

## GOVERNANCE COMMISSION

### TERMS OF REFERENCE

#### GENERAL

- 1 The Governance Commission has been established by Council acting on the recommendation of the Board under Regulation 8.
- 2 The purpose of the Commission is to undertake an in-depth and wide-ranging review of the governance structure of World Sailing, and make recommendations to the Board for modernising World Sailing's governance in line with best practice. The Commission is not constrained by the existing structures and may recommend whatever model it considers appropriate for World Sailing and its stakeholders.
- 3 Following consultation with Council, the Board will propose any reforms to the Annual General Meeting in November 2019.
- 4 For the purposes of these Terms of Reference, the World Sailing Governance Structure includes:
  - 4.1 National Authorities
  - 4.2 Class Associations
  - 4.3 Continental Associations
  - 4.4 Associate and Affiliate Members
  - 4.5 General Meetings (including the General Assembly in every 4<sup>th</sup> year)
  - 4.6 Council
  - 4.7 The Board (the President, Vice Presidents and Chairman of the Athletes' Commission)
  - 4.8 Committees, sub-committees and commissions
  - 4.9 Honorary Positions
  - 4.10 Judicial Board & Ethics Commission
  - 4.11 Corporate structure, internal and external monitoring and audit functions

#### MEMBERSHIP

- 5 In accordance with Regulation 8.2, the Chairman, Vice-Chairman and Members of the Commission shall be appointed by the Board.
- 6 Members: Maria Clarke (Independent Chair – NZL), Jan Dawson (WS Vice President, Philip Baum (RSA), Malav Shroff (IND), Sarah Treseder (GBR) and Luis Velasco (ARG).

Members of the Commission are not representatives of any MNA or other stakeholder within World Sailing and participate in the Commission in their personal capacities

## REVIEW

### 7 The scope of work of the Commission is:

- 7.1 Seek views from all World Sailing stakeholders (MNAs, Class Associations, Continental Associations, other Members, Committees, Sub-committees and Commissions) on World Sailing governance.
- 7.2 Review relevant literature and research on governance in sport especially within international sports federations, to identify the principles of good governance and to identify any models of best practice. This will include:
  - 7.2.1. reviewing the IOC Basic Principles of Good Governance and the IOC Declaration on Good Governance;
  - 7.2.2. the work of the ASOIF Governance Task Force; and
  - 7.2.3. recent and on-going reviews of the governance of other international sports federations.
- 7.3 Review results of ASOIF's recent review of World Sailing and best practices recommended to all international federations by ASOIF.
- 7.4 Consider and recommend any changes to the World Sailing Governance Structure to meet the principles of good governance. These changes may include the composition, powers, functions, roles, responsibilities and procedures of each of the bodies and positions within the Governance Structure.
- 7.5 Consider and recommend any 'in principle' changes to World Sailing's governance documents (Constitution, Regulations and associated documents).
- 7.6 Report to the Board and Council in May 2019 with the changes proposed in principle so that they are in final form for consideration and review at the 2019 Annual Conference (November).

## OTHER MATTERS

- 8 The Commission will meet and liaise as often as required in order to meet the timelines specified in these Terms of Reference.
- 9 The Commission may seek such further external assistance or expertise as it deems necessary or advisable to be able to conduct its work, subject to the budget approved by the Board. This may include sourcing independent review of the proposals of the Commission.
- 10 The Commission will report to the Board as often as is necessary. The work and proceedings of the Commission are confidential but its final report will be published,
- 11 The Board will approve any budget that it considers is necessary to cover the Commission's work.