WORLD SAILING GOVERNANCE REFORM – QUESTIONS AND ANSWERS

Below are questions and comments asked of World Sailing by MNAs and Classes in response to the Revised Proposal. Answers and responses are provided to assist with better understanding of the Proposal.

Committees and Engagement

1. Question: “With less committees and greater power to the board, less persons will in the future be ambassadors for WS and less will be directly engaged in the work”. “How can you secure the engagement of the huge number of volunteers in the committees and sub-committees if the number of “seats” in the future commissions is reduced?

Answer:
- While there is a reduction in the number of committees, it is not intended to reduce the number of people World Sailing engages with to assist it with its work.
- Many of the tasks currently being undertaken in commissions, committees and working parties, will be done via Working Groups, if the work is not otherwise within the scope of the new Councils, Committees or Sub-Committees. The only difference is that the Working Groups will be established and disestablished as required for the tasks to be undertaken rather than be permanent.
- Use of Working Groups, will ensure the work being undertaken by such groups aligns with World Sailing’s strategic priorities and plans.
- It will also enable different people to be engaged in different groups depending on their skills and expertise.

2. Question: “There is a risk that less people will pay attention to the work in the new commissions and sub-commissions, if meetings are not held as part of an annual meeting preparing for the AGM. We fully understand the proposal, but recommend that some kind of participation, presentation, involvement or something else is possible in connection to the AGM”.

“When will the Committees meet and where? We are concerned with the potential loss of contact between and among these committees. Is it planned that they meet where the two new Councils will meet in May, as a thought? Or is it a free-for-all? This is a BIG point, as this is where most engaged members of WS are actually meeting with each other, or will not, depending on the answer to this question”.

Answer:
- The main meetings of the Councils and Committees will usually be held in May (or the second quarter of the year), so there will still be a gathering of people at this time, as well as at the AGM later in the year.
- In addition, the annual conference (to be held in the fourth quarter of the year) will be new and differs from the “conference” which is currently the committees meetings before the AGM.
- The new annual conference will likely be a day’s event before the AGM. It will provides a more informal setting for any member and stakeholder to participate and to discuss matters of interest. There are no designated seats so anyone from the membership can attend and speak.
• The conference will enable people to be updated on information from World Sailing; to be consulted on any ideas or proposals from the Councils, committees or the Board; and to share best practice and ideas amongst the membership.
• The online portal will also enable people to keep up to date with developments and information from World Sailing rather than having to wait for the current “once a year” meetings.
• This portal will also show the ideas and proposals that members have submitted so you can follow their progress enabling for engagement and participation throughout the year.
• Technology must be used to share information and exchange ideas more regularly and to enable Members who cannot afford to attend meetings, to be part of the decision making process.
• The Commission has also observed that open meetings of committees, with observers able to listen, are reducing the effectiveness of these meetings. Members on these committees are not there as representatives of their MNA but as experts. We have noticed members not speaking freely and frankly, for fear of reprisal from their organisation; that information from the meeting can immediately be made public; and that comments made during a meeting are being politicised by others. We are aware that some committees are holding meetings before the official meeting so they can have proper dialogue and discussion. Observing meetings is not the most effective or accurate way to share information. We think the annual conference and the online portal will provide a far better means for this to occur.

AGM

3. **Question:** “Under the Proposal, the AGM will discuss fewer issues than is the case today. Examples: AGM elects less members to the board. AGM approves criteria for the venue for the AGM, but not the venue itself. In future, the board is responsible for all regulations, not the AGM”.

**Answer:**

• While there are some matters referred to the Board rather than to the AGM under the Revised Proposal (eg regulations), the AGM will in fact have greater powers to make decisions and consider matters which it currently does not have including:
  - approval of the World Sailing strategy and progress against it;
  - reports on the Board’s policies on financial management, risk management, internal controls;
  - remove the President and Board
  - appoint members to the Disciplinary Tribunal; Elections Panel, Investigations Panel
  - reports on all World Sailing events
• Under the new proposal, it will have the power to decide the criteria upon which the Board must decide the venue. For example, the criteria could include the requirement that the AGM must be held in a city which is a major international hub rather than more remote locations.

Board Composition

4. **Question:** “At least two directors should be athletes”.

**Answer:**

• The Governance Commission considered this and agreed in principle that a second athlete on the Board would be desirable.
• However, there are practical difficulties in deciding who could be the second athlete representative.
• The Commission felt the second athlete should not come from the Athletes’ Committee as that is made up of Olympic athletes only, and the mandate of World Sailing is broader than the Olympics.
• If the athlete was selected through an application process (such as through the Nominations Panel), what would be the criteria? What does being an “athlete” mean? Who would that athlete represent when they are not elected by or representative of any constituent group?
• The Commission also noted that many of the directors are current active sailors so questioned if there was a need for a second designated seat.
• There is a difference between bringing the perspective of an athlete to the Board table and being an athlete representative.
• For this reason, instead of designating a second athlete seat, the Commission specified that the Nominations Panel must take into account (as a specific criteria) knowledge of the sport “including recent active sailors” when considering applicants for the appointed directors.

5. **Question:** “Generally, we are not in favour of having many non-elected board members. The elected board may, as an alternative, use advisers to compensate for their own lack of relevant skills”.

**Answer:**

• Elections can never guarantee that the Board will have a combination of the skills and expertise needed to govern World Sailing which is a multi-million pound organisation.
• In addition, elections cannot guarantee an appropriate diversity of perspectives across the Board in terms of gender, regional spread, and other attributes.
• The appointed directors will be able to supplement the skills, expertise, knowledge and experience of those who are elected to ensure World Sailing has a capable and competent Board to undertake the tasks required of it.
• Using advisors does not replace directors, as directors have fiduciary duties to World Sailing that an advisor does not have.
• Advisors also do not have full knowledge of all the relevant facts and issues and can advise from a particular perspective. Advisors are also not accountable to the members whereas appointed directors will be.
• Appointed directors are common place in the corporate world and are increasingly being introduced as part of good governance measures in sport.
• These appointed directors do not have to be independent (outside of sailing) and may or may not be people from sailing.
• The appointed directors are in the minority on the Board.

6. **Question:** “It should be addressed what will happen if a new board can take office after 75% vote against the board at the AGM.”

**Answer:**

• A provision has been included in the proposed Constitution to address this situation. It requires the Chief Executive Officer to call an extraordinary meeting of the General Assembly, as soon as practicable, at which an election must be held to fill the vacancies.
7. **Question:** “Term limits of Councils members, Committee members, etc. Some of our little areas of expertise are in fact very expert and to have turn-over every 8 years does not make sense. Board Members, Chairmanships, these are positions of power and should be time limited, but not the roles of an expert. If we don’t have staff with institutional knowledge, it is helpful to retain the right people who can provide that perspective even if they have been around for many years.”

**Answer:**

- Under the Revised Proposal, the rules based committees have been retained albeit in a different format. It was acknowledged that this technical expertise is critical to retain.
- For the other committee and commissions, the expertise and experience will still be required but there is also the need to bring in new people (hence the introduction of maximum terms of office).
- The new 8 year maximum term limit starts afresh in 2021 when the committees will be formed, so the members of existing committees can, if appointed, have a further 8 years beyond that date. This give World Sailing until 2029 to identify and transition people to succeed those who currently have relevant expertise, which is both pragmatic and realistic.

8. **Question:** The opportunity is being held out for the 2 “Independent” directors to be paid. This does not appear to be a good model to us. Either ALL of the Directors should be paid, or none of them.

**Answer:**

- The two directors which are appointed to the Board do not have to be independent ie they do not have come from outside of sailing and can come from MNAs or Classes. The key is that they must have the relevant skills and expertise for the Board.
- The Revised Proposal does not propose payment of any salary or fee for directors. The proposed new Constitution makes it clear that directors cannot be paid remuneration (see Article 54.3).

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**Olympic Council**

9. **Question:** “In our opinion, the new process will be equally challenged, if the AGM sends OG-proposals back to the Olympic Council. Time pressure in OG-decisions will be a challenge.”

**Answer:**

- While the AGM could still send the decision back to the Olympic Council, this risk is substantially minimized by the fact that the Olympic Council is required to consider the options and consult on them with Members before proposing a decision to the AGM.
- Unlike the current situation, the AGM can only consider the proposal from the Olympic Council and cannot consider others submitted by a Member at the meeting or which have not had the prior consideration.
- If the work of the Events and Equipment Sub-committees is done well in advance of the Olympic Council meetings, including considering all proposals submitted via the Portal, this should minimise the time taken by the Olympic Council to make its recommendations to the AGM.
10. **Question**: “In which year will the OC make recommendations to the AGM and when will decisions be final – if the AGM sends the proposal back to the OC. The MNA’s need time to plan an Olympic campaign.”

**Answer**: This is yet to be decided but Regulation 23 will be considered as part of the review of the Regulations during 2020.

11. **Question**: “Is it necessary to have one (and why only one) class representative in the OC? Will it be possible for only one representation to make a difference? Further, the person might be brought in a very difficult position, if he/she comes from an Olympic class.”

**Answer**:

- The Chair of the Olympic Classes Sub-committee has a seat on the Olympic Council. They represent all the Olympic Classes and not just one class.
- Given the inherent conflict of interest for Olympic Classes if they were separately represented on the Olympic Council, having one representative of all the Olympic Classes balanced the need for input from the classes, on the one hand, with managing that conflict, on the other.

*Continental Associations*

12. **Question**: “The appointment through the continental associations gives a new power or function to these associations. We have not seen the basis for this formal recognition of the regional associations. Thus, we miss the evaluation of these organisations’ governance.”

**Answer**:

- The Continental Associations do not have any power or function in deciding the MNAs to sit on the Olympic Council or the Participation & Development Council.
- This decision is for all the MNAs in each Continent to decide, either by holding a meeting of the MNAs in the region, or by requesting the Chief Executive to undertake the election.

*Classes*

13. **Question**: MNAs can nominate members to all committees, while other members (i.e. classes) can nominate members only to certain committees. For example, classes cannot nominate members to the officials committee and the rules committee (and sub-committees). Given there is an independent nomination panel, why would there be a limitation to who can make nominations to those committees?

**Answer**:

- This has been changed from the Revised Proposal in the final Constitution (see Article 52.2) which now allows Classes to nominate members to any Committee or Sub-Committee (other than the Athlete Committee).
- On reflection, it is considered that if there is any conflict of interest, which cannot be managed by a nominee of a Class on a committee, the Nominations Panel can consider this as part of its assessment in the appointment process.
14. **Question**: A 10-person sub-committee for the Olympic classes will work very well as there are 10 Olympic events and (in theory) a maximum of 10 classes = 10 members. For the World Sailing Classes sub-committee however, we do not think that having the current (app) 120 World Sailing classes voting 10 representatives amongst them is the ideal solution. Why should the sub-committee not continue to exist as it is at the moment – the current structure is the only (or main) way to stay connected, and make contact to the World Sailing committees and members, which may now happen at the membership forum. The ones interested to attend will be there anyway to engage with MNAs and “be part of it”, why not let them have their meeting to exchange and discuss class business as previously.

**Answer:**

- The size of all the Committees and Sub-Committees of between 10-15 members is proposed for reasons of efficiency, consistency and effective decision-making.
- The World Sailing Classes Sub-committee should be no different to all the other Committees and Sub-committees.
- The reason this Sub-committee is fixed at 10 members (and not 10 to 15 members like the other Sub-Committees) is because the Nominations Panel will not have a role in appointing this Sub-Committee which will be decided by election of all the Classes, so a fixed number to elect is necessary.
- If a wider group of Classes wishes to stay connected and meet, there is nothing to prevent that.

**Integrity / Transparency / Costs**

15. **Question**: Page 37: 4.7.1.d: The code of ethics should somehow be connected to the “conduct” governed by the RRS (rules 2 and 69). In 4.7.1.f: What about RRS 2?

**Answer:**

- The Code of Ethics will cover misconduct of the type referred to in the RRS, but the protest committee will retain the power to impose sanctions within the jurisdiction of the RRS. The Disciplinary Tribunal may also impose sanctions over and above those, if the circumstances warrant greater or additional sanctions.
- It is noted there are submissions concerning the Code of Ethics and RRS (142-19 and 143-19) which will be considered by the Racing Rules Committee. This should include how they intersect with the jurisdiction of the Disciplinary Tribunal.

16. **Question**: “Is there a cost estimate for the Disciplinary Tribunal and its secretariat? It is necessary to secure transparency. A yearly summary is not enough.”

**Answer:**

- An estimate of costs is set out in the Revised Proposal (page 31, paragraph 11.2).
- Assuming that members of the Tribunal are not paid (as is currently the case with the Judicial Board and Ethics Commission), the only added cost for the Tribunal will be the secretariat. The estimate of GBP2,500 for this, is based on the number of cases World Sailing has each year.
• The Disciplinary Tribunal should publish its decisions and this can be added to the Regulations (to be prepared in 2020) that set out its procedure.

• An annual report to the MNAs at each AGM should be sufficient to summarise the cases and its work. It is not appropriate for the Tribunal to discuss individual cases with Members.

17. **Question:** Re Conflicts of Interest: The IOC permits its members to also be members of their National Olympic Committee Boards, why does Sailing think it is so special that it will not permit the same behavior? In talking with peers from other sports this specific requirement that prohibits those who serve on their National Boards from also serving on the WS Board, is not the norm. In fact this is seen in some sports as desirable because people who have that current experience are valued for that. Forcing the talent within an MNA to choose between serving on its MNA Board or serving on the World Sailing Board, does not make logical sense.

**Answer:**

• Firstly, the IOC has a different membership structure to World Sailing in that it is individuals and not NOCs or IFs who are its members.

• As many decisions of the World Sailing Board affect (directly or indirectly) the MNAs or Class Associations, this will create regular conflicts of interest for Board decisions, requiring the director to disclose it and step away from the decision. This is not desirable on a regular basis.

• If a person holds two significant leadership positions within sailing this can be confusing for those dealing with them as to which capacity they are carrying out their duties, such as presenting views and perspectives. It gives rise to questions of conflicts and biases, which are not helpful nor desirable.

• There are plenty of people with expertise in the governance of sailing in all parts of the world. This limitation will encourage people to bring their expertise to the World Sailing Board beyond those who are currently on a MNA or Class Association Board.

• Being a director of the World Sailing Board is a time-consuming position requiring regular active participation and travel. If a director is also on the Board of an MNA or Class Association this will require a significant commitment for a volunteer.

18. **Question:** “The process is delayed. No new proposal is circulated. The cost and resource implications are not known.”

**Answer:**

• There has been no delay in the scheduled process. The Revised Proposal was worked on in July/August following receipt of the survey results and feedback in June. The Board considered the Revised Proposal and approved it at its September Board meeting. The Revised Proposal with proposed Constitution and Regulations were circulated on 30 September, giving Members almost two months to review it before the AGM.

• The cost and resource implications are outlined in the Revised Proposal.
19. **Question:** The revision of regulations must take place in an open process with member involvement.

**Answer:**

- The process for amending the substantive parts of the current regulations during 2020 will ensure a consultative approach.
- The proposed new Regulation 40 establishes the working group to undertake this exercise. In the meantime, interim regulations are proposed as part of the package of resolutions.