

TERMS OF REFERENCE

NOMINATIONS PANEL

NB: Sections in italics are from the Constitution

1. Purpose

The role of the Nominations Panel is to identify, assess and recommend candidates for appointment as:

- (a) the Independent chair of the Board's Audit Sub-committee;*
- (b) the Independent Bodies (excluding the Nominations Panel itself); and*
- (c) the Ombudsman.*

2. Membership

2.1 *The Panel composition as per Article 42.2 must consist of:*

- (a) an Independent person who is a professional from the executive placement industry or a senior human resources practitioner, who is its pro bono chair;*
- (b) four other Independent persons; and*
- (c) three directors appointed by the Board (who are non-voting).*

2.2 *"Independent" is defined in the Constitution and means:*

- (a) has not held any position (other than an Independent position) within the Federation or any Member within the three years prior to first appointment;*
- (b) does not have any close connection or relationship with a director or Employee of the Federation; and,*
- (c) from the perspective of an objective outsider, would be viewed as independent.*

2.3 *The term of office for each voting member of the Nominations Panel is four years. A Panel member is eligible for re-appointment for one additional term of office.*

3. Remit

3.1 *The Nominations Panel must conduct its work and make its recommendations in an objective and non-political manner. Its procedures must be fair, objective and transparent and recommendations may only be made using specified and published criteria. It must publicly advertise the positions to be filled and notify all Members.*

- 3.2 *The Nominations Panel is required to make recommendations to the General Assembly on:*
- A. *The Investigations Panel which must consist of at least three persons with experience of the investigation and prosecution of disciplinary cases within sports organisations. At least one-third of the Panel, including the chair, must be legally qualified.*
 - B. *The Disciplinary Tribunal which must consist of at least seven Independent members who:*
 - (a) must be legally qualified (and of an appropriate senior level) or be persons with relevant expertise and experience in legal, sporting or ethical disputes; and,*
 - (b) must, taken together, come from different parts of the world and be of both genders.*
 - C. *The Ombudsman who must be an independent person with experience in the administration and governance of international sports federations.*
- 3.3. *The Nominations Panel is also required to make recommendations to the Board on the appointment of the Chair of the Board's Audit Sub- Committee.*
- 3.4 *If the Board or General Assembly (as appropriate) rejects a recommendation of the Nominations Panel, it is not entitled to substitute a different person for appointment and instead must return the matter to the Panel for a new recommendation.*

4. Authority

- 4.1 *The role of the Panel is to make recommendations on the 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 Council.*

5. Procedures

- 5.1 It is expected that the Nominations Panel will largely conduct its work by email and video conference calls to fulfil its responsibilities, however it is possible that in person meetings may be necessary.
- 5.2 Panel members must inform the Chair of any potential conflict of interests as required by the World Sailing Conflict of Interests Policy.
- 5.3 The quorum for a meeting of the Panel is three out of the five independent members.

- 5.4 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.
- 5.5 Due to the nature of the Panel's work it is noted that meetings will be in private to discuss matters which are:
- (a) confidential;
 - (b) legally privileged;
 - (c) commercially sensitive; or
 - (d) involve matters of personal privacy.
- 5.6 The Panel may decide its own procedure (but must always comply with the Constitution, the Regulations and these terms of reference).
- 5.7 The Chair is responsible for conducting the meeting in a fair and neutral manner and must respect all different points of view.
- 5.8 *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.
- 5.9 Secret ballots should only be held in exceptional circumstances *and then only as permitted by Article 62.1(e).*
- 5.10 Nominations Panel members must not disclose any confidential information they receive without permission of the Chair and the Chief Executive Officer.

6. Expenses

- 6.1 The positions on the Nominations Panel are voluntary and not remunerated. However, World Sailing will reimburse any reasonable travel or other expenses incurred in the role in accordance with the World Sailing expenses policy.

7. Terms of Reference

- 7.1 Council may amend these terms of reference from time to time and the Panel may propose amendments for Council's consideration.
- 7.2 The Panel 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 the end of the Panel's four-year term of office.
- 7.3 These terms of reference must be published on the World Sailing website.