

TERMS OF REFERENCE

GOVERNANCE COMMITTEE

NB: Sections in italics are from the Constitution

1. Purpose

- 1.1 *The purpose of the Governance Committee is to advise and report to the Board on the effectiveness of the governance and structures of the Federation, best practice in international sports governance, and the development of the Constitution and Regulations.*
- 1.2 *It is also responsible interpreting the Constitution and Regulations under Article 62.*
- 1.3 The Governance Committee provides leadership and oversight to the ongoing development of World Sailing's Constitution. The Constitution is a living document needing to adapt to the changing circumstances of WS's service to the sailing community and its relevant stakeholders.
- 1.4 The guiding principles by which the Committee must operate are:
 - (a) World Sailing is owned by the MNAs dating back to 1907. It works with the representatives of sailors, regions, classes, the marine industry and other stakeholders, all recognised as being vital to the success of sailing.
 - (b) World Sailing operates according to a Strategy set by the Board and approved by the General Assembly. The Strategy, which can evolve over time, is underpinned by a business plan and a budget approved annually.
 - (c) World Sailing is run by many dedicated and committed individuals consisting of both an extremely large body of volunteers and a small staff of professional managers.
 - (d) The Constitution primarily sets out to define the roles and responsibilities of these groups, based on the fundamental governance principle that the volunteers are non-executive and the professional staff are executive. Executive responsibility is given to the professional staff. Oversight and monitoring of executive activities is the responsibility of volunteers, both elected and appointed.
 - (e) World Sailing should focus on issues which its members are not able to undertake themselves, or where it is agreed collaborative effort is bigger than the sum of the parts.
 - (f) World Sailing should respect the territorial integrity of the MNAs.

2. Membership

- 2.1 *The Committee will consist of the following members appointed under Article 50:*
 - (a) *a Chair;*
 - (b) *a Vice-Chair; and*
 - (c) *up to 13 other members.*

3. Remit

- 3.1 The remit of the Committee is advise and report to the Board on:
- (a) the structure, Constitution, Regulations of the Federation;
 - (b) the terms of reference of committees, when appropriate;
 - (c) all Proposals affecting the Constitution and Regulations;
 - (d) the groupings of Member National Authorities and the assignment of Members to appropriate Groups;
 - (e) the subscription categories for each Member National Authority;
 - (f) items on the agendas of the Council and General Assembly;
 - (g) proposals to challenge the membership of an existing Member;
- 3.2 The Committee shall also advise on:
- (a) the constitutions of proposed new Members;
 - (b) certificates of appointment to the General Assembly;
 - (c) proposed amendments to the Constitution being considered by the Board; and
 - (d) rules of procedure proposed by the Disciplinary Tribunal.

4. Authority

- 4.1 *The role of the Committee is to advise and report to the Board on matters within its remit. It does not make decisions on behalf of World Sailing except:*
- (a) *as set out in this section 4; or*
 - (b) *or as permitted by the Constitution, Regulations or any minuted decision of the Board.*
- 4.2 *The Committee is authorised to interpret the Constitution and Regulations under Article 62.*

5. Procedures

- 5.1 The Committee must meet at least once per year. *At least one meeting must be in person but remote attendance by members who cannot attend in person is permitted. The date and location of any in-person meeting must be approved by the Board on proposal by the Chair and the Chair must consult with the Committee before making a proposal.*
- 5.2 *The Committee may meet around the date of the ordinary annual meeting of the General Assembly, but must not make a recommendation to be considered by another body which is meeting around the date of the same General Assembly (except in exceptional circumstances approved by the Board).*
- 5.3 *Meetings of the Committee are formally convened by the Chief Executive Officer on instruction from the Chair. The Chief Executive Officer must also convene a meeting when instructed by at least one-third of the Committee's members to do so.*
- 5.4 The agenda of meetings of the Committee is set by the Chair in consultation with the Chief Executive Officer. The agenda must include:
- (a) apologies for absence;
 - (b) declarations of conflicts of interest;

- (c) amendments to the minutes of the last meeting (if any are proposed under section 5.14);
 - (d) any outstanding Proposals assigned to the Committee;
 - (e) any items of business supported by at least one-third of the Committee's members; and
 - (f) a review of the Committee's annual work plan and progress made against it.
- 5.5 The agenda and supporting papers of each meeting must be published at least fourteen days before the meeting (unless the Chair decides there is good reason to circulate a paper in a shorter time). The agenda must be published on the World Sailing website.
- 5.6 Committee members must inform the Chair of any potential conflict of interests as required by the World Sailing Conflict of Interests Policy.
- 5.7 *The quorum for a meeting of the Committee is one-third of the total number of members.*
- 5.8 *If the Chair is unavailable, or unable to chair, the Vice-Chair will act as chair. If the Vice-Chair is unavailable, or unable to chair, the members present at the meeting must appoint one of their number to chair.*
- 5.9 *The Committee must allow any representative of a World Sailing Member to attend and observe its meetings, unless the Committee decides to hold a part or all of a meeting in private to discuss matters which are:*
- (a) *confidential;*
 - (b) *legally privileged;*
 - (c) *commercially sensitive; or*
 - (d) *involve matters of personal privacy.*
- The decision to hold a meeting in private should only be taken following consultation with the Chief Executive Officer.
- 5.10 The Committee may decide its own procedure (but must always comply with the Constitution, the Regulations and these terms of reference).
- 5.11 The Chair is responsible for conducting the meeting in a fair and neutral manner and must respect all different points of view. Members must respect the Chair's decisions. As a guide:
- (a) Each member of the Committee should be allowed to speak at least once on any item of business (unless they have a conflict of interest).
 - (b) Debate and discussion should be open and constructive. Remarks must be respectful and not negatively directed to any Committee member or other person present.
 - (c) Remarks must be kept short and relevant to the item of business.
 - (d) Members must not interrupt other members whilst they are speaking.
 - (e) Members should not expect to speak more than once on any item of business.

- 5.12 *Article 62 applies to voting and resolutions of the Committee.* There is no requirement for items of business to be proposed or seconded unless required by the Constitution or Regulations.
- 5.13 Secret ballots should only be held in exceptional circumstances *and then only as permitted by Article 62.1(e).*
- 5.14 Following the meeting, the Chief Executive Officer will prepare the draft minutes for the approval of the chair of the meeting. Once approved, the Chief Executive Officer must circulate them promptly to the Committee. Unless any amendments are proposed within seven days, the minutes are deemed approved. If any amendment is proposed, the chair of the meeting must decide whether to accept or reject the amendment. If the amendment is rejected, its proposer may require the next meeting to consider whether or not to make the amendment. This request must be made within seven days of the rejection being notified.
- 5.15 *The minutes must be published within 14 days of their approval on the World Sailing website unless the Committee decides that, for reasons of confidentiality, legal privilege, commercial sensitivity or personal privacy, a specific part of the minutes is to be redacted. The reason for any redaction must be stated.*
- 5.16 Committee members must not disclose any confidential information they receive without permission of the Chair and the Chief Executive Officer.

6. Reporting

- 6.1 The Chair of the Committee shall provide a written report to the Board after each meeting and attach to it the approved minutes of the meeting.
- 6.2 *The Committee must prepare an annual work plan which is aligned to the World Sailing Strategy. The annual work plan must be approved by the Board and be published with the Committee's minutes.*

7. Terms of Reference

- 7.1 The Board may amend these terms of reference from time to time and the Committee may propose amendments for the Board's consideration.
- 7.2 *The Committee must review these terms of reference at least once every four years with any amendments decided no later than 31 December in the year before nominations open for committee appointments.*
- 7.3 *These terms of reference must be published on the World Sailing website.*