

## Governance Commission

### 1. Establishment and Commencement

- 1.1. The World Athletics Governance Commission (the Commission) is appointed by, and reports to the World Athletics Council in accordance with Article 47.2(n) and (o) of the World Athletics Constitution and Part 8 of the Governance Rules.
- 1.2. These Terms of Reference were approved by the Council on 7 and 8 December 2023 and are effective from that date.

### 2. Role

- 2.1. The Commission's primary role is to advise Council on matters necessary to ensure good governance practices in World Athletics and its members and to uphold the highest standards of integrity, including reviewing all Rules and Regulations, as more fully set out in these Terms of Reference.
- 2.2. The Commission may, if requested, also provide expertise and advice to the President, Executive Board, Chief Executive Officer, World Athletics Directors, and other Commissions and Working Groups.

### 3. Composition

- 3.1. The members of the Governance Commission, who were appointed by Council on 5 November 2023 for a term expiring at the conclusion of the next ordinary Election Congress to be held in 2027, are:
  - Francis DODOO (GHA) (Chair)
  - Yuko ARIMORI (JPN)
  - Sylvia BARLAG (NED)
  - Aisha PRAUGHT-LEER (JAM)
  - Gerardo ACOSTA (PAR)
  - Carlota CASTREJANA (ESP)
  - Dagmar FREITAG (GER)
  - Iñaki GÓMEZ (CAN)
  - David GRACE (AUS)
  - Jinaro KIBET (KEN)
  - Alexander LEUNG HONG SHUN (HKG)
  - Norman WAIN (USA)
  - 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" for the Commission (both appointed by the Director).

### 4. Responsibilities

The responsibilities of the Commission are as follows:

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- 4.1 To advise on the matters necessary to ensure good governance practices in World Athletics, the Area Associations and the Member Federations, and to uphold the highest standards of integrity, including ensuring that good governance and ethical compliance practices are embedded and monitored in World Athletics, the Area Associations and the Member Federations. In that regard the Commission will review and formulate recommendations to Council on the following, among other things:
- 4.1.1 The Constitution and all Rules and Regulations including those related to governance, candidacy, vetting, ethical compliance, safeguarding, human rights, anti-doping and other integrity-related and disciplinary-related rules;
  - 4.1.2 World Athletics' overall governance structure and practices including those of the Council, Executive Board, Panels, Commissions and other World Athletics bodies;
  - 4.1.3 The governance matters relating to the Athletics Integrity Unit including its interface with Council, Executive Board and World Athletics management;
  - 4.1.4 The Education and training programmes in governance, ethical compliance and integrity;
  - 4.1.5 The governance and integrity structures, rules, procedures and practices for Area Associations and Member Federations; and
  - 4.1.6 The assessment and audit of governance and ethical compliance, and integrity.
- 4.2 Within three months of the Commission's appointment, to approve a four-year plan for recommendation to Council for approval, which:
- 4.2.1 aligns with the World Athletics Strategic Plan and with specified outcomes for the Commission for its term of appointment and
  - 4.2.2 will be reviewed annually by the Commission to ensure its continuing alignment with the World Athletics Strategic Plan and to measure progress against the specified outcomes.
- 4.3 To review all Rules and Regulations before they are submitted to Council for final approval, and report its views and recommendations to Council. In addition, with respect to Rules and Regulations where the subject matter relates to matters within the Commission's roles and responsibilities:
- 4.3.1 The Commission may 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
  - 4.3.2 The Commission shall review any such Rules and Regulations and shall report its views and recommendations to Council before their adoption, amendment or repeal.
- 4.4 To carry out such other tasks and activities relating to the Commission's roles and responsibilities as may be requested by Council.
- 4.5 The Chairperson of the Commission is ultimately responsible for the work and outcomes of the Commission. Should any issues or differences arise between the Chairperson and the relevant World Athletics 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 Commission, each Commission member will act in the interests of World Athletics.
- 5.2 Participation:** Commission members will attend each meeting of the Commission (in person or using technology) unless excused by the Chairperson. Each Commission member shall actively participate in Commission meetings and in matters undertaken by the Commission between meetings. Commission members must be adequately prepared for each 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, improper benefits, improper association and neutrality.

### 6. Reporting

- 6.1** The Chairperson of the Commission will report to Council on progress against its four-year plan each year, either orally or in writing, including using technology, as requested by the President.
- 6.2** The Chairperson of the Commission otherwise will report on the work and activities of the Commission at such times as requested by the Council or the President.
- 6.3** The content of the reports mentioned above must be prior approved by the members of the Commission.

### 7. Meetings and Procedure

- 7.1. Meetings:** The Commission will undertake its work at meetings of the Commission and in between meetings as is necessary to fulfil its responsibilities.
- 7.1.1.** The Commissions should meet at least three times each year - at least once in person and otherwise using technology (e.g. Teams, Zoom, video or audio conferencing, etc.).
- 7.1.2.** The relevant World Athletics Director shall, in consultation with the Chairperson of the 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 responsible for overseeing the governance budget.
- 7.1.4.** The Chairperson of the 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.
- 7.2. Organisation:** The agenda, together with relevant papers, will be distributed by email to all Commission members by the Staff Lead to the Commission at least one week prior to the meeting.
- 7.3. Attendance:** In addition to Commission members:

- 7.3.1. The Chief Executive Officer may attend every meeting of the Commission.
- 7.3.2. The relevant World Athletics Director and Staff Lead will attend all meetings of the Commission and will be included in all work of the 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, if notified to the relevant World Athletics Director and Staff Lead and with the prior approval of the Chief Executive Officer and World Athletics Director responsible for overseeing the governance budget.
- 7.4. **Decisions:** The decisions of the Commission shall generally be made by consensus. If a consensus cannot be reached and a vote is required, each Commission member shall have one vote. Voting by proxy is not permitted. A majority of votes in favour of an action by those Commission members present at a meeting, is required for it to be passed. In the event of an equality of votes, the Chairperson shall have both a deliberative and a casting vote.
- 7.5. **Minutes:** The Minutes of each meeting of the Commission shall 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 relevant World Athletics Director and sent to 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 Commission and will be noted accordingly.
- 7.6. **Confidentiality:** All meetings and the work of the Commission are confidential. No documents, information, discussion and decisions made at a Commission meeting or otherwise exchanged or agreed in connection with the work of the Commission, shall be disclosed to any other person (other than the President, Council Members, Chief Executive Officer, Chief Operating Officer, and the relevant World Athletics Director and Staff Lead for the Commission) unless:
- 7.6.1. the President or the Chief Executive Officer and the Commission Chairperson authorises such disclosure. For the avoidance of doubt, it is recognised that consultation on matters before the Commission is important for members. Accordingly, Commission members are permitted to disclose, on a confidential basis, Commission documents, information discussions and decisions for the purposes of consultation and obtaining feedback;
- 7.6.2. the matter is in the public domain; or
- 7.6.3. such disclosure is required by law or any applicable authority, including the Constitution and Rules of World Athletics.
- 7.7. **Consultants:** Only the Chief Executive Officer may engage advisors to provide particular expertise or advice to the Commission, following consultation with the Chairperson, the relevant World Athletics Director and the World Athletics Director responsible for the governance budget. The role and responsibilities of any advisor should be advised to the members of the Commission or and should not duplicate or conflict with the role of the Commission. Such advisors are not members of the Commission.

## 8. Authority

- 8.1 The Commission is advisory 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 Other than in accordance with the individual roles and responsibilities of certain members (which may include the President, Vice-Presidents or Council Members) the Commission, and its members, will not represent World Athletics, 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 Other than in accordance with the individual roles and responsibilities of certain members (which may include the President, Vice-Presidents or Council Members) the Commission, and its members will not make public statements about the Commission or any aspect of its work, unless in accordance with these Terms of Reference or as 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 Commission meetings in accordance with World Athletics policy.
- 9.3. **Documents:** World Athletics will provide the Commission with all documents held by World Athletics relevant to the work of the Commission.