless agreed otherwise by consensus, the new item is added to the end of the agenda under AOB (Any Other Business) and addressed if time permits.

If the new item warrants particular attention earlier in the agenda, this must be agreed by consensus by the Board. The Members aim to restrict the amount of time spent on administrative and statutory activities at Board meetings in order to add value to the substantive objectives of the organization.

2.7.14 Decision making at Board meetings

Ideally, all decisions should be reached by consensus. Where this is not possible, a vote can be called and a simple majority is required to pass a resolution. The Chair can vote and, in the case of a tie of votes, the Chair has a second, casting vote.

The Board may make a decision outside of meetings provided it is unanimously accepted by each Board Member in writing, on paper or by e-mail or other electronic means. (For a full description of decision making without a meeting see item 20 of the Articles of Association.

Once a decision is made, it is binding on all Board Members and must be supported by every Board member unless it is reviewed and rescinded.

2.7.15 Committees and other engagement by Board Members

Members are encouraged to engage in other Board activities besides attending Board meetings. Members perform some of their Board responsibilities through specialist Committees. Each Board Member is expected to be part of one Committee as approved by the Board.

Members are also invited to join Board-initiated Support Groups and Task Forces. These

are often created for a specific purpose and a specific period of time. Currently we have only one such support group called the ‘Enterprise Information Security Task Force’ (EISTF)). Such groups are created based on an interest or need identified by the Board or at the request of management.

2.7.16. Annual Board review and reflection

Through the annual review and reflection, the Board assesses its own effectiveness as a team and individually in order to:

- develop a shared understanding of and commitment to the expected motivation, role, contribution and accountability of Members, individually and collectively;
- develop a shared understanding about the most effective way for Members to
- influence and impact the organisation in terms of its nature, culture, structure, state of progress, challenges, etc;
- identify elements to strengthen the Board’s governance role;
- get to know each other better as Members and build a strong team;
- consolidate and document the lessons learnt, challenges and successes of the current Board.

Each Board Committee monitors and assesses its own effectiveness every year in parallel to the Board process.

2.7.17. Disqualification and removal of Members

A Member is disqualified from holding office for several reasons, all of which are detailed in item 27 of the Articles of Association. In summary disqualification occurs if:

- i. a Member is prohibited by law from being a member of the International board
- ii. the Members reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs, at which point they decide the Member in question is removed from office;
- iii. A letter of resignation is received by the Charity from the Member that he or she is resigning from office;
- iv. The Member fails to attend four consecutive meetings of the Members and the Members resolve that he or she be removed for this reason;
- v. at a meeting of the Members at which at least half of the Members are present, a resolution is passed that he or she be removed from office (see item 26.6 of the Articles of Association, Appendix 1).
- vi. the Member ceases to be a company member of the ARTICLE 19 International.

2.7.18. Register of Interests of Board Members

Members are chosen partly for their active involvement in other organisations. At times, this can create a conflict between ARTICLE 19 International’s interests and personal interests or responsibilities to other organisations. These conflicts can be of two kinds:

- **A conflict of interest** - when a member has a material financial or other interest in a Board decision or discussion either directly or through another organisation: (often about money).

- **A conflict of duty** - when a member has a duty to another organisation, for example as a director or employee that is related to a Board decision, discussion or public stance: (split loyalty).

Members have an annual duty to record all relevant private interests and duties in ARTICLE 19's *Register of Interests of Board Members*. The Register includes the following:

- Board Memberships
- Directorships
- Employment or other close relationships with other NGOs, charities, institutions and companies, both non-profit and profit making
- Broad description of financial interests of Members or their immediate families that are material in the sense that either the interest exceeds 1 percent of an organisation or the interest exceeds 1 percent of a member's or their family's wealth.

The Register excludes the following:

- Property
- Government savings schemes and holdings in pension funds or trusts under management by a third party
- Membership as a passive supporter rather than a leader or active member of other organisations such as charities or political parties.

The Register serves as an annual reminder of the issue. However, it is of limited value on its own without constant vigilance of possible conflicts of interest or duty. The following provides some practical guidance on behaviour at Board meetings, based on recommendations by the UK National Council for Voluntary Organisations (NCVO):

- Any member who has a private interest or duty, as covered by the Register of Interests, in a matter under discussion at a Board meeting, should declare the nature of their interest or duty and withdraw from the room, unless they have a dispensation to speak.
- If a member has any other interest or duty which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, they should declare the nature of the interest or duty, but remain in the room, participate in the discussion and vote if the Chair, in consultation with other Member present, agrees they can do so.
- If in any doubt about these rules, Members should consult the Chair.

2.7.19. Board expenses policy

The Board Travel and Expenses Policy is developed in consultation with the Finance and General Purposes Committee (FGPC). The policy aims to foster efficiency, value for money, cost-effectiveness, transparency, and equity within ARTICLE 19 International, and is updated periodically.

This policy sets out the basis on which ARTICLE 19 International's Member expenses will be paid and the process for claiming. The guidance also relates to all local Boards with regards to principles of value for money and good practice in the sector. The full policy can be found in Appendix VI.

2.7.20 Board Committees

The main responsibility of Committees of the Board is to support the Board. Committees do not take any decision that is within the statutory role of the Board. A Committee may make interim operational

decisions that will lead to a final decision by the Board. The present Committees and their summary roles are as follows:

(a) *Finance and General Purposes Committee convened by the Treasurer:*

- Income
- Resource allocation and expenditure
- Investment.

(b) *International Governance Committee (GSC):*

- Governance structure, standards, processes
- Board Members' election guidelines, recruitment, induction, capacity strengthening
- Association and Affiliation
- Governance reviews.
- Board development

2.7.21 *Appointment of Committee Members*

Members of Committees are suggested by the Chair for approval by the Board. The Board should satisfy itself that at least one member of each Committee has recent and relevant experience in the Committee's area of focus.

2.7.22. *Co-opted Committee Members / Members*

To improve their effectiveness, Committees may co-opt people with relevant skills or expertise while keeping in mind financial implications. Co-opted members can also be invited to advise the full Board on a specific area of interest and expertise. At no time can the number of co-opted members on a Committee exceed the number Members (Trustees) on the Committee. A co-opted member is proposed to the Board by the International Governance Committee in consultation with the relevant Committee Chairs.

Sources of co-opted Members are:

- Affiliate and Associate Members and ex-Board Members
- Ex- Members of the international Board
- Individuals with relevant skills

Co-opted Members of Committees operate in the same way as Board Members on Committees in informing, discussing and voting. Co-opted members of a Committee can be a good way for a potential Board member or officer to learn more about ARTICLE 19's work and become known by ARTICLE 19 Board Members and staff.

2.7.23. *Chairs of Committees*

Chairs of Committees are suggested by the International Chair for endorsement by the Board.

2.7.24 *Conduct of Committee meetings*

Committee meetings are scheduled to fit the Board's work plan. Papers and agenda for each Committee meeting are circulated with adequate time for committee Members to prepare for the meeting. In the case of the Audit and Risk Committee, this means at least one week before the meeting.

Any Committee meeting may be conducted, and the quorum satisfied, with some Members joining electronically or by teleconference. The quorum of each Committee is two Board Members.

Committees may seek professional advice on matters within their terms of reference. At least one senior member of the International Secretariat attends every Committee meeting. A member of staff takes minutes at each Committee meeting. All Board Members receive copies of the minutes of formal meetings of all Committees.

2.7.25. Conflicts of interest and duty

Care to avoid conflicts of interest and duty is necessary for Board Members in their work on Committees just as much as in their work on the Board. The guidance to Board Members in section 2.7.4 equally to co-opted members of Committees, including the need to complete the Register of Interests every year.

2.7.26. Annual review and reflection

Through a simple annual review and reflection, each Committee assesses its own effectiveness as a team and individually. This takes place every year in parallel to the Board process so that results can be combined in an overall report to the Board.

2.7.27. The International Office

The powers and functions of the International Office, are based on Article 30 of the International Constitution. They are:

- a) Managing the development and implementation of and compliance with the ARTICLE 19 International's values, vision, mission, strategies, policies, standards and systems.
- b) Strengthening communication linkages, collaboration and partnership within ARTICLE 19 International and its Members.
- c) Providing support to Affiliates, Regional Offices and Country Programmes.
- d) Strengthening a shared and coherent culture and identity across the organization.
- e) Seeking, exploring and developing links with potential new partners.
- f) Managing international or multi-country programmes.
- g) Managing work in a territory where there is no network member.
- h) Managing international advocacy, research, policy development, public education and campaigning.
- i) Developing, strengthening and managing relationships (including partnerships) with international (supra-national) organisations, institutions, alliances, networks and coalitions.
- j) Managing the finances of the organisation under the oversight of the Treasurer.
- k) Ensuring accountability, learning, planning, performance and impact monitoring, review and assessment systems are established and operate in line with the values, vision, mission, strategies and policies.
- l) Resolving disputes and as necessary referring cases to the International Board.
- m) Management of the website and other electronic gateways to ARTICLE 19 International.
- n) Management of external and internal communications for the ARTICLE 19 International.
- o) Supporting chairs of Regional Boards and Affiliates.
- p) Engaging with and providing support to Members' governance structures through strengthening capacity and promoting learning.
- q) Providing support to the international Board and General Assembly.

3. DISPUTE RESOLUTION

Conflicts between Affiliates and the International Office, between Members and the Board and between the Board and the International Office are usually resolved by those concerned between or with assistance from leaders such as the Board Chair, the Chief Executive and Chairs of national Boards.

Conflicts within management are sought to be resolved by management processes without reference to the Board or General Assembly. The exception is whistle blowing or grievance processes that concern the Chief Executive, in which case the Chair of the Board establishes a Board process such as an ad hoc Board Committee to investigate the matter.

Disputes requiring the processes described in this chapter should be rare. Most issues that may emerge are matters of policy and practice that are better resolved through informal discussions and the formal process of moving and discussing Motions at General Assembly meetings.

3.1 General principles of dispute resolution

Disputes within ARTICLE 19 should be resolved in accordance with the following principles:

- Damage to the mission and poor and excluded people is minimised.
- Disputes are conducted courteously in accordance with ARTICLE 19's International's values and federal principles.
- All parties in a dispute are given a fair hearing.
- If one party considers there is a dispute then there is a dispute.
- Presentations and documents are clear, brief and focused on the dispute.
- The basis for conducting disputes is the full set of relevant documents including the Constitution, other Agreements and this document.
- Costs of time and money are minimised.
- Risks to ARTICLE 19's reputation are minimised, observing strict confidentiality where necessary.
- The Chair makes final and binding decisions on the process of dispute resolution at Board level. The General Assembly Chair makes final and binding decisions on the process of dispute resolution at General Assembly level.
- Referral to external arbitration is the only alternative to resolution internally.

3.2. Board processes of dispute resolution

The process for taking a dispute to the Board is as follows:

- a) One of the parties makes a written submission to the Chair of the Board with a formal
- b) request for resolution of the dispute. The request includes:
 - i. Summary of the dispute
 - ii. Statement of which parties are involved
 - iii. The context of the dispute
 - iv. The party's position
 - v. The party's proposed solution, linked to ARTICLE 19's mission and values
- c) If the Board itself initiates the process, the Board creates a similar submission.
- d) The Chair decides whether to conduct the process her/himself or whether to establish a Taskforce on the issue.

- e) The Taskforce may be chaired by the Chair or by another Board member. Members of the Taskforce are Members and, if necessary, a small number of other people with relevant expertise. The Taskforce should be small and reasonably balanced in gender and other qualities.
- f) Within 14 days of receiving (or writing) such as submission, the Board/Taskforce Chair copies the submission to all other named parties and requests them to send written submissions that include the following within a further 14 days:
 - i. The party's position/reply
 - ii. Any changes to the summary of the dispute
 - iii. Any changes to which parties are involved
 - iv. The party's proposed solution, linked to ARTICLE 19's mission and values
 - v. The Board/Taskforce Chair contacts any additional parties named, seeking written submissions in the same format.
- g) Once all written submissions have been received, the Board/Taskforce Chair arranges for copies of all the submissions to be sent to:
 - i. All parties that have made submissions
 - ii. All Board Members
 - iii. All Members of the Taskforce, if any
- h) The Board/Taskforce Chair specifies a date on which the Board, advised by the Taskforce if any, will consider the dispute in a hearing. The hearing should normally be planned as part of the next Board meeting. If the Board Chair considers it necessary, a special meeting of the Board may be convened for the hearing, no less than 14 days after all written submissions have been circulated as in step e) above.
- i) The Board and/or the Taskforce, if any, may seek professional legal or other advice at any point, including during the hearing.
- j) The Chair, or in her/his unavoidable absence the Vice Chair, chairs the hearing and determines its process.
- k) In cases where an appeal to the General Assembly is permitted, the appeal must be made within 7 days of the end of the hearing.

3.3. General Assembly processes of dispute resolution

The process for taking a dispute to the General Assembly is similar as follows:

- a) One of the parties makes a written submission to the General Assembly Chairs with a formal request for resolution of the dispute. The request includes:
 - a. Summary of the dispute
 - b. Statement of which parties are involved
 - c. The context of the dispute
 - d. The party's position
 - e. The party's proposed solution, linked to ARTICLE 19's mission and values
- b) The General Assembly Chairs establishes a General Assembly Taskforce on the issue. The Taskforce may be chaired by the General Assembly Chairs or by the General Assembly representative of a Member. Members of the Taskforce are General Assembly representatives and a small number of other people with relevant expertise. The Taskforce should be small and reasonably balanced in gender and other qualities.

- c) Within 14 days of the establishment of the Taskforce, the Taskforce Chair copies the submission to all other named parties and requests them to send written submissions that include the following within a further 14 days:
 - a. The party's position
 - b. Any changes to the summary of the dispute
 - c. Any changes to which parties are involved
 - d. The party's proposed solution, linked to ARTICLE 19's mission and values
 - e. The Taskforce Chair contacts any additional parties named, seeking written submissions in the same format.
- d) Once all written submissions have been received, the Taskforce Chair arranges for copies of all the submissions to be sent to:
 - a. All parties that have made submissions
 - b. All members of the Taskforce
- e) The Taskforce Chair specifies a date on which the Taskforce will consider the dispute in a hearing. The hearing could come just before the next General Assembly meeting to minimise costs.
- f) The Taskforce may seek professional legal or other advice at any point, including during the hearing.
- g) The Taskforce Chair, or in her/his unavoidable absence an alternative elected by the Taskforce, chairs the hearing and determines its process.
- h) If all parties accept the result of the hearing, the process ends with a record of the outcome including consequent actions and any lessons learned.
- i) If one or more of the parties do not accept the result of the hearing they may appeal within seven days. The full General Assembly then hears the issue, through a process to be decided by the General Assembly Chairs, advised by the Taskforce Chair.
- j) If the General Assembly Chairs considers it necessary, a special meeting of the General Assembly may be convened for the second hearing, no less than two months after the appeal.

3.4. External processes of dispute resolution

Either party in a dispute may request that the dispute should be referred to external arbitration, as described in the MoU in such a case:

- a) The dispute is finally settled in accordance with the Arbitration Rules of the Netherlands Arbitration Institute. The procedure is conducted in English.
- b) Upon agreeing for arbitration, the parties forfeit all other internal resolution processes.
- c) The decision of the arbitrator is deemed final and binding on the parties.

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