1. **Board Recommendations to Council**

This “yellow paper” is a summary of the Recommendations made at the Board meeting on 5 October 2020. During its deliberations, Council will consider the Recommendations in Submission order, i.e. 001-20 to 100-20.

**2020 Submissions**

001-20  **Audit Committee Improvements - Broadening Membership in the Audit Committee to enhance oversight**  
**Reporting Committee:** Audit  
**Other Committee:** Board, Constitution  
**Opinion:** Reject  
The Board has made a recommendation not based on submission (see below).

The Board accepts that changes could be made to the functioning of the Audit Committee to bring it in line with ASOIF’s views on composition and prefers the following alternative proposal.

A submission should be prepared to make the following changes to the composition of the Audit Committee.

a) The Audit Committee shall consist of three members, who should have expertise in financial management and reporting and risk management.  
b) One member shall be a Board member.  
c) Two members, including the Chair shall be independent members (i.e. not a Board member nor a member of staff).  
d) All three members shall be appointed by Council on the recommendation of the Board.  
e) The Committee shall continue to report to the Board, and also to Council and to each Annual General Meeting.  

The submission should be put to Council for approval before the appointment of the next Audit Committee. The change to the composition will also allow World Sailing to score higher in the ASOIF Good Governance Audit.

**Reporting Committee:** Board  
**Other Committee:** Audit  
**Recommendation to Council:** Reject  
The Board considers that this policy would circumvent the provisions of Article 93 which govern access to information.  

In any event, the Board is sending more detailed and clear budget and performance information to Council and MNAs, and at its latest meeting re-affirmed its commitment to do so.  

The latest full report was distributed on 4 September sent to Council members and MNA Presidents and Secretaries General.
003-20 A Policy for Nominations and Appointments to Committees and Sub-Committees - A Policy Decision to improve effectiveness of Committee and Sub-Committee Selection.
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
The Board has made a recommendation not based on submission (see below).

The Board agrees that the nomination and appointment process for Committees and Sub-committees should continue the improvement process undertaken at the beginning of the current quad and put forward a comprehensive proposal in this area as part of the Governance Proposal.

This submission takes parts of the Governance Proposal, but changes part of it. The Board prefers that World Sailing adopt the system researched and proposed by the Governance Commission, which was based on feedback from MNAs and other interested parties.

Instead, a submission should be prepared by World Sailing to adopt the Committee and Sub-committee appointment process which was recommended by the Governance Commission.

The submission can be made to Council in 2021 and shall take effect for the committee appointment process due to commence in 2024.

004-20 World Sailing Constitution - Accounting Records - Article 93
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
The Constitution already provides for access to records subject to the Board’s requirements.

There is no such category of membership as an “Individual Full Member”.

005-20 World Sailing Constitution - Accounting Records - Article 93
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
See Submission 004-20.

006-20 World Sailing Classes Making Individual Nominations to Committees and Sub Committees - Allowing Classes to make individual nominations of qualified people to Committees and Sub Committees
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
MNAs, as full members of World Sailing, should support have the ability to determine if they support individuals who are members of their MNA and who are nominated serve on committees. There is nothing stopping a Class Association from asking an MNA to support a nomination.

007-20 Treasurer for World Sailing - Appointment of a Treasurer
Reporting Committee: Board
Other Committee: Audit
Recommendation to Council: Reject
All members of the Board, as company directors, have a legal responsibility for the finances of the Federation. Having an individual as Treasurer may lead to Board members feeling they have less responsibility. An appointment of a Treasurer from outside the elected board could promote a political appointment.
In addition, the Board believes that its members (who are directly elected by MNAs) and not an appointed Treasurer should have primary responsibility for finances.

The Board notes this would not be a constitutional position and the submission does not state what the role or responsibilities of the Treasurer would be.

008-20  Training & Development Budget - Establish a base budget for World Sailing Training and Development Programs
Reporting Committee: Board
Other Committee: Development & Regions
Recommendation to Council: Reject
The Board supports the concept and it would be preferable to ensure a fixed percentage is devoted to training and development which is a crucial area. However, the present financial situation means the Board could not adopt this policy without adverse consequences for other vital areas.

Overall, the funding of training and development is a decision for the next Board to take forward as part of the World Sailing Strategy.

009-20  Regulation 25.8 - Event Appointments Working Party
Reporting Committee: Board
Other Committee: Constitution, Race Officials
Recommendation to Council: Reject
Proposals to appoint a race official who also serves on the EAWP are not common. There are very clear conflict of interests procedures currently in place which work effectively to exclude anyone from considering their own position.

Overall the Board needs an EAWP which has a knowledge of WS Race Officials and the current environment in which they work. If this restriction was introduced, the Board considers that it would face an almost impossible task to persuade those with the right skills and knowledge to volunteer to serve on the EAWP.

Additionally, this proposal would link the appointment of the EAWP to the Regulations governing Committees. This includes the hard deadline of 1 August 2020. World Sailing did not receive any nominations for the EAWP and therefore could not proceed to appoint anyone to the EAWP for 2021-2024 if this was approved.

010-20  World Sailing Governance - Maintaining the World Sailing Ethics Commission under a new Constitution
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
There is no proposal to change the Ethics Commission at this Conference – the Board notes this is a submission from earlier in the year which has not been withdrawn.

The proposal from the Governance Commission is well thought out and includes an Ethics Commission just under a different name. It would have separated the appointment process to the Commission from the ‘patronage’ of the Board.

011-20  Advertising Code - Manufacturers’ Marks
Reporting Committee: Board
Other Committee: Classes, Constitution, Equipment
Recommendation to Council: Approve
012-20  World Sailing Committees - Nominations and Appointments to Committees and Sub-Committees - Regulation 5
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
See comments to Submission 003-20.

Proposal 2 would be significantly challenging to implement within the timeframe stated.

Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Reject
As a policy the Board questions what this will actually achieve. Aside from sensitive, legal or commercially confidential information, World Sailing already publishes a great deal of information to the public and its members.

The “safeguards” proposed would still mean the Board is unable to discharge its corporate responsibilities if it can always be overridden by an independent reviewer who did not agree with the Board’s collective decision.

Board members, as directors, are legally responsible for information which is made public. This proposal would keep the legal responsibility with the directors but remove their control over it.

This policy would also be inconsistent with Article 93 which already governs access to information.

014-20  Making World Sailing More Relevant to Sailors - Reform of World Sailing Decision Making - Working Party creation and composition
Reporting Committee: Board
Other Committee: -
Recommendation to Council: Reject
This is the same as submissions in previous years which Council did not approve.

It is for the next Board to decide the future of any governance reforms.

015-20  New Regulation 1.28 - Suspended Members Register
Reporting Committee: Board
Other Committee: Constitution
Recommendation to Council: Approve
This list is now published online.

016-20  Para World Sailing Funding through 2024 - To ensure financial support for Para Sailing
Reporting Committee: Board
Other Committee: Para World Sailing
Recommendation to Council: Reject
The Board supports the concept and it would be preferable to ensure a fixed percentage is devoted to Para Sailing which is a crucial area. However, the present financial situation means the Board could not adopt this policy without adverse consequences for other vital areas.

Overall, the funding of Para Sailing is a decision for the next Board to take forward as part of the World Sailing Strategy.
Recommendations Not Based on Submission

1  Audit Committee

The Board recommends to Council that a submission be prepared by World Sailing to make the following changes to the composition of the Audit Committee. The submission should be put to Council for approval before the appointment of the next Audit Committee.

a) The Audit Committee shall consist of three members, who should have expertise in financial management and reporting and risk management.

b) One member shall be a Board member.

c) Two members, including the Chair shall be independent members (i.e. not a Board member nor a member of staff).
d) All three members shall be appointed by Council on the recommendation of the Board.
e) The Committee shall continue to report to the Board, and also to Council and to each Annual General Meeting.

The change to the composition will also allow World Sailing to score higher in the ASOIF Good Governance Audit.

2 Committees

The Board recommends to Council that a submission be prepared by World Sailing to adopt the Committee and Sub-committee appointment process which was recommended by the Governance Commission.

The submission shall be made to Council in 2021 and shall take effect for the committee appointment process due to commence in 2024.

3 Membership Application - Jordan

The Board recommends to Council that the Royal Jordanian Sports Federation be admitted as a Full Member of World Sailing and that it be assigned to Group I.

4 Membership Application - VDWS

The Board recommends to Council that the application for affiliate membership received from Verband Deutscher Wassersport Schulen be rejected.

Whilst the application meets the technical requirements for membership, the Board does not consider it appropriate that educational organisations which are not affiliated to MNAs should be admitted to affiliate membership of World Sailing. This is because such activities may conflict with the activities of Member National Authorities and this is one of the considerations for granting affiliate membership.

Authenticated by email on 23 October 2020

Kim Andersen
President