



World Sailing

Refreshing the Foundations for our Future

A Summary of the Proposal to Reform the Governance of World Sailing

For Consultation

3 May 2019

sport / nature / technology





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Contents

From the Board	4
From the Chairperson	6
Introduction	8
Objectives of the Reform	9
Executive Summary	10
Proposed key changes in detail	12
Members and General Meetings	12
Board	15
Role clarity – President and Chief Executive	22
Decision making process	24
Olympic Council	27
Commissions & Working Groups	32
Integrity / Disciplinary	37
Transparency	40
Process and next steps	41
Feedback on Proposal	41
New Constitution and Regulations	41
Vote	41
Timing	41
Cost and Resource Implications	42



From the Board

World Sailing has an ambitious vision; a world in which millions more people fall in love with sailing; inspired by the unique relationship between sport, technology and the forces of nature.

The Olympic Games are our flagship event, but our sport is more than competition and the Olympic Games. Our sport teaches people of all ages from around the world about the wonderful benefits of participating in sport – of ambition, integrity, resilience and resourcefulness. Sailing also provides a tangible way in which people can understand why we need to protect our waters.

To deliver our vision, we need to refresh the foundations of World Sailing. Strong and robust foundations in our governance structures and decision-making processes will enable us to make better decisions for our future.

The Board established the Governance Commission in February 2018 as a continuation of the governance modernisation roadmap outlined in May 2016. The Board recognised the many aspects of our current structure that are impeding our ability to realise our vision and to grow the sport. For example, the process for deciding the events and equipment for the Olympic Games is lengthy, duplicative, and does not enable proposals to be well researched and implications assessed before decisions are made.

Our meeting agendas are driven by voluminous submissions covering a wide range of matters rather than agendas based on clear strategic priorities; with researched and tested proposals taking into account our goals and resources.

The members of World Sailing told us their concerns about the inefficiencies of our decision-making in the survey undertaken by the Governance Commission in September 2018. They also told us that the following aspects needed improving: transparency of decision-making; clarity of roles, responsibilities and accountabilities; management of conflicts of interests; less politics and more expertise in decision-making bodies and greater engagement with the MNAs. This Proposal addresses those concerns.

As part of the global sports system, we have watched from afar the significant impact some sports have suffered at the hands of poor leadership, breaches of integrity, corruption and other illegal behaviour. We must protect the organisation from such malign influences but we must also recognise that we too are affected by the reputational damage facing international sport.

From the Board

There are expectations from our key stakeholders to maintain high standards of governance, integrity and conduct – including the International Olympic Committee, International Paralympic Committee, partners, suppliers and governments. We must refresh our foundations and implement measures to live up to these expectations.

This Proposal will strengthen the accountability of the governing bodies within World Sailing and its members. In turn, this will increase trust and confidence in our sport and our ability to achieve our shared vision for the future.

The Board is recommending this Proposal to the membership as a basis for members and other stakeholders in sailing to comment on the future foundations of World Sailing. We invite you to participate and look forward to discussing it with you.

Thank you for your support.



Kim Andersen
President, World Sailing



From the Chairperson

It is my pleasure to present this Proposal to reform the governance of World Sailing on behalf of the World Sailing Governance Commission.

The Governance Commission was appointed by the Board in February 2018 following support for its establishment at the 2017 Annual Conference in Puerto Vallarta, Mexico.

The Governance Commission has the benefit of a diversity of members in terms of expertise and global perspectives. As the independent Chairperson, I am joined by Jan Dawson (New Zealand), Phillip Baum (South Africa), Malav Shroff (India), Sarah Treseder (United Kingdom) and Luis Velasco (Argentina), each of whom has participated in their personal capacities.

Since our first meeting in May 2018, and with the full endorsement of the Board, the objectives of the reform have been set; the process by which we would work approved; and the content of this Proposal developed.

We have consulted extensively along the way including conducting interviews with Board and Council members, undertaking a survey of members in September 2018, sharing and receiving feedback on our initial ideas at the November 2018 Conference, Council and AGM meetings in Sarasota, and keeping open the opportunity for comments via the governance review email.

We have valued all the feedback given. There are a number of changes in this Proposal from the initial ideas we had including many of the ideas and comments submitted by members.

This Proposal is not for voting on at this time but is documented to enable further discussion, feedback and deliberations. It contains the principles and concepts which the Governance Commission and the Board consider will best achieve the objectives of the reform.

The key themes in this Proposal are:

- simplifying and making decision-making more open, timely and transparent;
- reconstituting the Council as an Olympic Council;
- cementing MNAs as the ultimate owners of World Sailing with greater powers;
- introducing greater checks and balances on the Board;
- streamlining the committee structure;
- increasing the ability for members to engage and participate in decision-making;
- ensuring suitable skills and expertise on the Board and other bodies within World Sailing;

From the Chairperson

- increasing the sailors' voice and presence in the decision-making structures;
- securing gender balance on the Board and other bodies within World Sailing;
- including mechanisms to ensure regular turnover of people in decision-making positions;
- having more independence on the bodies responsible for enforcing the rules and regulations.

No proposal will be acceptable to everyone. However, it is a starting point from which World Sailing can evolve and develop into the future.

At each AGM, there will be opportunities to propose amendments to the Constitution to adjust and adapt specific parts over time.

We hope you will discuss this Proposal widely amongst your members and all involved in sailing.

We will be discussing this Proposal at the Council meetings in May 2019 and seeking further feedback with the intention that proposed amendments to the Constitution are prepared and finalised for voting on at the Annual General Meeting in November 2019.

On behalf of the Governance Commission, thank you for your support in refreshing the foundations of World Sailing.



Maria Clarke
Chairperson



Introduction

- 1.1 This paper sets out proposals to reform the governance of World Sailing by the Board of World Sailing, on the recommendation of the Governance Commission ("the Proposal").
- 1.2 It has been prepared for the purposes of consulting and obtaining feedback from members and other stakeholders involved in sailing. For this reason, this paper is not the final proposal on which members will be asked to vote.
- 1.3 Once feedback is received, a final proposal will be developed and circulated, along with a new draft Constitution, which is intended to be voted on at the Annual General Meeting of World Sailing in November 2019.
- 1.4 If the new Constitution is adopted, the Board will then develop and approve changes to the Regulations and also adapt its practices and procedures to ensure all elements of the reform are implemented.

Goals

1. Inspiration and Participation

To build a strong profile and image for sailing – using our key points of difference to resonate with people and to give them a lifetime of sport. Presenting the sport in a compelling and engaging way to attract and retain a wide global fan base.

2. Membership and Governance

To provide a professional and valued service to our members that enables the sport to grow in relevance and influence. To establish a governance structure within the International Federation that is simple, clear and transparent to all stakeholders.

3. Sport Integrity

To create and regulate, exciting and safe competition events with fairness and integrity.

4. Leadership in sport

To provide leadership to the sport through strategies that ensure its long-term sustainability and growth. To seek collaboration with partners to deliver and implement.

Strategy 2016-2022

Objectives of the Reform

2.1 At the outset of the Governance Commission's work, the Board approved the following objectives for the reform:

- a. To have efficient, timely, effective decision-making to enable innovation and respond to change quickly; using modern practices and technology;
- b. To better engage with members and all stakeholders including having clarity on who are our members – voting and non-voting;
- c. To have greater clarity of the roles and responsibilities of various bodies and positions within World Sailing and the interface between them especially between the Council, Board, Annual General Meeting (AGM) and the Chief Executive;
- d. To ensure we have the necessary expertise and diversity in the people contributing to decision-making by having the right expertise in the right places and greater diversity in gender, age, backgrounds, geography, and perspectives, recognising that World Sailing is a world body;
- e. To meet or exceed the international good governance benchmarks expected by our funders and stakeholders¹;
- f. To have high standards of integrity and transparency including enhanced code of ethics, greater independence of the bodies which enforce the rules and greater transparency of decisions and the finances of World Sailing.

¹These include but are not limited to the IOC Basic Universal Principles of Good Governance of the Olympic and Sports Movement (2008); Association of Summer Olympic International Federations "Recommended Key Governance Principles and Basic Indicators" (2016); European Union Expert Group Principles of Good Governance in Sport (2013); Action for Good Governance in International Sports Organisations (AGGIS) Sports Governance Observer Indicators (2013); Basic Indicators for Better Governance in International Sport: Jean-Loup Chappelet (2013); IOC Consolidated Minimum Requirements for the Implementation of the Basic Principles of Good Governance (2016); Support the Implementation of Good Governance in Sport (SIGGS) self-evaluation tool (2016); Sport Integrity Global Alliance (SIGA) Good Governance Universal Standards Implementation Guidelines (2016); and Parliamentary Assembly Council of Europe Appendix to "Towards a framework for modern sports governance" Resolution 2199 (2018).



Executive Summary

3.1 This section summarises the proposed changes:

- a. **Simplified + Open Decision Making:** The current submission process is replaced with a simplified and more open decision-making process. This new process will apply to all decisions.
- b. **Wider focus than the Olympic Games:** The new structure enables World Sailing to focus not only on the Olympic Games, but also on the other parts of its mandate, including in particular the development of the sport and the sustainability of the waters on which we sail.
- c. **Olympic Council:** Recognising the importance of the Olympic Games and the specialist decision-making required, the current Council is reconstituted to be an Olympic Council with a dedicated focus on all matters related to the Olympic Games. Its membership includes those MNAs who have a strong interest, experience and investment in the Olympic Games.
- d. **Members are the Owners:** The General Meeting of MNAs is retained as the ultimate authority of World Sailing with MNAs being cemented as the voting members or owners of World Sailing. New mechanisms are proposed to ensure greater participation by them in General Meetings.
- e. **Greater Accountability:** Checks and balances on the Board are increased with the members at the AGM having the power to approve the World Sailing strategy; to require the

Board to report on progress against the strategy; to require the Board to report on its financial management policies and to remove the Board as a whole, if the members no longer have confidence in it.

- f. **Streamlined Committees:** A more streamlined committee structure is in place (to be called Commissions, Sub Commissions and Working Groups) which comprise people with relevant skills and expertise. They will consider matters that are aligned to the World Sailing strategy and plans and will work with allocated World Sailing staff.
- g. **More Engagement:** There is greater opportunity for engagement and participation in decision-making for members – both inside and outside of an AGM. This is achieved by permitting proposals at any time; membership of the Olympic Council, Commissions and Sub Commissions; and changing the cadence of decision-making including holding a Members' Forum in conjunction with the AGM to be held in May (rather than November) each year. The Olympic Council, Commissions and Sub Commissions will work throughout the year with in-person meetings taking place separately from the AGM, at least 3 months prior to it.
- h. **Skills and Expertise on the Board:** A slightly larger Board is established to reflect its wider mandate and to enable any gaps in skills and expertise from those elected, to be filled by appointment. A Nominations Panel is established to assist

Executive Summary

in the appointment of the appointed directors to ensure objectivity and integrity to the process.

- i. **Increased Sailors' Voice:** There is an increase in the sailors' voice and presence throughout all decision-making processes including on the Board, Olympic Council and on Commissions and Sub Commissions.
- j. **Gender Balance:** Quotas are implemented to guarantee at least 30% of both genders on the Board, Commissions and Sub Commissions.
- k. **Turnover of Roles:** Mechanisms are in place to ensure the regular turnover of roles within World Sailing through term limits (including for Commissions and Sub Commissions) and staggering of terms on the Board.
- l. **Independence:** There is more independence to the bodies responsible for enforcing the rules, regulations and for discipline.

3.2 If approved, these outcomes will be effected by a new Constitution, substantially revised Regulations, and new practices and procedures as set out in detail in the next section of this Proposal.



Proposed key changes in detail

This section sets out the key changes proposed for the reform in detail.

4.1 Members and General Meetings

4.1.1 Role of AGM / Members

- a. The Annual General Meeting (AGM) is retained as the meeting of the Member National Authorities (MNAs) who are the owners of World Sailing. The MNAs in a General Meeting continue to be the ultimate authority to make decisions within its powers and responsibilities and to hold the Board to account.
- b. There are no changes proposed to the categories of members or their voting rights with MNAs continuing to be the only category with the right to vote at AGMs.
- c. The current voting allocation of one vote per MNA is retained. Alternative options were considered and discounted due to the difficulties in deciding the criteria to

determine proportional voting that might be acceptable to all the MNAs. Also, based on research of other international sports federations which have proportional voting² it was noted they had needed ongoing changes to their voting criteria over time, which would create ongoing debate. While acknowledging some of the disadvantages of “one vote per MNA”, it was considered, on balance, that a change in voting allocation was not critical at this time to improve World Sailing’s governance.

- d. MNAs will need to have their membership fees paid-up in full for the two years preceding a General Meeting in order to speak and vote. This is to encourage more regular engagement and address the current problem of some MNAs only paying their fees on the eve of an election in order to vote.

²Only 10 of the 40 summer and winter Olympic sports have proportional voting systems either for all voting at General Meetings or for elections only.

Proposed key changes: Powers and Responsibilities of Members

4.1.2 Powers and Responsibilities of Members

- a. The MNAs will have a greater say and there will be greater transparency with increased powers and responsibilities to do the following at General Meetings:
 - i. every 4 years, approve the strategy of World Sailing and to receive a report on progress against it annually;
 - ii. elect the President and the Board – note see paragraph 4.2.6c below for the proposal for staggered terms;
 - iii. remove the President and/or the Board as a whole³ for loss of confidence, prior to term expiring, following due process and if 75% of MNAs are in favour of doing so in accordance with Isle of Man law. This new power will give the membership the ability to change the Board if it loses confidence in how it is governing World Sailing. It will ensure the Board must always be listening and accountable to the membership;
 - iv. admit, suspend, remove, or reinstate members of World Sailing;
 - v. receive the annual report including annual audited accounts for the preceding financial year – note see the Board's role for deciding the budget and financial management (at paragraph 4.2.3a);
 - vi. receive a report from the Board on the policies and procedures it has determined for financial management (such as reserves policy, delegated authorities, procurement policy), internal controls and risk management. This new responsibility on

- the Board will ensure greater transparency of the parameters in which the Board and management are operating and enable MNAs to hold it to account against them;
- vii. approve the external auditor on the recommendation of the Board/audit committee, (as is currently the case);
- viii. amend the Constitution. This power is not new but the Constitution will have more detail than the current Constitution including the structure, roles, responsibilities, composition, and appointment procedures of all World Sailing bodies. This means the Board cannot change these structures unilaterally as they could do now with much of this currently recorded in regulations;
- ix. approve the criteria for selecting the AGM venue. A suggestion for this criteria is that the AGM must be held at venues which are most convenient to most members (such as large international airports). This amended power enables the Board to make the decision for a venue but only in accordance with the criteria set by the members;
- x. approve the events and equipment for the Olympic Games following the recommendation of the new Olympic Council (see paragraph 4.5 below). If the AGM does not approve the recommendation from the Olympic Council, then it must go back to the Olympic Council for review to consider a revised or new recommendation;

³This power is in addition to the power under the Isle of Man Companies Act (2006) for the members to remove an individual director if 75% of voting members agree to a resolution to that effect.

Proposed key changes: AGM Procedures

- xi. receive reports on the progress and outcomes of all World Sailing events and Olympic Games held in the previous year as well as those to be held in the next year;
- xii. approve the appointment/ removal of persons to independent bodies including the Disciplinary Tribunal and the Election Panel, on the recommendation of the new Nominations Panel;
- xiii. if required, dissolve or liquidate the World Sailing entity, in accordance with the law.

4.1.3 AGM Procedures

- a. The following changes to procedures of General Meetings including AGMs are proposed to ensure wider participation in decision-making by the members:
 - i. The timing of the AGM will be changed to May each year, to better align with the financial year-end and sailing calendars. This change will also ensure the necessary preparations take place prior to decisions being made at the AGM, including gathering information, consideration by the relevant Commissions, Sub Commissions and experts, developing proposals and options and consultation on them with members. The Commission and Sub Commission meetings will be held throughout the year and at least 3 months prior to the AGM. (See further at paragraph 4.4.2);
 - ii. Retain one member one vote to ensure universality is maintained (as noted in paragraph 4.1.1c above);
 - iii. MNAs will be entitled to have up to two delegates each, both of whom may speak but only one is designated

- as the voting delegate. If an MNA does bring a second delegate, the delegates must be of each gender;
- iv. Delegates must be appointed by the MNA of which they are a member or to which they are otherwise affiliated⁴;
- v. Any delegates who are unable to attend an AGM in person will be able to attend the meeting remotely using technology, and to speak and vote using that mechanism;
- vi. A delegate of one MNA cannot be the delegate for another MNA. Proxy voting (where one delegate votes on another's behalf) will not be permitted;
- vii. General Meetings continue to be open meetings, where held in-person;
- viii. MNAs can only vote on matters within the scope of the meeting and cannot override Board decisions on matters reserved for the Board. However, they can discuss any matter at an AGM if it is notified within the specified timeframes in the Constitution. The meeting may also discuss urgent matters without prior notice if the meeting agrees to do so. Such discussions are not binding on the Board but indicative of the members wishes;
- ix. The current submission process is replaced by a process in which "proposals" are considered, researched and assessed by the relevant Commission, Sub Commission, Working Group or other experts before they are submitted for decision at an AGM. (See further at paragraph 4.4.2a);
- x. The Board will investigate the feasibility of establishing a fund for MNAs to apply to, against

⁴This is not currently possible under the Isle of Man 1931 Companies Act, (under which World Sailing is registered). However, it is proposed to reregister World Sailing as a company under the 2006 Act which allows for this specification.

Proposed key changes: Board

agreed criteria, for financial support/subsidies to attend AGMs. This would largely be limited to developing nations;

- xi. In conjunction with the AGM there will be an informal forum/conference held for face-to-face discussions between members and other stakeholders of World Sailing to discuss topics of interest to the members;
- xii. Costs permitting, there will be in-person translation available at all AGMs from English to French, Spanish, and, if approved by the Chief Executive, any other languages if requested by a significant number of members. World Sailing will also investigate using technology to effect live translation to reduce the need for (and cost) of in-person translation services;
- xiii. There will also be the power for MNAs to make decisions within their stated mandate outside of General Meetings, by electronic vote for urgent decisions. There will be appropriate provision for debate and discussion (via video or teleconference) prior to such decision being by electronic vote.

4.2 Board

4.2.1 There are several adjustments proposed to the role, powers, composition and appointment of the Board. These adjustments seek to:

- a. increase the Board's effectiveness as a key World Sailing decision-making body;
- b. clarify and better align its role, responsibilities and powers in the new decision-making process with the AGM, Olympic Council, Commissions and Sub Commissions;
- c. ensure the Board has the necessary skills and expertise to govern World Sailing as a multi-million pound enterprise; and,
- d. clarify the responsibilities of the Board (including the President) from those of the Chief Executive.

4.2.2 Role of the Board

- a. The Board will continue to be responsible for governing World Sailing and making all decisions which are not reserved for the members to make at General Meetings, or reserved for other bodies such as the Olympic Council or independent bodies, like the Disciplinary Tribunal.
- b. The Board also has an important role in supporting and holding management to account against the approved strategies, plans, authorities and budgets.



Proposed key changes: Board Powers and Responsibilities

4.2.3 Board Powers and Responsibilities

- a. The following matters are proposed for the Board to decide or approve:
 - i. develop the World Sailing Strategy for AGM approval;
 - ii. if required between AGMs, approve provisional admission, provisional suspension and provisional reinstatement of members in accordance with the specified membership criteria;
 - iii. approve the Annual Plan of World Sailing setting out the goals and outcomes intended for each financial year; towards achieving the World Sailing Strategy;
 - iv. appoint, monitor the performance of, and, if necessary, remove the Chief Executive in accordance with applicable employment laws;
 - v. approve Regulations within the mandated scope set out in the Constitution – these will be substantially rewritten including the existing Regulation 15 (submissions) and Regulation 23 (Olympic Games equipment + events decision) to be replaced with Regulations covering the new decision-making process (noted in paragraph 4.4.2 below);
 - vi. approve the annual budget and financial forecasts and monitor progress against them;
 - vii. approve and monitor financial management policies eg reserves, delegations etc;
 - viii. approve and monitor delegations of authority to the Chief Executive, and delegations from the Chief Executive to the staff;
 - ix. through the Board's Audit Committee, monitor the internal controls and risk management mechanisms and assess their effectiveness;



Proposed key changes: Board Composition

- x. monitor policies and procedures to manage risks and ensure compliance with legal obligations;
- xi. approve and monitor policies for the management of staff, systems, procurement of suppliers and services, and other procedures;
- xii. approve and monitor the branding of World Sailing and its properties;
- xiii. approve the World Sailing competition/events calendar;
- xiv. approve, award and sanction World Sailing events to cities, organising committees, MNAs and clubs (as is currently the case);
- xv. appoint technical officials to major international events and Olympic Games (as is currently the case);
- xvi. appoint an Audit Committee whose chair shall be qualified and independent of the Board;
- xvii. appoint such other committees it considers appropriate to advise the Board to carry out its responsibilities (such as finance, risk and remuneration of staff), and to define their scope, monitor and disband such committees;
- xviii. recommend to the members amendments to the Constitution;
- xix. appoint the Commissions and Working Groups on the recommendation of the Nominations Panel (see further at paragraph 4.5 below) and monitor their progress against agreed plans (see further at paragraph 4.6.6).

4.2.4 Board composition

- a. It is proposed to change the composition of the Board from 9 to 11 directors to ensure there are sufficient skills and expertise on the Board, gender balance and a spread of directors from all continents as follows:
 - President – elected at an AGM held every four years (no change);
 - 5 (currently 7) elected directors– elected at an AGM (no change) but elections held every two years to ensure staggered terms of office (see paragraph 4.2.6e below);Of these six directors, at least two must be of each gender (new requirement).
 - 4 appointed directors – appointed by the 6 elected directors above, on the recommendation of the Nominations Panel (see further at paragraph 4.2.5 below) (new requirement);
 - 1 athlete member – the Chairperson of the Athletes' Commission (ex-officio) (no change).
- b. The title of Vice-President for the elected directors will no longer be used and all Board members (other than the President) will be described as Directors, whether elected or appointed.
- c. As is currently the case, the Board may appoint one of its number to be the Deputy Chairperson of the Board, but this role is simply to deputise as the chair for Board meetings, if required, and is not a Vice-President role.

Proposed key changes: Board composition

- d. Overall, the Board must have a minimum of 4 members of each gender and at least one member from each of the 6 continents. The Nominations Panel will ensure these minimum requirements are met in recommending the appointed directors.
- e. The appointment, rather than election, of the four appointed directors is proposed to ensure the Board has the skills, expertise, knowledge and diversity required, which an election process cannot guarantee. While relatively new to international federations, the appointment, rather than election, of some directors is increasingly being adopted in leading sports organisations⁵, and is a well-established principle of good governance in both not-for-profit and corporate settings. These directors do not need to be independent of World Sailing, but the process by which they become directors, is through appointment rather than election.
- f. A person will not be eligible to be on the World Sailing Board if they are an employee, member of the Board (or equivalent body) or other office bearer in a decision making role of an MNA, or any other member of World Sailing, including Class Associations and Continental Associations. This is due to the inherent conflict which exists with many decisions made by the Board either directly or indirectly affecting MNAs and other members. It is better to remove this conflict altogether rather than endeavour to manage it, as is currently the case.
- g. In addition, as required by Isle of Man law, directors must meet all eligibility requirements such as being 18 years of age or older, not being an undischarged bankrupt, or

disqualified under the law. In addition, it is proposed to add that a director cannot have been convicted of any serious criminal conviction (to be defined).

- h. The directors are required to act in the interests of World Sailing as a whole. No director is or can be a representative of any member or group of members. The Board must adhere to the principle of collective responsibility; meaning that directors are bound by a decision of the Board even if they vote against it. This also applies to the directors from the Board who sit on the Olympic Council where the views of the Board (not the individual director) must be represented (see paragraph 4.5.3a).

⁵For example the World Rugby Executive Committee has two independent members appointed by a Nominations Committee. The IAAF has 3 members of its Executive Board appointed by the Board on the recommendation of a Nominations Panel. At national level, for example, the Code for Sports Governance (2017) published by UK Sport, mandates that national governing bodies (at Tier 3) must have at least 25% of the directors as independent and be appointed via a nominations committee.



Proposed key changes: Nominations Panel

4.2.5 Nominations Panel

- a. A new Nominations Panel is proposed to identify, assess and recommend candidates for:
 - i. the four appointed directors to the Board;
 - ii. the members of all Commissions and Sub Commissions;
 - iii. the Elections Panel;
 - iv. the Investigations Panel; and,
 - v. the Disciplinary Tribunal.
- b. A Nominations Panel enables a separate, objective and non-political assessment of the potential member of these bodies against specified criteria, using a fair, objective and transparent process.
- c. The proposed Nominations Panel operates independently of the Board and will be comprised of the following persons, appointed by the Board:
 - 2 independent persons with expertise in appointing non-executive directors (one of whom will be the chair);
 - the President⁶;
 - 1 other director who is not seeking election or reappointment to the Board or the body to which candidates are being considered.
- d. The independent members of the Panel provide expertise and objectivity to the process. The President and another Board member are included on the Panel to provide input into the assessment and ensure the candidates are of a suitable character to work with the other members of the Board. If consensus cannot be reached by the Panel on

a candidate, then it will take three of the four members to approve its decision, which protects against either the independents or the elected members having a majority. For example, this means the two independent members plus the President must agree, or the President, the other director and one of the independent members must agree, for a decision of the Nominations Panel to be adopted.

- e. It is proposed that the four appointed directors on the Board be appointed by the President and 5 elected directors on the recommendation of the Nominations Panel as follows:
 - i. prior to the AGM at which elections are being held, the positions for the appointed directors will be widely advertised (see paragraph 4.2.6(c) below for the staggered appointment of appointed directors);
 - ii. following the AGM, the Nominations Panel will identify the gaps in the skills, expertise, attributes, knowledge and perspectives on the Board from those who have been elected;
 - iii. the closing date for receipt of applications for these appointed director positions will be after the election. Any person can apply for these positions and they do not need to be endorsed by an MNA. They can be persons involved in sailing or be completely independent. The Nominations Panel may also directly approach individuals to encourage them to apply for a role. Candidates who stand for election to the Board but are not elected, may apply for one of these appointed director positions;

⁶The President and other director are not on the Nominations Panel for assessment of members for the independent bodies such as the Disciplinary Tribunal.

Proposed key changes: Board Terms

- iv. within one month of the elections, the Nominations Panel will review and assess the candidates for the appointed director positions against the criteria below, in the following priority order:
 - relevant skills/expertise for the gaps identified;
 - knowledge of the sport (including but not limited to recently active elite sailors);
 - directors from different continents (to meet the minimum of one director across the whole Board from each of the 6 continents);
 - gender balance on the Board (minimum 30% of each gender across the whole Board); and,
 - diversity of perspectives including cultural, age, ethnicity.
- v. The Nominations Panel then make recommendations to the Board of the preferred candidates. If the Board do not approve recommended candidates, the process will revert back to the Nominations Panel who may make an alternative recommendation from the candidates who applied or choose to start the process again.

4.2.6 Board Terms

- a. There are no changes proposed to the existing term of office for directors (ie 4 year terms) or the maximum number of terms (ie maximum of 2 terms or 8 years), which is consistent with good governance standards. This applies whether the terms are consecutive or non-consecutive.
- b. This limit applies to directors who are appointed as well as those who are elected. Also terms on the current or previous Boards will be counted in determining the maximum term, and there is no clean slate proposed as part of these reforms. For example, a director who has served one term on the current Board will only be able to serve one more term on the new Board (if elected or appointed), unless they are elected President (see paragraph 4.2.6d below).
- c. However any term on the Board as the Athletes' Commission Member is not counted for the purposes of calculating the maximum term. For example the Athletes' Commission member on the Board, could be on the Board for a term in that capacity, and then serve two further terms on the Board, as an ordinary director (if elected or appointed).



Proposed key changes: Board Terms

- d. For the President, the total maximum number of terms will remain as 2 terms (8 years) as President, in addition to a maximum of two terms (8 years) on the Board (whether or not consecutive terms). This means a President can serve up to a total maximum of 4 terms (16 years) on the Board, if they serve two terms as an ordinary director and two terms as President. However if they serve only one term as a director, then they can only serve two terms as President.
- e. It is proposed to introduce staggered terms to ensure there is continuity from Board to Board and the organisation is not vulnerable to a whole new Board every 4 years. This will be achieved by the election and appointment of directors occurring every two years as follows:
 - Year 1 - President, 2 elected directors, 2 appointed directors, and the Athletes' Commission Chairperson;
 - Year 2 – none;
 - Year 3 – 3 elected directors and 2 appointed directors;
 - Year 4 – none.
- f. As it is proposed that the AGM will take place in May each year, in a four-year cycle, Year 1 will commence following the election held in the month of May in the year after the Olympic Games. For example following the Olympic Games in 2024, the AGM will be held in May 2025, and those directors who are elected or appointed will start their terms in May 2025 and end in 2029, following the 2028 Olympic Games.
- g. To transition into this rotation, the election will be held as usual at the AGM in November 2020 but some of the directors will have designated terms of office of 4½ year terms⁷ and some for 2½ year terms⁸ as follows:
 - i. President and 2 elected directors + 2 appointed directors and the Athletes' Commission Chairperson for a 4½ year term; and,
 - ii. 3 elected directors + 2 appointed directors for a 2½ year term.
- h. In May 2023, the next election will be held to elect 3 elected directors for 4 year terms and also 2 appointed directors would be appointed for 4 year terms.
- i. In May 2025 the next election will be for the President and the 2 elected directors for 4 year terms. (See also the timeline on page 42).
- j. A 2½ -year term, will not count as a term, so the maximum terms of office for the directors who have this shorter term, as a transition, would be 10½ years.

⁷With the change in AGM from November to May, the term will be from November 2020 to May 2025.

⁸As above, the term will be from November 2020 to May 2023.

Proposed key changes: President

4.3 Role clarity – President and Chief Executive

The Constitution will better delineate the roles and responsibilities for the positions of President and Chief Executive to ensure a clear separation of powers and responsibilities. For the Board, its role is governance and oversight and for the Chief Executive, it is managing the operations.

4.3.1 President

- a. The President will not be involved in the day-to-day operations⁹. The President will be the leader and the public face of the organisation. He or she will:
 - i. be the lead representative of World Sailing;
 - ii. chair and manage the Board;
 - iii. chair General Meetings;
 - iv. support and supervise the Chief Executive;
 - v. maintain close relations with the Members;
 - vi. chair the Olympic Council;
 - vii. be entitled to attend all meetings of Commissions and Working Groups;
 - viii. be a member of the Nominations Panel¹⁰;
 - ix. maintain close relations with key stakeholders such as the IOC, sponsors, media, other sports organisations eg government authorities and other relevant organisations eg NGOs.

⁹Other than as oversight of the Chief Executive.

¹⁰However, the President will not sit on the Nominations Panel for the appointment of the independent bodies such as the Elections Panel, Investigations Panel and Disciplinary Tribunal. See paragraph 4.7.4d below.



Proposed key changes: Chief Executive



4.3.2 Chief Executive

- a. The Chief Executive's role will be to manage the operations of World Sailing within the delegated authorities and policies decided by the Board. The responsibilities will include:
 - i. developing the World Sailing Strategy (for Board and then AGM approval), implementing the Strategy and reporting to the Board against it;
 - ii. developing the Annual Plan (for Board approval), implementing the plan and reporting to the Board against it;
 - iii. developing the annual budget and 4 year financial forecast (for Board approval) and reporting to the Board against it;
 - iv. managing the operations of World Sailing including the appointment of, monitoring performances of, and if required, removal of staff;
 - v. sourcing and maintaining sponsors and other sources of revenue consistent with the World Sailing Strategy;
 - vi. implementing internal policies (approved by the Board) for management of staff and systems;
 - vii. supporting and assisting the Commissions and Sub Commissions to undertake their work;
 - viii. recommending which Working Groups may be required (for Board approval), and managing the functioning of them;
 - ix. undertaking such other tasks as delegated by the Board.

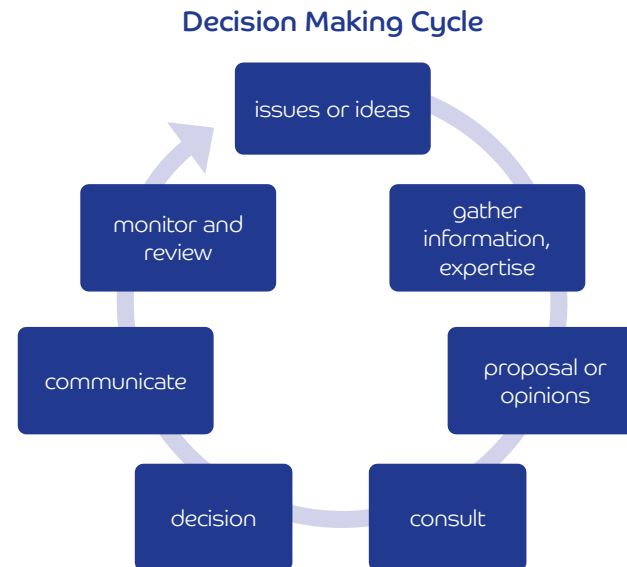
Proposed key changes: Submission Process Changed to Proposals

4.4 Decision-making Process

4.4.1 Submission Process Changed to Proposals

- a. The current submission process is inefficient and ineffective for making quality decisions for World Sailing.
- b. Voluminous submissions to Council and the AGM on all manner of subjects are made at the same time, often about the same matter. Because of the formality of the meetings, under the current system they can only be accepted or rejected, often without all the necessary information to make such decision.
- c. Due to the volume and timing of submissions and meetings, many decisions have been made without proper research, background information, assessment of implications (time, money, resources and impact on other aspects of World Sailing), and consultation. This has adversely affected both World Sailing and its members.
- d. When there has been research and options considered, they have been ignored or replaced by a submission which has not been fully considered, or an alternative submission from the floor of the meeting. The decision in May 2018 on the events for the 2024 Olympic Games is a stark example of the flaws in the current World Sailing decision-making process.
- e. It is proposed that a new decision-making process is implemented across all decisions of the AGM, the

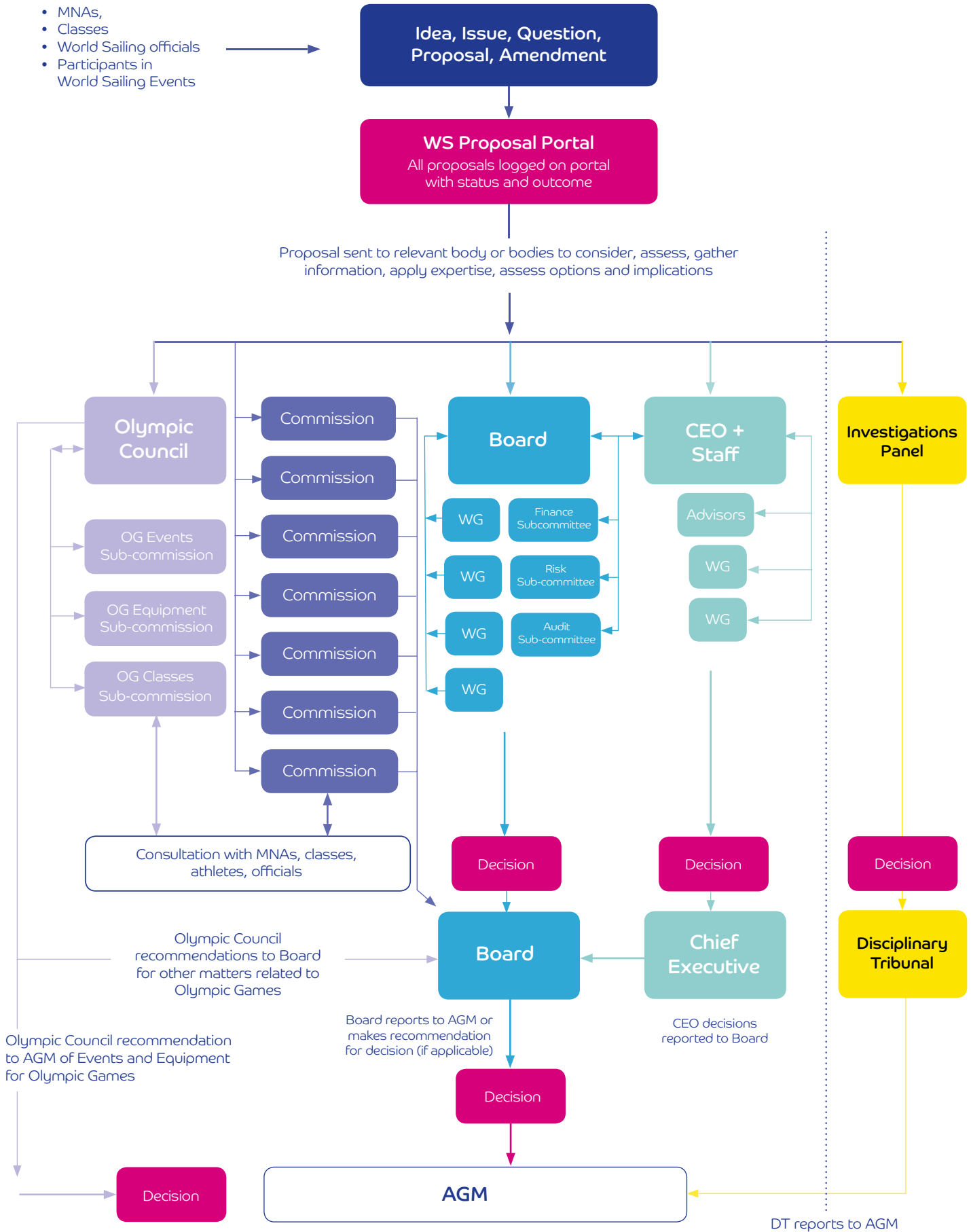
Board, and the Olympic Council. Before any decision is made the steps in the following decision-making cycle must be followed:



- f. This means ideas and proposals can be given to the appropriate bodies within World Sailing which have the necessary expertise and can consider the implications before a final decision is made.

(See page 25 for a flow-diagram showing the process for decision-making).

Proposal Process



Proposed key changes: Change in Sequencing of Meetings

4.4.2 Change in Sequencing of Meetings

- a. As a result of the change in the decision-making process, and the desire to encourage a wider group of members to participate in AGMs and Conferences, (not limited to Council and committee members), changes are proposed to the sequencing of meetings and decisions throughout the year. This will impact on the timing of the AGM and Conference which are proposed as follows:



Proposed key changes: Olympic Council

4.5 Olympic Council

4.5.1 The existing Council is reconstituted and refocused to work solely on matters related to the Olympic Games. This proposal reflects the fact that a large portion of matters currently decided by the Council relate to the Olympic Games. The importance of the Olympic Games to World Sailing also justifies a specialist body to consider these matters. The proposed new mandate, composition and procedures of the Olympic Council are set out in this section.

4.5.2 Mandate

- a. The Olympic Council will consider and make recommendations to the AGM every four years on the events and equipment for the next edition of the Olympic Games. It will recommend both the events and equipment at the same time.
- b. In addition, for all other Olympic Games related matters, the Olympic Council will consider and make recommendations to the Board for it to decide, including:
 - i. qualification criteria;
 - ii. qualification events;
 - iii. pathway events including Olympic Class World Cups; and
 - iv. Youth Olympic Games – events and equipment.

4.5.3 Olympic Council Composition

- a. Given its proposed change in mandate from that of the current Council, the composition of the Olympic Council will change to ensure its members are from MNAs with expertise, experience and knowledge of the Olympic Games. Its size is also reduced, from 41 to 26 members, so it is more efficient and effective in its decision-making. The proposed composition is as follows:
 - President (ex-officio) who shall chair the Olympic Council;
 - 1 x other director appointed by the Board;
 - 2 x members of the Athletes' Commission being the Chairperson and one other member who must be of the other gender, and must compete or have competed in an Olympic class which is different to that of the Athlete's Commission Chairperson;
 - 21 MNAs representatives (see 3 Options below for the mechanism by which the MNAs are decided in paragraph 4.5.3b); and,
 - 1 x representative of the Olympic Classes, elected by the Olympic Classes Sub-Commission.
- b. There are 3 different options proposed for discussion and feedback on the possible composition of the 21 MNAs, as follows (See chart on page 28):



Proposed key changes: Olympic Council Composition

21 MNAs Options for determining which MNAs on Olympic Council		
Option 1 – Based on Medal Ranking	Option 2 – Based on number of Event Top 10 Places.	Option 3 – Based on Mix of Medal Ranking and Event Top 10 Places
1 x MNA that hosted the last edition of the Olympic Games	1 x MNA that hosted the last edition of the Olympic Games	1 x MNA that hosted the last edition of the Olympic Games
1 x MNA that will host the next edition of the Olympic Games	1 x MNA that will host the next edition of the Olympic Games	1 x MNA that will host the next edition of the Olympic Games
The top 10 MNAs on the medal table ¹¹ at the last Olympic Games (excluding, if applicable, the two MNAs already allocated positions as prior or future hosts as noted above)	The top 13 MNAs that had the highest number of top 10 places in sailing events in the last Olympic Games (excluding, if applicable, the two MNAs already allocated positions as prior or future hosts as noted above)	The top 6 MNAs on medal table at the last Olympic Games (excluding, if applicable, the two MNAs already allocated positions as prior or future hosts as noted above)
6 x MNAs, being 1 from each Continental Association if the MNA qualified or attempted to qualify for the Olympic Games (excluding any MNAs already allocated positions above) ¹² .		The top 7 MNAs that had the highest number of top 10 places in sailing events in the last Olympic Games (excluding, if applicable, the MNAs already allocated positions as noted above)
3 x MNAs which were the next 3 on the medal table at the last Olympic Games that are not otherwise allocated a position based on the four designations above.	6 x MNAs, same as for Option 1	6 x MNAs, same as for Option 1

¹¹The top 10 MNAs are determined from the medal table ranking published by the IOC based on number of medals.

¹²It is expected these MNAs will include those from emerging or developing nations that are seeking to be on the Olympic program.

Proposed key changes: Olympic Council Composition

- c. The rationale for each of the options is as follows:
 - i. **Option 1 (Medal Ranking):** The rationale for this composition is to ensure that the MNAs who invest in and compete at the highest level in the Olympic Games are part of the decision-making process.
 - ii. **Option 2 (Number of Top 10 Places in Events):** The rationale for this composition is to ensure that the MNAs who invest in sailors and achieve the largest number of top 10 places on the Olympic Programme are part of the decision-making. This option recognises that an MNA could be in the top 10 in medals but only have one or two athletes, or only enter sailors in a small number of events, so is not investing as much in the Olympic Games as an MNA which may have a large number of athletes but is lower down the medal table.
 - iii. **Option 3 (Mixed Medals + Top 10 Places in Events):** The rationale for this composition is that both medal rankings and number of entries by MNAs are important in assessing the investment made by MNAs in the Olympic Games.
- d. Under all of the options, the composition of the Olympic Council does not require any election process (other than the 6 MNAs from the Continental Associations) and is appointed based on clear and objective criteria. All three options also take into account the need for those MNAs who are seeking to be, but not yet, part of the Olympic Games to be represented on the Olympic Council through the Continental election process.
- e. Under any of the options, an MNA cannot be represented more than once amongst the 21 MNA representatives (excluding the President, other director, the 2 Athletes' Commission members and the Olympic Classes representative).
- f. Consideration has been given to mandating minimum gender numbers on the Olympic Council but this will be difficult to implement with MNAs choosing their own representatives who should have relevant expertise and experience with the Olympic Games. However further consideration is to be given to developing a mechanism which will meet the principle of minimum 30% of each gender on the Olympic Council, which is sought for all bodies as part of these reforms.
- g. Each MNA will appoint their own representative from their MNA for a term of 4 years.
- h. An MNA representative can serve a maximum of two consecutive terms (total 8 years) on the Olympic Council.
- i. Each MNA may appoint an alternate representative to stand in for the appointed MNA representative in the event that he or she is unavailable to attend a meeting of the Olympic Council.
- j. If approved, the inaugural Olympic Council will be convened in February 2021 and have a term of 4½ years expiring in August 2025 (3 months after the 2025 AGM and elections). The next Olympic Council will be for the 4-year period from August 2025 to August 2029.

Proposed key changes: Sample Olympic Council

- k. The MNA from each Continent can be any MNA in the Continent that is a member of the Continental Association and which qualified or attempted to qualify for the last Olympic Games and is not already represented on the Olympic Council. The MNA will be elected by the MNAs in the Continent via electronic vote, in the same way that Council group elections are currently undertaken. The MNA will be decided by August in the year following each Olympic Games. An MNA is not eligible to be the Continental representative on the Olympic Council for more than two consecutive terms (excluding any other terms on the Olympic Council in any of the other designated positions).
- l. To show a sample of the Olympic Council, for each of the 3 options, if the proposed compositions had been in place following the 2012 and 2016 Olympic Games, see Tables 1, 2 and 3 below. MNAs which are struck out are due to the fact they are allocated under the prior designation:

Option 1 (Medal Ranking) - Sample Olympic Council		
2012	Designation	2016
	President	
	1 x other director	
	2 x Athletes' Commission Members	
	1 x Olympic Classes Rep	
	21 MNAs	
GBR BRA	1 x past host 1 x next host	BRA JAP
AUS, ESP, NED, NZL, SWE, CHN, DEN, FIN, CYP, POL	Top 10 MNAs on medal table	GBR, NED, AUS, NZL, FRA, ARG, CRO, CHN, IRL, SLO
Examples only: CAN URU TUN JAP GRE COK	6 x MNAs – 1 from each Continent North America (NA) South America (SASC) Africa (ASCON) Asia (ASAF) Europe (EUROSAF) Oceania (OSAF)	Examples only: USA CHI SEY SGP HUN FIJ
ARG BEL FRA	Next 3 MNAs on medal table	DEN AUT GER

Proposed key changes: Sample Olympic Council

Option 2 (Number of Top 10 Placings in Events) Sample Olympic Council		
2012	Designation	2016
	President	
	1 x other director	
	2 x Athletes' Commission members	
	1 x Olympic Classes Rep	
	21 MNAs	
GBR BRA	1 x past host 1 x next host	BRA JAP
FRA, NZL, NED, AUS, GER, SWE, FIN, USA, ESP, ITA, DEN, POL, CRO	The top 13 MNAs that had the highest number of top 10 places ¹⁴ in sailing events in the last Olympic Games (excluding, if applicable, the two MNAs already allocated positions as prior or future hosts)	GBR, FRA, NZL, NED, AUS, USA, ARG, ESP, ITA, (GER, DEN, POL, CRO, SWE, AUT) ¹⁵
Examples only: CAN URU TUN CHN GRE COK	6 x MNAs – 1 from each Continent North America (NA) South America (SASC) Africa (ASCON) Asia (ASAF) Europe (EUROSAF) Oceania (OSAF)	Examples only: CAN GUA SEY SGP HUN FIJ

Option 3 (Mixed Medal + Event Entries) Sample Olympic Council		
2012	Designation	2016
	President	
	1 x other director	
	2 x Athletes' Commission Members	
	1 x Olympic Classes Rep	
	21 MNAs	
GBR BRA	1 x past host 1 x next host	BRA JAP
AUS, ESP, NED, NZL, SWE, CHN	Top 6 MNAs on medal table	GBR, NED, AUS, NZL, FRA, ARG
FRA, GER, FIN, USA, ESP, ITA (DEN, POL, CRO) ¹⁶	Top 7 MNAs that had the highest number of top 10 places ¹⁷ in sailing events in the last Olympic Games (excluding, if applicable, the MNAs already allocated positions above)	USA, ESP, ITA, GER, POL, (CRO, SWE, AUT)
Examples only: CAN URU TUN JPN GRE COK	6 x MNAs – 1 from each Continent North America (NA) South America (SASC) Africa (ASCON) Asia (ASAF) Europe (EUROSAF) Oceania (OSAF)	Examples only: CAN CHI SEY SGP HUN FIJ

¹⁴Allocation is based on number of sailors in the top 10 results across all events. No weighting has been given to medal winners.

¹⁵Brackets indicate MNAs with the same score where a tie break is required ie number of medals won.

¹⁶Brackets indicate MNAs with the same score where a tie break is required ie number of medals won.

¹⁷Allocation for the 7 places is based on number of sailors in the top 10 results across all events. No weighting has been given to medal winners.

Proposed key changes: Procedures of Olympic Council

4.5.3 Procedures of Olympic Council

- a. The Olympic Council will meet at least once a year in person but will undertake work between meetings by telephone, email and video conference meetings.
- b. Each member will have one vote on all matters, with a quorum being 15 members. All decisions are reached by consensus or if a vote is required, by simple majority.
- c. The Olympic Council has three Sub-Commissions, which assist it with its work and undertake the necessary research, analysis, consideration of options and consultation before submitting recommendations to the Olympic Council. The Sub Commissions are:
 - i. Olympic Games Equipment Sub Commission
 - ii. Olympic Games Events Sub Commission
 - iii. Olympic Classes Sub Commission.
- d. The mandate of each of the Olympic Equipment and Olympic Events Sub-Commissions will be largely the same as the existing Events and Equipment Committees, but limited to Olympic Games. Similarly, the Olympic Classes Sub Commission will largely have the same mandate as the existing Olympic Classes Subcommittee.
- e. The Chairpersons of the Olympic Games Equipment Sub Commission and the Olympic Games Events Sub Commission may attend and speak at meetings of the Olympic Council, but are not members of it, and cannot vote.
- f. The Chairperson of the Olympic Classes Sub Commission may be the Olympic Classes representative on the Olympic Council (referred to in paragraph 4.5.3a above), as decided by the Sub Commission.

4.6 Commissions & Working Groups

4.6.1 The current committee and commission structure will be adjusted to be more streamlined and to better align with the strategic pillars of World Sailing. Instead of committees, there will be Commissions, Sub Commissions and Working Groups.

4.6.2 Role

- a. The role of the Commissions, Sub Commissions and Working Groups is to advise the Board and to assist management with various tasks for which World Sailing does not have paid staff to undertake.
- b. The Commissions and Sub Commissions are experts in their subject matter and will develop ideas, consider proposals from members, gather the necessary information to assess them, develop options, apply their expert opinion to the proposal and options, consult with members and other stakeholders on proposals and then make recommendations to the Board. The only exception is the Rules Commission, which is authorised to decide changes to the Rules (as is currently the case) subject to the right of review (see the table at paragraph 4.6.3b).
- c. Commissions and Sub-Commissions are permanent or standing commissions whereas Working Groups are ad hoc and temporary for specific projects.
- d. Working Groups may be needed by a Commission to enable a few of its members or other experts to consider a specific matter or because the Board or management needs a specific project or matter considered.
- e. Commissions, Sub Commissions and Working Groups will consider proposals sent in from the members or requested by the Board within their subject area but may also develop Proposals in their own right.

Proposed key changes: Number and Nature

4.6.3 Number and Nature

- a. At present, there are 41 committees, subcommittees and permanent working parties; 29 of those are permanent committees or sub-committees and approximately 12 are permanent working parties. This is very difficult to manage, both logistically and in terms of the work undertaken. There is also little alignment of their work with the organisation's strategic priorities, which means time and effort is being put into some matters which are not priorities for the organisation or which cannot be adequately resourced or implemented.
- b. As such, it is proposed to reduce the structure to 7 Commissions with the following scope:

Commission	Scope
Offshore & Oceanic	Responsible for planning, policy and events for Oceanic and Offshore racing; monitor safety standards; review and update Special Regulations etc. It will incorporate the areas of work currently undertaken by the following committees and subcommittees: Oceanic and Offshore, Special Regulations, International Regulations, Classes - keel, Match Racing and the Sailor Classification Commission.
Officials	Responsible for developing and delivery of education, training, and examining of all technical and race officials; and recommending to the Board the appointment of technical officials for World Sailing and other major events. It will incorporate the areas of work currently undertaken by the following committees and subcommittees: Race Officials, International Judges, International Measurers, International Umpires, and Race Management.
Rules	Responsible for reviewing and deciding changes to the Racing Rules, Equipment Rules and Class Rules. It will incorporate the areas of work currently undertaken by the Racing Rules Committee and Equipment Rules Subcommittee. A decision by this Commission to add or change a rule may be reviewed by the Olympic Council (if the rule specifically relates to the Olympic Games) or otherwise the Board.
Participation & Development	Responsible for developing, monitoring and reviewing the development plan for the sport; training standards etc. It will incorporate the areas of work currently undertaken by the following committees and subcommittees: Development and Regions, Regional Games, Classes-other, Team Racing, Youth Events, and some matters from the Coaches Commission, Sustainability Commission, and Medical Commission.
Para Sport	Responsible for ensuring inclusion of para sailing on the Paralympic sailing programme; developing policy for para World Sailing Championships and other events; promote, assess and support programmes for Paralympic sailing managed by MNAs. It will incorporate the areas of work currently undertaken by the Para World Sailing Committee.
Governance	Responsible for monitoring, reviewing and recommending changes to governance structure and practices in World Sailing (and its related entities); reviewing and assessing proposals to amend the Constitution and Regulations; assessing applications for membership (or the suspension or termination thereof); providing interpretations on the constitution/regulations. It will incorporate the areas of work currently undertaken by the Constitution Committee, the Women's Forum and some matters from the Medical Commission.
Athletes	No change

Proposed key changes: Composition

4.6.4 Composition

- a. It is proposed that each Commission and Sub Commission will have between 10-15 members all of whom must have the relevant skills, expertise or experience of the subject matter of the Commission. From amongst these experts there must be:
 - i. at least one member from each Continent;
 - ii. at least 30% of each gender; and,
 - iii. such other perspectives, which are relevant to the Commission such as classes, recently active elite sailors, different age groups, and other relevant attributes.
- b. Commissions and Sub Commissions will be appointed for a period of 4 years. There will be a maximum of two terms of office for members of on each Commission. A Chairperson can serve an additional 2 terms.
- c. To ensure there is continuity of existing World Sailing committee members, it is proposed that the previous terms served by them will not be counted for the establishment of the new Commissions, so that if a current committee member is appointed to a Commission or a Sub Commission in 2021, they will start with a clean slate and be able to serve up to two further terms.
- d. It is proposed that Working Groups will be smaller than Commissions and Sub Commissions (usually between 3-8 members) who have the relevant skills, expertise and experience for the specific purpose of the Working Group that has been established. In appointing these Working Groups consideration will need to be given to a diversity of perspectives as is required for Commissions but this is not mandatory.
- e. Working Groups will not be established for longer than 2 years, however it is proposed that the Board could (by exception) extend the term for up to a further 2 years, if at the end of its intended term, there is further work to be undertaken.

4.6.4 Appointment Process

- a. With the exception of the Athletes' Commission (see below), it is proposed that the process for appointing members of the Commissions and Sub Commissions will be as follows:
 - i. There will be a call for nominations from the MNAs following each election. MNAs can nominate any person who meets the criteria for Commissions or Sub Commissions including people from outside of sailing such as independent experts (see the criteria at paragraph 4.6.4(a) above);



Proposed key changes: Appointment Process

- ii. The Nominations Panel will assess the nominations against the criteria;
 - iii. The proposed chairperson of each Commission and Sub Commission will be recommended to the Board for approval;
 - iv. Once the Chair is appointed, he or she will assess the nominations of the members for their Commission or Sub Commission with the Nominations Panel, who will make recommendations to the Board for its approval;
 - v. This process should be completed within 3 months of each election AGM.
- b. It is proposed that the above process will not apply for Working Groups, which could be appointed by the Board on the recommendation of management or by a Commission.
- c. The Olympic Classes Sub Commission will be different to other Sub Commissions in terms of its composition and appointment. It is proposed to comprise of a representative of each of the Olympic Classes appointed by each Class Association, in whatever manner they decide.
- d. The Athletes' Commission will continue unchanged with 9 members elected by their peers at each Olympic Games under the existing election system.



Proposed key changes: Procedures



4.6.5 Procedures

- a. The Commissions and Sub Commissions will meet at least once a year in person. Such meetings will be held throughout the year well in advance of, and separate from, the AGM so that any proposals for consideration are considered and assessed prior to any decisions being made at the AGM.
- b. Working Groups will meet in person if, and when, required. The majority of the work for Commissions, Sub Commissions and Working Groups will be undertaken remotely using technology to facilitate discussions and complete the work.
- c. It is proposed that each Commission, Sub Commission and Working Group will have a person designated to them from amongst the senior management team. This staff member will be responsible for working with the Commission, Sub Commission and Working Group Chair (as applicable) in terms of agenda, work plan and priorities and also supporting the Commission.
- d. Following their appointment, it is proposed that each Commission and Sub Commission will develop a plan for the 4 years ahead to be approved by the Board. This plan will be informed by, and aligned with, the World Sailing Strategy and the priorities set by the Board.
- e. The Board will monitor the Commissions, Sub Commissions and Working Groups. It may disband a Working Group at any time. It may also remove a member of any Commission, Sub Commission or Working Group for lack of active participation or misconduct, after due process. If this occurs or there is a vacancy, the Board will request the Nominations Panel to recommend a replacement based on the same process as above.

Proposed key changes: Integrity / Disciplinary

4.7. Integrity / Disciplinary

It is proposed to consolidate the ethical and conduct standards applicable to World Sailing officials, sailors and support personnel into the Code of Ethics and to simplify, streamline and reconstitute the integrity and disciplinary functions as independent bodies, as further outlined below.

4.7.1 Code of Ethics

- a. Currently there are a number of rules, codes, policies and regulations governing the standards of conduct and ethics required of sailors, officials and others involved in World Sailing. They include the Code of Ethics, the Betting and Anti-Corruption Code (Appendix 5), and the Disciplinary, Appeals and Review Code (Appendix 6).
- b. In addition, there are various regulations referring to Conflicts of Interest and a separate Conflicts of Interest Policy.
- c. The various standards of conduct already in place are largely consistent with good governance standards. However, it is proposed to consolidate all of them into a single Code, being a revised Code of Ethics. This will ensure they are easier to find, understand, communicate and will better align and capture conduct that is currently under several different rules, into one Code.
- d. Excluded from the Code of Ethics will be the Anti-Doping Rules (which must comply with the World Anti-Doping Code) and conduct governed by the Racing Rules of Sailing (which will remain unchanged).
- e. The revised Code of Ethics will apply to all persons involved in World Sailing including participants and team support personnel in World Sailing events, World Sailing technical and race officials, members of the Board and its subcommittees, members of the Olympic Council, Commissions, Sub Commissions, Working Groups and other persons representing World Sailing, such as staff (subject to employment law) and consultants.
- f. It will also enable allegations of breaches of these standards to be heard by one body, a Disciplinary Tribunal, rather than several bodies as is currently the case (see paragraph 4.7.4 below).
- g. Additional resources will be given to educating and training those involved in World Sailing on the management of conflicts of interest. While the rules and policies are clear, it is apparent they are not being complied with nor enforced. This is currently compromising the quality and integrity of some decisions.

4.7.2 Whistleblowing function

- a. A revised mechanism will be established to enable anyone to raise concerns or complaints about sailors, coaches, officials or others involved in World Sailing. It will be independent of World Sailing (using the Investigations Panel referred to below) and will enable complainants to report concerns anonymously and/or confidentiality. Complaints or concerns related to matters within MNAs will be referred back to the relevant MNAs to deal with in accordance with their rules.

Proposed key changes: Investigations Panel

4.7.3 Investigations Panel

- a. In addition, it is proposed to establish a new Investigations Panel whose role it is to receive complaints (including from the whistleblowing function), facilitate the resolution of them by agreement (where appropriate), investigate whether or not there is a breach of the Code of Ethics or any other applicable rule, and if so, to charge a person before the Disciplinary Tribunal.
- b. Currently this function is undertaken by either World Sailing staff, a Disciplinary Investigating Officer for cases under the Judicial Board's jurisdiction or the Ethics Commission, for cases under the Code of Ethics. However, greater separation and independence is required to ensure objectivity to the process and that the necessary skills and expertise are applied to this process. Staff may also be subject to the applicable rules against which the Investigations Panel has jurisdiction, so it is not appropriate that staff undertake investigations. Further, it is preferable that a hearing body which is deciding a case should not also be the one investigating it (as is currently the case).
- c. It is proposed that the Investigations Panel comprise of a minimum of three people, one of whom shall be the Chairperson. They must be expert investigators and /or prosecutors familiar with sports organisations. They will be appointed by the same process as the members of the Disciplinary Tribunal. (See paragraph 4.7.4d below).



Proposed key changes: Disciplinary Tribunal

4.7.4 Disciplinary Tribunal

- a. It is proposed to disestablish the existing Judicial Board and the Ethics Commission and replace them with a single hearing body called the Disciplinary Tribunal.
- b. The role of the Disciplinary Tribunal will be to hear and decide all breaches of the revised Code of Ethics, or breaches of any rule or regulation, but excluding in-competition disputes. This will include the power for the Disciplinary Tribunal to recommend to the Board the removal of a director, including the President, for serious breach of duties.
- c. The members of the Disciplinary Tribunal must be persons independent of World Sailing, meaning they cannot have had any role within World Sailing in the last five years. They must all be senior lawyers or persons with expertise in legal sporting disputes. It is proposed there will be a minimum of seven members including a Chairperson. The members should come from different parts of the world and be of both genders. For each case, the Chairperson shall appoint one member to hear and decide it, or three members for complex or important cases.
- d. The members of the Disciplinary Tribunal will be appointed for 4-year terms of office, renewable for a maximum of 2 terms (8 years). They will be appointed by the AGM on the recommendation of the 2 independent members of the Nomination Panel but excluding the President and the Board Member. It is not considered appropriate for Board members to be involved in the

appointment of these members, as the Board are World Sailing officials and subject to the Tribunal's jurisdiction. The Disciplinary Tribunal will have its own secretariat, which is separate from World Sailing.

- e. The Disciplinary Tribunal will report to the members at the AGM and will provide a summary of its work, each year.
- f. The Disciplinary Tribunal will have appropriate powers to sanction those within its jurisdiction who breach the Code of Ethics or other applicable rules, including banning them from the sport.
- g. Decisions of the Disciplinary Tribunal will be subject to a limited right of appeal to the Court of Arbitration for Sport. For example, for breach of natural justice or if the decision of the Disciplinary Tribunal was irrational or unreasonable.

4.7.5 Election Panel

- a. The current Election Committee will change its name to be an Election Panel, so it is not confused with the Commissions and Board committees.
- b. Its role, powers, functions and composition (5 people) will not change, except to the extent necessary to align it with the new investigations and disciplinary process above. Any breaches of the election rules will be referred to the Investigation Panel, and if charges laid, to the Disciplinary Tribunal.
- c. The members of the Election Panel will also be appointed by the same process as the Investigations Panel and Disciplinary Tribunal, rather than by the Board.

Proposed key changes: Transparency

4.8 Transparency

4.8.1 In addition to greater transparency of decisions and financial matters to the members (as outlined in paragraph 4.1.2a above), it is proposed to increase the nature and level of transparency of decisions and the decision-making process by putting on the World Sailing website the following items, some of which are already published:

- a. Proposals Portal – a portal will be established on the World Sailing website to enable members to raise issues, ideas or concerns, called “proposals”. The content, status and progress of these will be shown on the portal for all members to view, including the outcome of the decision (see the diagram on page 25);
- b. The World Sailing Strategy including the vision, mission, values and strategy of the organisation;
- c. An organisational chart showing the overall structure of World Sailing including AGM, Board (including its subcommittees), Olympic Council, Commissions, Sub Commissions, Working Groups, management and the independent bodies;
- d. An organisational chart showing the staff structure of World Sailing including profiles of the Chief Executive and senior management team;
- e. Profiles of all members of the Board, Board Sub Committees, Olympic Council, Commissions, Sub

Commissions, working groups, independent bodies, race and technical officials will be available;

- f. Calendar for each year of the scheduled meetings including AGM, Board, Olympic Council, Commissions and Sub Commissions;
- g. The Constitution, Regulations and all codes and policies (including archive of amendments over time);
- h. The annual report including a report on the activities of World Sailing in the previous financial year and the annual audited financial accounts (including archive of previous annual reports);
- i. The annual report will record any financial compensation or other benefits paid or given to the President, Board members or other World Sailing Officials to be listed in the annual accounts. The remuneration policy for the Chief Executive and senior management will also be disclosed;
- j. The agenda, supporting papers and reports, and the minutes (recording the results of voting) of all General Meetings including AGMs (including archive of the same for past General Meetings); and,
- k. A summary of all meetings of the Board, Olympic Council, Commissions, Sub-Commissions and Working Groups.

4.8.2 The above disclosures will be subject to privacy laws and confidentiality obligations.



Process and next steps

5.1 Feedback on Proposal

- a. The Board and the Governance Commission will be seeking feedback on this Proposal at the Council meeting and related meetings in May 2019, in London.
- b. Following these meetings, a survey will be circulated to all MNAs, other members and stakeholders for feedback.
- c. There will also be a number of meetings and forums conducted by the President and members of the Governance Commission to receive feedback and answer any questions.
- d. In addition, comments or suggestions through the governance email are welcomed (governancereview@sailing.org).
- e. The success of any Proposal lies in the feedback and consideration of its implications. Therefore, feedback is vital and requested from as many people as possible involved in World Sailing, the MNAs and other stakeholders in the sport.
- f. All feedback will be considered, with any adjustments to the Proposal made and those adjustments communicated.

5.2 New Constitution and Regulations

- a. Many, but not all, of the elements of the final Proposal will be incorporated into a new Constitution for consideration at the 2019 November AGM.

- b. To ensure the agreed governance changes cannot be changed by the Board through Regulations, the new constitution will contain more detail than the current constitution.
- c. Consequently, the Regulations will be substantially revised for approval by the Board, if the Constitution is adopted.

5.3 Vote

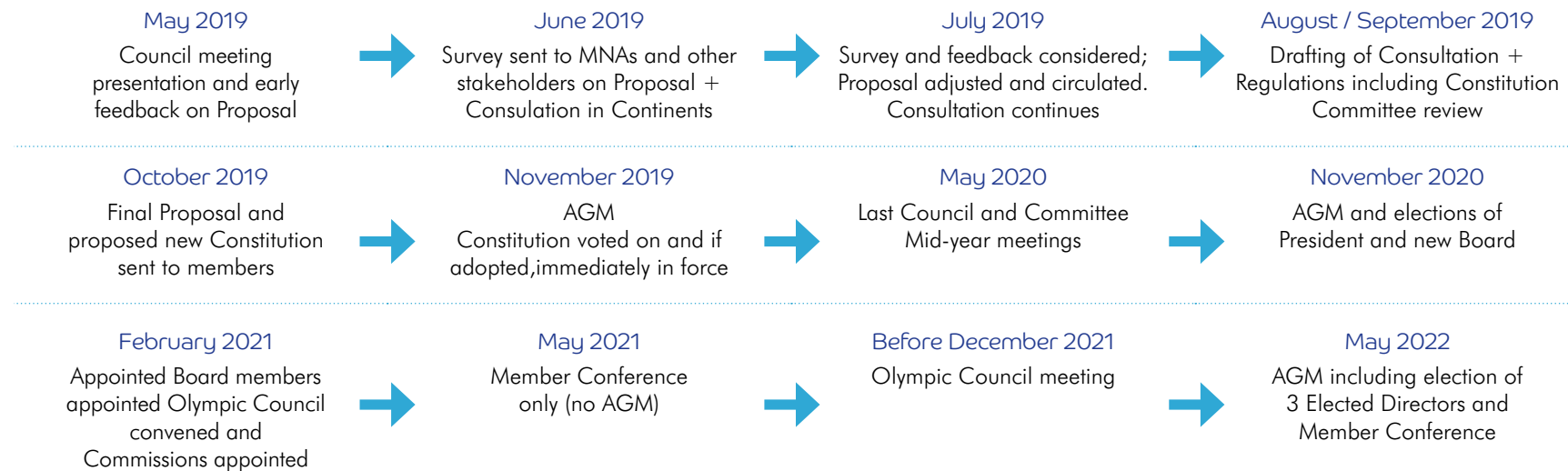
- a. It is proposed to have one vote on a whole new constitution rather than to amend the existing constitution. It will require 75% majority of those present at a General Meeting to be adopted, which is intended to be the November 2019 AGM .

5.4 Timing

- a. If approved, the Constitution will come into force immediately. The new Board would then be elected at the November 2020 elections.
- b. The new Olympic Council, Commissions, Working Groups would not come into effect until early 2021.
- c. For the period from November 2019 until the November 2020 AGM and elections, the existing bodies would remain in place.
- d. The submissions process would apply for the 2020 AGM but thereafter be replaced by the new proposal process.
- e. The Regulations would be approved by the Board in 2020. Other changes in practices and procedures would be implemented from 2020.

Process and next steps: Cost and Resource Implications

2019 - 2022



5.5 Cost and Resource Implications

- a. An assessment of the cost and resource implications for implementing this Proposal is being undertaken and will be shared as part of the consultation process.



Further Information

For further information, questions, comments and feedback on this Proposal, please contact the World Sailing Governance Commission on governancereview@sailing.org





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