

NOMINATIONS COMMITTEE

Terms of Reference

The World Anti-Doping Agency (WADA)'s Nominations Committee is constituted under Article 6 of the Constitutive Instrument of Foundation (also known as the Statutes) as a Permanent Special Committee of the organization.

These Terms of Reference have been approved by the WADA Executive Committee [in May 2023] and are published on the WADA website. They are reviewed annually to ensure they remain accurate and fit for purpose and can be amended whenever necessary.

The WADA Statutes and Regulations of the Permanent Special Committees can be referenced in conjunction with these Terms of Reference. In the event of a discrepancy between these Terms and the Statutes or Regulations, the latter will prevail.

1. Purpose and Tasks

1.1 Purpose

The Nominations Committee is independent and non-political. Its main purpose is to ensure 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-President¹;
- 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 WADA 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 WADA Compliance Review Committee and making recommendations (including explanations) to the Executive Committee;

¹ 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).

- 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;
- g) identifying and vetting the candidates to be appointed as independent members and chair of the WADA 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 WADA 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 the WADA Athlete Council for the assessment of the (group 3) candidates to the 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; and
- n) conducting any other task mandated by the Executive Committee.
- o) 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.

The Nominations Committee is encouraged to monitor existing and future trends in the Committee's fields of expertise having the potential to impact WADA's governance practices and propose new ideas to WADA's Innovation Board to assess.

All recommendations (including explanations) made by the Nominations Committee shall be in writing and can be supplemented orally if required.

1.3 Task Descriptions

- "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. Reporting Structure

The Nominations Committee reports to the WADA Executive Committee. Some tasks require that recommendations be approved directly by the Foundation Board.

3. Composition, Appointment, and Term of Office

3.1 Composition

The Nominations Committee is composed of five members, as follows:

- One chair (independently recruited);
- One member (nominated by the Olympic Movement);
- One member (nominated by the Public Authorities);
- Two 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.

3.2 Appointment of Members

Members of the Nominations Committee are 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 they submit their nominee; and

- the International Olympic Committee is responsible for coordinating the process by which the Olympic Movement submits its nominee.

When a member term is set to expire, the process for a new appointment or reappointment generally starts a minimum of six months prior to the expiry.

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).

3.3 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.

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 of the Executive Committee present at the time of the vote.

Members of the Nominations Committee cannot serve for more than nine years in aggregate for the Nominations Committee. WADA's Committees aim to apply a rotation policy for members whereby generally one third of the members change every year.

4. Chair

The Chair of the Nominations Committee is appointed by the WADA Executive Committee upon the recommendation of the Nominations Committee as outlined above.

5. Skills Requirements

A detailed position description which outlines the profile and competencies of the Chair of the Nominations Committee is used in the selection process for the position. In general, the Chair must have an impeccable reputation, high integrity and strong ethics, and should have experience in chairing committees.

On the whole, the Chair and Members of the Nominations Committee should have skills and experience commensurate with the purpose, goals and objectives of the Committee.

6. 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.

- Operational Independence: the official in the exercise of his/her mandate shall always act in the best interest of WADA and remain free of undue influence. The fact that an official 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 official from exercising his/her mandate in the best interest of WADA.
- Personal Independence: the official must exercise his/her mandate in a personal capacity and shall not act upon direction or coordinate with any other person / entity outside WADA.
- Organizational Independence: the official must not exercise a non-executive, executive, operational or management function in / with any WADA stakeholder. The official is ineligible if he/she holds 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.

Each candidate to the Nominations Committee shall disclose during the recruitment process any facts or circumstance that they consider might impair their ability to remain independent, e.g., if a reasonable third party would conclude based on those facts or circumstances that it is likely that the member may be influenced by factors other than the interests of clean sport in fulfilling their duties. The Nominations Committee shall send all such disclosures to WADA's Director General for their determination that any identified potential conflicts are acceptable or not.

7. Outside Expertise

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

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

8. Working Norms

8.1 Meetings

The Nominations Committee generally meets in person once every two years. Other meetings will be held 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 Chair of the Nominations Committee.

The Nominations Committee meets 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. Members may allow shorter notice of meeting by unanimous agreement.

Members are expected to attend each meeting, but absences on reasonable grounds may be explained in advance by the member in writing to the Chair. The absent member may if they choose, submit in writing any comments that they have on any items on the agenda for the meeting. If a member is absent without reasonable excuse from two or more meetings in any one calendar year, his/her membership of the Committee may be terminated.

8.2 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.

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

Any matter of procedure concerning the Committee meetings which is not covered by these rules is determined by the Chair.

If the Chair is unable to attend a meeting, he/she should:

- Seek a leave of absence by writing to the two independent members of the Nominations Committee; and
- Appoint a replacement chair among the independent members of the Nominations Committee.

9. Minutes and Reports

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

Other reports and correspondence relative to the Committee shall be retained at WADA Headquarters.

10. Code of Ethics, Conflict of Interest, Confidentiality and Media

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 WADA Foundation Board (as amended from time to time); (ii) to comply with the Conflict of Interest policy adopted by the WADA Foundation Board (as amended from time to time); (iii) to keep all matters related to WADA confidential; and (iv) to comply with the WADA Media Relations Policy issued by the Agency (as amended from time to time).

10.1 Code of Ethics

In November 2021, the Foundation Board approved a WADA Code of Ethics pursuant to Article 6 of the WADA Statutes. Its purpose is to establish clear ethical standards over the activities of WADA's Officials (as defined in Section 2 of the Code of Ethics) to allow WADA to achieve its mission and protect its core values. WADA and all its Officials undertake to disseminate the culture of ethics, loyalty, and integrity within their respective areas of competence. By adopting the Code of Ethics, the Foundation Board recognized the importance of setting the highest ethical standards in the governance and administration of WADA.

10.2 Conflicts of Interest

Committee members are bound by the WADA Conflict of Interest Policy. In accordance with that policy, they are required to complete, sign and submit annually a Statement of Absence of Conflict of Interest, and to update that Statement if and as necessary during the year.

10.3 Confidentiality

All Nominations Committee members are required to sign a confidentiality agreement upon appointment, and again annually. This ensures all members reflect on the confidential nature of their WADA work and confirm their adherence to such confidentiality rules.

All meetings and the work of the Nominations Committee are confidential. No documents, information, discussion and determinations made at a 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.

10.4 Communications and Media

All members are required to read and comply with WADA's Media Relations policy. Should a member receive a request for an interview in relation to their role with the Committee, or WADA's work in the fight against doping in sport, they should consult first with the WADA Head of Media Relations or (if absent) with the WADA Communications Director.

11. Administrative and Funding Support

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

Administrative support will be provided by the WADA Office of the Director General.

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.

WADA provides on an annual basis "General Information and Guidelines" to all its Committee members. This document provides an overview of administrative policies and procedures applicable to the Committee.