



World Sailing

Refreshing the Foundations for our Future (Revised)

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

20 September 2019

sport / nature / technology



A man with a beard, wearing a blue baseball cap and a light blue t-shirt, is shown from the chest up, paddling a kayak. He is in the middle of a stroke, with his right arm extended forward holding the paddle. The water is dark blue and very turbulent, with large splashes of white water around the kayak. The background is a blurred view of the water and sky. The text "sport / nature / technology" is overlaid in white, sans-serif font across the middle of the image.

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From the Board

Our proposal for “Refreshing the Foundations for Our Future” was published in May 2019. Since then we have received extensive feedback on it including from an online survey, correspondence and discussions.

Thank you very much to all of those people who took the time to read the Proposal and to provide feedback. It has been invaluable in helping the Governance Commission and the Board refine the Proposal.

The survey results show us that many aspects of the reform were supported. It also identified some areas of concern that required further review and adjustment, including:

- structure for the non-Olympic side of the sport
- timing of the AGM
- role of Class Associations
- the place for smaller MNAs in the structure
- composition of the Board in particular the number of appointed directors
- composition of the Nominations Panel
- composition of the Olympic Council
- Committee structure
- powers of the President
- conflicts of interest.

The Governance Commission and the Board have listened to those concerns. We have sought to address all of them in this Revised Proposal. There are some key changes from the original Proposal, including a new Participation & Development Council as well as other adjustments and clarifications.

This Revised Proposal provides a number of benefits to the members of World Sailing:

- greater participation and engagement in decision making in World Sailing
- direct seats at decision making tables of World Sailing
- increased powers at the Annual General Meeting
- improved quality of decision making
- more efficient decision making
- greater accountability and transparency

Once approved, this Revised Proposal will provide World Sailing with foundations that are not only refreshed, but will also protect the members and the sport for the future.

We look forward to the support of the membership in Bermuda at the Annual General Meeting on 3 November 2019 when the new constitution and regulations, incorporating this Revised Proposal, will be voted on.



Kim Andersen
President, World Sailing



Introduction

- 1.1 On 3 May 2019, the World Sailing Board published “Refreshing the Foundations for Our Future”, which was a summary of its proposal to reform the governance of World Sailing. This original Proposal can be found [here](#).
- 1.2 In June 2019, following the publication of the original Proposal, a survey was conducted by the World Sailing Governance Commission. The survey was completed by 224 respondents including: World Sailing Member National Authorities (MNAs), Class Associations, members of Committees and Commissions, World Sailing Council Members, World Sailing staff and others interested in World Sailing. In addition, the Governance Commission and the Board received feedback directly. The survey and feedback showed significant support for most of the proposed reforms but also highlighted some areas where further detail or explanation was required or adjustment was necessary.
- 1.3 In response to this feedback, the Board have proposed adjustments to the original Proposal on the recommendation of the Governance Commission. This paper includes, and highlights, those adjustments.
- 1.4 This Revised Proposal, including the adjustments, have been incorporated into a draft new World Sailing Constitution and draft new regulations, which if approved, will implement the reform. MNAs will vote on a whole new Constitution and those Regulations which are relevant to the reform, at the World Sailing Annual General Meeting to be held in Bermuda on 3 November 2019.
- 1.5 This paper summarises the whole Proposal including the objectives of the reform and highlights the adjustments made to the original Proposal. The key elements of the reform are described in this paper, but it does not include detail of all the elements of the reform where there has been no change from the original Proposal. That detail is not repeated in this paper and can be reviewed in the original Proposal.
- 1.6 This paper describes the Revised Proposal in the following sections:
 - Membership and General Meetings (Section 2)
 - Board (Section 3)
 - Nominations Panel (Section 4)
 - President and Chief Executive (Section 5)
 - Decision-Making Process (Section 6)
 - Olympic Council (Section 7)
 - Participation & Development Council (Section 8)
 - Committees, Sub-Committees and Working Groups (Section 9)
 - Integrity, Disciplinary and Transparency (Section 10)
 - Timing, Implementation & Costs (Section 11).

Membership and General Meetings

2.1 The objectives of the proposed reforms to the membership of World Sailing and General Meetings are to:

- ensure all members' attend and participate in General Meetings;
- give the members' greater transparency of the decisions of the Board;
- ensure the Board is transparent and is held accountable to the members';
- protect the members' by ensuring their representatives at General Meetings are accountable to them; and,
- bring members' together to share and learn from each other and to keep up to date with developments in sailing and World Sailing.

2.2 The key elements of the Proposal affecting membership of World Sailing and General Meetings, including adjustments, are summarised below:

- a. No change to the categories of members' or their voting rights. MNAs continue to be the only category with the right to one vote each at General Meetings.
- b. Membership fees to be fully paid in each of the two years preceding a General Meeting in order to speak and vote at General Meetings (other than for new members).
- c. The AGM will continue to be held in the last quarter of each year (eg October/November).



Membership and General Meetings

- d. No change to the number of delegates each member can have at General Meetings, which is one. Members' may bring observers, as is currently the case. Members' are to support the cost of their delegates attending General Meetings (as is currently the case).
- e. Delegates must be appointed by the MNA of which they are a member or to which they are otherwise affiliated, e.g. as a member of a club which is a member of the MNA. No proxies are allowed (ie no person, including a delegate, from an MNA, can vote on behalf of another MNA, unless they are the designated delegate for that MNA).
- f. A delegate of an MNA, or representative of a Member, who is unable to attend a meeting in person may participate (listen, see and speak) remotely using technology. However voting remotely will only be introduced at General Meetings if the Board is satisfied as to the suitability and security of any remote voting system. If this occurs, there must be at least a quorum of delegates (30 MNAs) present in person for the meeting to proceed.
- g. The Board will investigate establishing a fund to which smaller nations can apply for funding to support their attendance at General Meetings.
- h. Live translation will be available at General Meetings in English, French, Spanish and other languages, if there is significant need and subject to suitable technology and costs.
- i. Increased decision-making rights for members including new rights to:
 - approve the 4 yearly World Sailing strategy;
 - remove the President and/or the Board in accordance with the laws;
 - approve members' of the Investigations Panel, Disciplinary Tribunal and the Elections Panel, on the recommendation of the Nominations Panel.
- j. Retaining the rights for members to:
 - approve the criteria for selecting the AGM venue;
 - approve events and equipment for the Olympic Games (on the recommendation of the Olympic Council);
 - appoint the auditor and receive the annual audited accounts;
 - amend the Constitution.
- k. The Board must report to members' at the AGM on additional matters not currently required including reports on:
 - policies and procedures for financial management, internal controls and risk management;
 - progress against the 4 year World Sailing strategy; and,
 - outcomes and process on all World Sailing events including the Olympic Games.



Membership and General Meetings

- l. Members' can make proposals for consideration at the AGM as part of a new proposal process to replace the current submission process. See further under Section 6 of this paper.
 - m. An informal forum/conference will be held in conjunction with each AGM to enable face-to-face discussions between members' and other stakeholders.
 - n. In addition to AGMs, MNAs will be able to make decisions outside of General Meetings using technology for urgent decisions.
- 2.3 The adjustments made to membership and General Meetings from the original Proposal are:
- retaining the timing of the AGM to be held in the last quarter of each year (eg November). See further details in section 6 of this paper.
 - removing the right to have two delegates due to the increased room size required and the consequential costs. Also, the MNAs which could afford to send two delegates would outweigh those who cannot, which would be unfair.
 - removing the mandatory obligation to have both genders if two delegates are present to enable MNAs to appoint the most suitable person (whether of either gender) as their delegate;
 - clarifying that payment of the membership fees does not mean payment of two years' fees in advance, but rather payment of fees in each of the two years before an AGM; and also that new members' to World Sailing will be excluded from this requirement;
 - not mandating remote voting for General Meetings until the Board is satisfied as to the suitability and security of any remote voting system.



Board

3.1 The objectives of the proposed reforms to the Board are to:

- ensure the Board has the necessary skills, expertise and diversity of thought required to fulfil its mandate;
- increase the Board's effectiveness and efficiency;
- clarify the roles and responsibilities and the interface between it and other positions/bodies; and,
- ensure greater oversight and accountability by the Board of the President and Chief Executive.

3.2 The key elements of the Proposal affecting the Board, including adjustments, are summarised below:

a. Board comprised of 9 directors (all full voting members):

- President (elected)
- 5 elected directors
- 2 appointed directors, appointed by the Board on recommendation of the Nominations Panel
- Chair of the Athletes Committee (ex officio).

The quorum will be 5 members.

b. An employee¹, board member, president or honorary president of an MNA, Class Association or Continental Association cannot, at the same time, be a World Sailing director. They may seek to be elected or appointed as a World Sailing director, but if successful, must resign from their other position within 24 hours of their election

or appointment, and such resignation must be effective within 3 months of the election date.

- c. No more than one director (including the President) can come from the same country.
- d. At least 2 of the 6 elected directors (including the President) must be of each gender (as is currently the case) and overall the Board must have at least 3 directors of each gender (30%).
- e. In addition, in assessing its recommendation for the two appointed directors, the Nominations Panel must take into account the preference for gender balance, and regional spread of directors across the whole Board, but these criteria are not mandatory, with relevant skills and expertise being the primary criteria.
- f. No change to terms of office being 4 years, up to maximum of 2 terms. For President, a total maximum of 2 terms in that position is retained.
- g. Staggered terms for Board directors have been introduced so that every two years at least 4 members on the Board will rotate off the Board (unless re-elected or re-appointed) as follows:
 - Year 1 (being the year of the Olympics) – President, 2 elected directors, 1 appointed director and Chair of Athletes' Committee;
 - Year 3 – 3 elected directors, 1 appointed director.

¹An employee will be defined to mean a person who is employed by an MNA, Class or Continental Association under a contract of service (employment) or a contract of service on an equivalent full time basis (contractor) or through a secondment to work for the MNA, Class or Continental Association (for example seconded from a National Olympic Committee).

Board

h. The transition into this rotation, will be as follows:

- AGM 2020:
 - the President, 2 elected directors + 1 appointed director and the Athletes' Committee Chair, elected or appointed for a 4 year term; and,
 - 3 elected directors + 1 appointed director also elected or appointed for a 2 year term. (A 2 year term will not count as a term for the purposes of calculating the maximum term of office);
- AGM 2022, elect 3 elected directors and 1 appointed director for 4 year terms.
- AGM 2024, the President, 2 elected directors + 1 appointed director for 4 year terms.
- Thereafter all directors have terms of 4 years.

i. Greater decision-making obligations including new obligations to:

- develop 4 yearly strategy for AGM approval;
- approve and monitor the annual plan;
- approve and monitor annual budget and financial forecasts;
- approve regulations, following consultation with the relevant Council, Committee, Sub-Committee or Working Group;

- approve and monitor financial management policies e.g. reserves, delegations of authority;
- through the Board's Audit Sub-Committee, monitor the internal controls and risk management mechanisms and assess their effectiveness;
- approve and monitor risk management policies and procedures and ensure compliance with legal obligations;
- approve and monitor policies for the management of staff, systems, procurement of suppliers and services, and other procedures;
- approve and monitor the branding of World Sailing and its properties; and,
- make decisions on matters referred or recommended to it by the Olympic Council and Participation & Development Council.

j. The Board may establish Board sub-committees to assist it to undertake its work, but must have a Board sub-committee responsible for internal audit, with an independent chair (with maximum term limit of 2 terms of 4 years). The independent chair will be recommended to the Board for appointment by the Nominations Panel, following a public advertising process.



Board

3.3 The adjustments made to the Board from the original Proposal are:

- reducing the size of the Board from 11 to 9 directors for greater efficiency and reduction in costs. The quorum has also been adjusted;
- changing the composition by decreasing the ratio of appointed to elected directors. It was 11 directors with a 6/4 split of elected and appointed directors (plus the Athletes' Committee Chair) but now is 9 directors with a 6/2 split (plus the Athletes' Committee Chair);
- reducing the obligation to have at least 4 directors of each gender to 3 directors, with at least 2 being elected members;
- removing the mandatory obligation to have at least 1 director from each of the 6 regions, but still requiring the Nominations Panel to take this into account along with the preference for 50% of each gender, with skills and expertise are the primary criteria;
- clarifying that employees, members of boards (including presidents) and honorary presidents) of MNAs, Class Associations and Continental Associations may seek election or appointment to the World Sailing Board, but if elected or appointed they must resign from that other position;
- adding the limitation that there cannot be more than one director (including the President) from the same country on the Board²;
- including a term and maximum term limit (of 2 years) for the independent chair of the Board's Audit Sub-Committee.

²"From the same country" means the person is a national or has their primary residence. This will be defined in the Constitution.



Nominations Panel

4.1 The objectives of introducing a Nominations Panel are to:

- ensure the appointed directors of the Board are assessed by a separate, objective and non-political process by people who are expert in the appointment of non-executive directors;
- ensure the assessment of persons seeking appointment to the Committees is objective and fair against a set criteria; and,
- bring recommendations to the members at AGMs for suitably qualified and independent people for the new independent bodies.

4.2 The key elements of the Proposal on the Nominations Panel, including adjustments, are summarised below:

a. Nominations Panel composition:

- 3 independent³ persons with expertise in non-executive governance recruitment and appointment, appointed by the Board, following public advertisement;
- the President (non-voting). This is to ensure the Panel is aware of the gaps or skills needed on the Board as well as the attributes of the remaining directors. Also, the President

has the current understanding of World Sailing and its needs, which is necessary in the appointment process.

- b. The Nominations Panel has responsibility for assessing and recommending (a) the appointed directors (b) the independent chair of the Board's Audit Subcommittee (c) members of Committees and Sub-Committees (d) members of the Elections Panel (e) members of the Investigations Panel (f) members of the Disciplinary Tribunal. Note the President will not be on this Panel for the assessment of members for independent bodies in (d) to (f).
- c. The term limit for members of the Nominations Panel will be 4 years, renewable for up to 2 terms only.
- d. The Regulations will set out specific criteria for the Nominations Panel to apply in considering applicants for the Board, Committees, Sub-Committees and the Independent Bodies. The criteria will include the requirement for the Nominations Panel to take into account the relevant skills and expertise for the mandate of the body; knowledge of sailing (including active elite sailors); people from different regions; gender balance and diversity of perspectives.

³"Independent" means the person has not been a member or held a positions in World Sailing or with any Member in the last 5 years and does not have any close connection with any director or employee of World Sailing.



Nominations Panel

- e. The Nominations Panel makes recommendations to the Board of the persons it considers best meet the criteria for the relevant body. If the Board rejects the Nomination Panel's recommendations, the Board cannot appoint someone else and the Panel must start the process again to find and recommend suitable persons.
 - f. The process for assessing candidates for the appointed directors on the Board will commence with advertisements prior to the AGM at which any appointed director vacancy arises, and then after the AGM, the Panel will assess any gaps in the relevant skills, expertise and diversity of the elected directors, to assess the best candidates for these roles.
- 4.3 The adjustments made to the Nominations Panel from the original Proposal are:
- increasing the number of independent members from 2 to 3, and making the President a non-voting member, to minimise the perceived influence of the President on the Panel;
 - removing the President from any involvement in the assessment of members for the Independent Bodies, as they are bodies to which he or she may be subject to their jurisdiction;
 - adding the assessment of candidates for the independent Chair of the Board's Audit Sub-Committee to the Nominations Panel's scope of work;
 - adding a term limit for members of the Nominations Panel of 4 years, renewable for up to a maximum of 2 terms.



President and Chief Executive

- 5.1 The objectives of the proposed reforms to the positions of President and the Chief Executive are to:
- better delineate the roles and responsibilities for these positions to ensure a clear separation of powers and responsibilities;
 - ensure greater oversight and accountability by the Board of the President and Chief Executive; and,
 - entrench these obligations in the Constitution so the Board cannot change them without Members approval.
- 5.2 The key elements of the Proposal affecting the President and Chief Executive, including adjustments, are summarised below:
- a. Clearly defined role of the President as non-executive, so he or she is not involved in the management or running of the organisation, other than the day-to-day support and supervision of the Chief Executive. This role requires the President to lead World Sailing, chair the Board and the General Meetings and be outward facing to members and stakeholders.

- b. The President is not the Chair of the Olympic Council nor the Participation & Development Council but is a voting member of both.
- c. The Board must define delegated authorities for the President and the Chief Executive in writing.
- d. Clearly defined role of the Chief Executive to manage the operations within the delegated authorities and policies decided by the Board. This includes developing and recommending the annual plan, budget and various policies to the Board for approval.
- e. These roles and requirements are to be specified in the Constitution so they cannot be changed by the Board.

The only adjustment made to the roles of President and Chief Executive from the original Proposal are removing the President as chair of the Olympic Council, to better spread the workload (see Section 7 below).



Decision Making Process

6.1 The objectives of the proposed reforms to the Decision Making Process are to:

- remove the inefficient and ineffective submission process;
- ensure the person/s appointed to positions and bodies within World Sailing have the necessary skills and expertise of the subject matter they are tasked to do;
- create a process that enables sufficient time before decisions are made to undertake proper research, seek background information, complete an assessment of the implications (time, money, resources and impact on other aspects of World Sailing), and to consult with the relevant members/stakeholders;
- enable engagement by members in decision-making processes at World Sailing.

6.2 The key elements of the Proposal on the decision-making processes, including adjustments, are summarised below:

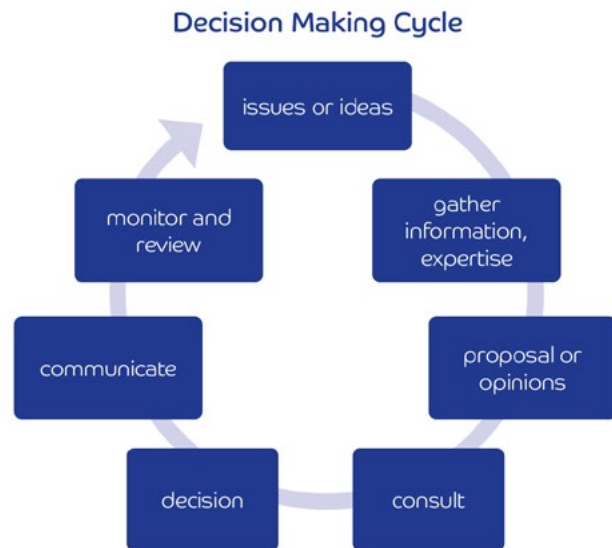
- a. All decisions should, as a matter of principle, go through the decision-making cycle depicted in the diagram below.
- b. An online portal will be established into which any idea, issue, question or proposal affecting World Sailing can be submitted. See diagram attached as an Appendix to this Revised Proposal.
- c. Any MNA, Class Association, Continental Association, Associate Member or World Sailing official, may use and have access to the portal.
- d. The Chief Executive will be responsible for allocating the ideas, issues, questions and proposals in terms of the timing/urgency and sending it to the person/s or bodies, which are

best placed to consider the idea, issue, question or proposal. The Board will establish guidelines for the Chief Executive to apply in allocating ideas them.

- e. The Chief Executive must provide a status report to the Board on a regular basis on the allocation and status of the ideas, issues, questions and proposals submitted. The Board may adjust any such allocation.
- f. For matters allocated to persons under the authority of the Chief Executive e.g. staff, the outcome of these decisions will be reported to the Board on a regular basis.
- g. Items for AGMs can be submitted via the portal, such as amendments to the Constitution, in accordance with timings set out in the Constitution.
- h. The AGM will continue to be held in the last quarter of each year (usually October or November) but the work necessary for decisions to be made will be done in meetings (either in person or using technology) held during the year well in advance of the AGM (unless an urgent matter arises). There will not usually be meetings of Committees at this time, but there may be meetings of the Olympic Council and Participation & Development Council. They will be held after the AGM and Conference to discuss matters for decision in the future. See the “Order of Meetings” diagram below.
- i. The Members’ Conference will be an informal forum at which delegates, representatives and observers from all members’ may attend together with invited stakeholders. The Conference will enable members’ to share ideas, to discuss developments in the sport and provide a mechanism to consult members’

Decision Making Process

on ideas from Councils, Committees, staff or the Board. The agenda will be set by the Board after consultation with the members. It is expected that the AGM and Conference will take 2 days, rather than the current 5 days.



6.2 The adjustments made to the decision-making process from the original Proposal are:

- retaining the AGM to be held in the last quarter of the year (and not May as originally proposed) along with the Member Conference and meetings of the two Councils. This is a preferred time of year in the sailing calendar and enables collective sharing and engagement of the members' involved through the Member Conference;

- clarifying that the Member Conference will be different to the current Annual Conference and will be an informal forum to enable the sharing of ideas, issues and to discuss the development of the sport;
- expressly allowing the Board to change the date of the financial year (currently 31 December) to enable the accounts to be more up to date at the AGM;
- clarifying that the portal will be accessible to World Sailing members and officials (such as committee members). But will not be accessible to individual sailors or others as their ideas and proposals can be submitted via a World Sailing member.
- requiring the Board to establish guidelines for the Chief Executive to apply in allocating the proposals from the portal to the relevant body;
- clarifying that items for decision at the AGM, such as constitutional amendments, will be submitted via the portal.

Order of World Sailing Councils, Committee Meetings and AGM



Olympic Council

7.1 The objectives of having an Olympic Council in the proposed reforms are to:

- have one specialist body focused solely on matters related to the Olympics given its importance to World Sailing;
- ensure it has members with experience in the Olympic Games and who have “skin in the game”;
- balance those members with a fair representation of aspiring or emerging Olympic nations;
- ensure efficient and effective decision-making by reducing the size and clarifying its role and relationship to the Board and AGM;
- provide a mechanism through which the necessary parts of the decision-making process for the Olympic events and equipment are undertaken before a recommendation is made to the AGM, including removing the ability for members at the AGM to submit alternative proposals for equipment or events without that process having first being undertaken.

7.2 The key elements of the Proposal on the Olympic Council, including adjustments, are summarised below:

- a. Olympic Council composition is 31 members’ (all full voting members) as follows:

6 Ex Officio Positions:

- Board Director (elected by Board) to be the Chair
- President
- 1 other Board Director, elected by the Board who must be of the other gender to the Chair
- Chair of Olympic Classes Sub-Committee
- Chair of Athletes’ Committee
- Member of Athletes’ Committee (elected by the Athletes’ Committee): must have competed in an Olympic Games in a different Class to the Athletes’ Committee Chair; must be of the other gender to the Athletes’ Committee Chair





25 MNA Positions:

- 2 host nations of the immediate past and next editions of the Olympic Games
- Top ranked 15 MNAs on the medal table at last edition of the Olympic Games, or if there are not 15, then based on ranking of number of 4ths, 5ths places etc. In the event there is a tie for the last places (eg several countries with 1 bronze medal), the highest ranked countries (ie based on 4ths, 5th placings etc) will have the seats.
- 8 other MNAs as follows:
 - 1 seat for each of the 6 regions (Europe, Africa, Asia, Oceania, North America & Caribbean, Central & South America (excluding Mexico))
 - 2 additional seats to MNAs in regions with the highest number of "eligible" MNAs in a region at the last edition of the Olympic Games as a proportion of the total number of MNAs in the region
 - To be eligible, each MNA must have qualified or attempted to qualify for the last edition of the Olympic Games
 - The process for deciding the MNAs is to be decided by majority of all the MNAs in the region to be either (a) by election at a regional meeting from amongst the eligible nations in that region; or (b) election via the World Sailing office.

The quorum will be 15 of which 12 must be from MNAs.

- b. Each MNA with a seat will appoint their own representative. The representative is a member of Council for a term of 4 years, up to a maximum of 2 terms. Once appointed the representative cannot be changed by the MNA unless the representative resigns or otherwise leaves the Council (as set out in the Constitution). MNA representatives should preferably have Olympic experience in some capacity

Olympic Council

- (whether as an athlete, coach, official or other participant) and must be current members of the MNA, or if an MNA does not have individual membership, then of a club or body, which is a member of the MNA.
- c. A World Sailing director other than the 2 Board Director and President cannot be a member of Council eg as an MNA representative.
 - d. There can be no more than 3 from the same country including the ex-officio positions.
 - e. An MNA can have a seat on both the Olympic Council and the Participation & Development Council if it is entitled or allocated one, but it cannot have the same person as its representative on both Councils.
 - f. Each member will have one vote on all matters. All decisions are reached by consensus or if a vote is required, by simple majority.
 - g. It will make recommendations to the AGM every four years on both the Olympic events and equipment (together) for the next edition of the Olympic Games. The AGM can either accept or reject this recommendation but cannot propose alternative options without first going back through the Olympic Council.
 - h. The Olympic Council will also consider and make recommendations to the Board on other Olympic matters including qualification criteria; qualification events; pathway events including Olympic Class World Cups; and Youth Olympic Games for both events and equipment.
 - i. There will usually be two in person meetings a year for the Olympic Council. In between, work will be conducted remotely using technology. Meetings will be held in private for Council members only plus any relevant World Sailing staff and advisers.
 - j. If approved, the inaugural Olympic Council will be convened in February 2021 and have a term of 4 years expiring in February 2025 (3 months after the 2024 AGM and elections). The next Olympic Council will be for the 4-year period from February 2025 to February 2029.
 - k. It has three Sub-Committees (Equipment, Events and Olympic Classes) to assist it with its work and undertake the necessary research, analysis, consideration of options and consultation before submitting recommendations to the Olympic Council. The Chairs of the Equipment and Events Sub-Committees will attend meetings of the Olympic Council and can speak on behalf of their respective sub-committees but not vote. The Chair of the Olympic Classes Sub-Committee has a voting seat on the Council.
 - l. The Olympic Classes Sub-Committee will be entitled to appoint one person from its Sub-Committee to sit as non-voting members of each of the Olympic Events Sub-Committee and the Olympic Equipment Sub-Committees.
- 7.3 All the adjustments made to the Olympic Council from the original Proposal are to its composition, as follows:
- specifying that the Chair will be the Board director and not the President, to ensure the workload is shared;
 - adding another Board director to ensure strong connection and alignment to the Board and align with the composition of the Participation & Development Council;
 - requiring the Board director (to be the Chair) to be of the other gender to the President;
 - mandating the person from the Olympic Classes Sub-Committee to be the Chair rather than any member of that Sub-Committee;
 - increasing the total number of MNAs from 21 to 25;

Olympic Council

- increasing the number of MNAs from 10 to 15 MNAs to achieve a larger presence of those with “skin in the game” in the Olympic Games based on a ranking of medals and if required, placings;
- increasing the number and nature of the “other” MNAs from 6 to 8 to allow for a greater number of emerging and aspiring Olympic nations; with the 2 extra seats being allocated on a proportionate basis;
- changing the quorum to reflect the adjusted numbers;
- clarifying that the MNA in each region will be decided by the MNAs (and not by the Continental Associations) from amongst those MNAs in the region who qualified or attempted to qualify for the last Games (and are not already in the top 15).
- The MNAs can elect whether to decide the MNA(s) in their region by a meeting amongst the MNAs in the region, or request an election process to be managed through the World Sailing office;
- changing the reference to Continental Associations to regions since there are 6 regions in World Sailing (Africa, Asia, Oceania, Europe, North America & Caribbean and Central/South America) but only 4 Continental Associations. There is no change proposed to the number of regions/Continents from 6 to 5 as it will be very difficult to reach a consensus and risks failure of the whole reform;
- adding a requirement that there can be no more than 3 members from one MNA on Council. Although the ex-officio members are not representing their MNA, the perception may be otherwise;
- encouraging MNA representatives to have Olympic experience in some capacity (whether as an athlete, coach, official or other participant) and they must be current members of the MNA, or of a club or body, which is a member of the MNA;
- clarifying that MNAs can have representatives on both the Olympic Council and the Participation & Development Council if they have a seat, but they cannot have the same representative on both Councils;
- adding that a World Sailing director, other than those specified above, cannot be a member on Council eg as an MNA representative.



Participation & Development Council

8.1 The objectives of the Participation & Development Council in the proposed reforms are to:

- have a body dedicated to the non-Olympic side of World Sailing which is of equal importance to the Olympic Games;
- create a mechanism to ensure the MNAs which run initiatives, events and programmes to improve participation and development as well as those who need support in these areas, (such as smaller nations), have a say;
- increase the number of MNAs and Classes who can contribute from that which would have been the case had it remained a Committee.

8.2 The key elements of the Proposal on the Participation & Development Council, including adjustments, are summarised below:

a. Participation & Development Council composition is 34 members (all full voting members) as follows:

8 Ex Officio Positions:

- 1 Board director (not the President) elected by Board, as Chair
- the President
- 1 other Board director, elected by the Board: must be of the other gender to the Chair
- 4 Classes reps from different Classes (elected by the Class Associations who are not Olympic Classes)
- Chair of the Para Sailing Committee

26 MNA Positions:

- 2 host nations of the immediate past and next editions of the Youth Olympic Games
- 4 other MNAs from each of the 6 regions:
 - To be eligible, each MNA must be involved in participation and development of non-Olympic classes
 - The process for deciding the MNAs is to be decided by agreement of all the MNAs in the region either (a) by election at a regional meeting from amongst the eligible nations in that region; or (b) election via the World Sailing office

The quorum will be 17 of which 13 must be MNA representatives.

b. Each MNA with a seat will appoint their own representative from their MNA for a term of 4 years, up to a maximum of 2 terms. MNA representatives should have experience in some capacity in participation and development of non-Olympic classes and must be current members of the MNA, or of a club or body, which is a member of the MNA. An MNA, which is on the Olympic Council, may also have a seat on the Participation & Development Council if they meet the respective eligibility criteria and are elected by the MNAs in the region, but they cannot have the same representative on both.

Participation & Development Council

- c. The Participation & Development Council is responsible for developing, monitoring and reviewing the development plan for the sport; training standards and education and other areas of work currently being undertaken by the following committees and subcommittees: Development and Regions; Regional Games; non-Olympic classes; Match Racing, Team Racing, Youth Events and some matters from the Coaches Commission and Sustainability Commission.
- d. It will have 3 Sub-Committees for Specialist Racing (eg match, team, radio, expression racing); Youth and World Sailing Classes (i.e. non-Olympic Classes), as well as Working Groups to be established from time to time for specific projects or tasks. The Chairs of these Sub-Committees will attend meetings of the Participation & Development Council and can speak on behalf of their respective sub-committees but not vote. The Council also works closely with the Para-Sailing Committee with respect to participation and development.
- e. There will usually be two in person meetings a year for the Participation & Development Council. In between them, work will be conducted remotely using technology. Meetings will be held in private for Council members only plus any relevant World Sailing staff and advisers.

- f. If approved, the inaugural Participation & Development Council will be convened in February 2021 and have a term of 4 years expiring in February 2025 (3 months after the 2024 AGM and elections). The next Participation & Development Council will be for the 4-year period from February 2025 to February 2029.

8.3 The adjustments made from the original Proposal on the Participation & Development Council are as follows:

- elevating it from being a Committee to a Council, equivalent to the Olympic Council. This is to better balance the scope of work and input required for all of World Sailing's mandate;
- changing completely the size and composition from the proposed Committee structure to reflect its change to a Council including with designated MNAs seats and greater representation of the non-Olympic classes;
- establishing new Sub-Committees to support the work of this Council and to reflect their specialised nature: Specialist Racing; Youth and World Sailing Classes (i.e. non-Olympic) Sub-Committees;
- removing medical from the scope of the Participation & Development Council. This is likely to be an expert Working Group.



Committees, Sub-Committees & Working Groups

- 9.1 The objectives of the proposed reforms in changing the current committee structure are to:
- better streamline their work to align with the strategic pillars of World Sailing;
 - create more efficiencies in the management of these groups including by reducing the number and different types of groups;
 - retain the expertise required to help support the work of the World Sailing staff but to do so in a way that does not limit new people from becoming involved; and,
 - provide mechanisms for members to have input and engage in decision-making.
- 9.2 The key elements of the Proposal on the committee structure, including adjustments, are summarised below:
- a. In addition to Board Sub-Committees, there will be Committees and Sub-Committees, which are permanent, and Working Groups, which will be ad hoc and established or disestablished on an as required basis. (See diagram below)
 - b. Their role is to advise the Board, Olympic Council or Participation & Development Council, (as relevant), and to assist management with various tasks for which World Sailing does not have paid staff to undertake.



Committees, Sub-Committees & Working Groups

- c. They are experts in their subject matter and will receive and 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 Committee and the Oceanic & Offshore Committee (see below).
- d. The Committees and their scope of work are set out in the table on page 27.
- e. The composition of each Committee and Sub-Committee will be between 10-15 members all of whom must have the relevant skills, expertise or experience of the subject matter of the Committee. From amongst these experts there must be (a) at least one member from each region (b) at least 30% of each gender; and such other perspectives, which are relevant to the Committee or Sub-Committee such as classes, recently active elite sailors, different age groups, and other relevant attributes. In addition, the Athlete's Committee may appoint a member of the Athletes' Committee to each of the Committees (but not to the Sub-Committees or Working Groups).
- f. MNAs can nominate persons for all the Committees, Sub-Committees and Working Groups. Classes can nominate persons for the Olympic Events and Olympic Equipment Sub-Committees, the Sub-Committees of the Participation & Development Council; the Offshore + Oceanic Committee, the Para Sailing Committee and Working Groups. Nominations will be assessed by the Nominations Panel against the criteria referred to above, and recommendations made to the Board for approval, including the Chair. MNAs and Classes must support the cost of attendance at meetings for any member of a Committee who they nominate and is appointed.
- g. Working Groups will be appointed by the Board on the recommendation of a Committee or the Chief Executive and will usually follow an expression of interest process through MNAs, Classes and Continental Associations. There is no limit to the number of Working Groups and it is expected, that the same number of people will be needed, as is currently the case, but there may be more Working Groups.
- h. Working Groups will be smaller than Committees and Sub-Committees (usually between 3-8 members) with members selected based on the relevant skills, expertise and experience for the specific purpose of the Working Group. Consideration will be given to diversity of perspectives but this is not mandatory.
- i. The term for members of Committees and Sub-Committees is 4 years up to a maximum of two terms of office. A Chairperson can serve an additional 2 terms. For Working Groups these will not be established for longer than 2 years, however the Board can (by exception) extend the term up to a further 2 years, if at the end of its intended term, there is further work to be undertaken.
- j. The Olympic Classes Sub-Committee and World Sailing Classes Sub-Committee (including the Chair of each) will be elected by the Class Associations through an election held via the World Sailing office. They will be the same size as the other Sub-Committees (10 members).
- k. The Rules Committee will have two Sub-Committees: the Racing Rules Sub-Committee and the Equipment Rules-Sub Committee. In addition, there is likely to be several Working Groups for other rules.
- l. The Athletes' Committee will continue unchanged (other than change its name from a Commission to a Committee) with 9 members elected by their peers at each Olympic Games under the existing election system.

Committees, Sub-Committees & Working Groups

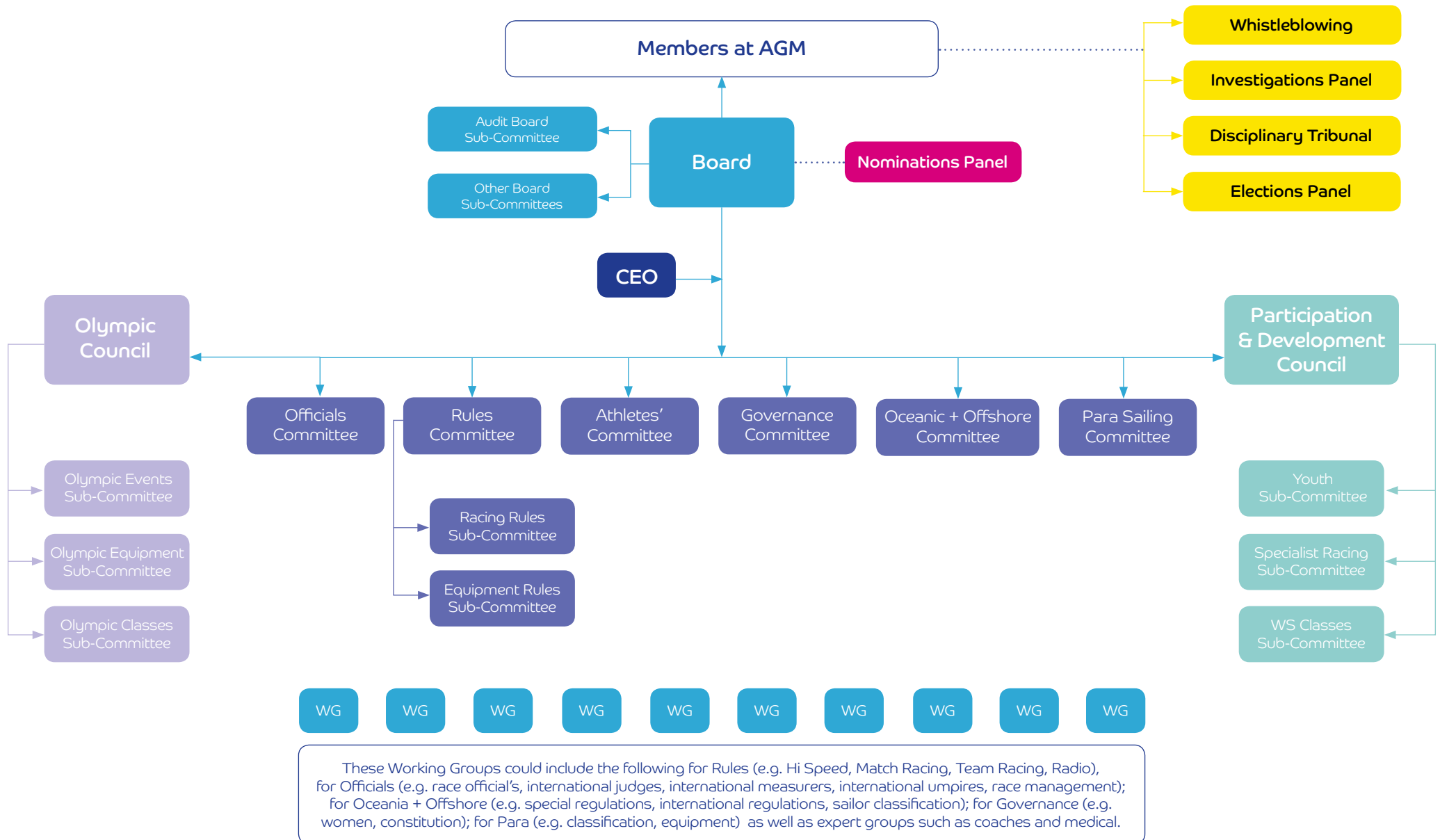


- m. Committees and Sub-Committees will meet at least once, but up to twice, a year in person as well as working in between using technology. All meetings will be held in private for Committee members only plus any relevant World Sailing staff and advisers.
- n. Each Committee and Sub-Committee will have a 4 year plan (approved by the Board) aligned with the World Sailing strategy and be supported by a staff member designated from amongst the senior management team.

9.3 The adjustments made from the original Proposal on the Committees are as follows:

- changing the name from Commissions and Sub-Commissions to Committees and Sub-Committees as this is the name most people are used to;
- clarifying that the Rules Committee can make and amend the rules, and the Oceanic & Offshore Committee can make and amend the Offshore Special Regulations without Board approval. However, the Board retains the right to review them;
- adding two Sub-Committees to the Rules Committee due to the specific technical expertise they need;
- removing match racing from the scope of Offshore and Oceanic as it will be in a separate Sub-Committee of the Participation & Development Council;
- allowing Class Associations to nominate people for certain Committees and Sub-Committees.

Councils, Committees, Sub-Committees and Working Groups Structure



Committees, Sub-Committees & Working Groups

Table of Committees

Committee	Scope
Oceanic & Offshore	Responsible for planning, policy and events for Oceanic and Offshore racing and monitor safety standards. This Committee may make decisions on the Special Regulations without Board approval, however the Board retains the power to review these regulations. It will incorporate the areas of work currently undertaken by the following committees and subcommittees: Oceanic and Offshore, Special Regulations, International Regulations, Classes - keel, 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 existing committees and subcommittees: Race Officials, International Judges, International Measurers, International Umpires, and Race Management along with their Working Groups responsible for Classifiers Technical Delegates and Expression Judges.
Rules Committee	Responsible for Racing Rules; Equipment Rules; Standard Class Rules; High Speed Rules; Match Racing Rules; Radio Sailing Rules, Team Racing Rules. This Committee may make decisions on the rules without Board approval; however, the Board retains the power to review a rule.
Para Sailing	Responsible for ensuring inclusion of para sailing on the Paralympic Games and major regional games sailing programmes; recommending to the Board the events and equipment for the Paralympic Games (if sailing is on the Games 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, and the Women's Forum.
Athletes	Same mandate as the current Athletes' Commission.



Integrity, Disciplinary & Transparency

- 10.1 The objectives of the proposed reforms on integrity, disciplinary and transparency are to:
- consolidate the ethical and conduct standards so they are easier to find, understand, comply with and enforce;
 - simplify, streamline and reconstitute the integrity and disciplinary functions as independent bodies to separate the rule making functions from rule enforcement functions;
 - have a single, clear conflicts of interest policy and process for reporting and enforcing breaches and to increase education and awareness of it including its practical implementation.
- 10.2 The key elements of the Proposal on integrity, discipline and transparency, including adjustments, are summarised below:
- a. Consolidate the various conduct rules into one Code of Ethics to set out the standards of conduct required of all World Sailing participants, officials and other representatives (i.e. the existing Code of Ethics, the Betting and Anti-Corruption Code (Appendix 5), and the Disciplinary, Appeals and Review Code (Appendix 6)).
 - b. Revise and enhance the existing whistleblowing mechanism, to enable anyone to raise concerns or complaints about sailors, coaches, officials or others involved in World Sailing for referral to the MNA (for MNA officials + participants) or the World Sailing Investigations Panel (for World Sailing officials).
 - c. Establish a new independent Investigations Panel (minimum of 3 members) 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, charge and prosecute the person before the Disciplinary Tribunal.
 - d. Establish a new independent Disciplinary Tribunal to replace the existing Judicial Panel and Ethics Committee. It will hear, decide and impose sanctions for all breaches of the revised Code of Ethics, or breaches of any rule or regulation, but excluding in-competition disputes. It will have the power to recommend to the Board the removal of a director, including the President, for serious breach of duties.

Integrity, Disciplinary & Transparency

- e. The Disciplinary Tribunal members will be appointed for 4-year terms, renewable for a maximum of 2 terms (8 years). They will be appointed by the AGM on the recommendation of the 3 independent members of the Nomination Panel (excluding the President).
- f. Consolidate the various rules and policy on conflicts of interest into one rule/policy and establish a programme of education for members of the Councils, Committees, Sub-Committees and Working Groups on how to manage them. The new independent whistleblowing mechanism, Investigations Panel and, if required, the Disciplinary Tribunal provide an avenue for reporting and enforcing any alleged breaches of conflicts of interest. The Tribunal will have the power to order a decision null and void if it was decided when a person had a conflict of interest and voted on it.
- g. The current Election Committee will change its name to be an Elections Panel, so it is not confused with the Committees and Board committees. Its role, powers, functions and composition (5 people) will not change. The members of the Elections Panel will also be appointed by the same process as the Investigations Panel and Disciplinary Tribunal, rather than by the Board.
- h. A number of documents will be made available on the World Sailing website including World Sailing Strategy, organisational chart; calendar of the scheduled meetings including AGM, Board, Olympic Council, Committees and Sub-Committees; disclosure of any financial compensation

or other benefits paid or given to the President, Board members or other World Sailing Officials; agenda, supporting papers and reports, and the minutes (recording the results of voting) of all General Meetings including AGMs; and summary of all meetings of the Board, Olympic Council, Committees, Sub-Committees and Working Groups.

- 10.3 The only adjustment from the original Proposal is to clarify that the new Integrity Structure will ensure a process to investigate and enforce breaches of conflicts of interest, which will give the Policy more teeth and act as a discentive to breach conflicts requirements. Also a decision can be found void by the Disciplinary Tribunal if a person who votes had an undisclosed conflict.



Timing, Implementation & Costs

The proposed timing for implementation of the Proposal is as follows:

Date	Task	Date	Task
3 Nov 2019	AGM votes on new Constitution and relevant Regulations ⁴ . Will be one vote on these documents. Requires 75% majority of MNAs in favour of it. Will be a second vote to approve the transition process.	Nov 2020	AGM including election of new Board (terms of 2 and 4 years as noted in Section 3 above). The existing submission process will still apply for this meeting.
During 2020	Regulations revised by the Board to align with reform, after consultation with the Members, on the recommendation of an appointed Working Party being: <ul style="list-style-type: none"> 2 Council Members 2 Board Members 2 members of the Constitution Committee 2 members of the Governance Commission 	Dec 2020 to Feb 2021	MNAs decide representatives for Olympic Council and Participation & Development Council. Nominations and appointment of members of Committees and Sub-Committees and initial Working Groups
	Preparation to implement the reform including: <ul style="list-style-type: none"> Portal established Appointment of Nominations Panel Members of independent bodies identified Advertise for appointed directors Policies and procedures developed e.g. revised conflicts of interest policy. 	Jan 2021	Portal process fully operational. Existing submissions process ceases.
Prior to AGM	MNAs consider/propose candidates for election to the new Board.	Feb 2021	Appointed board members appointed. First Board meeting of full Board. Olympic Council and Participation & Development Council membership confirmed.
Nov 2020	Last in person meetings of existing Council, Committees, Commissions and Working Parties but work continues using technology until February 2021.	May 2021	First meeting of Olympic Council and Participation & Development Council. First meetings of Committees and Sub-Committees.
		Nov 2021	AGM + first annual conference
		Dec 2021	All reform changes in place.

⁴There will be 3 different types of regulation to approve:

(1) New Regulations (to take effect from November 2020) which replace or delete some of the existing Regulations where these matters are now included in the Constitution
(2) Interim Regulations (to take effect from November 2020) which are the current Regulations with proposed amendments to change the bodies now responsible for the

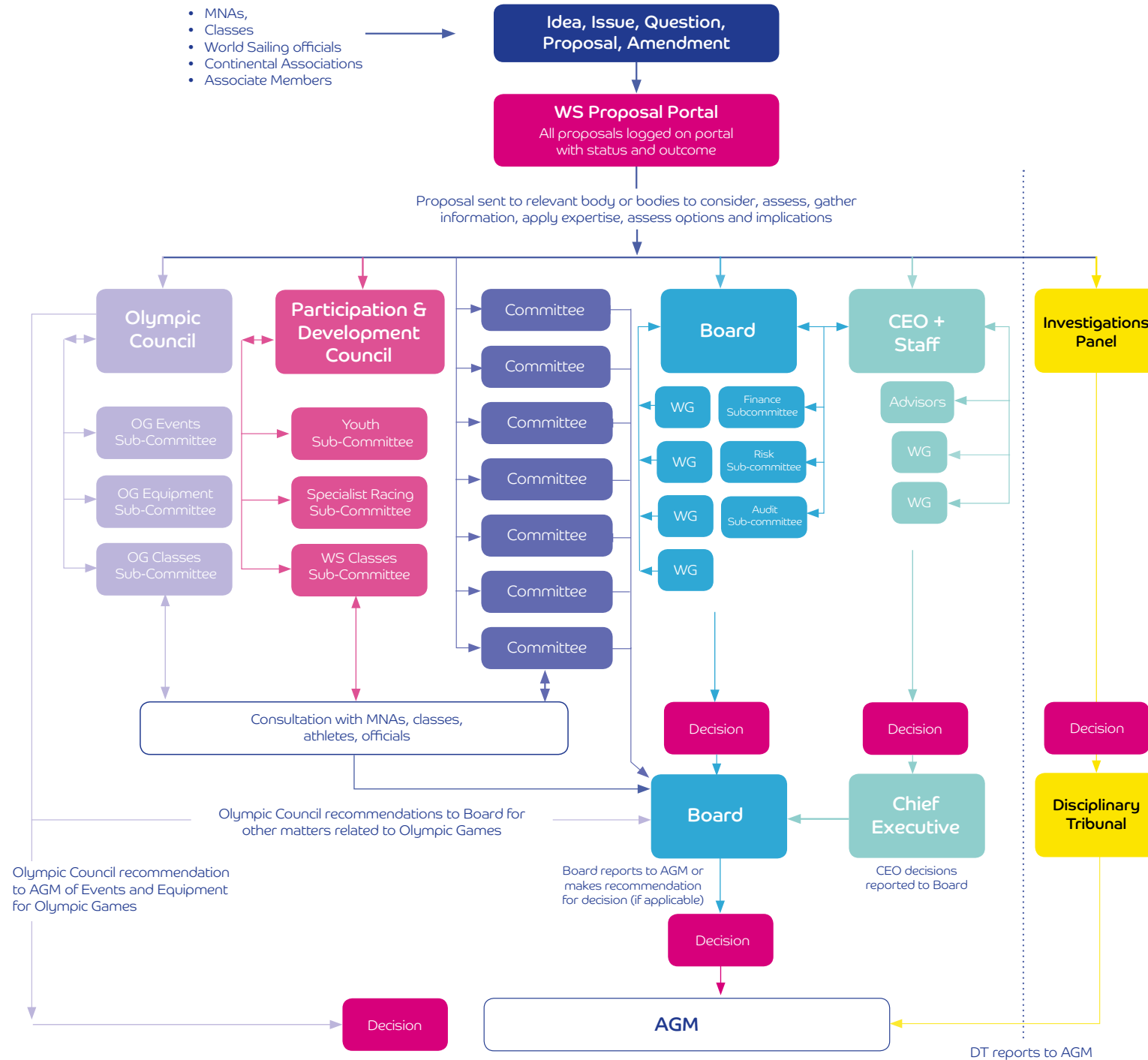
matters outlined but do not change policy or substantial procedures
(3) a proposed new Regulation 40 (to take effect immediately) which explains how we get from the Interim Regulations to the New Regulations over the next year including the Working Party referred to in the above table.

Timing, Implementation & Costs

- 11.2 An estimate of the potential costs for World Sailing to operate the new structure is set out below. Overall it is estimated there will be an increase in costs of approximately GBP75,000 per year based on the following estimates and assumptions:
- a. **Board:** similar cost as current Board (same size), assuming the Appointed Directors are not paid;
 - b. **Olympic Council and Participation & Development Council:** if held at same time as Board meetings (given 3 directors on each Council) and if meetings held at World Sailing Offices, there will be minimal extra cost; if held elsewhere the costs should not be greater than existing mid-year meeting costs (GBP 50,000);
 - c. **Committee and Sub-committees:** If meetings held at World Sailing Offices or via Blue Jeans (online platform), minimal extra costs;
 - d. **Online Portal:** set up GBP20,000 (one off cost) plus annual licences/staff support estimated to be GBP 35,000pa;
 - e. **Nomination Panel:** cost of face to face meetings plus payment of independents (if required) up to GBP36,500 pa in the year of Committee and Independent Bodies appointments; and up to GBP7,500 for two yearly Appointed Director positions;
 - f. **Independent Bodies:** cost of independent secretariat to assist the Investigation Panel and Disciplinary Tribunal is estimated to be GBP2,500 pa. It is also assumed that the members of Investigations Panel and Disciplinary Tribunal will not be paid (as is the case with the current Judicial Board and Ethics Commission).
- 11.3 This increase is 1% of World Sailing's total costs, which is considered reasonable given the benefits the new structure will bring to World Sailing and its members.

Appendices

Proposal 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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