

7 October 2022

Dear World Sailing Member National Authorities,

**RE: Governance Reform Proposal**

We are pleased to enclose with this letter the notice of the 2022 Annual General Meeting ("AGM"), including the final Constitution and Regulations proposed for adoption at the meeting.

Following the unanimous approval of the Extraordinary General Meeting held on 18 July 2022 of the Governance Proposal, the Governance Sub-committee of the Board ("GSC") prepared the final legal texts to implement the Governance Proposal.

Drafts were circulated on the 11<sup>th</sup> of September 2022 to all WS Members for a month of consultation. We are incredibly grateful to all those who took the time to provide such careful and constructive feedback and a number of improvements have been made to the documents as a result. The GSC has been reassured by the overall positive reception of the documents. A table summarising all the comments received together with responses to each of them is published as part of the final document package.

A number of Members proposed further ways to improve the governance of World Sailing as part of their feedback and many of these ideas may have merit. However, the Board's commitment was that only topics covered in the Governance Proposal, and consulted on in the Plenaries, would be included in this process. As a reminder the purpose of this round of governance reform has been all about efficient decision-making. Therefore, just because the Board has not acted on a particular recommendation made in the consultation does not mean it disagrees with it, only that this process was not the right vehicle for doing so. We are happy to discuss them in detail in 2023 and 2024. Continuing and incremental governance reform could and should be ongoing as we strive to make WS more efficient.

The documents will now be considered and voted on at the AGM. A 75% majority is required for the changes to be effective. No further changes can be made to the documents now the legal notice period for the AGM has started. The Board recognises that there may still be additional improvements that can be made in 2023 and 2024 before the new Constitution comes fully into effect, and it will work constructively to discuss and consider these with Members who wish to propose them.

The continued period of collaborative consultation has built trust and confidence amongst the stakeholders. It is now time for you, our members (MNA's) to formalise your support for this new governance structure. This will enable a more efficient, and more modern way of governing our sport. The work following the vote is significant. Approval this year is very important, as it will allow enough time for this task to be

completed as well as give a sufficient lead-in to the next round of elections/appointments in 2024.

Every vote matters; please bear in mind approval of this proposal will give us a sound foundation to enable us to put more of our resources into the sustainable promotion and development of sailing as we commence implementation of reform.

For ease of reference the Press Release on the 19th of July 2022, immediately after the EGM is included below. This is a useful summary, in just three pages, of what the changes cover. It also has links to the Board proposal that received unanimous support and all the documentation on the World Sailing Governance section of the website.

We look forward to seeing many of you in Abu Dhabi. If any Member has any questions about the new Constitution or Regulations, we remain available to answer them. Information sessions are part of the agenda at the Conference and there will be an information kiosk at the event.

Feel free to contact any member of the GSC or email [governance@sailing.org](mailto:governance@sailing.org)

Yours sincerely,

Yours sincerely,



**Quanhai Li**  
**President**



**Philip Baum**  
**Vice President**



**David Graham**  
**CEO**

**CC to:** All World Sailing Stakeholders i.e., Council, Committees and Sub-Committees, Commissions, WS Continental and Regional Associations, World Sailing Classes, World Sailing Staff

**PRESS RELEASE – 19 JULY 2022**

**World Sailing Extraordinary General Meeting unanimously backs Governance Reform**

World Sailing has approved in principle proposals to advance Governance Reform focussed on ensuring accountable and efficient decision making. The changes should more effectively service members requirements and enhance World Sailing's attraction as a commercial partner.

At an Extraordinary General Meeting held virtually on 18 July 2022, representatives of Member National Authorities (MNA) voted unanimously that the Board should draft the detailed amendments to give effect to proposed changes to the Constitution tabled by the Board.

A second proposal (Annex 1) on Conflicts of Interest was passed with a 97% majority. Further proposals on Appointed Directors and Staggered Elections failed to meet the '50% + one vote' threshold.

The detailed drafting will be submitted to the Annual General Meeting at the Annual Conference in October for final approval. To be effective this will require a 75% majority before there is any change to the Constitution. Relevant Regulatory changes will also be needed.

Philip Baum, World Sailing Vice-President and Chair of the Board Governance Sub-Committee, said: "This is an opportunity to secure the future of sailing by modernising our governance processes. Adopting these changes will make our Federation more attractive to commercial investment and a more trusted partner for our stakeholders.

"The current model was developed in an era when the scope of the Federation was much smaller. As World Sailing has grown it has become evident that this structure should be updated to better suit the challenges of a modern sport. Change is both inevitable and necessary.

"In consultation with our Members, the current proposals have been designed to promote collaboration in sailing to better serve all of the people involved in the sport. These include sailors, be they high performance or recreational, our volunteers, all of our MNAs, the classes which make up our sport, and importantly our commercial partners, governments and the International Olympic Committee as well as other key decision makers in the sporting arena."

## **Key Elements of the Proposal**

- **General Assembly**

The General Assembly will meet once a year. It is 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, as amended by the new proposals.

- **Council**

Council will be responsible for relevant decisions arising from the new submissions process and deciding World Sailing policy. It is expected to meet up to four times a year, at a minimum once in person. There will be an emphasis on Council debating and deciding policy to give effect to World Sailing's strategy.

- **Board**

The Board will continue in a non-executive capacity providing oversight and monitoring of World Sailing activities especially that of management. It will continue to comprise nine directors including the President, seven elected directors and the Chair of the Athletes' Commission. There will be gender equality amongst the elected directors. The President will be elected first (from either gender) and then the seven elected directors will be elected in a manner ensuring gender equality.

- **Chief Executive Officer**

The Chief Executive Officer leads the staff and executive management team of World Sailing. 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 the CEO, to the staff.

- **Growth and Development Committee**

It is intended that an enhanced Regional Development Committee suitably resourced will focus on the growth of the sport across the globe but especially in emerging nations.

- **Specialist Sailing Committee**

A new Specialist Sailing Committee will promote greater co-operation between the sport's major events (including World Sailing Special Events) such as the America's Cup, SailGP, SSL Gold Cup and other forms of top-level sailing. The group will provide expert input into the development of World Sailing's strategy, particularly with regards to the promotion of the sport, as well as advise Council on non-Olympic top-level events.

- **Committees and Working Groups**

All existing Committees, Sub-committees and Commissions will be carried over into the new structure, albeit with a change of name and broadening of remit in some cases.

- **Integrity and Disciplinary**

A new independent Disciplinary Tribunal replaces 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. All the various conduct rules 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. The independent Investigations Panel will receive complaints directly (including those from whistle blowers), facilitate any resolution by agreement, investigate whether or not there is a breach of the new Code of Ethics or any other rule and decide whether to charge and prosecute a person before the Disciplinary Tribunal.

For more information on the background of World Sailing's Governance Reform, please visit the [World Sailing website](#).