4 February 2022

Review of Plenary Session 4: Board (Composition & Terms of Office) & Committee Appointments

This note summarises the discussions held during Plenary Session 4 on the composition and terms of office of the World Sailing Board of Directors, and the procedure by which Committee Appointments are made.

There were some observations that, given the large number of contributors, were not provided with further information from the Governance Sub-Committee. Consequently, by way of "Note" additional remarks are now provided in this summary document by the Governance Sub-Committee for the information of all the stakeholders.

Summary of Main Issues Raised - Board

1. Some speakers expressed concern about the presence of appointed directors and whether their positions should be given to elected directors who would be representative of World Sailing stakeholders. One speaker proposed seven elected directors, and another said the use of appointed directors after the election was inappropriate. Others said there should be a clear competency profile of the Board before the election and candidates must self- assess and disclose the extent to which they meet the competencies, acknowledging that it was unlikely that most candidates would be able to meet all the requirements individually.

2. The background of any appointed directors should be carefully considered and not be too prescriptive. Someone thought it may be difficult to recruit directors who have the necessary skills and experience from a geographical diverse background as well.

3. The importance of gender equity was emphasised and, if staggered terms of offices are used, the gender-basis of election should be maintained in future electoral cycles.

4. World Sailing will need to consider "how independent" the members of a Nomination Committee are. There may be a need to have them aware of current issues within sailing, but not involved in World Sailing politics or MNA leadership. One speaker felt it was inappropriate for a Nomination Committee not to have a sailor-majority on it. Another felt it was vital the balance of a Nomination Committee should ensure it is not politicised.

5. Regional balance should be built into the composition of the Board of Directors to ensure that all continents are represented.

6. One speaker questioned the staggering of elections and whether the benefits of it outweigh the disadvantages. Another supported the proposal and ensuring there is not a 'stop-start' cycle on the Board and an election every 2 years would ensure a better competency-based approach to elections.

   Note - a staggered election also allowed the electorate to give the Board new direction if it was felt that the members' interests were being neglected

7. Other comments made by various speakers were:

a. Concern was expressed about the length of terms of office for Board members and ensuring they were not too short. There was also concern from one speaker that two terms of office with staggered elections are not enough time to allow a Board member to settle into the role.

   Note - it is not clear whether the speakers understood that the term of office in staggered elections remained a full four years.

b. A class representative proposed that WS Classes should be able to appoint an *ex officio* member of the Board.

c. The observation was made that MNAs also represent sailors and more often than not sailors are members of more than one class, so classes were represented.

d. One speaker proposed the idea of 'slate' elections where electors vote for the President along with 3-4 other directors should be examined.

e. Whilst gender discrimination is being addressed in the new proposal, there are other areas of discrimination which are not addressed such as geographical diversity.

f. One speaker proposed extending the term of office to five years to detach the term from the Olympic year.

Summary of Main Issues Raised – Committee Appointments

1. A number of speakers felt a target of greater than the current 30% gender equity target should be aimed for, even if it was just a target. The consensus was that a goal of 30% is too low. It was suggested that the aspirational goal of 50% for gender equality needed to be stated.

2. Concern was expressed about the requirement for an MNA to financially support committee members they have nominated. The current position where the MNA and committee member can agree to another arrangement, as proposed, should be continued.

3. One speaker felt that the right size of a committee needs careful consideration and that, if appointed, members who do not contribute effectively should be removed. This is especially true if committee sizes are set between 10 - 15. Another speaker expressed concern that cross-representation of other committees in a committee needs thought as this can impact on the gender metrics and geographical spread of the composition of the committee. It also meant those nominees seldom had sufficient time available to do work for that committee. Committee members who resign must be replaced.

4. The ability of the Athletes' Committee to appoint members to certain committees should be expanded to all committees. It was felt that not only athletes who were members of the Athletes Commission should be able to have members on committees e.g., professional athletes. One speaker felt the WS Classes should have the same appointment powers as the Athletes' Committee.

5. The Growth of Sailing Committee and Elite Sailing Committee if decided should have specific composition and appointment rules to reflect their broader strategic role.

6. Some speakers felt the use of a Nominations Committee for committee appointments should be reinstated (as proposed in the previous governance reform). Committee members should be appointed for their competencies, not for political reasons.

7. One speaker asked if committee members terms of office be staggered for the same reasons as the Board?

8. Other comments made by various speakers were:

a. A question was raised whether the maximum terms of office (3 x 4 years) applied to just one committee or all committee positions?
<u>**Note -**</u> the proposal applied to just one committee, not all committee positions.

   There should be a method to allow a term limit to be extended in specific cases. Another speaker felt term limits were a mistake.

b. It was questioned why committee chairs should be given a longer term of office than other committee members.

c. Any World Sailing stakeholder should be able to make committee nominations. Regardless of the nominating body, MNAs should be required to endorse all committee nominations.

d. There was concern why the Women's Forum was no longer listed as a committee.
Note - there is no intention to delete the Women's Forum.

e. Concern was expressed about the size of the proposed WS Classes Committee. and the current proposal was unworkable based on current experience.
Note - as with the Women's Forum there is no need to limit the number of representatives on the WS Classes Committee.

f. Some speakers felt that professional and industry representatives should be included in the committees (subject to suitable conflict of interest rules).

g. World Sailing should have the ability to question an MNA's refusal to nominate an individual and, if necessary, override the objection if inappropriate.

h. One speaker commented that any question of gender equity needs to consider the growing issue of gender identity.

i. A sixth plenary session was requested on the question of the roles and responsibilities of specific Committees, and the composition/selection of Council members. There was also concern about the timeline being used.

Any members who wish to provide additional feedback, or respond to the issues noted above, are welcome to email governance@sailing.org to provide them direct the Governance Sub-committee. The GSC is, of course, available for any further discussion or debate at the convenience of Stakeholders follow up conversations can be organised either individually or in a group.