21 March 2022

Concept Note: Governance Structure

This summary note has been prepared to explain the proposed roles and responsibilities for the new governance structure of World Sailing (please see Concept Note 2) for an explanation of the current governance structure). It is based on the 'One Refined Council' model as there was no compelling support for the 'Two Council' model in any of the Plenary Sessions.

Please note the descriptions are a high-level summary intended to facilitate debate at the Plenary Session.

A. General Assembly

The General Assembly will meet once a year and will be the annual general meeting of the company. As such, it will continue to have the powers set out in the Constitution and under Isle of Man law and as amended by the new proposals.

The General Assembly will be responsible for:

- amending the Constitution
- approving World Sailing's strategy
- electing the President and elected directors
- removing any director from office
- receiving the annual accounts and report, questioning the Board on them, and annually appointing the auditors
- admitting and expelling members
- approving the level of subscription levies
- appointing members of the Independent Bodies (the Election Panel, Investigation Panel and Disciplinary Tribunal) [*This is new because these bodies are new*]
- ratifying Regulation changes
- approving changes to the Olympic Events and Equipment

The decisions will ordinarily be made based on recommendations made by the Board, Council or other committees (as appropriate). If the General Assembly disagrees with a recommendation, it will reject it and may not substitute its own decision[1].

B. Council

Council will be responsible for making the policy of World Sailing and is expected to meet at least twice a year (at a minimum once in person) and on two other occasions virtually if there are matters for decision arising from the new Submissions process. Listening to reports already discussed elsewhere will be eliminated to free

[1] With the exceptions of officer election and those powers granted by Isle of Man law: amending the Federation's name, registered office and agent, and amending the Constitution.

up time for high-level thought leadership. Instead, Council will focus on debating and making policy to give effect to World Sailing's Strategy. Policy pronouncements for this purpose will replace making policy by means of Regulation, allowing greater flexibility in evolving policy and avoiding the dilemma of contradictory Regulations.

As a group of senior volunteers who have a 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.

Council will:

- Decide the policy of World Sailing and, in particular, focus on debating and making policy in relation to the growth of sailing and elite sailing.
- Receive reports from the Board and Committees on the implementation of World Sailing Strategy and Policies
- Monitor the progress of Committees and the Board on the delivery of World Sailing's Strategy and objectives and provide feedback on areas for improvement
- Appointing Committees on the recommendation of the Board

The above decisions will be made based on recommendations made by the Board, or other committees (as appropriate). If Council disagrees with a recommendation, it will refer the matter back to the originating committee with comments as to the issues that need to be further considered. It may not substitute its own decision.

The Governance Sub-committee believes that Council currently focusses too much on the technical wording of Regulations and not the substance of policy. On many occasions, otherwise good proposals are rejected because they contradict the Regulations or Regulations contradict each other. Policy should be made by Council and the Board should then make the Regulations required to implement it. Regulations made by the Board must be consistent with the decisions of Council and will need to be subsequently ratified by the General Assembly.

C. Board

The Board will continue as the non-executive board of directors of World Sailing. It will have the following responsibilities:

- Developing World Sailing's strategy, originally prepared by Management, for approval by the GA.
- Provisionally admitting or suspending members until the next GA
- Recommending the annual subscriptions for approval by the GA
- Making the Regulations subject to ratification by the GA.
- Approving the annual budget and financial plan
- Approving the annual audited financial statements
- Appointing and removing the Chief Executive Officer (and setting the delegation of authorities)

- Responsibility for the corporate affairs of World Sailing and management of its assets
- Approving World Sailing events, Special Events and the calendar of the events
- Recommending to Council or the GA (as appropriate) the members of the Committees and Independent Bodies.
- Approving the terms of reference of Committees, Sub-committees and Working Groups and monitoring progress against agreed activity plans

The Board's internal procedures, and its relationship with management, is set out in the Board Charter.

D. Chief Executive Officer & Management

The Chief Executive Officer leads the staff and executive management team of World Sailing. They are responsible for the day-to-day management of the Federation, including its financial management and control of its corporate assets, and work under the supervision and oversight of the Board (which is a non-executive body). The relationship between the Chief Executive Officer and the Board is governed by the Board Charter.

The Board may delegate its authority to make certain operational/management decisions to the Chief Executive Officer and, through him, to the staff. The Chief Executive Officer and management will be empowered and expected under the new governance system to develop policy proposals alongside Committees.

A staff member shall be assigned to each Committee to help guide and create proposals alongside the Committee Chair and the Committee Members focused on delivering to the approved projected. Members of the Board and the Chief Executive Officer will continue to act as liaisons with the Board to ensure approved work programmes are being followed, work is progressing and other appropriate committees are consulted and able to discuss and recommend each step of the way.

E. Elite Sailing Committee / Growth of Sailing Committee.

Please see attached organogram for reference

Consistently, World Sailing's stakeholders have complained that the organisation is too Olympic focussed. This dates back to the first survey of the Governance Reform exercise started in the previous quad and reported to the Council meeting in May 2017. The concern is that the growth of sailing especially, as well as all other aspects of the sport, are neglected. The recent survey of how Council time is spent underlines this concern. As little as 2% of Council's time is applied to the youth sailing and the same figure applies to Para Sailing, both supposedly high strategic priorities.

Plenary Session 2 suggested that there be two committees dedicated to addressing the issues of the Growth of Sailing and Elite Sailing. Their composition would reflect the interest of stakeholders who had the biggest interest in these areas. The thinking with each is to allow new creative thought to be applied to problems which have previously prevented success especially in the area of attracting young people to the sport.

The Board considers that these two areas are important pillars of World Sailing's development of the sport and, as such, require a dedicated and focussed committees to take the lead in these areas.

Growth of Sailing Committee

The Development & Regions Committee will be renamed the "Growth of Sailing Committee" and its remit will be expanded to include projects to turn around the situation where the sport has an increasing average age and a diminishing proportion of young people becoming sailors. It will also look at increasing the number of countries around the world which sail and increasing the MNA base of WS. It will consider and develop proposals to ensure that World Sailing's strategy in these areas are being delivered. The Committee's membership will include representatives of Continental Associations, Classes and emerging and developing MNAs.

The Committee's terms of reference could be along the following lines:

- Recommend to Council the World Sailing Development Plan (after consultation with the Board and ensuring he Plan is consistent with the World Sailing Strategy).
- Oversee and report to Council on the implementation of the Development Plan.
- Create, develop and promote projects and initiatives that focus on gender equality, youth development and overall growth of sailing within MNAs.
- Promoting MNA relationships to ensure MNAs share best practice and, where possible, resources.
- Promoting the growth and development of MNAs, and in particular to identify and develop new MNAs.
- Develop and co-ordinate forums and symposia to share best practices among MNA members (both regionally and wider).
- Advise Council on strategic and regional development issues and policy, and recommend associated budget requirements to the Board.

All recommendations from Committees which concern growth and development matters must first be considered by the Growth of Sailing Committee. This will ensure a consistent and consensus-led approach to these matters before they are considered by Council.

Elite Sailing Committee

The Elite Sailing Committee will be a new Committee which considers the breadth of all elite-level racing in the sport. It should bring together representatives from pinnacle areas such the Olympic Games, the America's Cup, the Ocean Race, the Vendee Globe, SAIL GP and Star Sailors League and other forms of sailing considered "pinnacles". World Sailing Special Event status may be a suitable marker to decide which event are considered part of the elite pinnacle of the sport.

The Elite Sailing Committee is where strategic debate and policy development should take place dealing with priorities taking the entire sport into consideration. It will bring together experts who are actually working in different parts of the sport to promote competitive sailing and recommend to Council policies which grow elite events in a sustainable and co-ordinated way.

The Elite Sailing Committee will have a much broader remit than the current Events Committee. The Events Committee will continue (perhaps under a different name, such as the Olympic Committee) to oversee the Olympic Sailing Competition, but the Elite Sailing Committee will consider the worldwide calendar of all events in all disciplines to look at how all these events can work together, how World Sailing can be a catalyst to bring together these groups to share best practices, and to help promote the sport overall.

World Sailing's leadership role as the International Federation can focus on ways to foster alignment among the industry, WS, major events, organizations that are promoting and sustaining competitive sailing in all of its forms.

The Committee's terms of reference could be along the following lines:

- Promote co-operation and liaison between major events (including World Sailing Special Events) such as the America's Cup, SailGP, SSL etc. to ensure the maximum growth of the sport.
- Providing expert input and advice from specialist experts to the Board when it develops World Sailing's Strategy
- Developing a broadcast strategy and promoting the development of e-Sailing.
- Promoting and co-ordinating a cohesive and optimized event calendar.
- Oversee and report to Council on all non-Olympic events that World Sailing 'owns' or sanctions.
- Conduct forums/discussions that bring the top end (pinnacles) of the sport together to work on ideas to develop the sport further.

The Elite Sailing Committee must be consulted and provide an opinion on recommendations from other Committees which affect Olympic matters in order to ensure a consistent approach to the development of elite sailing.

F. Committees & Working Groups

Having considered the feedback from stakeholders, the Governance Sub-committee is of the view that all other existing Committees, Sub-committees and Commissions should be carried over into the new structure (in some cases with a change of name and broadening of remit). Their terms of reference will be broadly the same but will be modernised and brought up to date to ensure they are fit for purpose and reflect the new responsibilities of other decision-making bodies.

Committees which focus on policy matters (such as Events, Equipment, Oceanic and Offshore, WS Classes etc.) will report to Council either directly or via the Growth of Sailing Committee (if their report concerns growth and development policy).

Committees which focus on technical and operational matters (such as Race Officials, Racing Rules, Constitution etc.) will report to the Board.

Working Groups may be appointed by the Board on the recommendation of a Committee or the Chief Executive Officer and will usually follow an expression of interest process through Members. There is no limit to the number of Working Groups and it is expected, that the same number of volunteers will be needed, as is currently the case.

Committees will meet at least once a year in person as well as working in between using technology. Each Committee must have a 4-year plan (approved by Council or the Board as appropriate) which is aligned with the World Sailing strategy and be supported by a staff member designated from amongst the senior management team.

G. Equality, Inclusivity & Diversity Forum

The Women's Forum has made great progress in recent years at debating and addressing issues affecting gender equality and participation in the sport. The Governance Sub-committee believes that this shows the flexible and informal nature of the Forum is a good model.

The Governance Sub-committee seeks opinion as to whether the Forum should be widened to address all issues of equality and diversity which international federations are increasingly having to grapple with. Limiting the Forum to just one aspect of equality and diversity may mean World Sailing does not have the appropriate structure in place to address these topics in the years ahead.

H. Conclusion

It was requested that the Governance Sub-committee explain how the new constitutional provisions would improve decision making in World Sailing. The current governance review process has deliberately restricted itself to a narrow band of discussion with a single focus "*How do we make World Sailing a more efficient decision-making body?*". This deliberate choice was not to tackle issues which went to the politics of the organisation, for example, such as the composition of Council.

The 5 areas of efficient decision making covered are:-

- Who decides? (dealt with in Plenaries 1 and 2)

- What authority does each decision body enjoy? (Annex in Plenary 6)
- How is each decision maker constituted? (Plenaries 2 and 4)
- How are decisions processed? (Plenary 3)
- How are the decision makers sanctioned? (Plenary 5)

The submissions process pulls the first four bullet points together. By way of example how many MNAs know that at the moment the Development and Regions Committee has a number of working parties established (e.g. Leadership WP, Pathways WP, Continental and Regional Collaboration WP etc.)? The working parties are an attempt to try and co-ordinate its wide-ranging work across different Committees, Continental Associations, Commissions etc. Many other Committees do the same.

The current governance model does not promote collaborative work at the moment when something is initiated at World Sailing. Often when something is proposed it takes place without knowing what others might be doing or proposing as well. On 1 August each year as many as 145 MNAs, as well as any number of WS' committees or classes, can make submissions which might be overlapping, contradictory or even exactly the same in objective but different in how to get there.

With the new submissions process any relevant stakeholder can make a proposal at any time during the year. With an open access system, and subject to a set protocol, stakeholders will both be able to track an idea and where appropriate make a contribution to it. Working virtually in real time most ideas could be decided during the course of the year rather than waiting for the mad rush of one week in November. Where a Council decision in the process is required, this could be done with a quarterly virtual meeting for the two remaining quarters other than the Mid-Year Meeting and the Annual Conference.

The compression of interlinked committee approvals in the course of five days during the Annual Conference does not lend itself to quality decision making based on proper reflection and extensive debate because of the time constraints. At present, individual Committees can and do present different positions to Council (the Events Committee may take one view, the Athletes' Commission a different view, the Coaches Commission another etc). Council is left at present to pick one preferred recommendation without the ability to come to a consensus. Under the new model Committees will be required to co-ordinate their different recommendations and use the experience and expertise of committee members, outside the time pressure of the Annual Conference, to develop a consensus recommendation for Council to consider. In the strategic, but diverse, area of development and the growth of sailing, the Growth of Sailing Committee will be able to assess recommendations and proposals and present a single recommendation for Council to consider which represents the best consensus position for the sport.

All stakeholders will be able to monitor the different proposals on the portal and provide comments. They will also see the final recommendation going to Council in good time and Council, meeting more regularly, will be able to decide more effectively the final proposal.