Governance Proposal

2 July 2022

1. INTRODUCTION FROM THE BOARD

Dear World Sailing Member National Authorities,

Governance has been a subject of considerable debate at World Sailing for some time but more especially since the previous quad when a Governance Commission was constituted in 2017 to advise on necessary reforms. Governance reform was a strong theme in the 2020 elections.

In setting its priorities for 2020- 2024 the current Board decided to pursue discussions on governance with two clear objectives:-

1. Reforms would be focussed on "How do we make World Sailing a more efficient decision-making body?" - no more, no less. Other aspects, and in particular political considerations, would be left to others who were always welcome to raise issues and make their own proposals in the normal course with submissions made by the 1st of August in the annual cycle.
2. It would do so in full consultation with all World Sailing Stakeholders on the options.

The five areas of efficient decision making covered have been: -

- 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 is decision maker conduct reviewed, and decision makers disciplined, when required? (Plenary 5)

The current governance model does not promote collaborative work. 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's 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 and transparent 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.

Phase 1 of the exercise concluded on 29 March 2022, following discussion of the 6th Plenary topic. Phase 2 required the Governance Sub-Committee and the Board, taking account of the feedback from the 12 Plenary sessions with all Stakeholders, to produce a Board proposal for the consideration of the MNAs. This was published on 9 May 2022 and an informal consultation meeting with Stakeholders was held in Abu Dhabi on 29 May 2022. The Proposal, as now attached, has been updated to reflect comments at the meeting. All these changes are highlighted in blue.

As requested, we have included two examples of how the new proposal process would operate in Annex 2. The first is a repeat of the one cited in Concept Note 3 and the second is an example used in Abu Dhabi flowing from the Events Committee discussion at its Mid-Year Meeting.

An Extraordinary General Meeting will now be called to be held virtually on 18 July 2022. The EGM will consider whether to approve 'in principle' the Proposal by a simple majority vote (50% + 1). Should the Proposal be approved 'in principle, this will kick off Phase 3 when the real work will begin.

In Phase 3 the required formal amendments to the Constitution, and any necessary amendments to the Regulations, will be prepared. The Board's aim is to make these changes available with sufficient time for comment and input by the MNAs and other Stakeholders before being put to a General Meeting where the required 75% approval will be needed before any changes can be made to World Sailing's Constitution.

Please remember nothing changes until all the work in Phases 2 and 3 has been completed and there has been a 75% vote in favour of clearly understood and widely debated constitutional amendments. Also take comfort that constitutions are evolving documents. What is not tackled this time can still be addressed in another round and a change that is judged not to have worked can be corrected.

For your ease of reference the concept and summary notes on each Plenary session are readily accessible via this link:

https://www.sailing.org/inside-world-sailing/organisation/governance/governance-reform/

Should you have any questions do not hesitate to contact either of us or members of the Governance Sub-Committee directly and feel free to use the dedicated Governance email connection governance@sailing.org.

With warm regards,

Philip Baum
Vice President

David Graham
Chief Executive Officer

2. BACKGROUND

2.1 Following the elections in November 2020, the new Board appointed a Governance Sub-Committee ("GSC") to examine and develop proposals for governance reform.

2.2 In November 2021, the Annual General Meeting approved the Board's proposal to proceed with the project and present proposals, in conceptual form, to an Extraordinary General Meeting to be held in May 2022. This document contains the Board's proposals.

2.3 Over four months, the GSC hosted 12 plenary sessions with stakeholders to discuss six areas of governance reform. The stakeholders invited included all MNAs, Council members, Classes, Continental and Regional members, Committee and Commission members, athletes, and management. These sessions covered:

(a) 'One Council' v 'Two Council' Structure

(b) Responsibilities and Authorities of the AGM/Board/Council/Committees

(c) Submission and Decision-Making Process

(d) Composition and Term of Office of the Board and Committee Appointments

(e) Disciplinary & Ethics Processes

(f) Governance Structure

2.4 The GSC and the Board have now reflected on the discussions and proposals raised at the Plenary Sessions and submit this governance proposal for MNA approval.

2.5 The GSC and the Board intend that the Extraordinary General Meeting will be conducted on an entirely remote basis in order to provide maximum opportunities to participate. At the Mid-Year Meeting, there will be an informal meeting with Council and any MNA representatives who are present in Abu Dhabi to discuss the proposal. After this meeting, the Board will issue the notice of EGM and the current intention is to hold the EGM virtually by the end of June 2022.

2.6 The Extraordinary General Meeting will be asked to approve this policy P~~p~~roposal as an ordinary resolution (i.e. on a simple majority basis). If approved, it will not yet be binding but the Board will then prepare the necessary legal texts for the new Constitution, and any necessary amendments to the Regulations, and publish these for consultation with all stakeholders in the months before the Annual Conference. Finally, a special resolution will be presented for approval at the Annual General Meeting intended to be held on 30 October 2022. This will require a 75% majority to pass.

2.7 If approved at the AGM in October 2022, the new Constitution will take effect on a transitional basis up to the General Assembly in 2024 (i.e. different parts will come into effect at different times). The final legal text prepared for the AGM in October will explain the Board's proposed schedule. However, there will be no change to any appointments held but it may be possible that the new structure, processes and committee structure will come into effect before 2024.

~~2.7~~2.8 The AGM will also be asked to approve any amendments to the Regulations which are necessary to bring the Proposal into effect. However, it is expected the majority of the Regulations will continue unamended. This is because most of the

Regulations contain policy or procedures which need a much fuller review and which do not have to change in order to bring the Proposal into effect. If the AGM approves the new Constitution, a full review of all Regulations will then be undertaken via the normal decision-making processes.

~~2.8~~2.9 **Annex 1 to this proposal contains ~~two~~ three separate standalone proposals for consultation and, subject to feedback, a separate vote at the EGM in June 2022. These concern conflicts of interest for Board members, whether or not to have appointed directors on the Board, and whether to stagger the elections of Board members.**

3. MEMBERSHIP AND GENERAL ASSEMBLY

3.1 The main elements of this proposal affecting membership of World Sailing and General Assemblies are summarised below:

(a) All General Meetings will be known as a "General Assembly".

(b) There will be no change to the categories of members' or their voting rights. MNAs continue to be the only category with the right to one vote each at General Meetings.

~~(b)~~(c) The right of Classes to attend and speak (but not vote) at the current, electoral General Assembly will be extended to all General Meetings.

~~(c)~~(d) Membership fees to be fully paid in each of the two years preceding a General Meeting in order to speak and vote at General Meetings (other than for new members).

~~(d)~~(e) The AGM will continue to be held at the end of the Annual Conference each year (October/November).

~~(e)~~(f) There will be no change to the number of delegates each MNA (one per MNA). Members' may bring observers, as is currently the case. Members' will continue to support the cost of their delegates.

~~(f)~~(g) Delegates must be appointed by the MNA of which they are a member or to which they are otherwise affiliated, e.g. as a member of a club which is a member of the MNA. No proxies will be allowed (i.e. no person, including a delegate, from an MNA, can vote on behalf of another MNA). Delegates will continue to have to be accredited and verified by the MNA in advance of the meeting.

~~(g)~~(h) A delegate of an MNA, or representative of a Member, who is unable to attend a meeting in person may participate (listen, see, speak and vote) remotely using technology. If this occurs, there must be at least a quorum of 50 MNAs present in person for the meeting to proceed. As was done in 2020 MNAs may participate in elections remotely, subject again to the requirement of 50 MNAs being present in person. This is an increase from the current quorum of 30 MNAs.

~~(h)~~(i) Live translation will be available at General Assemblies in English, French, Spanish and other languages, if there is significant need and subject to suitable technology and costs.

3.2 The General Assembly will continue to have the following powers:

(a) amending the Constitution;

(b) electing the President and elected directors;

(c) receiving the annual accounts and report, questioning the Board on them, and annually appointing the auditors;

(d) removing any director from office; and

(e) ratifying Regulation changes.

3.3 In addition, the General Assembly will gain the following powers:

(a) approving World Sailing's Strategy;

(b) admitting, suspending, and expelling Members;

(c) approving the level of subscription levies;

(d) appointing members of the Independent Bodies (the Election Panel, Investigation Panel and Disciplinary Tribunal); and

(e) approving changes to the Olympic Events and Equipment.

3.4 The decisions will 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].

3.5 The Board will be required to report to Members at the General Assembly on additional matters including:

(a) policies and procedures for financial management, internal controls and risk management;

(b) progress against the (at least) 4-year World Sailing Strategy; and,

(c) outcomes and processes for all World Sailing events, including the Olympic Games.

This will allow Members to question the Board directly on these matters.

3.6 Members' can make proposals for consideration at the General Assembly as part of a new proposal process to replace the current submission process (see further under Section 9 of this paper) if it concerns an AGM decision (change of Constitution or change of name for example).

3.7 In addition to AGMs, MNAs will be able to make decisions outside of General Meetings using technology for urgent decisions (virtual meetings or written resolutions by email).

4. COUNCIL

4.1 There will continue to be one Council.

4.2 Council will continue to be responsible for making the overall policy of World Sailing. It will be expected to meet quarterly (at minimum once in person at the Annual

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

Conference) but the non-Annual Conference meetings will only be held if there are matters for decision arising from the new decision-making process.

4.3 Council's time and remit will focus on debating and making policy to give effect to World Sailing's Strategy. Policy decisions for this purpose will replace mainly making policy by means of Regulation, allowing greater flexibility in evolving policy and avoiding the dilemma of contradictory Regulations.

4.4 Council's role will therefore be:

(a) Deciding the overall policy of World Sailing and, in particular, focus on debating and making policy in relation to the growth of sailing and specialist sailing at high-end events.

(b) Receiving reports from the Board and Committees on the implementation of World Sailing Strategy and Policies

(c) Advising the Board on the proposed World Sailing four-yearly Strategy before it is recommended to the General Assembly for approval.

(d) Monitoring the progress of Committees and the Board on the delivery of World Sailing's Strategy and objectives and provide feedback on areas for improvement.

(e) Recommending to the General Assembly decisions about the Olympic Events and Equipment (based on the recommendations of the relevant Committees).

(f) Appointing Committees and Sub-Committees on the recommendation of the Board

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

4.6 No changes are proposed through this review to the composition of Council or the method of electing the Group representatives.

4.7 Good governance principles require that there should be a limit on the number of terms of office a Council member can serve. This will be set to ~~four~~ three terms of four years. The term limit will also apply to individuals who serve as Alternates (e.g. a person cannot act as Alternate if they have been appointed to act during three terms of office for a Council member.

5. THE BOARD

5.1 The Board's powers and obligations will expressly include the following items:

(a) Developing the (at least) four-yearly World Sailing Strategy for approval by the General Assembly after consultation with Council

(b) Approving and monitoring the annual plan.

(c) Implementing policy decisions of Council

(d) Making and amending the Regulations subject to:

i) Annual ratification by the General Assembly (as at present)

ii) Council's approval of a change of Regulation where this affects or implements policy.

iii) Regulations must be consistent with the Constitution and any policies made by Council

(e) Suspending Members for financial arrears only.

(f) Approving and monitoring the annual budget, financial forecasts, and financial management policies e.g. reserves, delegations of authority.

(g) Appointing an Audit Sub-Committee of the Board which will continue its role in relation to the audited financial statements and monitor internal controls and risk management mechanisms and assess their effectiveness.

(h) Approving and monitoring risk management policies and procedures and ensure compliance with legal obligations.

(i) Approving and monitoring policies for the management of staff, systems, procurement of suppliers and services, and other procedures.

(j) Approving and monitoring the branding of World Sailing and its properties.

(k) Approving recommendations from bodies which report to the Board and, if necessary, referring any policy decisions to Council for approval.

(l) Recommending the appointment of Committee members to Council.

5.2 The Board will be responsible for developing the World Sailing Strategy, which after consultation with Council, will be approved by the General Assembly. Although this document refers to a four-yearly strategy, this would be the minimum term of the strategy and the Board could propose a longer term one. There is nothing to stop the Board (or subsequent Boards) proposing revisions or new strategies in the future.

5.3 The Board will continue to have 9 directors (full voting members) comprised as follows:

(a) The President (elected)

(b) 7 elected directors

(c) Chair of the Athletes Committee (ex officio)

5.4 The President and the elected directors will be elected at the General Assembly. Each MNA will have one vote.

5.5 No more than one director (including the President) can be from the same country.

5.6 There will be gender equality amongst all elected directors (including the President). The President will be elected first (from either gender) and then the seven elected directors will be elected in a manner ensuring gender equality.

5.7 The term of office of all directors will be four years, up to maximum of two terms (whether consecutive or non-consecutive). A Vice President who has served two terms may still be elected President for one or two terms. Previous terms of office held under the current Constitution will be counted.

6. NOMINATIONS PANEL

6.1 A Nominations Panel will be appointed in order to assess applications for the following positions:

(a) The appointed directors (if this option is chosen)

(b) The Chair of the Audit Sub-committee

(c) Members of the Election Panel, Investigations Panel, and Disciplinary Tribunal

6.2 The Nominations Panel will make recommendations to the Board and the Board will make the final decision as to who to appoint (for the appointed directors and Chair of the Audit Sub-committee) or recommend to the General Assembly (for members of the Independent Bodies).

6.3 The Nominations Panel will not consider applications for Committee or Commission membership. These will be considered by the Board in the same manner as they are now.

6.4 The Nominations Panel will be appointed by the Board and must consist of:

(a) four independent members (who must not have held any position within World Sailing or any Member for three years and who have no close connection with any World Sailing director or employee);

(b) three non-voting members from the World Sailing Board; and

(c) be chaired *pro bono* by one of the independent members who is a professional from the executive placement industry or a senior HR practitioner (or someone no more than three years retired).

6.5 The term limit for voting independent members of the Nominations Panel will be four years, renewable for up to two terms only.

6.6 The Regulations will set out specific criteria for the Nominations Panel to apply in considering applicants for the Board and the Independent Bodies. The criteria will include the requirement for the Nominations Panel to take into account the relevant skills and expertise for the mandate of the body; knowledge of sailing (including active sailors); people from different regions; gender balance and diversity of perspectives.

6.7 The Nominations Panel makes recommendations to the Board of the persons it considers best meet the criteria for the relevant body. If the Board rejects the Nomination Panel's recommendations, the Board cannot appoint someone else and the Panel must propose a new name.

7. PRESIDENT & CHIEF EXECUTIVE OFFICER

7.1 The new Constitution will reflect the current roles of the President and the Chief Executive Officer. These will reflect the contents of the Board Charter (click for link) as at present.

7.2 The President will continue to chair the Board, Council, and the General Assembly (except during elections).

7.3 The Board will continue to be able to delegate its authority (as set out in a published Board Charter). This reflects the current constitutional provision and there is no change. The Board remains responsible for how its delegated powers are exercised.

8. COMMITTEES, COMMISSIONS AND WORKING GROUPS

8.1 Except as set out below, all existing Committees, Sub-committees and Commissions[2] should be carried over into the new structure. In some cases, there will be a change of name or broadening of remit.

8.2 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).

8.3 Committees which focus on technical and operational matters (such as Race Officials, Racing Rules, Constitution etc.) will now report to the Board as this reflects better how they currently operate.

8.4 Decisions on the Racing Rules of Sailing, Equipment Rules of Sailing and Offshore Special Regulations will continue to be made by the current expert committees responsible for them and then will be sent to the Board for final approval.

8.5 Commissions will continue as advisory bodies which report to the Board and are appointed by the Board. The Board may establish or dissolve additional temporary commissions as at present. The Athletes' Commission will become a full Committee (reporting to Council). The Ethics Commission will be consolidated into the new Disciplinary Tribunal (see Section 10).

8.6 Committee and Commission 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. Terms of reference will be approved by Council and/or the Board as appropriate and may be amended on the proposal of the Committee.

8.7 Committees may continue to appoint Working Groups however they must have the Board's approval to do so (which may be given on a standing basis for some Working Groups) and must follow an expression of interest process to the entire Membership to ensure equality of opportunities to participate (unless the Board agrees otherwise). There is no limit to the number of Working Groups.

8.8 Committees must meet regularly at an appropriate frequency agreed with the Council or Board in the Committee's work plan. There must be at least one in person per year and other meetings can be held using technology. Each Committee will have a four-year work 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. Committees must report to the Council or Board (as appropriate) following each meeting via distribution of the approved minutes and a report prepared by the Chair and approved by the full Committee.

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[2] Committees primarily deal with policy matters and report to Council in most cases (a limited number will report to the Board as they deal with more specialist areas of expertise). Commissions are advisory bodies whose function continues to be to advise the Board.

8.9 Committees, Commissions and the World Sailing staff will continue to work collaboratively on delivering World Sailing's Strategy and the approved work plan for the Committee. However, unless expressly authorised by the Constitution, Regulations, or their terms of reference, Committees and Commissions will not have any authority to direct or make decisions on the operations of World Sailing (which is the responsibility of the Chief Executive Officer and the staff under the supervision of the Board).

Growth of Sailing Committee

8.10 The Development & Regions Committee will be renamed the "Growth of Sailing Committee" and its remit will be expanded to include proposals to turn around the situation where the sport has a diminishing number of sailors and a reducing 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, Associate Members, Classes, and emerging, developing and developed MNAs

8.11 The Committee's terms of reference will include:

(a) Recommending to Council the World Sailing Development Plan (after consultation with the Board and ensuring the Plan is consistent with the World Sailing Strategy).

(b) Reporting to Council on the implementation of the Development Plan.

(c) Creating, developing, and promoting projects and initiatives that focus on gender equality, youth development, development of coaching, and overall growth of sailing within MNAs.

(d) Advising on new guidelines issued by the IOC

(e) Promoting MNA relationships to ensure MNAs share best practice and, where possible, resources.

(f) Promoting the growth and development of MNAs, and in particular identify and develop new MNAs.

(g) Developing and co-ordinating forums and symposia to share best practices among MNA members (both regionally and wider).

(h) Advising Council on strategic and regional development issues and policy and recommend associated budget requirements to the Board.

(i) Promoting emerging nations and new Olympic disciplines.

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

8.13 Specialist Sailing Committee

8.14 There will be a new Specialist Sailing Committee inviting participation by World Sailing Special Events such as the Olympic Games, the America's Cup, the Ocean Race, the Vendee Globe, SAIL GP and the Star Sailors League.

8.15 The Specialist Sailing Committee will encourage strategic debate across all the 'Pinnacle' events of the sport. It will bring together the experts who are actually competing and working in different parts of the sport to promote competitive sailing and recommend to Council policies which grow these events in a sustainable and co-ordinated way. The Specialist Sailing Committee's focus is on the 'Pinnacle' events of the sport across all the disciplines.

8.16 The Specialist Sailing Committee will consider the worldwide calendar of elite-level events in all disciplines to look at how all these events can work together, share best practices in common areas such as safety, sustainability, ED&I for example. A key area for this group is using assets and ambassadors to promote the sport of sailing overall and helping where it can the Growth of Sailing strategies of World Sailing.

8.17 The Committee's terms of reference will include:

(a) Promoting 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.

(b) Providing expert input and advice from specialist experts to the Board when it develops World Sailing's Strategy.

(c) Developing a broadcast strategy and promoting the development of e-Sailing.

(d) Promoting and co-ordinating a cohesive and optimized event calendar.

(e) Overseeing and briefing Council on all non-Olympic top end-level events that World Sailing 'owns' or sanctions and which are not overseen by another Committee.

(f) Conducting forums/discussions that bring the top end ('Pinnacles') of the sport together to work on ideas to develop the sport further.

8.18 It is envisaged the Specialist Sailing Committee will meet twice per year, once virtually and once in person at the Annual Conference.

8.19 For the sake of clarity, the Events Committee will continue to oversee the Olympic sailing events and decisions (reporting directly to Council).

~~Equality~~Equity, Diversity and ~~Inclusivity~~ Inclusion Committee & Forum

8.20 The Women's Forum will be widened to address issues of equality, diversity and inclusion to ensure World Sailing is reaching its targets as set out in Agenda 2030. The widening of the scope will by no means diminish World Sailing's efforts and targets in gender equity, moreover it ensures World Sailing has the appropriate structure in place to address all areas of ED&I in the years ahead.

8.21 Therefore, the Women's Forum will become the ~~Equality~~Equity, Diversity and ~~Inclusivity~~ Inclusion Committee. In addition to meetings of the Committee, the Committee will convene the ~~Equality~~Equity, Diversity and ~~Inclusivity~~ Inclusion Forum each year at the Annual Conference.

8.22 The female members of the Forum will elect a women's representative to Council for terms of four years in 2024 and 2028. In 2032, the Forum will elect a Council member across the entirety of its membership.

Committee Appointments

8.23 The appointment process for Committees and Sub-committees will be as follows:

(a) Committees and Sub-committees must be composed as follows:

i) Have a maximum of 15 members (for Committees) or a maximum of 10 members (for Sub-committees). This does not apply to the WS Classes Committee and Olympic Classes Sub-committee (who will be appointed in the same manner as at present).

ii) All members must have relevant skills, expertise and experience for the subject matter of the Committee.

iii) There should be only one member from each country and in exceptional cases no more than two members.

iv) Committees (not Sub-committees) should have at least one member from each Continent (as per the WS definition).

v) Whilst the Board will be required to use its best endeavours to have gender parity (50%), as a minimum must contain at least 30% of each gender.

vi) Appointments should aim to promote a range of perspectives, which are relevant to the Committee such as Class experience, recently active elite sailors, different age groups, and other relevant attributes.

8.24 The Athletes' Committee may, if it wishes, appoint a member of the Athletes' Committee to each of the Committees and Sub-committees.

8.25 MNAs can continue to nominate people with the appropriate experience for all Committees.

8.26 The WS Classes Committee and Commissions will be able to nominate people with appropriate experience for all Committees (provided they have their MNA's agreement).

8.27 Classes individually will be able to nominate persons for the following Committees:

(a) Equipment Committee

(b) Equipment Rules Sub-Committee

(c) Growth of Sailing Committee

(d) International Measurers Sub-committee

(e) Oceanic & Offshore Committee

(f) Para Sailing Committee

(g) Regional Games Committee

(h) Youth Events Committee

For the sake of clarity Classes will still be represented on Events (as is the case with the preservation of all other existing rights of appointment for other entities referred to in Clause 8.28.

8.28 Any current rights of appointment will be preserved (i.e. where Committee X can appoint a member of Committee Y). This is in addition to the maximum size of the Committee.

~~8.28~~8.29 The Para Sailing Committee will be able to appoint a representative to the Events, Equipment, Growth of Sailing, and Specialist Sailing Committees.

~~8.29~~8.30 For the Specialist Sailing Committee, relevant bodies specified in the Regulations (such as World Sailing Special Events), may nominate members of the Committee.

~~8.30~~8.31 For the Growth of Sailing Committee, Continental Associations and Regional Associations (which are in Membership) will each be able to appoint an *ex officio* member of the Committee.

~~8.31~~8.32 The World Sailing Classes Committee and any Olympic Classes Sub-committee (including the Chair of each) will continue to be appointed as at present.

~~8.32~~8.33 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.

~~8.33~~8.34 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. However the Constitution will state the Board must use its best endeavours to propose a 50% split.

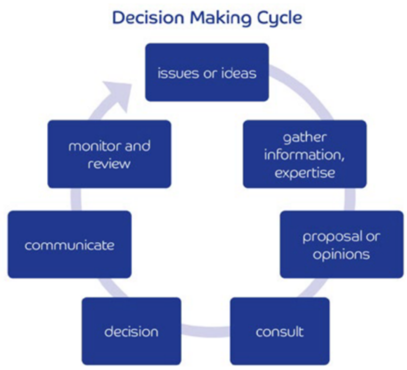
~~8.34~~8.35 MNAs and Classes must support the cost of attendance at meetings for any member of a Committee who they nominate and is appointed (unless they come to some other agreement prior to nomination).

~~8.35~~8.36 Committee members must actively participate in committee business. Every two years, the Chair of each committee must report to the Board on committee members' participation in meetings and the business of the Committee. The Board may recommend to Council the removal of Committee members for good cause.

~~8.36~~8.37 The term for members of Committees and Sub-committees (including the Chair and Vice-Chair) will be four years with a maximum of four consecutive terms of office. Previous terms of office under the current Constitution will be counted but the Board may agree in exceptional cases to recommend a member for a further term outside the normal term limit. Service on one committee or sub-committee will not count for service on a different committee i.e. a member joining another committee starts afresh.

9. DECISION MAKING PROCESS

9.1 All decisions will, as a matter of principle, go through the decision-making cycle as follows:



9.2 An online portal will be established into which any idea, issue, question or proposal ("a Proposal") affecting World Sailing can be submitted by authorised persons from an MNA, Class Association, Continental Association, Associate Member, Committee Chair or World Sailing official. A wider group may have access to the portal to comment and provide feedback.

~~9.2~~ Proposals can be made at any time of the year but the Chief Executive Officer may, with the agreement of the Board, close the portal to new proposals for published "quiet periods" of up 2-3 months in order to allow World Sailing to process existing proposals. Any new proposals received during a quiet period will be queued openly for all to see but only processed once the system re-opens.~~.~~

9.3 The Chief Executive Officer, based on guidelines set by the Board, will review and prioritise Proposals in terms of the timing/ urgency and allocate it to the person/s or bodies/committees, which are best placed to consider the idea, issue, question or proposal.

~~9.3~~9.4 Proposals which do not promote or fall within the current approved World Sailing Strategy, annual plan, or are not capable of being implemented within World Sailing's budget may be de-prioritised and, after review by the Board, rejected (or recommended for rejection by Council if a policy matter). ~~–~~If Council disagrees with the Board's recommendation to reject, then the proposal will be referred to the decision-making process as normal. If such a decision is taken, the proposer may require that it be reconsidered at the next in-person meeting (for example, the Mid-Year Meeting or the Annual Conference).

~~9.4~~9.5 Proposals may be prioritised based on their impact on the current World Sailing strategy. In deciding on the prioritisation of Proposals, the time and resources needed will also be taken into account.

~~9.5~~9.6 The Chief Executive Officer will be required to provide a regular status report to the Board on the allocation and status of Proposals submitted. The Board may adjust any such allocation or make other adjustments as to how Proposals are considered.

~~9.6~~9.7 Proposals are sent to the relevant body or bodies to consider, assess, gather information, apply expertise, assess options and implications. The portal then allows for consultation with MNAs, Classes, Members, Committees, Commissions, athletes and officials on likely options via the portal. This is encourages transparency and provides relevant stakeholders who take the time to contribute an idea, solution, concern etc. the opportunity to do so.

~~9.7~~9.8 The final recommendation is then sent to the appropriate decision-making body to be approved or rejected. If the decision is not approved, it cannot be amended and must be reconsidered by the recommender.

~~9.8~~9.9 Proposals must receive a final decision (i.e. the procedures must require it to be progressed and not be stalled within the system).

~~9.9~~9.10 For matters allocated to persons under the authority of the Chief Executive Officer e.g. staff, the outcome of these decisions will be reported to the Board on a regular basis.

~~9.10~~9.11 The General Assembly will continue to be held in the last quarter of each year (usually October or November) but the work necessary for decisions to be made will be done in meetings (either in person or using technology) held during the year well in advance of the General Assembly. Only genuinely urgent matters should be presented outside the normal timescales.

~~9.11~~9.12 Committees and Working Groups will work throughout the year and will not be limited to a single condensed session of meetings in one week each year at the Conference. Committees should meet on a regular basis virtually to consider Proposals. Whether Committees consider a Proposal in person or virtually should be based on the importance of face-to-face discussion and debate on the particular topic at hand, rather than a blanket rule. Some topics are easily decided virtually, some are better suited to in-person discussion. Efficient decision-making does not always require that all decisions are 'stored up' for one meeting once a year in person. Committees will be required to discuss and agree with the Board the proper programme for their meetings based on their terms of reference and work plans.

~~9.12~~9.13 The Annual Conference will continue in its current format. However, the new rules for decision-making will mean that recommendations to be considered by Council or the General Assembly will not be able to be made immediately before their meetings as at present. Proper time must be allowed for Council members and MNA delegates to consider the recommendations presented to them. Therefore, Committees must be prepared to have their recommendations ready well in advance of any Council or Board meeting and this may include scheduling virtual meetings at which substantive decisions must be made.

10. INTEGRITY AND DISCIPLINARY

10.1 The objectives of the proposed reforms on integrity, disciplinary and transparency are to:

(a) consolidate the ethical and conduct standards so they are easier to find, understand, comply with and enforce.

(b) simplify, streamline and reconstitute the integrity and disciplinary functions as independent bodies to separate the rule making functions from rule enforcement functions.

(c) have a single, clear conflicts of interest policy and process for reporting and enforcing breaches and to increase education and awareness of it including its practical implementation.

10.2 All the various conduct rules (i.e. both matters dealt with by the Judicial Board and by the Ethics Commission) will be consolidated into one Code of Ethics to set out the standards of conduct required of all World Sailing participants, officials and other representatives. Misconduct rules under the Racing Rules of Sailing (rule 69) will be unaffected.

10.3 A new independent Investigations Panel will be established to directly receive complaints (including those from whistleblowers), facilitate any resolution by agreement (if that is appropriate), investigate whether or not there is a breach of the new Code of Ethics or any other rule and, if so, will decide whether to charge and prosecute a person before the Disciplinary Tribunal.

10.4 The ability of the Investigations Panel to issue a warning will be removed as this does not allow the Participant to challenge the assumptions behind the warning before it is made public.

10.5 The decision to charge will be in the discretion of the full Investigations Panel i.e. just because a complaint is made does not mean disciplinary proceedings must follow. The Panel will base its decision on two main factors:

(a) whether or not there is a realistic prospect of guilt; and

(b) whether it is in the best interests of the sport to proceed.

10.6 A new independent Disciplinary Tribunal will replace the existing Judicial Board and Ethics Commission. Panels of the Tribunal will hear, decide and impose sanctions for all breaches of the revised Code of Ethics, or breaches of any rule or regulation. The list of sanctions will remain the same except that it will also have the power to recommend to the Board the removal of a director, including the President, for a serious breach of duties. The Board may then make the necessary recommendation to the General Assembly.

10.7 There will be a right of appeal from decisions of the Disciplinary Tribunal to another panel of the Tribunal. The appeal panel will be able to review the original decision and can change or reverse it on the basis of an error of law. However, for disciplinary decisions arising from major international events, the right of appeal will remain as at present to the CAS.

10.8 The independence of the Investigations Panel and the Disciplinary Tribunal will mean that no members of these bodies can be members of any World Sailing body at the same time (nor within the ~~two~~ three years prior to appointment).

10.9 Existing whistleblowing mechanisms will be enhanced to enable anyone with a legitimate interest in the sport to raise concerns or complaints about sailors, coaches, officials or others involved in World Sailing for referral to their MNA (for MNA officials and participants) or the World Sailing Investigations Panel (for World Sailing officials). This will improve on the current more limited procedures which are in place.

10.10 The various rules and policy on conflicts of interest will be consolidated into one policy and programme of education for members of Council, the Board, Committees, Sub-Committees and Working Groups established on how to manage them. The new independent whistleblowing mechanism, Investigations Panel and, if required, the Disciplinary Tribunal provide an avenue for reporting and enforcing any alleged breaches of conflicts of interest. The Tribunal will have the power to order a decision null and void if it was decided that a person had a material conflict of interest when they voted on it and it was in the best interests of World Sailing to do so.

10.11 There will be a presumption that all decisions are published unless the body deciding the case decides there is good reason not to do so (in which case consideration must be given to publishing an anonymised or redacted decision).

10.12 An ethics or disciplinary complaint must be reported within 30 days of the incident occurring or coming to the attention of the complainant (or mediation having failed in an ethics case). The Investigations Panel will be able to extend this time limit in its discretion.

10.13 A mediation process will be established as a way of seeking resolution to differences of opinion ahead of an ethics case.

10.14 An Ombudsman will be established with powers to investigate and mediate on complaints and disputes received by World Sailing. Such an Ombudsman would provide assurance to World Sailing's stakeholders that complaints and concerns can be investigated in an effective, independent and less adversarial manner. It would be a means of reviewing and processing complaints about, or integrity issues in, sport and build up a level of investigatory history which could usefully be used by the Independent Bodies.

10.15 The current Election Committee will change its name to be an Elections Panel (so it is not confused with the committees). Its role, powers, functions and composition will not change.

ANNEX 1: OPTIONS FOR BOARD (FOR SEPARATE VOTES)

1. CONFLICTS OF INTEREST

An employee, board member, president, honorary president, or other officer of an MNA, Class Association, Associate Member, 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 three months of the election date.

~~1.~~2. APPOINTED DIRECTORS

~~1.1~~2.1 The Board will have 9 directors (full voting members) but comprised as follows:

(a) The President (elected)

(b) 5 elected directors

(c) 2 appointed directors (appointed directors to fill skills gaps in the Board after an election e.g. accountancy/financial experience, legal expertise or commercial skills, and secondly, promote geographical spread)

(d) Chair of the Athletes Committee (ex officio)

~~1.2~~2.2 The President and the elected directors will be elected at the General Assembly. Each MNA will have one vote.

~~1.3~~2.3 No more than one director (including the President) can be from the same country.

~~1.4~~2.4 There will be gender equality amongst all elected and appointed directors (including the President). The President will be elected first (from either gender) and then the five elected directors will be elected in a manner ensuring gender equality. The appointed directors would then be one man and one woman.

~~1.5~~2.5 The appointed directors will be appointed by the Board on the recommendation of a Nominations Panel. The composition of the Nominations Panel is at Section 6.4. The process for assessing candidates for the appointed directors on the Board will commence with advertisements prior to the General Assembly at which any appointed director vacancy arises, and then after the General Assembly, the Panel will assess any gaps in the relevant skills, expertise and diversity of the elected directors, to assess the best candidates for these roles.

~~1.6~~2.6 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.

~~2.~~3. STAGGERED ELECTIONS

~~2.1~~3.1 Elections would be staggered to introduce an element of rotation onto the Board. Gender equality will be maintained through the election cycle. Every 2 years at least 4 members on the Board will rotate off the Board (unless re-elected or re-appointed).

~~2.2~~3.2 At present this is proposed for the Board with appointed directors as:

(a) 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.

(b) Year 3 – 3 elected directors and one appointed director would retire and there would be an election/appointment process.

~~2.3~~3.3 For the Board with only elected directors this would be:

(a) Year 1 (the normal year of the Olympics) – the President, three elected and Chair of Athletes’ Committee would retire and there would be an election process.

(b) Year 3 – four elected directors would retire and there would be an election process.

~~2.4~~3.4 Transitional provisions will apply so that those elected/appointed in 2024 will be subject to different lengths of terms of office to begin fitting the Board into the normal cycle.

ANNEX 2: EXAMPLES OF PROPOSAL PROCESS

How new policies could be considered under the new procedure.

Example 1

1. The ABC Class wants World Sailing to have a new policy that Classes are required to submit their accounts each year for World Sailing to upload to their website.

2. The ABC Class writes up their proposal and uploads it to the portal.

3. The Chief Executive Officer reviews the proposal and allocates it to be considered by the following groups (*NB: this based on the current WS Committees to aide the example*):
   a. The Board (as the proposal will involve the use of corporate resources)
   b. The Classes Committee (as it impacts on WS Classes)
   c. The Constitution Committee (as a Regulation may be needed)

4. The Proposal is published on the portal and all WS stakeholders can comment on it by a certain date.

5. The Board receives an update on all proposals at a regular meeting and decides that the Equipment Committee should also be allocated to consider it as it may concern eligibility for WS Class status. The CEO allocates it to the Equipment Committee as well.

6. The Committees consider Proposal in principle and comments received by various stakeholders. The Committees agree in principle but need more time to prepare a detailed recommendation for Council.

7. The Committees publish on the portal their 'in principle' decision and inform stakeholders they are working on a final detailed proposal. Stakeholders are invited to comment again on specific questions about how the policy will be implemented.

8. Following discussions and further work between the Committees, a final recommendation for Council is prepared and signed off by the Committees. The Constitution Committee prepares a draft Regulation change for Board approval if Council approves the policy. The recommendation and draft Regulation are published for information.

9. Council considers the recommendation at its next meeting and approves the new Policy. The Board therefore makes the new Regulation to support the Policy and Council at its next meeting ratifies the Regulation change as it concerns the implementation of a policy.

10. The final decision is communicated to WS Members via the portal.

Example 2

1. The Events Committee meeting on the first day of the Mid-Year Meeting produced a good example both of how the new proposal process would work, and how Council would operate at a higher strategic level.

2. The Committee was discussing issues arising from Tokyo 2020 that needed resolution for Paris 2024. The debate concerned Support Team Regulations and the use of electronics

on support boats. Should technology assistance not be permitted or, if allowed, what would be good for the sport and could this be an enabler for emerging nations and level the field of play? It became clear that a fact base of the opportunities, affordability and what was good for the sport was needed.

3. The Chair of Events felt that whilst the Committee should take the lead co-ordinating the contributions of all the expert inputs, ultimately the decision would be a policy one and was beyond the remit of an expert committee like the Events Committee. The wider views of athletes, coaches and MNAs, both in the Games and those who aimed to qualify for the Games, was needed.

~~1.~~4. It would be appropriate for Council in its newly focussed role to opine and decide on the appropriate policy having considered the recommendations of all interested parties. The new proposal process would make it possible, and much easier, for all interested parties to contribute to a proposal prior to the decision of Council. Indeed, Council Members would be able to contribute to the debate in the preparation of the proposal by asking challenging questions for feedback and postulating ideas on the portal. This will enable stakeholders to respond to specific points, rather than them coming up for the first time at the Council meeting.