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# WADA Governance Regulations

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*adopted by the Foundation Board in Katowice on 7 November 2019 and revised by the Foundation Board on 12 April 2021, on 14 June 2023 and on 5 December 2024.*

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## I. Regulations of the Foundation Board

### 1.0 Preamble

Pursuant to the WADA Statutes, the Foundation Board is self-organized and may delegate to the Executive Committee the actual management and running of the Foundation, the performance of all its activities and the actual administration of its assets.

The purpose of the present regulations (the “**Regulations**”) is (i) to regulate the governance of WADA, and (ii) to define the organization, powers, and responsibility of WADA bodies.

These Regulations aim to supplement the WADA Statutes, which have precedence over these Regulations in case of inconsistencies.

### 2.0 Governance of the Foundation Board

#### 2.1 Composition and appointment of the Foundation Board members

The composition of the Foundation Board and the appointment of its members are set out in the WADA Statutes.

#### 2.2 Eligibility and Election of the President and Vice-President of the Foundation Board

##### 2.2.1 Independence of the President and Vice-President

To be eligible to stand for the position of President or Vice-President, candidates must meet the Operational, Organizational and Personal Independence Criteria set out in the Regulations on Independence (as amended from time to time) in accordance with the provisions of the Regulations on the election of the President and Vice-President of the Foundation Board. The Organizational Independence criteria shall be met six months before the date of entry into office. In any case, these requirements remain applicable for the entire duration of their terms in office. An annual Statement of Independence for the President and the Vice-President must be published on WADA’s website, in accordance with applicable statutory provisions on privacy.

##### 2.2.2 Rules for the Election of the President and Vice-President

The rules regarding the election of the President and of the Vice-President are set out in the WADA Statutes and in the Regulations on the election of the President and Vice-President of the Foundation Board.

#### 2.3 Independence, Code of Ethics, Conflict of Interest, Confidentiality, Media and Term of Office

##### 2.3.1 Independence

The members of the Foundation Board must meet the requirements of Operational independence as set out in the Regulations on Independence. These requirements on independence must be satisfied at the time they take office and remain applicable for the entire term of their office. The members of the Foundation Board shall immediately inform the Foundation Board through the Director General of any circumstances which might prevent them to meet the requirements of independence.

### 2.3.2 Code of Ethics, Conflict of interest, Confidentiality and Media

All members of the Foundation Board are required to sign a document upon their appointment and again annually, pursuant to which they undertake (i) to comply with the Code of Ethics adopted by the Foundation Board (as amended from time to time); (ii) to comply with the Conflict of Interest Policy issued by the Foundation Board (as amended from time to time) and any other provisions applicable by law regarding conflict of interest; (iii) to keep all matters related to WADA confidential; and (iv) to comply with the WADA Media Relations Policy issued by the Executive Committee (as amended from time to time).

Each member of the Foundation Board is entitled to share information on matters related to WADA within the body that proposed them to the Foundation Board to the extent needed for the fulfilment of their duties. In any event, the member of the Foundation Board remains responsible for the observance of the confidentiality on matters related to WADA.

### 2.3.3 Term of Office

The term of office is set out in the WADA Statutes.

## 2.4 Foundation Board Meetings

The Foundation Board meetings shall be conducted by the President/Vice-President in a way to allow for a culture of productive discussion. The Foundation Board may adopt rules regarding the conduct of the meetings, the role of the President/Vice-President and other members of WADA bodies during the meetings and other practical matters related to the meetings.

Meetings of the Foundation Board are held in public under the limitations set by the Policy on Participation and Observer Attendance to Executive Committee and Foundation Board Meetings issued by the Executive Committee (as amended from time to time). The President (at their discretion) may at any time ask all attendees who are not members (or deputies or interpreters) to leave the meeting (including advisors to the members of the Foundation Board) to hold a closed session among members (and deputies and interpreters) of the Foundation Board only.

Meetings of the Foundation Board must be recorded in minutes, published on WADA's website. The minutes must be approved by the members before publication. In addition, a summary of the decisions taken shall be made available to the members within three weeks after the meeting.

## 3.0 Delegation of Management to the Executive Committee

### 3.1 General delegation to the Executive Committee

The Foundation Board delegates to the Executive Committee all decisions which are not reserved by the law or by the WADA Statutes to the Foundation Board. The Executive Committee is responsible for the actual management and running of the Foundation, the performance of all its activities and the administration of its assets.

In addition to the duties set out in the Statutes and without limitation, the following are duties of the Executive Committee:

- Supervising the Director General, especially with regard to compliance with the applicable law and the WADA Statutes, regulations and policies;

- Creation and removal of standing or ad hoc committees;
- Appointment and removal of the Chairs and members of standing or ad hoc committees.

Subject to the specific rules and regulations set out herein, the Executive Committee organizes itself.

To the extent not otherwise set out in mandatory statutory provisions, the WADA Statutes, or the present Regulations, the Executive Committee delegates the management of the Foundation to the Director General.

### **3.2 Reporting and Information**

The President shall report on the activities of the Executive Committee during each meeting of the Foundation Board, as well as between meetings, should such reports be necessary or deemed desirable. The President may delegate such responsibility to the Director General.

Every member of the Foundation Board may, at any time, request information from the President regarding the activities of the Executive Committee. Such requests must be made in writing or by email and directed to the President, who will ensure that (i) the request will be tabled on the agenda of the next Foundation Board meeting and (ii) the information will be collected and provided at the next meeting by the Executive Committee or by the persons in charge of the matter in the management of WADA. In case a request for information is denied or left unanswered, the Foundation Board shall decide on the matter during its next meeting.

A matter delegated to the Executive Committee shall be added to the agenda of the next meeting of the Foundation Board if requested by at least eleven members of the Foundation Board.

The Executive Committee and the Permanent Special Committees may request that an item for a matter within their respective competences be tabled on the agenda of the next meeting of the Foundation Board.

At each meeting of the Foundation Board, the Executive Committee shall submit a brief written report to the Foundation Board regarding its activities since the last meeting, this report shall be prepared by the Chair of the Executive Committee.

## **4.0 Appointment and Composition of the Executive Committee**

### **4.1 Appointment to the Executive Committee and Removal from Office**

With the exception of the President and the Vice-President, the appointment to, and the removal from, the Executive Committee is decided by the Foundation Board pursuant to the WADA Statutes.

### **4.2 Composition of the Executive Committee**

According to the WADA Statutes, the Executive Committee consists of 16 persons. Except for the President and the Vice-President, the members of the Executive Committee may not also be members of the Foundation Board. The following principles shall apply to the appointment of the Executive Committee members:

- The President and the Vice-President of the Foundation Board shall automatically hold the position of Chair and Vice-Chair of the Executive Committee (in accordance with the WADA Statutes);



- The Chair of the WADA Athlete Council shall automatically be deemed to be nominated as a member of the Executive Committee;
- 10 Members (the “**Ordinary Members**”) shall be appointed as follows:
  - 5 Members are nominated by the Olympic Movement;
  - 5 Members are nominated by the Public Authorities;
- 3 independent members (the “**Independent Members**”), recruited and proposed in accordance with the process described under 4.3 below, shall be appointed by the Foundation Board.

#### 4.3 Selection Process of the Independent Members

The Nominations Committee shall periodically conduct a skills mapping exercise to identify any possible missing skills on the Executive Committee. The results of such exercise shall be communicated in writing to the Foundation Board.

Based on such results, for the appointment of two of the three independent members, the Olympic Movement and the Public Authorities shall each submit to the Nominations Committee at least two candidates that have the skills and competence identified by the Nominations Committee to sit on the Executive Committee as Independent Members.

The Public Authorities are responsible for coordinating the process by which Public Authorities submit their candidates.

The International Olympic Committee (IOC) is responsible for coordinating the process by which the Olympic Movement submits its candidates.

For the third Independent Member, the Public Authorities and the Olympic Movement shall jointly submit to the Nominations Committee at least two candidates.

For any of the three Independent Members, National Anti-Doping Organizations (NADOs) and the WADA Athlete Council can make suggestions to the Public Authorities and to the Olympic Movement regarding possible candidates.

All candidates will be submitted to vetting by the Nominations Committee. The Nominations Committee will recommend (i) one candidate proposed by the Public Authorities, (ii) one candidate proposed by the Olympic Movement and (iii) the third candidate (chosen among the candidates submitted by the Public Authorities and to the Olympic Movement) to the Foundation Board for its approval. The final decision on the appointment of the Independent Members of the Executive Committee shall belong to the Foundation Board, which shall not be bound by the recommendations made by the Nominations Committee; however, if the Foundation Board decides not to follow the recommendations made by the Nominations Committee, it must provide the brief reasons for its position.

Once appointed, the Independent Members shall not be eligible to chair any Standing Committee established by WADA; in the event that a Chair of a Standing Committee is appointed as Independent Member, they shall immediately step down from the position of Chair of such Standing Committee.

#### 4.4 **Independence Requirements for Executive Committee Members**

All Executive Committee members shall meet the Operational Independence criteria as set out in the Regulations on Independence at the time they take office and for the entire term of their office.

The Independent Members and the Chair of the WADA Athlete Council shall also meet the Personal Independence Criteria as set out in the Regulations on Independence at the time of their application and for the entire term of their office.

In addition, the Independent Members shall meet the Organizational Independence criteria six months before holding office and for the entire duration of their term of office, as set out in the Regulations on Independence.

The members of the Executive Committee shall immediately inform the Foundation Board through the Director General of any circumstances that may arise which might prevent them from meeting the applicable requirements of independence.

#### 4.5 **Term of Office**

The terms of office of the members of the Executive Committee are set out in the WADA Statutes.

#### 4.6 **Indemnity**

Given that their positions on the Executive Committee are positions which require significant skills and independence, demand a strong commitment and generate a significant volume of professional work, the President, the Vice-President and the Independent Members are entitled to receive an annual indemnity, which amount shall be reviewed regularly and decided by the Foundation Board, based upon the recommendations of the Remuneration and Indemnity Committee. If the Vice-President were to assume responsibilities of the President, resulting in a similar volume of work, including in case of extended incapacity or death of the President, then the Foundation Board may decide to increase the indemnity of the Vice-President for their duties, however in an amount not exceeding the indemnity paid to the President. In such a case, the aggregate indemnity paid to the President and to the Vice-President for the year shall not exceed the actual indemnity decided by the Foundation Board in the budget for such year.

Save as set out above, there shall be no indemnity for the members of the Foundation Board. They shall however be reimbursed for their expenses through the payment of a daily indemnity for the meetings which they attend, in accordance with the conditions fixed by the Foundation Board. The President and Vice President shall also be entitled to a daily indemnity for activities that are performed on top of their normal duties of the Foundation Board and Executive Committee that result from the WADA Statutes and Governance Regulations.

Save as set out above, the members of the Executive Committee shall be entitled to a daily indemnity and the reimbursement of their expenses for the meetings to which they attend, in accordance with the conditions fixed by the Foundation Board.

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## II. Regulations on the Election of the President and Vice-President of the Foundation Board

### 1.0 Preamble

In accordance with the WADA Statutes, the Foundation Board elects a President and a Vice-President for an initial term of six years. The President and Vice-President can stand for re-election for a further term of three years. Any President or Vice-President cannot sit for more than nine years in each position. An election will take place at the end of each term in accordance with the process set out in the WADA Statutes.

The purpose of these Regulations is to define the provisions applicable to the election of the President and Vice-President of the Foundation Board, in conformity with the WADA Statutes and the relevant provisions of Swiss law.

### 2.0 Declaration of Candidacy

#### 2.1 Applications

Candidates for the position of President or Vice-President shall apply in writing by sending an application form with a resume (the “**Application Form**”), a nomination form signed by two members of the Foundation Board, one from the 20 Olympic Movement seats and one from the 20 Public Authorities seats (the “**Nomination Form**”) and a declaration of independence, with a list of current relevant activities and positions (the “**Declaration of Independence**”, and together with the Application Form and the Nomination Form, collectively, the “**Forms**”).

#### 2.2 Submission of Applications

The Forms shall be addressed to the attention of the Director General and shall be sent by email and be received at WADA’s Headquarters in Montreal no later than four months before the election date. The election shall be held at least six months before the end of the incumbent President’s and/or Vice-President’s terms, unless otherwise decided by the Foundation Board. The election year shall be the year immediately preceding the entry into office of the elected President and/or Vice-President, unless otherwise decided by the Foundation Board. Any Form received after the applicable deadline or any Form which does not comply with the requirements of Section 2.1 will automatically result in the relevant application not being admissible.

#### 2.3 Beginning of Office

Unless otherwise decided by the Foundation Board, the offices of the President and/or Vice-President shall begin on 1 January of the year following the election year. The elected President and Vice-President shall have to meet the requirements of the Operational and Personal Independence criteria and of the Organizational Independence criteria six months before holding office, as set out in the Regulations on Independence (as amended from time to time), unless the Foundation Board decides otherwise due to exceptional circumstances.

#### 2.4 Second Term of incumbent President and Vice-President

The incumbent President and/or Vice-President sitting in their initial term of six years can stand for re-election for a further term of three years immediately after their initial term.

The process described under Sections 2.1 and 2.2 shall apply to them as well as to any other candidates. If another candidate is elected, the initial term of six years applies.

### **3.0 Eligibility**

#### **3.1 Criteria**

The positions of President and Vice-President of the Foundation Board require skill, independence and a strong commitment. Candidates will be required to meet these requirements, as well as the Operational and Personal Independence criteria and the Organizational Independence criteria six months before holding office.

#### **3.2 Reviewing of Candidates**

The Nominations Committee shall be consulted in the preparation of the application process for the positions of WADA President and Vice-President of the Foundation Board and can identify candidates.

3.2.1 The Nominations Committee will be responsible for reviewing and vetting the candidates.

The Nominations Committee shall verify that the Forms, duly completed and signed, are included in the candidates' dossiers and that the candidates meet the eligibility criteria for their position. The Nominations Committee shall prepare a file for each candidate. To that effect, the Nominations Committee shall gather all useful information and data on the candidate, including their career, reputation, financial information and experience, in accordance with the privacy policy communicated as part of the candidate application materials (as amended from time to time). The Nominations Committee may also ask the candidate to provide references from personalities from whom it may obtain information, and source of information and advice from other personalities and organizations; the Nominations Committee may also invite the candidate for an interview.

When the President and/or the Vice-President are standing for a further term of three years, they will be subject to the review and vetting process of the Nominations Committee described in this Section.

3.2.2 The Nominations Committee shall submit the results of its review and vetting of the candidates, together with their relevant dossiers, to the Foundation Board not later than two months prior to the election.

### **4.0 Candidates: Rules of Conduct**

#### **4.1 General Principles**

Candidates shall respect fundamental ethical principles and those outlined in the WADA Code of Ethics, which include:

- a) Respect of the principle of universality and political neutrality of WADA;
- b) Harmonious relations with all WADA stakeholders;
- c) Respect for international conventions on protecting human rights which ensure in particular:

- Respect for human dignity;
  - Rejection of discrimination of any kind on whatever grounds, be it for race, color, gender, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status;
  - Rejection of all forms of harassment and abuse, be it physical, professional or sexual, and any physical or mental injuries.
- 4.1.1 The WADA Independent Ethics Board will nominate among its independent members an Election Scrutineer, who will investigate any complaint related to the rules of conduct for candidates and oversee the election process.
- 4.1.2 The promotion of a candidature shall be conducted with dignity and moderation:
- a) The candidates shall limit the number of trips that they make with a view to promoting their candidature in order to avoid excessive expenditure, which may constitute a factor of inequality amongst the candidates;
  - b) No assistance, whether financial, material or in kind, be it direct or indirect, may be given to candidates by a Public Authority or Signatory to the World Anti-Doping Code (Code). If offered such assistance, the candidate concerned has the duty to refuse it and to immediately disclose the offer to the Election Scrutineer;
  - c) No candidate may promise or give an undertaking to perform, whatever the timing of such performance, for the direct or indirect benefit of a WADA stakeholder;
  - d) Candidates must not accept instructions from any WADA stakeholders;
  - e) Candidates must not enter into any form of undertaking likely to affect, or appear to affect, the freedom of decision or action or the future WADA President or Vice-President;
  - f) Concealed promotion in the form of participating in meetings or other events is prohibited;
  - g) Incumbent President or Vice-President standing as candidates shall not abuse their positions to promote their candidatures.

The Foundation Board may adopt rules of conduct that further regulate the rights and requirements that apply to candidates.

#### 4.2 **Relation with the Media**

Candidates shall exercise self-restraint with the media, including social media, when promoting their candidature. They shall comply with the WADA Media Relations Policy (as amended from time to time).

#### 4.3 **Relations with other Candidates**

- 4.3.1 All communications undertaken by the candidate shall respect the other candidates and shall in no way be prejudicial to any other candidate.
- 4.3.2 Each candidate shall, in the framework of promoting their candidature, respect the other

candidates and WADA.

- 4.3.3 A candidate may produce no spoken word, written text or representation of any nature likely to harm the image of another candidate or WADA.

#### **4.4 Breach of the Rules of Conduct**

- 4.4.1 Any person within WADA, any candidate, any Public Authority and any Code Signatory may bring a breach of these Rules of Conduct to the attention of the Election Scrutineer. Upon receipt of any such complaint, the Election Scrutineer shall have the responsibility to undertake an inquiry into the complaint. The Election Scrutineer may ask the support of the Ethics Officer to that effect.
- 4.4.2 The Election Scrutineer shall invite the person concerned to exercise their right to be heard through the filing of written submissions, which must be submitted within the deadline set by the Election Scrutineer.
- 4.4.3 If, after concluding its inquiry and considering the concerned person's written submissions, the Election Scrutineer considers that a breach of these Rules of Conduct has been committed, the Election Scrutineer shall refer the matter to the Independent Ethics Board. The Independent Ethics Board takes action(s) as it sees fit. This may include removing such candidate from the election process.

### **5.0 Procedural Rules**

#### **5.1 Voting Process**

- 5.1.1 The voting process in person or by other means will be chaired by the Director General. The Election Scrutineer shall oversee the proceedings and ensure that they are conducted in accordance with the Procedural Rules. The members of the Foundation Board may be represented by their deputy in case of absence, in accordance with the WADA Statutes and the Regulations of the Foundation Board; voting by proxy granted to anyone but the designated deputy is not allowed.
- 5.1.2 The votes will be organized in accordance with the WADA Statutes and will be held by secret ballot. The voting may be held electronically.  
  
In accordance with the Statutes, to be elected a candidate requires the votes of a two-thirds majority of the votes (including blank votes) cast by the members present at the time of the vote. Each member has one vote. Abstention and spoiled votes are not taken into consideration in the calculation of the majority.
- 5.1.3 All persons in attendance during the meeting shall refrain from any form of external communication during the entire voting process. Only those persons authorized by the Director General will have the right to be present in the room or the virtual meeting during the voting process itself.
- 5.1.4 The sitting President and Vice-President are not eligible to vote in the vote for the renewal of their mandate or the election of their successors. Furthermore, the sitting President is not eligible to vote in the election for the position of the Vice-President, and the Vice-President is not eligible to vote in the election for the position of the President. The President and the Vice-President are not counted in calculating the two-thirds majority.

If no candidate for either of the positions of President or Vice-President obtains a two-thirds majority of the votes cast, successive rounds of voting will be organized. At the conclusion of each round of voting, the candidate with the least number of votes will be eliminated. In the case of a tie among two or more candidates, a vote between those candidates will be organized and the candidate having the least number of votes will be eliminated.

- 5.1.5 Each candidate will be allotted an order number by drawing of lots. These numbers remain unchanged throughout the whole election.
- 5.1.6 Once validated by the Election Scrutineer, the results of each round of voting will be communicated in writing by the Election Scrutineer to the Director General, who will be responsible for announcing them to the Foundation Board as follows:
  - a) If a candidate obtains a two thirds majority, the election is over and the candidate is elected.
  - b) At the end of each round, if no candidate is elected, the Director General will not communicate the number of votes received per candidate and will announce only the name of the candidate(s) who will not participate in the following round.
  - c) As soon as a candidate is elected, the Director General will inform the Foundation Board that the voting is over and proclaim the new President, and/or the new Vice-President, elected.

The full results of all rounds of voting may be published and communicated by the Director General as soon as the result of the election is proclaimed.

- 5.1.7 If the last candidate, or the only candidate, does not obtain a two-thirds majority in the last voting round, the Foundation Board may decide to have an additional round of voting on such candidate; if the candidate still does not obtain a two-thirds majority, then the provisions of the WADA Statutes shall apply.
- 5.1.8 Any matter of procedure concerning the votes which is not covered by the WADA Statutes or the present Procedural Rules will be decided by the Director General, whose decisions will be final and binding and which cannot be challenged or appealed.
- 5.1.9 The Director General is responsible for executing the legal and administrative formalities required following the election of the new President and/or Vice-President.

## 6.0 Privacy Policy

As part of the election process, WADA will process, collect, store, record and use personal data of each candidate and will process the various categories of personal data in accordance with the privacy policy communicated as part of the candidate application materials (as amended from time to time).

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### III. Regulations of the Executive Committee

#### 1.0 Preamble

These regulations are based on the WADA Statutes and on the Regulations of the Foundation Board (the “**Regulations of the Foundation Board**”).

The purpose of the present regulations (the “**Regulations of the Executive Committee**”) is to regulate the governance of the Executive Committee and to set out the manner in which the Executive Committee carries out its duties and competences.

#### 2.0 Composition and Appointment

The composition of the Executive Committee and the appointment of its members (as well as deputies) are set out in the WADA Statutes and in the Regulations of the Foundation Board.

#### 3.0 Meetings of the Executive Committee

##### 3.1 Meetings

The Executive Committee shall meet when convened by the Chair of the Executive Committee, or by the Vice-Chair if the Chair is prevented from doing so. The Executive Committee may hold meetings in person, by teleconference, by videoconference or by such other electronic means that permit all persons participating in the meeting to properly communicate with each other. There shall be at least three meetings in person or hybrid (partly in person and partly by teleconference, by videoconference or by such other electronic means that permit all persons participating in the meeting to properly communicate with each other) of the Executive Committee each year. Additional ad-hoc meetings can be organized to address specific issues.

Upon written request of at least four members of the Executive Committee, indicating the reasons for calling the meeting, the Chair of the Executive Committee shall convene a meeting of the Executive Committee. The Director General shall attend all meetings of the Executive Committee, without voting rights. The Director General may be assisted or represented by members of WADA Management.

##### 3.2 Notice of meetings

Notice of a meeting of the Executive Committee shall be made by letter or email, at least 20 calendar days in advance; in case of emergency (as decided by the Chair of the Executive Committee) or with the consent of all members of the Executive Committee, the deadline may be shorter and/or the notice of meeting may be made by other convenient means of communication. The notice shall indicate the date, time and place of the meeting (if applicable), as well as the agenda, and shall comprise the documents and information necessary for the members of the Executive Committee to prepare adequately for the meeting.

##### 3.3 Chair

Pursuant to the WADA Statutes, the President and Vice-President of the Foundation Board are the Chair and Vice-Chair of the Executive Committee. In the absence of the Chair (or in case they abstain from participating in the discussion on a specific item on the agenda), the meeting shall be chaired by the Vice-Chair, or, in their absence, by a member of the Executive Committee or the Director General as designated by the Executive Committee.



### 3.4 Deliberations

In principle, meetings of the Executive Committee are held in camera and only members of the Executive Committee, their deputies and the Director General shall attend the meetings.

However, the Chair of the Executive Committee may invite other persons to attend the meeting (in whole or in part) and the Director General may request that members of the Management be allowed to attend. Further rules regarding participation and attendance to the meetings of the Executive Committee are set in the Policy on Participation and Observer Attendance to Executive Committee and Foundation Board Meetings issued by the Executive Committee (as amended from time to time).

The Chair may at any time ask all attendees (except for the members or their deputies or interpreters) to leave the meeting to hold a closed session among members of the Executive Committee (and their deputies and interpreters) only.

### 3.5 Quorum

There is no quorum for the meetings of the Executive Committee.

### 3.6 Majorities Required

Decisions of the Executive Committee are taken by the majorities set out in the WADA Statutes.

### 3.7 Minutes

Meetings of the Executive Committee must be recorded in minutes, which are published on WADA's website, except if decided otherwise by the Chair, who may decide to publish only part of the minutes or to refuse publication if they consider it necessary or appropriate in the interest of WADA. The minutes must be approved by the members before publication. In addition, a summary of the decisions taken shall be made available within three weeks after the meeting to the members of the Executive Committee and the Foundation Board.

## 4.0 Information

The Executive Committee shall be regularly informed about the activities of WADA, and about any relevant developments through regular dialogue with the Director General and WADA Management.

Every member of the Executive Committee may, on the occasion of any meeting, request information regarding any activities of WADA, subject to limitations pursuant to requirements of confidentiality, for instance in matters of employment, litigation and medical research. The Executive Committee may request information, updates and reports from the Director General regarding the activities of WADA at any time.

Between meetings of the Executive Committee, every member of the Executive Committee may, to the extent needed for the fulfilment of their duties, request information or access to documents and records, subject to limitations pursuant to requirements of confidentiality. Such requests must be made in writing or by email and directed to the Chair of the Executive Committee. In case the request is denied or left unanswered by the Chair, the Executive Committee shall decide on the matter in its next meeting.

## 5.0 Expert Advisory Groups and Working Groups

The Executive Committee may establish and dissolve expert advisory groups or working groups to report to a particular standing or ad hoc committee and to support the functions of that standing or ad hoc

committee by providing expert guidance or advice. In the appointment of members for these groups, the regional and gender representation will be as balanced as possible, taking into account the need for relevant expertise and experience.

## **6.0 Financing of the Executive Committee**

The Foundation Board shall allocate to the Executive Committee the necessary financial resources to permit the Executive Committee to fulfill its functions.

## **7.0 Code of Ethics, Conflict of Interest, Confidentiality and Media**

All members of the Executive Committee shall sign a document upon appointment and again annually pursuant to which they undertake (i) to comply with the Code of Ethics adopted by the Foundation Board (as amended from time to time); (ii) to comply with the Conflict of Interest Policy issued by the Foundation Board (as amended from time to time) and any other provisions applicable by law in this matter; (iii) to keep all matters related to WADA confidential; and (iv) to comply with WADA's Media Relations Policy issued by the Executive Committee (as amended from time to time).

Except as set out in section 3.7 regarding the publication of minutes, all meetings and the work of the Executive Committee are confidential. No documents, information, and deliberations made at an Executive Committee meeting or otherwise exchanged or agreed in connection with the work of the Executive Committee shall be disclosed to any third party, except for WADA, unless:

- the Chair of the Executive Committee authorizes such disclosure;
- the Executive Committee agrees that such disclosure is necessary or desirable to advance its work;
- the matter is in the public domain; or
- disclosure is required under applicable regulations, or by law or by any competent authority.

The documents and information related to the Executive Committee meeting may be exchanged within the body that nominated the member to the Executive Committee, to the extent needed for the fulfilment of their duties on a strictly need-to-know basis and provided in any event that such member remains responsible for the observance of the confidentiality on matters related to WADA, such that there is no public dissemination of the documents and information.

## **8.0 Delegation to the Director General**

The Executive Committee delegates the day-to-day management to a Director General. The delegation and mission of the Director General will be provided in one or more set(s) of rules which the Executive Committee will promulgate to this end, in compliance with the WADA Statutes and the Regulations of the Foundation Board.

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## IV. Regulations of the Permanent Special Committees

Pursuant to the WADA Statutes, the Foundation Board has established the following permanent special committees:

- The Nominations Committee
- The Compliance Review Committee
- The WADA Athlete Council
- The Independent Ethics Board
- The Risk and Audit Committee

### A. The Nominations Committee

#### 1.0 Purpose and Tasks

##### 1.1 Purpose

The Nominations Committee is independent and non-political. Its main purpose is to support the Executive Committee and the Foundation Board in ensuring the right persons in terms of skills and independence serve in senior governance roles within WADA.

##### 1.2 Tasks

The Nominations Committee is given the following tasks:

- a) identifying and vetting the candidates for the election of WADA President and Vice-President<sup>1</sup>;
- b) conducting an analysis of required skills, diversity mapping and gaps for the Independent Members of the Executive Committee;
- c) identifying and vetting the candidates to be appointed as Independent Members of the Executive Committee and making recommendations (including explanations) to the Foundation Board;
- d) vetting the persons to serve as chairs of Standing Committees and making recommendations (including explanations) to the Executive Committee;
- e) identifying and vetting the candidates to be appointed as chair and independent members of the Compliance Review Committee and making recommendations (including explanations) to the Executive Committee;
- f) vetting the candidates who are nominated by the Olympic Movement, the Public Authorities and the WADA Athlete Council to sit on the Compliance Review Committee;

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<sup>1</sup> This does not apply to the 2019 President and Vice President elections (for the term 2020-2022), or to the re-election of the President or Vice President appointed in 2019 if re-elected in 2022 for a further three-year term (2023-2025).

- g) identifying and vetting the candidates to be appointed as independent members and chair of the Independent Ethics Board and making recommendations (including explanations) to the President of the Foundation Board;
  - h) vetting the candidates who are nominated by the Olympic Movement and Public Authorities to sit on the Independent Ethics Board;
  - i) identifying and vetting the candidates to be appointed as chair and Independent Members of the Nominations Committee and making recommendations (including explanations) to the Executive Committee;
  - j) vetting the candidates who are nominated by the Olympic Movement and Public Authorities to sit on the Nominations Committee;
  - k) appointing one of its members to sit on the appointment panel of WADA Athlete Council for the assessment of the (group 3) candidates to WADA Athlete Council;
  - l) identifying and vetting the candidates to be appointed as independent experts of the Risk and Audit Committee and making recommendations (including explanations) to the Executive Committee;
  - m) identifying and vetting the candidates for the position of WADA Director General and making recommendations (including explanations) to the appointment panel of the Executive Committee for the selection of the WADA Director General in accordance with the Regulations on the Director General; and
  - n) conducting any other task mandated by the Executive Committee.
- 1.2.1 The Nominations Committee shall be consulted in the preparation of the application process for the positions of WADA President, WADA Vice-President, and Independent Members of the Executive Committee.
- 1.2.2 All recommendations (including explanations) made by the Nominations Committee shall be in writing and can be supplemented orally if required.

“Identifying” a candidate shall include finding potential candidates and/or enlarging the pool of existing candidates. Identification of candidates must be exercised such as to avoid any conflict of interest with other tasks entrusted to the Nominations Committee such as the vetting of the candidates.

“Vetting” a candidate shall imply background checking, verifying the application and documents available, assessment of the skills against the requirements for the position and assessment of the diversity criteria for the appointment (such as in particular gender and regional diversity).

“Making recommendations (including explanations)” shall imply the description of the outcome of the vetting of the candidates. If there is more than one candidate, it also includes the ranking of the potential candidates. A short explanation shall also be provided.

## 2.0 Composition

The Nominations Committee shall consist of five persons appointed as follows:

- 1 chair (independently recruited);
- 1 member (nominated by the Olympic Movement);
- 1 member (nominated by the Public Authorities);
- 2 members (independently recruited).

The independently recruited chair and members shall have no current allegiance to the Olympic Movement or the Public Authorities and shall meet the Operational, Personal and Organizational Independence Criteria set out in the WADA Regulations on Independence (as they may be amended from time to time).

The members nominated by the Olympic Movement and the Public Authorities shall meet the Operational and Personal Independence criteria set out in the WADA Regulations on Independence.

Members of the Nominations Committee may not sit on any other WADA bodies, with the exception of the WADA Athlete Council appointment panel.

The Chair of the Nominations Committee shall be an experienced personality of impeccable reputation with experience in nomination processes.

### **3.0 Appointment of Members**

Members of the Nominations Committee shall be appointed by the Executive Committee upon the recommendation of the Nominations Committee as follows:

- the Nominations Committee is responsible for identifying and vetting the candidates to be appointed as chair and Independent Members of the Nominations Committee and making recommendations (including explanations) to the Executive Committee;
- the Public Authorities are responsible for coordinating the process by which Public Authorities submit their nominee;
- the International Olympic Committee is responsible for coordinating the process by which the Olympic Movement submits its nominee.

The Nominations Committee may identify or invite suitable applicants, but invitations to apply will also be widely advertised on the WADA website and on other appropriate platforms. The principle of balanced diversity, such as regional, gender and cultural, shall be respected during the appointment process.

The applicants for the Nominations Committee will be assessed and vetted by the Nominations Committee to ensure they satisfy the eligibility and independence requirements and, if they are found to satisfy these requirements, their names will be recommended for appointment by the Executive Committee.

Applicants must submit themselves to the vetting process and provide information that is proportionate to the requirements of the position.

The decision on the appointment of the members of the Nominations Committee shall belong to the Executive Committee, which shall not be bound by the recommendations made by the Nominations Committee.

All members of the Nominations Committee are sitting in their individual capacity and do not represent the constituency that has nominated them (where applicable).

#### **4.0 Term of Office**

With the exception of members of the inaugural Nominations Committee, members of the Nominations Committee are appointed for a term of three years and may be reappointed for two further terms of three years provided that they continue to meet all relevant eligibility criteria. Terms may be staggered to ensure continuity of the Committee's work. In such case, terms may be shorter than three years and the limit on reappointment does not apply, as long as the overall limit of nine years of service in the Nominations Committee is respected and the relevant eligibility criteria continue to be met.

A member may be suspended or removed from office by the Executive Committee with a two-thirds majority of the votes cast by the members present at the time of the vote.

#### **5.0 Meetings**

The Nominations Committee shall meet when convened by the chair, who is responsible for the preparation and organization of the meetings. The chair may delegate all or part of their powers to that effect to the Director General.

The notice of the meeting, to be sent to the members at least 10 days before the meeting, must state the business to be dealt with at the meeting.

The Nominations Committee may hold meetings in person, or by teleconference, or by videoconference, or by such other electronic means that permit all persons participating in the meeting to properly communicate with each other. The participation of the Director General or other WADA staff at the meetings shall be at the discretion of the Nominations Committee.

In case of urgency, a resolution or decision may be submitted by the chair by way of correspondence, including by fax or electronic mail.

#### **6.0 Decisions**

The quorum required to hold a valid Nominations Committee's meeting is four members.

Unanimous decisions shall be sought whenever possible. In the event of divergence of opinion or disagreement concerning recommendations or decisions, the decisions of the Nominations Committee shall be taken by a majority of two-thirds of the votes (including blank votes) cast by the members present at the time of the vote. Each member has one vote. Abstentions and spoiled votes shall not be taken into consideration in the calculation of the required majority. Voting by proxy is not allowed. Voting is held by secret ballot if the chair so decides.

Any matter of procedure concerning the Nominations Committee meetings which is not covered by these Rules is determined by the chair.

Minutes of all meetings and other proceedings are established under the authority of the chair.

If the chair is unable to attend a meeting, they can appoint a replacement chair among the independent members of the Committee.

## **7.0 Code of Ethics and Conflict of Interest**

All members of the Nominations Committee are required to sign a document upon their appointment and again annually, pursuant to which they undertake (i) to comply with the Code of Ethics adopted by the Foundation Board (as amended from time to time) and (ii) to comply with the Conflict of Interest Policy issued by the Foundation Board (as amended from time to time) and any other provisions applicable by law regarding conflicts of interest.

## **8.0 Financing**

The Executive Committee shall allocate to the Nominations Committee the necessary financial resources to permit the Nominations Committee to fulfill its functions.

Compensation may be offered to Committee members based on the time spent to perform the work of the Committee. Such compensation shall be reviewed as required by the Executive Committee.

## **9.0 Exemption from Liability**

No member of the Nominations Committee will be personally liable for any act done or omitted to be done by the Nominations Committee or any member of the Nominations Committee in good faith in pursuance or intended pursuance of the functions, duties, powers and authorities of the Nominations Committee.

## **10.0 Independence**

The members of the Nominations Committee shall carry out their duties independently of WADA and any WADA stakeholders (Olympic Movement and Public Authorities) and must avoid third party influence at all times. Members of the Nominations Committee shall immediately disclose to the chair any attempted third party influence or any circumstances likely to affect their independence. They shall meet the Operational and Personal Independence Criteria set out in the WADA Regulations on Independence (as they may be amended from time to time), and in case of the chair and the Independent Members, the Organizational Independence Criteria.

## **11.0 Communications and Media**

All members shall comply with the WADA Media Relations Policy (as it may be amended from time to time).

## **12.0 Confidentiality**

All Nominations Committee members are required to sign a confidentiality agreement upon appointment and again annually.

All meetings and the work of the Nominations Committee are confidential. No documents, information, discussion and determinations made at a Nominations Committee meeting or otherwise exchanged or agreed in connection with the work of the Nominations Committee shall be disclosed to any third party, except for WADA, unless:

- the chair authorizes such disclosure;
- the Nominations Committee agrees that such disclosure is necessary or desirable to advance its work;
- the matter is in the public domain; or

- disclosure is required under applicable regulations, or by law or by any competent authority.

### **13.0 Privacy Policy**

As part of the election, appointment or nomination processes, the Nominations Committee will collect, store, record and use personal data of each candidate and will process the various categories of personal data in accordance with the privacy policy communicated as part of the candidate application materials (as amended from time to time).

### **14.0 Terms of Reference**

The Executive Committee shall adopt Terms of Reference to further detail the operations of the Nominations Committee.



## **B. The Compliance Review Committee (CRC)**

### **1.0 Purpose and Responsibilities**

#### **1.1 Purpose**

The Compliance Review Committee (CRC) is independent and non-political. Its purpose is to oversee WADA's efforts to monitor ongoing compliance by Signatories with the World Anti-Doping Code (the Code) and International Standards.

#### **1.2 Responsibilities**

Within that framework, the Committee's responsibilities include (without limitation):

- a) Reviewing cases of Signatory Non-Conformity/ties referred to it by the WADA internal Compliance Taskforce (the 'Compliance Taskforce') and making recommendations of non-compliance and related consequences and conditions of reinstatement, when warranted, to the WADA Executive Committee, in accordance with the relevant provisions of the International Standard for Code Compliance by Signatories (ISCCS);
- b) Providing expert guidance to the Compliance Taskforce on the development of WADA's compliance monitoring program;
- c) Assisting the Compliance Taskforce in prioritizing its compliance monitoring through the Prioritization Policy;
- d) Overseeing WADA decisions as to which Signatories shall undergo a Compliance Audit.

The mission of the CRC is further detailed in the Compliance Review Committee Terms of Reference adopted by the Executive Committee.

### **2.0 Composition**

The Committee is composed of six members (including the chair and the vice-chair).

The Committee shall consist of:

- One independent chair;
- Two independent Members;
- One member nominated by the Olympic Movement;
- One member nominated by the Public Authorities;
- One athlete nominated by WADA Athlete Council. Such member, who shall not sit on WADA Athlete Council, must fulfil the WADA Athlete Council eligibility criteria as provided for in the Regulations of the WADA Athlete Council.

The members of the CRC sit on the Committee in their individual capacity and do not represent the constituency which has nominated them.

The members shall not sit on any other WADA bodies.

The members shall elect one of them as vice-chair of the CRC.

### 3.0 Appointment of Members

Members of the CRC shall be appointed by the Executive Committee upon the recommendation of the Nominations Committee as follows:

- the Nominations Committee is responsible for identifying and vetting the candidates to be appointed as chair and Independent Members of the Compliance Review Committee and recommendations (including explanations) to the Executive Committee;
- the Public Authorities are responsible for coordinating the process by which Public Authorities submit their nominee;
- the International Olympic Committee is responsible for coordinating the process by which the Olympic Movement submits its nominee;
- the WADA Athlete Council is responsible for coordinating the process by which it submits its nominee.

In the appointment of members, the regional and gender representation will be as balanced as possible, taking into account the need for relevant expertise and experience.

### 4.0 Skill Requirements

The Members of the Committee should have skills and experience commensurate with the purpose, goals and objectives of the Committee.

These skills include:

- Relevant background and experience in sport (i.e., sport organizations, anti-doping, sports law, etc.);
- Relevant expertise in compliance and regulatory matters (at least two members should have substantial experience and expertise in compliance monitoring, quality assessment, ISO expertise, regulatory experience, governance, etc.).

### 5.0 Term of Office

Each member, including the chair, shall be appointed for a period of three years. Members may be reappointed for a maximum of two further consecutive terms of three years provided that they continue to meet all relevant eligibility criteria. They cannot serve for more than nine years in aggregate. Terms may be staggered to ensure continuity of the Committee's work. In such case, terms may be shorter than three years and the limit on reappointment does not apply, as long as the overall limit of nine years of service in the same Committee is respected and the relevant eligibility criteria continue to be met.

The President may present to the Executive Committee a proposal to extend the appointment of the chair up to a maximum of a further three years if necessary, for example to ensure an efficient conduct of pending high profile proceedings.

### 6.0 Meeting – Quorum

The Committee will meet in-person or in a hybrid form (partly in-person and partly by teleconference), or via videoconference or any such other electronic means that permit all participants to properly communicate with each other generally four times per year, but more often if necessary. The meetings are convened by the chair.

At least four members must attend a meeting in order for the Committee to take valid decisions.

The Committee will seek to achieve consensus decisions. The chair shall conduct the meetings in the best appropriate manner to ensure efficient and timely decisions. Where it appears that there may be a divergence of opinion, the chair may decide to submit the matter to the vote of the members (by show of hands). The CRC takes its decisions by an absolute majority of the votes cast by the members present at the time of the vote; in the event of a tie, the chair (or vice-chair in the absence of the chair) has the casting vote.

The decisions of the CRC can also be taken by correspondence (including voting by email), in accordance with the majorities described in these WADA Governance Regulations, without a meeting of the Committee having to be held; the decisions must be recorded.

## **7.0 Independence**

The chair and the independent members of the CRC shall meet the Operational, Personal, and Organizational Independence criteria as set out in the Regulations on Independence.

The members nominated by the Public Authorities, the Olympic Movement and by the WADA Athlete Council shall meet the Operational and Personal Independence criteria as set out in the Regulations on Independence.

## **8.0 Code of Ethics and Conflict of Interest**

All members of the CRC are required to sign a document upon their appointment and again annually, pursuant to which they undertake (i) to comply with the Code of Ethics adopted by the Foundation Board (as amended from time to time) and (ii) to comply with the Conflict of Interest Policy issued by the Foundation Board (as amended from time to time) and any other provisions applicable by law regarding conflicts of interest.

In case of a conflict of interest in relation to a specific case or issue, Committee members shall disclose it immediately and thereafter shall not take part in any discussions and/or deliberations related to that case or issue.

In addition, should the chair have a conflict of interest in relation to a specific case or issue, the chair shall be replaced by the vice-chair in relation to all discussions, deliberations and any other activity related to that case or issue. If the vice-chair is unable to attend or is also in a position of conflict, the members who are not conflicted shall appoint one of them to replace the chair for the case or issue in question.

## **9.0 Financing**

WADA shall provide the necessary administration and financial resources for the Committee to conduct its activities.

Compensation may be offered to Committee members based on the time spent to perform the work of the Committee. Such compensation shall be reviewed as required by the Executive Committee.

## **10.0 Assistance and Support**

The chair, in consultation with and upon approval of WADA Management, may seek assistance from other outside experts from time to time where needed.

In addition, at the invitation of the chair (or the vice-chair, where applicable), members of the Compliance Taskforce and/or other WADA staff may attend Committee meetings to contribute to the discussion

and/or to provide secretarial support. The chair (or the vice-chair, where applicable) shall manage such attendance so as to ensure that it does not undermine in any way the Committee's free and independent consideration of the matter at hand.

Nominated (non-voting) observers may also be invited by the chair (or the vice-chair, where applicable) to attend meetings on an ad hoc or a regular basis.

## **11.0 Terms of Reference**

The Executive Committee shall adopt Terms of Reference to further detail the operations of the Compliance Review Committee.

## C. The WADA Athlete Council

### 1.0 Purpose

The role of WADA Athlete Council is to represent, support and promote voices of athletes on anti-doping issues within WADA and the athlete community at large, by engaging, informing and interacting with athletes, athlete representatives, other relevant stakeholders and other WADA bodies through its representation on such bodies. The tasks of the WADA Athlete Council are limited to the scope of anti-doping.

### 2.0 Composition – Selection of Members

WADA Athlete Council shall consist of three groups of athletes:

- a) **Group 1:** shall consist of four athletes from members of the Athletes' Commission of the International Olympic Committee, appointed by such Commission (IOC AC), and one athlete from members of the International Paralympic Committee Athlete Council (IPC AC) as appointed by such IPC AC. These members sit in an "ex-officio" capacity and their mandate on the WADA Athlete council therefore depends on their mandate on the IOC AC or IPC AC;
- b) **Group 2:** shall consist of eight athletes elected by the athletes' commissions of the International Federations and the International Organisations of Sports for the Disabled which manage International Federations, that are Signatories to the World Anti-Doping Code (Code), pursuant to the provisions of the WADA Athlete Council Election Procedure regulations adopted by the Executive Committee.
- c) **Group 3:** shall consist of seven athletes appointed by a special Appointment Panel pursuant to the provisions of the WADA Athlete Council Appointment Procedure regulations adopted by the Executive Committee. In case no athlete from Paralympic sports is elected to Group 2, the WADA Athlete Council Appointment Panel shall appoint an athlete from Paralympic sports within Group 3 in order to ensure that a minimum of two athletes from Paralympic sports sit on the WADA Athlete Council.

### 3.0 Eligibility Criteria

The candidates for the WADA Athlete Council must meet all the following eligibility criteria at some point within the nine years immediately preceding the commencement of their first term of office on such Council:

- a) Be an International- Level Athlete within the meaning of the Code;
- b) Be bound by anti-doping rules that implement the Code.

A member can be re-elected or re-appointed twice for a three-year term provided that such member has met the criteria at a) and b) at some point during the twelve years immediately preceding the commencement of each such subsequent term.

If any Provisional Suspension (within the meaning of the Code) is imposed on or voluntarily assumed by a member serving on the WADA Athlete Council, the member will be provisionally suspended from the WADA Athlete Council for the duration of that Provisional Suspension.

If a member is found by a competent Anti-Doping Organization or hearing body (including at first instance) to have committed an anti-doping rule violation<sup>2</sup>, the member is no longer eligible to sit as a member of the WADA Athlete Council and therefore automatically and immediately loses their position on the WADA Athlete Council.

#### **4.0 Chair of the WADA Athlete Council**

The members of the WADA Athlete Council elect a chair among its members. Any member of the WADA Athlete Council can be elected as chair. The candidate(s) must meet the same eligibility criteria as the members.

The candidate(s) for chair of WADA Athlete Council apply(ies) by sending to the Director General a detailed C.V. or biography.

The Director General shall send the application(s) to each member of WADA Athlete Council, including the incumbent chair. If requested, the Director General shall organize the election process.

The chair is elected by the members of WADA Athlete Council by an absolute majority of the votes (including blank votes) cast by the members present at the time of the vote.

If no candidate obtains an absolute majority of the votes cast, successive rounds of voting will be organized. The candidate having the least number of votes in each round will be eliminated. In the case of a tie among two or more candidates, a vote between those candidates will be organized and the candidate having the least number of votes (in each round) will be eliminated. If, following this subsequent vote, there is still a tie, the name of the candidate to be eliminated will be drawn. If the last candidate, or the only candidate, does not obtain an absolute majority in the last voting round, the chair currently in place will remain in their position until the next WADA Athlete Council meeting when a new election will be held.

#### **5.0 Election and Appointment Procedures**

The election procedure of the WADA Athlete Council Group 2 members is set out in the WADA Athlete Council Election Procedure adopted by the Executive Committee.

The appointment procedure of WADA Athlete Council Group 3 members is set out in the WADA Athlete Council Appointment Procedure adopted by the Executive Committee.

#### **6.0 Term of Office**

Each member, including the chair, shall be appointed for a period of three years. Members may be reappointed for a maximum of two further consecutive terms of three years provided that they continue to meet all relevant eligibility criteria. They cannot serve for more than nine years in aggregate on the WADA Athlete Council (inclusive of an individual's term on the prior WADA Athlete Committee). Terms may be staggered to ensure continuity of the Council's work. In such case, terms may be shorter than three years and the limit on reappointment does not apply, as long as the overall limit of nine years of service in the WADA Athlete Council is respected and the relevant eligibility criteria continue to be met.

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<sup>2</sup> Whether or not a Period of Ineligibility is imposed for that violation but excluding cases of No Fault or Negligence (as these terms are defined in the Code).

## **7.0 Meetings and Decisions**

### **7.1 Meetings and Quorum**

The WADA Athlete Council will meet in-person (or in a hybrid form, partly in-person and partly by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other) up to two times per year. The meetings are convened by the chair.

The chair may convene additional meetings held via teleconference, videoconference, or other electronic means that permit all members to communicate properly with each other.

At least ten members must attend a meeting in order for the WADA Athlete Council to take valid decisions. A quorum of 15 members attending the meeting is required for the election of the chair and the removal of the chair or of a member.

### **7.2 Decisions**

The WADA Athlete Council selects, among its members, the athletes' representatives sitting on the WADA Standing Committees and applicable WADA Expert Advisory and Working Groups as detailed in the relevant provisions.

The decisions of the WADA Athlete Council are adopted by a majority of the votes cast by the members present at the time of the vote.

The removal of the chair shall require a two-thirds majority of the votes cast by the members present at the time of the vote.

The removal of a member shall require a two-thirds majority of the votes cast by the members present at the time of the vote and a majority of the votes cast by the members of each group.

## **8.0 Reporting**

The WADA Athlete Council shall report in writing to the Foundation Board and shall provide regular updates to the Executive Committee and the Director General.

## **9.0 Finance**

WADA shall provide the financial means within WADA's budget to permit WADA Athlete Council to fulfil its role. No later than end of June of each year, the chair shall provide WADA Director General with proposed activities for the coming year, so that a budget is established in consultation with WADA's Management, which budget shall be compatible with the available resources in WADA's overall budget. Specific financial contribution arrangements may be agreed between the chair and WADA Director General, if special circumstances so require.

## **10.0 Privacy Policy**

Candidate personal information will be handled in accordance with the privacy policy communicated as part of the candidate application materials (as amended from time to time).

## **11.0 Terms of Reference**

The Foundation Board shall adopt Terms of Reference to further detail the operations of the WADA Athlete Council.

## **D. The Independent Ethics Board**

The governance rules of the Independent Ethics Board are set out in the WADA Code of Ethics.

## **E. The Risk and Audit Committee (RAC)**

### **1.0 Purpose and Objectives**

#### **1.1 Purpose**

The Risk and Audit Committee (RAC) is independent and non-political. Its main purpose is to monitor and assist the Foundation Board in fulfilling its responsibilities in terms of risk management, financial reporting and compliance with policies and regulations.

#### **1.2 Objectives**

The RAC's goals and objectives are to:

- a) Oversee internal risk management and control systems and formally report to the Foundation Board (and inform the Executive Committee as appropriate) on the types of risk to which WADA is exposed to;
- b) Verify that effective business continuity plans are in place;
- c) Through quarterly (or bi-annual) monitoring of the Profit and Loss (P&L) and Balance Sheet, ensure WADA's year-end financial statements are presented per International Financial Reporting Standards (IFRS) and reflect a fair, balanced and accurate position;
- d) Recommend to the Foundation Board the appointment/removal of the external auditor and supervise them;
- e) Review findings of the external auditor, report to the Foundation Board (and inform the Executive Committee as appropriate) on the recommendations from the audit and actions to be taken, monitor the implementation of the external auditor's reports and recommendations by WADA Management; and
- f) Review compliance with policies, procedures and applicable regulations where relevant, including matters of ethics or financial reporting, without prejudice to the competence of other bodies such as the Independent Ethics Board or the Finance and Administration Committee.

### **2.0 Composition**

The RAC will be composed of three members (including the Chair and the Vice-Chair), as follows:

- One member of the Executive Committee; and
- Two external experts appointed by the Executive Committee.

The members of the RAC cannot also be members of the WADA Finance and Administration Committee.

The RAC will be responsible for appointing their Chair from between the two independent experts.

The second independent expert will automatically be appointed as the Vice-Chair to act as Chair when the Chair is not present or is unable for any reason to act.



### **3.0 Appointment of Members**

For the Executive Committee member seat, the WADA President shall approach all current Executive Committee members to seek interest in joining the RAC. It is generally expected that the Executive Committee member will have good institutional knowledge of WADA, and/or have relevant knowledge and expertise in the work of the RAC. If more than one Executive Committee member expresses interest and fits the preferred profile for the position, the WADA President will request the Executive Committee to take the decision by simple majority of the votes cast by the members present at the time of the vote.

For the independent expert seats, the Nominations Committee shall be responsible for searching for and vetting candidates. WADA stakeholders can identify candidates and submit them to the Nominations Committee. Once one or several candidate(s) have been deemed to fulfil the vetting criteria, they will be presented to the Executive Committee for approval. If approved, they will be appointed by the Executive Committee.

### **4.0 Skills Requirements**

On the whole, the Members of the RAC should have skills and experience commensurate with the purpose, goals and objectives of the RAC, and at least one member should preferably have experience in auditing and risk management.

### **5.0 Term of Office**

Member terms are for three years, and they may be reappointed for a maximum of two further consecutive terms of three years provided that they continue to meet all relevant eligibility criteria. They cannot serve for more than nine years in aggregate for the RAC. A rotation policy shall apply so that one third of the members change every year. Terms may be staggered to ensure continuity of the Committee's work. In such case, terms may be shorter than three years and the limit on reappointment does not apply, as long as the overall limit of nine years of service in the RAC is respected and the relevant eligibility criteria continue to be met.

### **6.0 Meetings, Quorum and Decisions**

The RAC will meet virtually generally in line with the development of the financial statements compiled by WADA's Management, i.e., between two to four times per year. Given the virtual nature of their work, the number of meetings convened may be increased, if there is a justified need for an extraordinary meeting.

At least two members must be present at a meeting in order for the meeting to be quorate.

The RAC will seek to operate on the basis of consensus and maintain as informal a manner as is possible or appropriate for the conduct of Committee business. Where there is no divergence of opinion, a formal vote is not required. Where it appears there may be a divergence of opinion, a formal vote may be taken (by show of hands or equivalent electronic system). A bare majority is required to support a recommendation or other decision (with any abstentions and spoiled votes being disregarded for these purposes). In case of a tie, the Chair (or the Vice-Chair where applicable) will have a casting vote.

Where necessary, votes may be taken and decisions may be made between meetings by circular email or other suitable means.

## **7.0 Independence**

The RAC shall operate exclusively under Terms of Reference, in order to ensure the independence and specialization of its members, which is critical for the credibility and effectiveness of the RAC's work.

For the representative of the Executive Committee, their role is to ensure that the perspectives and realities of the Agency are taken into account in the Committee's deliberations. However, this member must remain independent, and must make decisions and cast any vote based on their assessment of what is in the best interests of WADA.

For the independent experts, their role is to provide their skilled opinions and advice in terms of best practices in all areas of the Committee work, at all times, without undue influence. They must meet the requirements of Personal and Operational Independence as defined in the Regulations on Independence and shall not be involved in WADA's operations and/or management.

## **8.0 Code of Ethics and Conflict of Interest**

All members of the RAC are required to sign a document upon their appointment and again annually, pursuant to which they undertake (i) to comply with the Code of Ethics adopted by the Foundation Board (as amended from time to time) and (ii) to comply with the Conflict of Interest Policy issued by the Foundation Board (as amended from time to time) and any other provisions applicable by law regarding conflicts of interests.

## **9.0 Reporting**

The RAC through its Chair (or Vice-Chair where applicable) will report formally on an annual basis to the Foundation Board and, when necessary, inform the Executive Committee.

## **10.0 Financing**

WADA shall provide the necessary administration and financial resources to support Committee meetings and their work.

Compensation is offered to two expert Committee members based on the time spent on the work of the RAC.

## **11.0 Assistance and Support**

The Chair, in consultation with and upon approval of the WADA President, may seek assistance from outside experts from time to time.

The RAC can decide to hear any person it finds necessary for the accomplishment of its tasks.

## **12.0 Terms of Reference**

The Foundation Board shall adopt Terms of Reference to further detail the operations of the Risk and Audit Committee.

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## V. Regulations on Independence

### 1.0 Preamble

The requirement for all WADA officials to be independent and free of undue influence when fulfilling their duties is a cornerstone of WADA's good governance. The purpose of these Regulations is to set out standards of independence to be observed by all individuals serving as members of WADA's bodies and committees (such as the Foundation Board, the President and Vice-President, the Executive Committee, Permanent Special Committees, Standing Committees, Expert Advisory Groups and Working Groups, as well as the Director General) (each an "**Individual**"), which will vary depending on the Individual's position within WADA.

### 2.0 Standard of Independence

The standard of independence required to be met by any Individual may vary in relation to the different facts and circumstances which may occur and the respective position of the Individual in the WADA organization. These Regulations provide practical guidance to the Individuals as to the standard of independence to which they will be required to adhere, depending upon their position within WADA, and which situations may impair their independence to fulfill their duties and may require from them a disclosure to WADA as stated below and/or a recusal and/or the resignation of the Individual from their position.

The standard of independence applicable to Individuals are based on three criteria:

- a) **Operational Independence:** operational independence requires that the Individual in the exercise of their mandate always acts in the best interest of WADA and remains free of undue influence. The fact that an Individual has a duty or responsibility to, or holds an office or a relationship with, a WADA stakeholder, or was nominated or proposed by a WADA stakeholder, does not per se hinder the Individual from exercising their mandate in the best interest of WADA.
- b) **Personal Independence:** personal independence requires that the Individual exercises their mandate in a personal capacity and does not act upon direction or coordinate with any other person / entity outside WADA.
- c) **Organizational Independence:** organizational independence requires that the Individual does not exercise a non-executive, executive, operational or management function in / with any WADA stakeholder. The Individual is ineligible if they hold a duty or responsibility to, office or relationship with, the non-executive, executive, operational or management of a WADA stakeholder, i.e. any entity which can send representatives on WADA governing bodies, can be bound by rules enacted by WADA or can be directly or indirectly impacted by WADA activities.

By way of example, the following constitutes a non-exhaustive list of incompatibilities with Organizational Independence:

- a) staff member or elected/appointed position in organs exercising authority within a national or international sport institution;
- b) senior position (Head of State/Cabinet Ministers/Ministers/Secretary of State/Deputy Minister/heads of government departments/Executive Director/Senior Officers) with the public authorities or a public corporation, or the Individual perceives personal benefits from public authorities for the performance of duties for WADA;

- c) staff member or elected/appointed position in organs exercising authority within Signatories to the World Anti-Doping Code (Code);
- d) individuals/members of entities with long-term contractual relationships with WADA;
- e) members of law firms that regularly acts for / against WADA;
- f) staff member or elected/appointed position in organs exercising authority within service providers active in the anti-doping field.

On the contrary, the following constitutes a non-exhaustive list of possible examples of compatibility with Organizational Independence:

- a) independent member of certain advisory bodies of a national or international sport institution, public authorities, public corporation, Code Signatories or other WADA stakeholder<sup>3</sup>;
- b) independent member of an adjudicatory body of a national or international sport institution, public authorities, public corporation, Code Signatories or other WADA stakeholder.

Depending on their position, Individuals may be subject to either (1) the Operational Independence requirements, (2) the Operational and Personal Independence requirements, or (3) the Operational, Personal and Organizational Independence requirements. In addition, for certain positions, the Individual will be required to have met the Organizational Independence requirements for a six-month period prior to being eligible to hold office (“cooling-off period”). The different categories of positions and applicable requirements in terms of standards of independence are identified at [Annex 1](#).

Each Individual shall have the duty to ensure that they meet the standards of independence applicable to their function throughout their term of office.

### 3.0 Assessment of Independence

Every Individual shall sign a statement of independence upon application or appointment as applicable to be sent to the Director General.

In the exercise of their mandate, the Individual shall disclose as soon as practicable to the chair of the WADA body of which they are a member or to the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General, with a copy to WADA’s Director General, any facts or circumstances in respect of which the Individual has concern that they might impair, or be perceived to impair, their ability to remain independent as defined in Section 2 above.

Concerns also exist if a reasonable third person having knowledge of the relevant facts or circumstances, could reach the conclusion that there is a likelihood that the Individual may be influenced in fulfilling their duties by factors other than the interests of WADA.

If an Individual makes a disclosure, WADA’s Legal Director (or an external counsel appointed by WADA’s Legal Director for this purpose), shall review the disclosure and provide WADA’s Director General (and the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) with a legal assessment (the “**Assessment**”) as to whether the facts or circumstances disclosed by the Individual might not comply with WADA’s standard of independence. As part of the preparation of this Assessment, WADA’s Legal Director (or any external counsel appointed for this purpose) shall be entitled to seek further information and/or clarification from the Individual, and

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<sup>3</sup> For example, an independent member of an integrity body of a WADA stakeholder would be considered as meeting the Organizational Independence requirement.

the Individual shall provide their full assistance in this regard. The Assessment shall be communicated in writing to the Individual, who may provide oral or written explanations as they see fit. If the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) believes that the facts or circumstances disclosed do not comply with WADA's standards of independence, they shall inform the Individual accordingly and invite the Individual to take all appropriate measures to remove such possible lack of independence. Should the Individual refuse to act accordingly and/or challenge the Assessment, the matter shall be referred to the Foundation Board with respect to any member of the Foundation Board, the Executive Committee, and the Independent Ethics Board or to the Executive Committee with respect to any other Individual.

#### **4.0 Breach of independence**

Unless disclosed by the Individual in accordance with the process set out in Section 3 above, any information regarding a possible breach of independence of an Individual may be submitted to the Director General. WADA's Legal Director (or any external counsel appointed by WADA's Legal Director for this purpose), shall provide the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) with an Assessment as to whether the facts or circumstances described in the information may constitute a breach of independence of the Individual.

If the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) believes that the facts or circumstances constitute a possible breach of independence, they shall inform the Individual accordingly. The Individual shall have access to the information gathered and shall be given the opportunity to be heard, either orally or in writing, by the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General).

The President may then decide to refer the case to the Foundation Board with respect to any member of the Foundation Board, the Executive Committee, and the Independent Ethics Board or to the Executive Committee with respect to any other Individual.

The Foundation Board (with respect to members of the Foundation Board, the Executive Committee, and the Independent Ethic Board) and the Executive Committee (with respect to any other Individual) shall handle the case and may ask the Director General and/or WADA's Legal Director to collect the available information related to the breach. The Foundation Board, respectively the Executive Committee, may decide to refer the matter to the WADA Independent Ethics Board for further investigation/sanctions under the Code of Ethics if the circumstances so warrant.

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### ANNEX 1

WADA POSITION		REQUIREMENTS APPLICABLE TO THE POSITION		
		Operational Independence	Personal Independence	Organizational Independence
President		X	X	X With cooling-off period
Vice-President		X	X	X With cooling-off period
Executive Committee	Ordinary members (PA and OM)	X		
	WADA AC Chair	X	X	
	Independent members	X	X	X With cooling-off period
Foundation Board	PA representatives	X		
	OM representatives	X		
	Athletes' representatives	X		
	NADO representatives	X		
Independent Ethics Board	Chair	X	X	X
	Independent members	X	X	X
	PA, OM nominated members	X	X	
Nominations Committee	Chair	X	X	X
	Independent members	X	X	X
	PA, OM nominated members	X	X	
WADA Athlete Council	Chair	X	X	
	Group 1	X	X	
	Group 2	X	X	

WADA POSITION		REQUIREMENTS APPLICABLE TO THE POSITION		
		Operational Independence	Personal Independence	Organizational Independence
	Group 3	X	X	
CRC	Chair	X	X	X
	Independent members	X	X	X
	PA, OM nominated members	X	X	
	Athlete member	X	X	
Risk and Audit Committee	EC member	Same status as in the EC		
	External experts	X	X	Shall not be involved in the operations and/or management of WADA
Standing Committees	Chairs	X	X	
	Members	X	X	
Expert Advisory Groups	Chair / Vice-Chair	X	X	
	Members	X	X	
Working Groups	Chairs	X	X	
	Members	X	X	

## VI. Regulations on Standing Committees

### 1.0 General Principle

Pursuant to Article 11 of the WADA Statutes, and paragraph 3.1 of the Regulations of the Foundation Board, the Executive Committee may resolve to create, if it deems it necessary, standing or ad hoc committees (the “**Standing Committees**”) to provide expert advice to WADA. The Standing Committees support WADA's mission by serving as a forum for detailed and expert deliberation on specific families of issues, to develop recommendations for decisions by the Executive Committee or Foundation Board, as appropriate. The expertise and skills of members are therefore of utmost importance when approving the creation and composition of the committees.

### 2.0 Composition

Each committee will not have more than 12 members, with the exception of the Finance and Administration Committee that can only have up to six members.

All Standing Committees must include at least one representative of the athletes, nominated by the WADA Athlete Council from amongst its members and at least one representative of the National Anti-Doping Organizations (NADOs) provided their nominees meet the requirements for the position and have the necessary skills and expertise.

In addition, at least one member of the Health, Medical and Research (HM&R) Committee should be a Director or a staff member from one of the WADA-accredited laboratories. Should the laboratory where the member is employed lose its accreditation during the member's mandate, the member shall step down from the HM&R Committee.

Standing Committee Chairs are entitled, on an as-needed basis, to invite observers and Expert Advisory Group chairs to attend meetings and report on their work.

The Director General, or their designee, may act as secretary in each Standing Committee meeting or participate as an observer.

The composition of every Standing Committee will be published on the WADA website, along with a mechanism to contact either the Standing Committee Chair or the WADA liaison support person.

### 3.0 Selection Process

#### 3.1 Selection process for the chairs of the Standing Committees

A public call for candidates for chairs of the Standing Committees will be issued by WADA not later than six months before the Executive Committee meeting at which the vacancies will be filled.

A candidate for chair of a Standing Committee shall apply by sending to the Director General a detailed C.V. or biography and a letter(s) of endorsement from at least one member of the Foundation Board preferably, or from a Signatory to the World Anti-Doping Code. The candidates shall be assessed, reviewed and vetted by the Nominations Committee in accordance with its processes. Only candidates who satisfy the vetting criteria as determined by the Nominations Committee may be recommended for election as chair of a Standing Committee. Candidate personal information will be handled in accordance with the privacy policy communicated as part of the candidate application materials (as amended from time to time).



The names and nomination dossiers of all candidates who satisfy the vetting criteria will be forwarded to the Executive Committee, along with recommendations from the Nominations Committee. The Chair of the Executive Committee and the Director General will consult with the members of the Executive Committee to try and develop a consensus list (the “**List**”) of candidates for the vacant chair positions in an effort to ensure that: (i) a single best candidate is put forward for each chair vacancy; and (ii) collectively, the chairs of the Standing Committees represent a balanced allocation of regional and gender representation.

If a List is put forward to the Executive Committee, it will vote to decide whether to approve or not the List. If the Executive Committee does not approve the List or if there is no such List, the Executive Committee shall vote for each candidate individually.

A member of the Executive Committee may not also be a Standing Committee chair.

### **3.2 Selection process for the members of the Standing Committees**

A public call for candidates for vacant positions on the Standing Committees will be issued at least six months before the Executive Committee meeting at which the vacancies will be filled.

A candidate for member of a Standing Committee shall apply by sending to the Director General a detailed C.V. or biography; a letter of endorsement from a Foundation Board member or a recognized WADA stakeholder group is recommended but not mandatory. Candidate personal information will be handled in accordance with the privacy policy communicated as part of the candidate application materials (as amended from time to time).

The names and dossiers of all candidates shall be forwarded to the relevant Standing Committee chair. The chairs of the relevant Standing Committees shall consult with the Director General and the Chair of the Executive Committee to try and develop a list of proposed candidates for the vacant positions in their respective committee. They will aim to ensure that: (i) the best candidates are put forward for each Standing Committee; and (ii) collectively, the members of each Standing Committee aim to represent a balanced diversity, such as regional, gender and cultural.

The Executive Committee is provided with the list of the proposed candidates for each Standing Committee, along with their dossiers. The general list of all candidates can be made available to the Executive Committee upon request. The selected candidates are formally appointed by the Executive Committee. Should the Executive Committee disagree with any of the lists of the proposed candidates, it can ask the applicable chair, Chair of the Executive Committee and Director General to submit a new proposal for approval.

## **4.0 Appointment of chairs and members of Standing Committees**

The Executive Committee, upon the recommendation of the Nominations Committee, will appoint the chairs of each Standing Committee by a decision taken by way of a simple majority of the votes cast by the members present at the time of the vote.

The Foundation Board shall be informed of the elected chairs at the earliest opportunity by the Director General.

WADA shall issue a media advisory announcing the newly elected Standing Committee Chairs. The chairs will be published on the WADA website.

Members shall be appointed to a Standing Committee on the basis of their expertise in the relevant subject matter area; gender, continental and regional diversity must be taken into consideration where

possible.

The Executive Committee may remove individuals from a Committee when, in its sole discretion, it considers it is appropriate to do so by way of a simple majority of the votes cast by the members present at the time of the vote. The Executive Committee shall briefly expose the reasons for its decision.

The Foundation Board shall be informed of the complete composition of each Standing Committee at the earliest opportunity and will be provided with a profile for each Committee member by the Director General. The biographies of the appointed Chairs of the Standing Committees and of appointed Standing Committee members shall be published on WADA's website. In addition, the aggregate regional and gender composition of the Standing Committees shall be published on WADA's website. These procedures shall be conducted in accordance with applicable privacy laws.

## **5.0 Term of Office**

Each member, including the chair, shall be appointed for a period of three years. They may be reappointed for a maximum of two further terms of three years provided that they continue to meet all relevant eligibility criteria. A rotation policy shall apply so that one third of the members change every year.

Each member, including the chair, cannot serve for more than nine years in aggregate for the same committee, save as provided for below.

Members who have served less than nine years in aggregate for the same committee but whose reappointment would exceed the maximum of nine years of service in aggregate for that committee at the time of reappointment, may be reappointed, by way of exception, for one more term of three years.

Terms may be staggered to ensure continuity of the committee's work. In such case, terms may be shorter than three years and the limit on reappointment does not apply, as long as the overall limit of nine years of service in the same committee is respected and the relevant eligibility criteria continue to be met.

A member can serve in several committees during the same period, provided that, for each committee, they cannot serve for more than nine years in aggregate.

After nine years of service for the same committee, the member is not prohibited from applying for appointment in another committee.

These limitations shall be applicable to each member of a committee for their next appointment.

The President may approve exceptions, in particular if it is appropriate to ensure continuity in the work of a Standing Committee.

As regards members attendance to standing committee meetings, the following principles shall apply:

- a) Two consecutive unexplained absences from standing committee meetings ought to result in an expulsion from such committee;
- b) Absences can be explained in advance by the member in writing with a reasonable excuse to the chair of the committee. If such excuse is accepted, then the absence will not be regarded as unexplained and not count as one of the two absences which would lead to expulsion.

## **6.0 Independence, Code of Ethics, Conflict of Interest and Confidentiality**

The chair and members of each committee shall meet the requirements of the Operational and Personal

Independence criteria stated in the Regulations on Independence (as amended from time to time).

All Standing Committee members, including the chairs, shall abide by, and comply with, the Code of Ethics adopted by the Foundation Board, the Conflict of Interest Policy issued by the Foundation Board and the WADA Media Relations Policy issued by the Executive Committee (as they may be amended from time to time).

All Standing Committee members, including the Chairs, are required to sign a confidentiality agreement upon their appointment, and again annually.

All meetings and the work of the Standing Committees are confidential. No documents, information, discussion and determinations made at a Standing Committee meeting or otherwise exchanged or agreed in connection with the work of a Standing Committee shall be disclosed to any third party, except for WADA, unless the Executive Committee authorizes such disclosure, or the matter is in the public domain, or disclosure is required under applicable regulations or by law or by any competent authority.

## **7.0 Reporting**

The Standing and Ad Hoc Committees shall report on their activities to the Director General and, via the chair of the Standing Committee, to the Executive Committee upon request of the Chair of the Executive Committee. The chairs of the Standing Committees may be invited by the Chair of the Executive Committee to present their report to the Executive Committee meetings verbally and may, at the discretion of the Chair of the Executive Committee, be invited to contribute their views on other matters before the Executive Committee if it is considered to be of assistance to the Executive Committee.

## **8.0 Financing**

The Executive Committee shall allocate to the Standing Committees the necessary financial resources to permit each committee to fulfill its functions.

## **9.0 Terms of Reference**

Each Standing Committee operates under its own specific Terms of Reference, which take effect when approved by the Executive Committee.

Each Standing Committee, through its Chair and the responsible WADA Management Team member, must review its Terms of Reference on an annual basis to ensure that they remain fit for purpose.

A Standing Committee's Terms of Reference shall include provisions with respect to the following matters:

- Purpose and goals,
- Objectives and key activities,
- WADA staff liaison person,
- Reporting process,
- Chair and members skill requirements,
- Working norms,
- Use of additional expertise,

- Confidentiality requirements,
- Code of Ethics and conflicts of interest (see the Conflict of Interest Policy issued by the Foundation Board),
- Setting of the agenda and the responsibility therefor,
- Rules on conduct of meetings and voting (if any),
- Communication and media (see the WADA Media Relations Policy issued by the Executive Committee and liaison with the WADA Communications team),
- Funding and accounting norms,
- Frequency of meetings and minutes.

The Terms of Reference for each Standing Committee will be published on the WADA website including the skill requirements for the chair and members.

The minutes of the Standing Committee meetings will be posted on the WADA website once approved by the Committee members.

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## VII. Regulations on the Director General

### 1.0 Director General

#### 1.1 Constitution

The Executive Committee delegates the management of WADA to the Director General, subject to, and within the framework of, the mandatory provisions of the law and the provisions contained in the Regulations, including these Regulations.

#### 1.2 Appointment of the Director General

The Director General shall be appointed by the Executive Committee, acting through a sub-committee of four of its members, (the “**Panel**”), taking its decision by an absolute majority of the members of the Panel. The Panel shall have the authority to conduct the recruitment process and to negotiate the terms and conditions of the employment agreement, provided, however, that the final decision to contract with the Director General shall be taken by the Executive Committee. The Chair, the Vice-Chair of the Executive Committee and two Ordinary Members (as such terms are defined in the Foundation Board Regulations), one from the Olympic Movement and one from the Public Authorities, shall be members of the Panel.

#### 1.3 Selection process of the Director General

In the event of termination, resignation or non-renewal of the employment agreement of the Director General, the Panel shall provide the Nominations Committee with the mission to recruit, review and verify (including vetting) the candidates for the position of Director General. The Panel shall provide the Nominations Committee with the requirements that the candidates shall meet to be eligible for the position, including in terms of skills and independence. The Nominations Committee will be responsible for establishing the rules applicable to applications, recruitment and review of candidates, and such rules shall be submitted in advance to the Panel for approval. At the end of the recruiting process, the Nominations Committee shall submit a list of three recommended candidates, listed in order of preference, together with their relevant dossiers, to the Panel for negotiation and, ultimately, decision by the Executive Committee.

#### 1.4 Competences

The Director General, to whom the management of WADA is delegated pursuant to Section 1.1 above, has in particular (without limitation) the following competences and duties:

- The operational management of WADA, the implementation of the strategy, the implementation of the present Regulations in accordance with the guidelines provided by the Executive Committee;
- Supporting the Chair/President in preparing the meetings of the Executive Committee and of the Foundation Board and ensuring the implementation of the Executive Committee's resolutions;
- Setting WADA's strategy and budgets for the approval by the Executive Committee and the Foundation Board, as applicable;
- Preparing and supervising the compliance with the principles of general policy, the targets and the budget as well as the general policies regarding the resources and the salaries;

- Creating an efficient and structured procedural organization;
- Supervising the compliance with the internal guidelines;
- Preparing and implementing organizational guidelines;
- Recruiting, hiring, supervising and dismissing the employees, including senior executives;
- Passing resolutions on:
  - important contracts, in accordance with the internal policies and decisions of the Executive Committee;
  - the initiation of legal proceedings and the conduct and settlement of pending legal disputes and proceedings, provided that the legal proceedings or disputes have arisen in the normal course of WADA's activities;
- Ensuring the financing of WADA's activities as well as its liquidities;
- Preparing, setting and implementing the accountancy, the financial control and the financial planning;
- Establishing the financial results and financial reporting;
- Ensuring the preparation of the financial statements and any other required interim reports and the annual accounts for the attention of the Executive Committee;
- Reporting periodically to the Executive Committee, and immediately in the case of extraordinary events.

The Director General is competent to pass resolutions on any matter which does not fall within the competence of, nor has been reserved to the Foundation Board or to the Executive Committee or which have been assigned to any other body of WADA by virtue of the law, the WADA Statutes, or other Regulations or policies.

### 1.5 **Reporting**

The Director General shall report directly to the President of the Foundation Board.

### 1.6 **Termination of the Director General's Appointment**

The Executive Committee may terminate the Director General's employment agreement for just cause and subject to any applicable employment laws by way of a qualified majority of two-thirds of the members present at the time of the vote.

## 2.0 **Code of Ethics and Conflict of Interest**

The Director General shall abide by, and comply with, and shall cause WADA's employees to abide by and comply with the Code of Ethics adopted by the Foundation Board and the Conflict of Interest Policy issued by the Foundation Board (as they may be amended from time to time) and any other provisions applicable by law in this matter.

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