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Standing Committees - Bylaw 6

Seventeenth (17) July 2021

# Standing Committees - Bylaw 6

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**Amendments**

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Date	Subject	Changes / summary
17 July 2021	Approved	Major review, Board composition, name change
4 December 2025	Updated	Change of address only

Adopted by the Members' meeting held on 17<sup>th</sup> July 2021.

## 1. Interpretation

- 1.1. In the event of any questions of interpretation between this Bylaw and the relevant Articles of the WWR Statutes, the wording in the Statutes shall take precedence.
- 1.2. In this Bylaw, unless the context otherwise requires, words importing the singular number shall include the plural number; and words importing the neutral gender shall include the feminine gender, the masculine gender, and any other gender to which an individual identifies; as the case may be, and vice versa.

## 2. Establishment of Standing Committees

- 2.1. WWR may establish Standing Committees to oversee key aspects of WWR's corporate governance, as an Association under the Swiss Civil Code, and of WWR's regulatory compliance, as an International Federation.
- 2.2. Each Standing Committee will be constituted by the WWR Board of Directors with terms of reference established by the Board, as provided for in Article 13 of the Statutes of WWR, and then published as appendixes to this Bylaw.
- 2.3. Where appropriate, the WWR Board may establish additional Board and/or Regulatory Compliance Sub-Committees to deal with specific issues on an ad hoc basis.

## 3. Role and Composition

- 3.1. Standing Committees are appointed by the WWR Board to provide oversight and advice in specific areas. Standing Committees may also be delegated the authority, by the WWR Board, to make decisions within their area of responsibility.
- 3.2. The composition of each Standing Committee will be detailed in its terms of reference, as published in the Appendixes to this Bylaw.

## 4. Administration

- 4.1. The requirements for meetings of WWR Standing Committees shall be detailed in their terms of reference.
- 4.2. WWR Standing Committee members will receive administrative support as required from the WWR Secretary General and/or their staff.
- 4.3. Standing Committee members will be reimbursed actual and reasonable expenses in accordance with WWR policies and procedures.

## 5. Standing Board Committees

The following Board Committees, whose terms of reference are appended to this Bylaw, have been established as Standing Board Committees of WWR:

### 5.1. Audit & Risk Management Committee (ARMC)

- 5.1.1. The Audit & Risk Management Committee is responsible for advising the Board on matters relating to financial reporting together with the identification and management of risks to the Association.

- 5.1.2. In addition to the delegated authority set out in the ARMC's terms of reference, the Board may delegate oversight of relevant financial controls procedures, risk management and/or governance assurance matters to the Audit & Risk Management Committee.

## **5.2. Nominations & Remuneration Committee (NRC)**

- 5.2.1. The Nominations & Remuneration Committee is responsible for: advising the Board on matters relating to board succession; oversight of the nominations process for Elected Directors; and making recommendations relating to the appointment of Appointed Directors and WWR senior staff.
- 5.2.2. The NRC is also responsible for the review of senior WWR staff performance and remuneration.

# 6. Standing Regulatory Compliance Committees

The following Regulatory Compliance Committees, whose terms of reference are appended to this Bylaw, have been established as Standing Committees of WWR in order to comply with the requirements of the International Paralympic Committee (IPC) and the World Anti-Doping Authority (WADA) Code.

## **6.1. Anti-Doping Committee**

The Anti-Doping Committee is responsible to advise the Board and WWR corporately on anti-doping issues; to develop and maintain plans, policies and procedures related to anti-doping, drug-free sport, and therapeutic use exemptions; and to assist in ensuring WWR remains compliant with IPC and WADA anti-doping requirements.

## **6.2. Therapeutic Use Exemptions Panel**

The WWR Therapeutic Use Exemption Panel (TUEP) is responsible to assess or review Therapeutic Use Exemption (TUE) applications submitted in accordance with the WWR Anti-Doping Code.

# APPENDICES

## 7. Terms of Reference for the WWR Audit & Risk Management Committee (ARMC)

### 7.1. Composition

7.1.1. The ARMC chair and members are appointed by the Board.

7.1.2. The Committee is composed of a minimum of three members and includes:

- a) a minimum of two Appointed Directors (who have relevant skills and experience in governance, legal, audit, accounting, risk and/or compliance matters);
- b) any additional independent Appointed Director who is serving on the WWR Board;

one of whom shall be appointed by the WWR Board as the chair the ARMC; and

- c) the WWR Secretary General.

7.1.3. The ARMC may, with the approval of the WWR Board, co-opt an additional independent non-Board member who brings skills, knowledge, and experience relevant to the work of the ARMC.

7.1.4. Audit & Risk Management Committee members will sit on the committee for up to four years and will be eligible for reappointment. No member will serve more than three consecutive terms.

7.1.5. The Committee will meet at least twice a year but may meet more periodically depending on operational or strategic requirements.

### 7.2. Quorum

The quorum necessary for the transaction of business shall be three (3), one of which must be the ARMC chair or a Board Director.

### 7.3. Reporting

7.3.1. The Audit & Risk Management Committee will report to the Board by means of a written report, presented by the chair of the Committee.

7.3.2. Each year the Audit & Risk Management Committee will provide the Board with a copy of its periodic report, summarising its findings for the year in question.

### 7.4. Responsibilities

7.4.1. The Audit & Risk Management Committee shall advise, and exercise any relevant delegated authority on behalf of, the Board on:

- a) WWR's policies and procedures for the management of risk, internal control, and governance;
- b) the assurance the ARMC has received that the correct procedures are being applied across the organisation with regard to WWR's internal control, and its procurement function;
- c) WWR's quarterly financial accounts, WWR's annual financial statements as published in WWR's periodic report, including issues of concern, levels of error or

- omissions, and the Executive Leadership Team's letter of representation to the external auditors;
- d) the schedule and results of WWR's audits or independent financial examinations;
  - e) preparation of the relevant and appropriate reporting required for WWR's General Assembly;
  - f) the adequacy of WWR's management response to issues identified in audits, including the external audit management letter of representation;
  - g) assurances relating to the management of risk, and corporate governance, in WWR;
  - h) proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services;
  - i) anti-fraud policies and procedures, protected disclosure processes, and arrangements for special investigations; and
  - j) the ARMC's recommendation for the appropriate level of organisational reserves for WWR.
  - k) The Audit & Risk Management Committee will review its own effectiveness and terms of reference each year and report the results of that review to the WWR Board.

## 8. Terms of Reference for the Nominations & Remuneration Committee (NRC)

### 8.1. Composition

- 8.1.1. The NRC members are nominated by the President and approved by the Board.
- 8.1.2. The Nominations & Remuneration Committee is composed of a minimum of three members which includes:
  - a) the WWR President (or the Vice-President in their absence), who will chair the Committee; and
  - b) two further Board Directors
- 8.1.3. The NRC may, with the approval of the WWR Board, co-opt an additional independent non-Board member who brings skills, knowledge, and experience relevant to the work of the NRC.
- 8.1.4. Nominations & Remuneration Committee members will sit on the Committee for up to four years and will be eligible for reappointment. No member will serve more than three consecutive terms.

### 8.2. Quorum

The quorum necessary for the transaction of business shall be two, one of which must be the WWR President (or the Vice-President in their absence) as the NRC Chair.

### 8.3. Secretariat

As the Nominations Officer for elections of Elected Directors to the WWR Board under Bylaw 4, the Secretary General shall also act as secretary to the Nominations & Remuneration Committee.

### 8.4. Reporting

The Nominations & Remuneration Committee will report to the Board by means of a written report, presented by the Chair of the Committee, at the first meeting of the Board following each Nominations & Remuneration Committee meeting.

### 8.5. Responsibilities

The NRC shall advise, and exercise any relevant delegated authority on behalf of, the Board in relation to the responsibilities of the NRC to:

- a) review at least annually the composition, skills & experience matrix, and successional needs of the Board and make recommendations on same, with due regard for Board diversity in its broadest sense, including gender;
- b) keep under review the Board Diversity Policy and the setting of measurable objectives for reporting the policy;
- c) prepare a written description of the role and the required knowledge, skills, and qualities for each Board position;
- d) satisfy itself, with regard to succession planning, that processes and plans are in place with regard to both Board and Secretary General appointments, that take into account the challenges and opportunities facing the Association;
- e) review all such applications and nominations against the relevant role descriptions and knowledge, skills, and qualities requirements;
- f) oversee the nominations process for candidates standing for Elected Director positions on the WWR Board;
- g) draw up a short list of candidates for co-opted and other appointed WWR Board positions for interview by an Interview Panel composed of at least two (2) members of the Nominations & Remuneration Committee;
- h) conduct interviews of the short-listed candidates (The NRC may invite an external assessor – drawn, for example, from the IPC, World Rugby, or an Olympic / Paralympic Federation – to join the Interview Panel);
- i) make recommendations to the Board or, where relevant, to the General Assembly regarding the suitability of candidates to, respectively, appoint or nominate for vacancies on the WWR Board;
- j) make recommendations to the Board on any senior management appointments there may be in the future;
- k) make recommendations to the Board or, where relevant, to the General Assembly concerning any matters relating to the continuation in office as a Director of any WWR Board Director at any time;
- l) review the performance of the Secretary General, as the principal executive officer of WWR, against agreed Key Performance Indicators (KPIs);
- m) make recommendations relating to the Secretary General's remuneration; and
- n) review at least annually the NRC's own performance and terms of reference to ensure it is operating effectively and recommend any changes necessary to the Board for approval.

## 9. Terms of Reference for the WWR Anti-Doping Committee

9.1. The Anti-Doping Committee (ADC) is a WWR Standing Committee established to administer the WWR Anti-Doping Code and to establish policies, guidelines, and procedures with respect to the fight against doping, including anti-doping rule violation management and compliance with internationally accepted regulations, including the WADC.

9.2. The Anti-Doping Committee shall be comprised of up to five (5) members:

- a) Chair;
- b) Member-at-large;
- c) Member-at-large;
- d) the WWR Anti-Doping Manager; and
- e) the Athlete's Council representative

- 9.3. The chair and members serving on the Anti-Doping Committee shall be recruited on the basis of their relevant expertise and experience.
- 9.4. The Secretary General shall recommend a nominee for the position of ADC chair; and the ADC chair, in consultation with the Secretary General, shall recommend nominees (except the athlete representative, who is nominated by the Athletes' Council) for the positions of ADC members; for consideration and appointment by the WWR Board.
- 9.5. If, in the opinion of the WWR Board, the chair or a member of the committee is no longer able to fulfil their responsibilities for any reason, then the Board may require the chair or member concerned to stand down from their ADC position.
- 9.6. The Anti-Doping Committee shall be responsible to develop and implement policies and procedures and to make recommendations to the WWR Board of Directors and General Assembly on matters relating to anti-doping, including:
  - a) maintaining and updating the WWR Anti-Doping Code;
  - b) standards for anti-doping, including in-competition and out-of-competition testing and the registered testing pool;
  - c) oversight of any external providers of anti-doping services that are contracted to WWR;
  - d) anti-doping awareness and education;
  - e) assistance to event organizers on anti-doping requirements; and
  - f) any advice to the WWR Board relating to sanctions and/or discipline for anti-doping infractions, that may be required under the WWR Complaints, Disciplinary & Appeals procedures.
- 9.7. The Anti-Doping Committee will meet at least four (4) times per year.
- 9.8. The quorum for a meeting of the Anti-Doping Committee shall be three (3) members.
- 9.9. The Chair of the Anti-Doping Committee and the WWR Secretary General shall ensure that agendas and minutes are provided for each Committee conference call or meeting.

## 10. Terms of Reference for the WWR Therapeutic Use Exemptions Panel

- 10.1. The WWR Therapeutic Use Exemption Panel (TUE Panel) is responsible to assess or review Therapeutic Use Exemption (TUE) applications submitted in accordance with the WWR Anti-Doping Code.
- 10.2. The TUE Panel shall be comprised of up to four (4) members:
  - a) Chair;
  - b) Member-at-large
  - c) Member-at-large
  - d) Member-at-large
- 10.3. Members of the TUE Panel will be medical professionals with the appropriate collective education and experience of clinical, sports and exercise medicine, and in the care and treatment of athletes, including athletes with impairments, to make decisions on TUE applications.
- 10.4. The Secretary General shall recommend a nominee for the position of TUE Panel chair; and

the TUE Panel chair, in consultation with the Secretary General, shall recommend nominees for the positions of TUE Panel members;

for consideration and appointment by the WWR Board.

- 10.5. If, in the opinion of the WWR Board, the chair or a member of the panel is no longer able to fulfil their responsibilities for any reason, then the Board may require the chair or member concerned to stand down from their TUE Panel position.
- 10.6. The TUE Panel shall be responsible to review and decide on TUE applications for athletes in the WWR Registered Testing Pool. The TUE Panel shall, at the request of the Board, review TUE decisions made by other bodies to determine if an appeal should be made.
- 10.7. The TUE Panel will meet as required to review and decide on TUE applications.
- 10.8. The quorum for a meeting of the TUE Panel shall be two (2) members.
- 10.9. The chair of the TUE Panel and the WWR Secretary General shall ensure that agendas and minutes are provided for each Panel conference call or meeting.

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