World Sailing Board Minutes

The World Sailing Board virtually on Wednesday 15 January 2025 between 10:00 – 13:00 UTC

Present	**In Attendance**
1. Quanhai Li - President 2. Özlem Akdurak – Vice President 3. Daniel Belcher – Vice President 4. Tomasz Chamera – Vice President 5. Beatriz Gonzalez Luna – Vice President 6. Dave Hughes – Vice President 7. Line Markert – Vice President 8. Josep M Pla – Vice President 9. Cory Sertl – Vice President	1. David Graham – Chief Executive Officer 2. Urvasi Naidoo – Director of Legal and Governance 3. Nelia Smith – International Relations & Corporate Affairs

1. Opening of the Meeting

a) Presidents' Opening Remarks

The President welcomed everyone to the meeting and thanked them for the work they had done in relation to the Committee & Sub-Committee recommendations.

b) Apologies for Absence and Declarations of Interest

No apologies for absence were received.

In relation to conflicts of interest, Vice President Özlem Akdurak noted that she was President of the Turkish Sailing Federation and therefore conflicted in relation to Agenda Item 3 (a).

Vice President Beatriz Gonzálezluna confirmed that she had resigned as President of the Mexican MNA and from Board positions held at Panam Sailing and COCECAVE/CACSCO.

Vice President Josep M Pla confirmed that he had resigned from his positions held in the Andorran MNA and EUROSAF.

Vice President Tomasz Chamera confirmed that he had resigned as President of the Polish MNA.

c) Minutes

The minutes of the 19 December 2024 were approved.

d) Matters Arising

- Olympic Classes London Meeting Update
- EAWG Update
- Group P Council Member (Peter Hall) request to speak at the 22 January 2025 Council Meeting
- Appointment of Commissions

e) Decisions by email

Nationality Matters

Transfer of Nationality for the following Dual Nationals was approved.

1. Leonard Takahashi dual national from Japan to New Zealand.
2. Christopher Marsh dual national from Thailand to Great Britain.
3. Katariina Roihu dual national from Estonia to Finland.

Ethics Case

The Board agreed that case EC 001-24 should not be published due to its sensitive nature and also noted the disciplinary investigation report recommending no further action. The Board formally thanked the investigating lawyers who had given their time pro bono to World Sailing.

Working Group

The Board approved the recommendation to establish a Working Group to address athletes' weight challenges.

2. Executive Office

a) Committee Chair, Vice Chair and Member Appointments

The Board considered the final proposed list of committees to be presented to Council for approval. An overview of decisions and comments is listed below:

1. Equity, Diversity & Inclusion – Approved as presented with concerns raised that the geographical representation on the Committee is too European.
2. Equipment – Approved as presented with concerns raised that the geographical representation on the Committee is too European.
3. Equipment Rules – Adjustments were recommended and VP Dave Hughes agreed to address the proposals with the Chair and send feedback to the Board.
4. Events – Approved as presented.
5. Governance – Approved as presented with concerns raised that the geographical representation on the Committee is too European.
6. Growth – Approved as presented.
7. Intl. Judges – Approved as presented.
8. Intl. Measurers – Approved as presented.
9. Intl. Umpires – Approved following discussion of one amend.
10. Match Racing – Approved as presented.
11. Oceanic & Offshore – Approved as presented following discussion about including two members from the same MNA, which was rejected.
12. Para Sailing – Approved as presented.
13. Race Officials – Approved as presented.
14. Race Management – Approved as presented.

15. Racing Rules – Approved as presented with concerns raised that the geographical representation on the Committee is too European.
16. Regional Games – Approved as presented with a concern raised that 12 of the 15 available positions were filled by Europe, Asia & South America.
17. Special Regulations – Approved as presented.
18. Specialist Sailing – Approved following discussion of one amend.
19. Team Racing – Approved following discussion of one amend.
20. Youth Events – Pending, subsequent to further discussion with the Chair and Vice Chair through Vice Presidents Beatriz Gonzalezluna & Cory Sertl.

3. Legal & Governance

a) Request for an EGM

The Director of Legal and Governance confirmed that 28 letters had been received from MNA's requesting amendments to the World Sailing Constitution.

Article 16.2 (b) of the World Sailing Constitution refers to the 2006 Isle of Man Companies Act which provides that under Section 67 (2) of the Act: *The directors of a company shall call a meeting of the company to consider a resolution if requested in writing to do so by a member or members holding at least 10 per cent [or such smaller percentage as may be specified in the memorandum or articles] of the voting rights in relation thereto.*

With 28 MNAs making requests, in writing, the requisite 10 per cent of the voting membership was met and the Board of Directors are therefore required to call an Extraordinary General Meeting (EGM).

The MNA letters stipulated that the proposed resolutions should be sent to the membership for determination by way of written resolution. There is no legal provision in the World Sailing Constitution, the General Assembly Rules of Procedure or Isle of Man Companies Act which permits the submitters to stipulate determination by way of written resolution rather than a meeting. The Act specifically states, "call a meeting". However, the constitution allows the Board of Directors to decide that an EGM can be in person, virtual via video conference, or via written resolution.

Furthermore, Article 71.1 [Written resolutions] of the Isle of Man Companies Act says that "Any action that may be taken by members of the company at a meeting of members may also be taken by a resolution consented to in writing or by email, telex, fax, or other electronic communication, without the need for any notice…" and Article 62.1 (j) of the Constitution says that "Written decisions are valid and effective as if they had been passed at a duly convened and held meeting of the relevant body."

Following discussion and voting, the majority of the Board decided to agree to the request received from the 28 MNAs. Vice President Özlem Akdurak was conflicted and did not discuss or vote on the matter.

Some Board members stated that all changes to governance should be made in an open and transparent manner and were vehemently opposed to submitting the motion via written resolution. They made specific requests that their strong dissent to this decision be recorded in the minutes

The Director of Legal and Governance confirmed that the written resolution would be sent to the MNAs on the same day.

Further to their resignations, confirmation was sought from Vice Presidents Beatriz Gonzalez Luna, Josep M. Pla & Tomasz Chamera that they did not intend to be reinstated to their resigned positions between now and November 2028, should the resolutions to change the Constitution pass. All three confirmed that they do not intend to be reinstated to any positions resigned before November 2028.

4. AOB

a) Olympic Classes Meeting Update
The Chief Executive gave a verbal update of the two-day annual meeting with the Olympic Classes in London.

b) EAWG Update
Vice President Cory Sertl advised that work had commenced with the Executive Office and that recommendations would be presented at the next Board Meeting.

c) Request to speak at the Council Meeting
Group P Council Member (Peter Hall) sent a request to speak at the 22 January 2025 Council Meeting. The Board agreed that his request could be added for discussion and debate but not for decision.

d) Appointment of Commissions
It was agreed that VP's responsible for Commissions would submit proposals at the next Board meeting.

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