

## Governance Commission

### 1. Establishment and Commencement

- 1.1. The World Athletics Governance Commission (“Governance Commission”) is established by Council in accordance with Article 47.2(n) of the World Athletics Constitution.
- 1.2. These Terms of Reference for the Governance Commission are made in accordance with Rule 5.12 of the Governance Rules. They apply in addition to the Constitution and the applicable rules and regulations of World Athletics, including the Governance Rules.
- 1.3. These Terms of Reference were approved by the Council on 30 July 2020 and are effective from that date. They replace any previous terms of reference for this Commission.

### 2. Role

- 2.1. The role of the Governance Commission is to provide expertise and advice to the Council on the matters necessary:
  - 2.1.1. To ensure good-governance practices in World Athletics, its Area Associations and its Members; and,
  - 2.1.2. To uphold the highest standards of integrity, including ensuring that good governance and ethical compliance practices are embedded and monitored in World Athletics, its Area Associations and its Members.

### 3. Composition

- 3.1. The members of the Governance Commission, who were appointed by Council on 12 March 2020 for a term expiring at the conclusion of the next Election Congress to be held in 2023, are:
  - Francis Dodoo, Ghana, Chairperson
  - Sylvia Barlag, The Netherlands, Council Member
  - Helio Gesta de Melo, Brazil, Council Member
  - Carlota Castrejana, Spain, Member
  - Dagmar Freitag, Germany, Member
  - Iñaki Gómez, Canada, Member (Athletes’ Commission representative)
  - David Grace, Australia, Member
  - Jinaro Kibet, Kenya, Member
  - Leung Hong (Alex) Shun, Hong Kong, Member
  - Sirje Lippe, Estonia, Member
  - Ronald Russell, Virgin Islands, Member
  - Norman Wain, USA, Member
  - Sebastian Coe, President (ex officio)
- 3.2. The Governance Commission is supported by the World Athletics Director (“Director”) responsible for governance within World Athletics (decided by the Chief Executive Officer) who is assisted by a “Staff Lead” and a “Coordinator” for the Commission (both appointed by the Director).

## 4. Responsibilities

- 4.1 The responsibilities of the Governance Commission are set out below.
- 4.2 To review and formulate recommendations to Council on the following, among other things:
  - 4.2.1 The Constitution and all Rules and Regulations including those related to governance, candidacy, vetting, ethical compliance, anti-doping and other integrity and disciplinary related matters;
  - 4.2.2 The governance structure of World Athletics (and its related entities), rules, practices and procedures including those of the Council, Executive Board, Panels, Commissions and other World Athletics bodies (including the independent bodies);
  - 4.2.3 The governance matters relating to the Athletics Integrity Unit including its interface with Council, the Executive Board and World Athletics management;
  - 4.2.4 The ethical compliance structure, rules, practices and procedures;
  - 4.2.5 The education and training programmes for World Athletics Members, Officials, and other stakeholders as appropriate, in governance, ethical compliance and integrity;
  - 4.2.6 The governance, integrity and ethical compliance structures, rules, procedures and practices for Area Associations and Member Federations;
  - 4.2.7 The assessment and audit of governance and ethical compliance, and integrity;
  - 4.2.8 Significant legal issues affecting World Athletics or the sport of Athletics generally;
  - 4.2.9 Assessment and development of strategies, policies and procedures to ensure World Athletics meets its human rights responsibilities; and,
  - 4.2.10 Gender equality in governance and leadership.
- 4.3 To approve a four-year plan for recommendation to Council for approval, which:
  - 4.3.1 aligns with the World Athletics Strategic Plan and sets out specified outcomes for the Governance Commission for the duration of its mandate; and,
  - 4.3.2 will be reviewed, and updated as appropriate, by the Governance Commission at least twice a year to ensure its continuing alignment with the World Athletics Strategic Plan and to measure progress against the specified outcomes.
- 4.4 To review all Rules and Regulations before they are submitted to Council for final approval and report its views and recommendations to Council.
- 4.5 In addition, with respect to Rules and Regulations where the subject matter relates to matters within the Governance Commission's role and responsibilities:
  - 4.5.1 To develop and submit to Council proposed principles and policy positions to be incorporated into the adoption, amendment or repeal of Rules and Regulations, including drafts of any such Rules or Regulations; and

4.5.2 To review any such Rules and Regulations and report its views and recommendations to Council before their adoption, amendment or repeal.

4.6 To carry out such other tasks and activities relating to the Governance Commission's role and responsibilities as may be requested by Council.

4.7 The Chairperson of the Governance Commission is ultimately responsible for the work and outcomes of the Commission. Should any issues or differences arise between the Chairperson and the Director, these shall be referred to the Chief Executive Officer.

### 5. Duties of Commission Members

5.1 **World Athletics Interests:** In undertaking any work in connection with the Governance Commission, each Commission member will act for the benefit of and in the best interests of World Athletics.

5.2 **Participation:** Commission members will attend each meeting of the Governance Commission (in person or using technology) unless excused by the Chairperson. Each Commission member shall actively participate in Governance Commission meetings and in matters undertaken by the Governance Commission between meetings. Commission members must be adequately prepared for each Governance Commission meeting in order to participate effectively and constructively.

5.3 **World Athletics Officials:** Commission members are World Athletics Officials, who are bound by the Integrity Code of Conduct, as well as the Constitution, Rules and Regulations of World Athletics. This includes abiding by principles of conduct related to integrity, equality, dignity, good faith, conflicts of interest, benefits and neutrality.

### 6. Reporting

6.1 The Chairperson of the Governance Commission will report to Council on progress against its four-year plan, as well the Plan's continued alignment with the World Athletics Strategic Plan, at least twice each year, either orally or in writing, including using technology, as requested by the President.

6.2 The Chairperson of the Governance Commission will provide a report on the work and activities of the Governance Commission as part of the Annual Council Report to Congress, as requested by the President or the Chief Executive Officer.

6.3 The Chairperson of the Governance Commission will otherwise report on the work and activities of the Governance Commission at such times as requested by the Council or the President.

6.4 The content of the reports mentioned above must be prior approved by the members of the Governance Commission.

### 7. Meetings and Procedure

7.1 **Meetings:** The Governance Commission will undertake its work at meetings of the Governance Commission and in between meetings as is necessary to fulfil its responsibilities.

7.1.1 The Governance Commission should meet at least three times each year. At least once in person and otherwise using technology (e.g. video conferencing, etc.).

- 7.1.2 The Director will, in consultation with the Chairperson of the Governance Commission, set the meeting schedule and agendas (subject to budget).
- 7.1.3 The date(s) and venue(s) of the in-person meeting(s) will be agreed with the Director.
- 7.1.4 The Chairperson of the Governance Commission will, at a time and place decided by the Chief Executive Officer, meet in person at least once a year with the Chairpersons of all the other Commissions to discuss matters of commonality between the Commissions.
- 7.1.5 Commission members will be given at least 3 months' notice of the date and venue of meetings to be held in person, and at least 14 days' notice for meetings using technology, unless exceptional circumstances and/ or an urgent matter arise(s).
- 7.2 **Organisation:** The agenda, together with relevant materials, will be distributed by email or such other form of electronic delivery or platform to all Governance Commission members by the "Staff Lead" to the Governance Commission at least one week prior to the meeting.
- 7.3 **Attendance:** In addition to Governance Commission members:
- 7.3.1 The Chief Executive Officer will be invited to attend meetings of the Governance Commission.
- 7.3.2 The Director and Staff Lead will attend all meetings of the Governance Commission and will be included in all work of the Governance Commission undertaken between meetings.
- 7.3.3 Other persons may be invited by the Chairperson to attend meetings to provide information or advice on a specific item of business at a meeting, with the prior consent of the Director and/ or the Staff Lead.
- 7.4 **Chairperson:** The Chairperson of the Governance Commission will chair all meetings unless they are unavailable or recused in which case the Chairperson may will appoint another member of the Commission to chair the meeting or part of the meeting.
- 7.5 **Quorum:** The quorum for meetings and decisions of the Governance Commission will be a majority of the total number of members, including the Chairperson of the Commission.
- 7.6 **Decisions:** The decisions of the Governance Commission should generally be made by consensus. If a consensus cannot be reached and a vote is required, each Governance Commission member will have one vote. Voting by proxy is not permitted. A majority of votes in favour of an action by those Governance Commission members present at a meeting, is required for it to be passed. In the event of an equality of votes, the Chairperson will have both a deliberative and a casting vote.
- 7.7 **Minutes:** Minutes for each meeting of the Governance Commission will be taken. The "Staff Lead" will be responsible for taking the minutes during the meeting. The minutes will be finalised in consultation with the Chairperson and the Director and sent to Governance Commission members within a maximum of one (1) month of the meeting. Any amendments to the Minutes will be agreed at the next meeting of the Governance Commission and will be noted accordingly.
- 7.8 **Confidentiality:** All meetings and the work of the Governance Commission are confidential. No documents, information, discussion and decisions made at a Governance Commission meeting

or otherwise exchanged or agreed in connection with the work of the Governance Commission, shall be disclosed to any other person (other than the President, Council Members, Chief Executive Officer, Chief Operating Officer, and Director and Staff Lead for the Governance Commission) unless:

- 7.8.1 the President or the Chief Executive Officer and the Governance Commission Chairperson authorises such disclosure;
- 7.8.2 the matter is in the public domain; or
- 7.8.3 such disclosure is required by law or any applicable authority, including the Constitution and Rules of World Athletics.

7.9 **Consultants:** Only the Chief Executive Officer may engage advisors to provide particular expertise or advice to the Governance Commission, following consultation with the Chairperson, and the Director. The role and responsibilities of any advisor should be advised to the members of the Commission and should not duplicate or conflict with the role of the Governance Commission. Such advisors are not members of the Governance Commission.

### 8. Authority

- 8.1 The Governance Commission is an advisory body to the Council, has no authority to make decisions for or on behalf of Council or World Athletics, and has no authority to incur any expense or bind World Athletics to any financial or other commitments.
- 8.2 The Governance Commission, and its members, shall neither represent World Athletics (unless they do so in another World Athletics official capacity such as the President, Vice-Presidents, Council Members or Athletes' Commission members), nor engage any person on behalf of World Athletics, unless in accordance with these Terms of Reference or as prior approved by the Council.
- 8.3 The Governance Commission, and its members shall not make public statements about the Governance Commission or any aspect of its work, unless:
  - 8.3.1 the member does so in another World Athletics official capacity such as the President, Vice-Presidents or Council Members; or,
  - 8.3.2 it is expressly permitted in these Terms of Reference; or,
  - 8.3.3 it is prior approved by the Council.

### 9. Administration

- 9.1 **Fees and Expenses:** For each Commission member, World Athletics will reimburse expenses, and provide any other allowances or service fees, in accordance with World Athletics policy.
- 9.2 **Administration:** World Athletics will organise and make logistical arrangements for travel, accommodation and insurance for Governance Commission meetings in accordance with World Athletics policy.
- 9.3 **Documents:** World Athletics will provide the Governance Commission with all documents relevant to the work of the Governance Commission.