

3 December 2021

Concept Note: Responsibilities & Authorities
MNAs / Board / Council / Committees / CEO

This summary note has been prepared to explain the current responsibilities and authorities of the various governance bodies within World Sailing. It sets out suggested new structures and the Board welcomes any other proposals at, or in advance of, the meeting.

This note and plenary **do not** deal with the question of how committees should be appointed. That will be considered as part of Plenary Session 4. It is important to decide what the structure should be before deciding how positions should be filled.

Principles

In considering the governance structure, responsibilities, and authorities of the various bodies within World Sailing, the Governance Sub-committee ("GSC") has worked to the following principles:

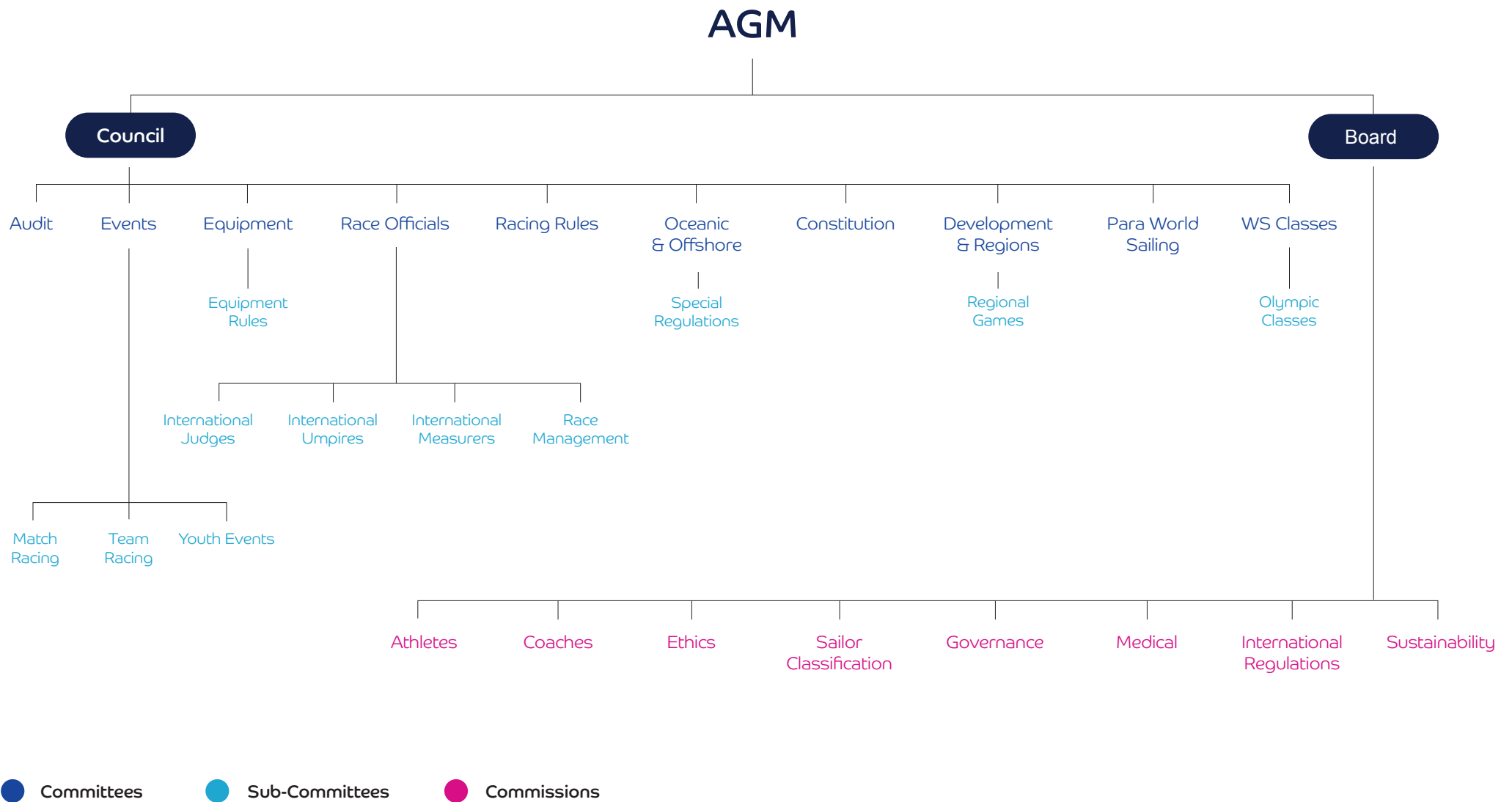
- Legally, responsibility for certain matters must lie with specific groups (for example, only the full Members (MNAs) can amend the Constitution and only the directors can approve the financial accounts)
- Council's overall role should be to:
 - take a high-level, strategic overview of World Sailing's work,
 - approve World Sailing policy, and
 - as a group of senior volunteers who have long history, experience and expertise in the sport, to act as a 'critical friend' to the Board and Committees by reviewing and challenging their decisions from a wider and more strategic viewpoint.
- Policy should be made by Council not through Regulations as often happens at present. Instead, the Regulations should reflect policy decisions already made (if necessary) or deal with technical or procedural matters
- The role of senior decision-making bodies (the General Assembly, Board and Council) should usually be to consider recommendations from expert groups and either accept or reject them. Alternative decisions which have not been considered by experts should not be made without due notice.
- Expert committees and groups need to be able to work flexibly and not be too limited in their procedures.

Structure Diagrams

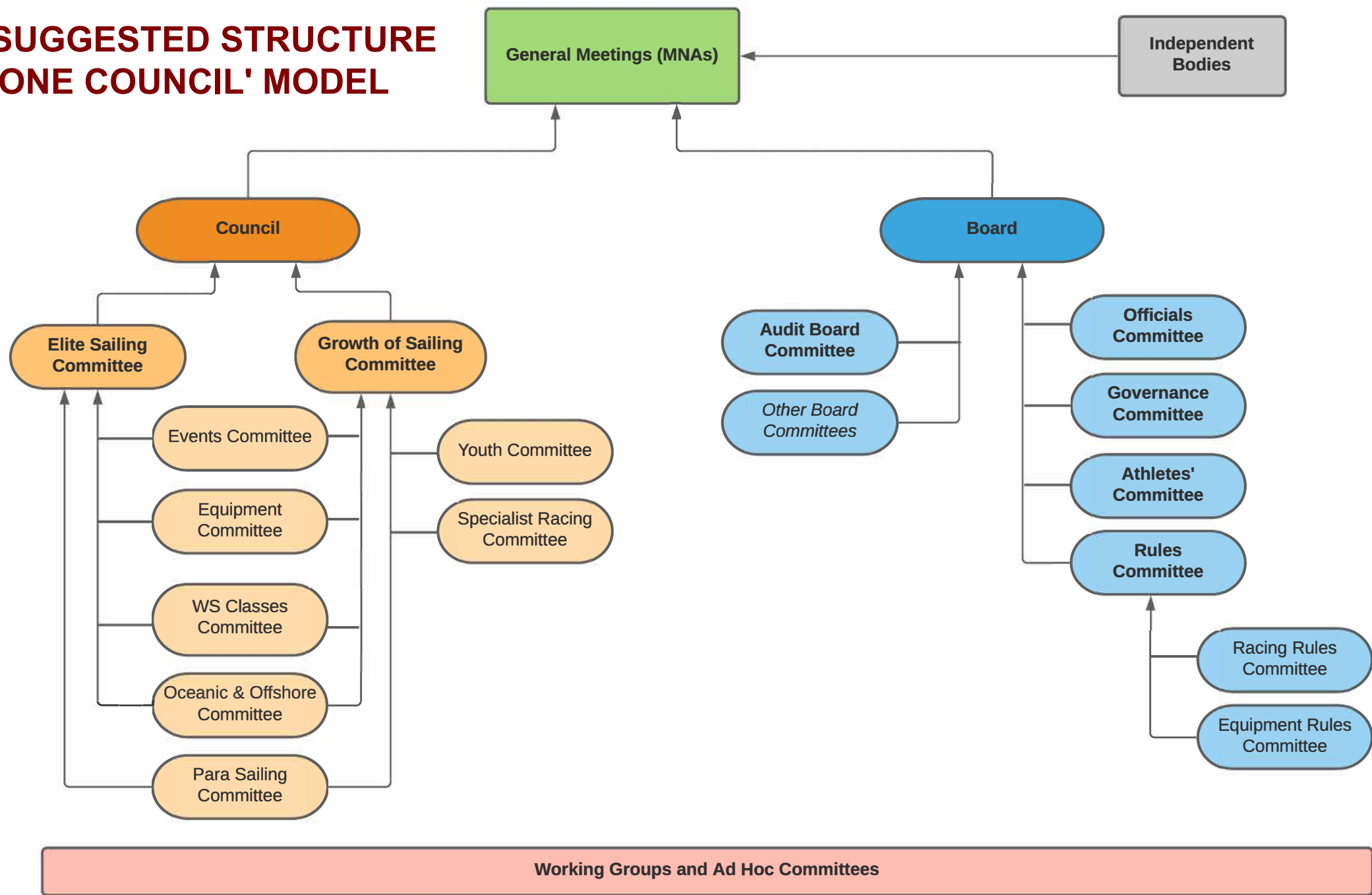
The next three pages show:

1. The current structure of World Sailing
2. A suggested structure under the 'One Refined Council' model
3. A suggested structure under 'Two Council's model

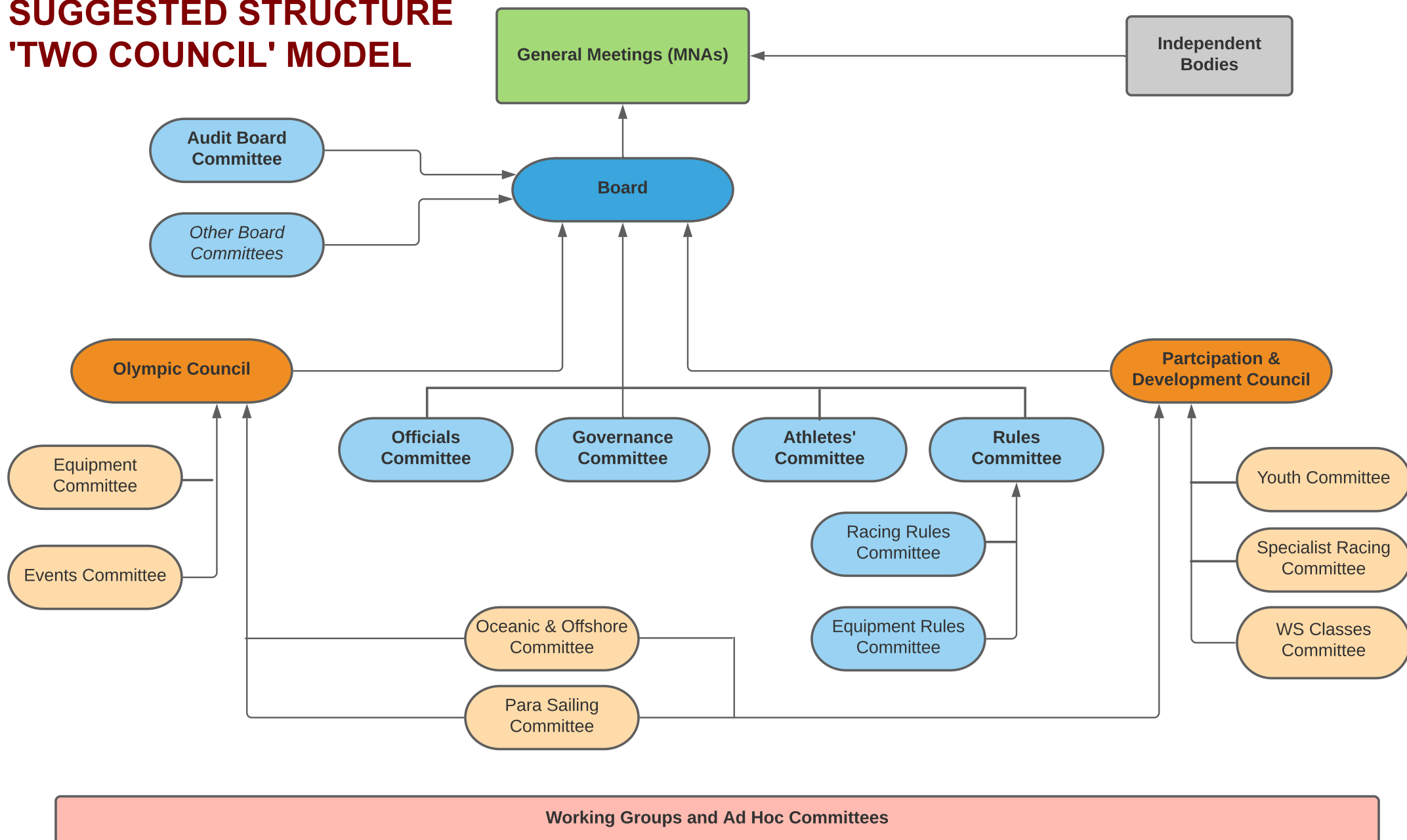
CURRENT STRUCTURE



**SUGGESTED STRUCTURE
'ONE COUNCIL' MODEL**



SUGGESTED STRUCTURE 'TWO COUNCIL' MODEL



Powers and Responsibilities

Each section below explains the main responsibilities of the governance bodies and the suggested changes to the position.

** indicates a legal requirement*

General Assemblies

Responsibility	Suggested Position
Elect the President and directors (except the Athlete Cttee Chair)	No change
Remove the President or any director *	No change
Amend the Constitution *	No change
Receive the annual audited financial statements *	No change
Appoint the external auditors *	No change
Approve the annual subscriptions	New
Approve the Board's Financial Plan and receive reports on progress	New
Approve World Sailing's strategy and receive reports on progress	New
Admit, suspend and expel Members	New
Approve changes to the Regulations	Modified to accept or reject changes
Approve criteria for location of meetings	New
Approve or reject the events and equipment for the Olympic Games	New
Appoint the Election Committee	No change
Decide submissions referred directly by a Member	Removed
Appoint Disciplinary Tribunal and Investigations Panel	New

Board

Responsibility	Suggested Position
Propose strategic priorities of World Sailing, having consulted Council first	No change
Implement policy decisions	No change
Admit or suspend Members on a provisional basis	New
Final responsibility for all financial and corporate affairs *	No change
Supervise the work of the Chief Executive Officer and staff*	No change

Appoint and remove the Chief Executive Officer *	No change
Nominate the members of Committees for appointment	No change
Make and amend Regulations	New – currently Council
Approve World Sailing events and the calendar of the events	No change
Review/change decisions concerning the Racing Rules or Equipment Rules	New – currently Council
Approve and sanction World Sailing events and special events	No change
Appoint race officials to events	No change – done through Board WP
Appoint and dissolve Sub-committees of the Board**	New
Appoint Working Parties jointly with Committees (including terms of reference and activity plans)	New – currently each Committee on its own
Resolve and determine disputes not provided for under Constitution/Regs	No change

*** The Board cannot dissolve the permanent Committee set out in the diagrams, only that it can create and dissolve its own Board committees to carry out Board-specific tasks. However, there must be an Audit Committee.*

Council

Responsibility	Suggested Position
Decide World Sailing policy	No change
Monitor the implementation of World Sailing policies	New
Receive reports from committees and recommendations	No change
Decide strategic priorities of World Sailing	Transferred to General Assembly. Board must consult Council first.
Decide Olympic Events and Equipment	No change – subject to GA approval
Decide Paralympic Events and Equipment	No change – subject to GA approval
Admit, suspend and expel Members	Transferred to General Assembly
Making and amending the Regulations, Racing Rules, Equipment Rules, and Offshore Special Regulations	Transferred to Board
Create/dissolve committees	Transferred to Constitution (GA)
Appoint committee members	Modified – can accept or reject list only