

19 January 2022

Concept Note: Board (Composition & Terms of Office) & Committee Appointments

This summary note has been prepared to explain the current position of the World Sailing Board of Directors (its composition and terms of office), and also the committee appointment process.

It will also explain the current proposals to change these areas and, as ever, the Governance Sub-committee remains open-minded about suggestions for improvements to the models suggested and willing to engage with any stakeholder.

1. Board: Current Position

The Board of World Sailing currently consists of 9 voting members: the President, 7 Vice Presidents and the Chair of the Athletes' Commission. Each member is a director of the Federation with the accompanying legal rights and responsibilities of company directors.

The President and Vice Presidents are elected every 4 years at the General Assembly (the name of the AGM held in every 4th year). This is the meeting held after the Olympic Games (2020 excepted). Each MNA in good standing is entitled to vote in the election. Voting is by secret ballot supervised by the Election Committee (which is appointed by the AGM on the recommendation of the Board the year before the election).

The President is elected first based on a simple majority of votes cast. If no candidate receives a majority in the first round, the top two candidates proceed to a final ballot.

The 7 Vice Presidents are elected after the President. Each MNA votes for 7 candidates and must vote for at least 2 female candidates and at least 2 male candidates. The top 2 men and top 2 women are elected and the remaining three positions go to the next highest polling candidates, irrespective of gender.

The term of office of the President and Vice Presidents is 4 years and commences at the moment of election and runs until the next General Assembly. They may be re-elected provided they have not already held the same position for a continuous period of 8 years. In practice, this means the President and Vice Presidents can hold their position for 2 terms of 4 years and it is permitted for a Vice President who has already served 8 years to then be elected President for 1 or 2 terms.

2. Board: Proposal for discussion

The key elements of the proposals for the Board are:

- The Board would continue with 9 directors (full voting members) comprised as follows:
 - The President (elected)
 - 5 elected directors
 - 2 appointed directors (appointed directors would primarily fill any technical skills gaps in the Board after an election e.g. an accountant, legal expertise or commercial skills and secondly geographical spread)
 - Chair of the Athletes Committee (*ex officio*).
- The President and elected directors would be elected at the General Assembly under the current 'one country, one vote' system.
- No more than one director (including the President) can come from the same country.
- There would be gender equality amongst all elected and appointed directors (including the President). The President would be elected first (from either gender) and then the 5 elected directors would be elected in a manner ensuring gender equity. The appointed directors would then be one man and one woman.
- The appointed directors would be appointed by the Board on the recommendation of a Nominations Panel. The Nominations Panel would consist of a majority of independent members (who must not have held any position within World Sailing or any Member for 5 years and who has no close connection with any World Sailing director or employee) and a minority of non-voting members from the World Sailing Board. The Panel should be chaired by a professional, or someone no more than 3 years retired, from the Executive Placement industry.
- When making its recommendation for the appointed directors, the Nominations Panel must take into account the required gender balance, and then regional spread of directors across the whole Board, but skills and expertise are the primary criteria.
- The Board members' terms of office would be 4 years, up to maximum of 2 terms (whether consecutive or non-consecutive). A Vice President who has served 2 terms may still be elected President for 1 or 2 terms. Previous terms of office under the current Constitution would be counted.
- Elections would be staggered to introduce an element of rotation onto the Board. Every 2 years at least 4 members on the Board will rotate off the Board (unless re-elected or re-appointed). At present this is proposed as:

- Year 1 (the normal year of the Olympics) – the President, 2 elected directors, one appointed director and Chair of Athletes' Committee would retire and there would be an election/appointment process.
 - Year 3 – 3 elected directors and one appointed director would retire and there would be an election/appointment process.
 - An employee, 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 with such resignation being effective within 3 months of the election date.
 - Transitional provisions would apply so that those elected/appointment in 2024 would be subject to different lengths of terms of office to begin fitting the Board into the normal cycle.
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3. Committee Appointments¹: Current Position

Committees are appointed around the same time of the elections. Committee members hold office from 1 February of the year following the General Assembly for 4 years.

Nominations for Committee membership must be made to World Sailing by MNAs on 1 August before the General Assembly. In specific cases, other bodies may nominate individuals for certain committees. Candidates must complete an application form which is endorsed by their MNA. Their MNA must agree to fund a committee members' attendance at meetings (or come to some other agreement with them prior to nomination). The 'long list' of all nominations received is published just before the General Assembly.

Following the election, the new Board meets to review the nominations received and decides which names to recommend to Council (the 'short list'). In preparing the short list, the Board should follow the guidelines set out in the Regulations as far as possible:

- The first consideration is expertise rather than geographical location.
- Preference shall be given nominations from Member National Authorities whose nominations, taken together with other nominations from their Council Group, include at least 25% of each gender.
- Not less than 25% of the members of each Committee should be drawn from each gender.
- Not less than 20% of the Chairs and Vice-Chairs of all committees should be drawn from each gender.
- No more than 2 people from any one Member National Authority should be included on any Committee.
- There is no set number of members of any committee, but ordinarily each committee shall not exceed eighteen members in total.
- There is no maximum period of time for any individual to sit on a particular Committee.
- Consideration should be given to the relevant sailing experience of nominees.

Committees are then appointed by Council acting on the recommendation of the Board. Council vote *en bloc* on the Board's recommendation, but if at least

¹ In this document "Committee" includes "Sub-committees".

3 Council members from 3 different Groups wish to add or remove a name to the short list, then a separate vote is held on that proposal.

Some Committees must contain representatives of other Committees, and some Committees have the right to directly appoint or elect one of their number to another Committee.

Any Committee member may be removed by Council acting on the recommendation of the Board.

4. Committee Appointments: Proposal for discussion

The following proposal is currently being considered for a new committee appointments process:

- The composition of each Committee will be between 10-15 members all of whom must have the relevant skills, expertise and experience for the subject matter of the Committee.
- From amongst these experts there must be:
 - at least one member from each region; and
 - whilst the Board will use its best endeavours to have gender parity in the committees there must be at least 30% of each gender, and

the Committee must include such other perspectives, which are relevant to the Committee such as Class experience, recently active elite sailors, different age groups, and other relevant attributes.

- The Athletes' Committee may appoint a member of the Athletes' Committee to each of the Committees and Sub-committees.
- MNAs can nominate people with the appropriate experience for all the Committees.
- Classes can nominate persons for committees which deal with Class-specific matters.
- For the Elite Sailing Committee, relevant bodies such as World Sailing Special Events, may nominate members of the Committee. For the Growth of Sailing Committee, the Presidents of the Continental Associations would be members of the Committee.
- Nominations will be assessed against the criteria referred to above by the Board, which will then make a recommendation to Council. Council will be asked to approve or reject the Board's recommendation.

- Not less than 30% of the Chairs and Vice-Chairs of all committees should be drawn from each gender and not less than 30% of all committee members must come from each gender.
- MNAs and Classes must support the cost of attendance at meetings for any member of a Committee who they nominate and is appointed (unless they come to some other agreement prior to nomination).
- Committee members must actively participate in committee business. If a Committee member fails to attend a specified number of meetings without excuse, the Board may deem they have resigned their position. The Board may also resolve to remove committee members for good cause.
- The term for members of Committees and Sub-committees is 4 years up to a maximum of 3 consecutive terms of office. A Chair can serve an additional 2 terms. Previous terms of office under the current Constitution would not be counted.
- The World Sailing Classes Committee and any Olympic Classes Sub-committee (including the Chair of each) will be elected by the Class Associations through an election held via the World Sailing office. These Committees will be the same size as the other Committees (10-15 members).