



## COMPLIANCE REVIEW COMMITTEE

### Terms of Reference

*The World Anti-Doping Agency (WADA)'s Compliance Review Committee (CRC) is constituted under Article 11 of the Constitutive Instrument of Foundation (also known as the Statutes) as a designated Standing Committee of the organization.*

*These Terms of Reference have been approved by the WADA Executive Committee [in September 2019] and are publicly available and published on the WADA website. They are reviewed annually to ensure they remain accurate and fit for purpose.*

*The WADA Statutes and By Laws of the WADA Executive Committee on Standing Committees can be referenced in conjunction with these Terms of Reference.*

### **Purpose**

The CRC is independent and non-political. Its purpose is to oversee WADA's efforts to secure compliance, and monitor ongoing compliance by Signatories to the World Anti-Doping Code (the Code) with the relevant requirements of the Code and the supporting International Standards.

### **Goals and Objectives**

The framework for WADA's efforts to secure and monitor Signatory compliance, and for the Committee's independent oversight thereof, is set out in Code Article 23.5 and in the International Standard for Code Compliance by Signatories ('ISCCS').<sup>1</sup> Within that framework, the Committee's responsibilities include (without limitation):

- 1) Providing expert guidance to the WADA internal Compliance Taskforce (the 'Compliance Taskforce') on the set-up and development of the WADA compliance program;
- 2) Reviewing proposals by the Compliance Taskforce to prioritize the monitoring for Code compliance of certain categories of Signatories and/or of certain specific Signatories;
- 3) Reviewing proposals by the Compliance Taskforce to prioritize enforcement of Critical requirements and (in certain circumstances) High Priority requirements of the Code and/or the International Standards;

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<sup>1</sup> Defined terms used in these Terms of Reference (denoted by initial capital letters) that are not defined herein bear the meaning given to them in the Code or in the ISCCS.

- 4) Overseeing WADA decisions as to which Signatories shall undergo a Compliance Audit; and
- 5) Reviewing cases of Signatory Non-Conformity/ties referred to it by the Compliance Taskforce and making recommendations of non-compliance and related consequences, when warranted, to the WADA Executive Committee, in accordance with the relevant provisions of the ISCCS.

### **Reporting Structure**

The Committee through its Chair (or Vice-Chair where applicable) will report as and when necessary to the WADA Executive Committee and Foundation Board.

### **Composition (including Terms of Appointment)**

The Committee will be composed of five to seven<sup>2</sup> members (including the Chair and the Vice-Chair).

The current composition is as follows:

- One Independent Chair;
- Two independent Experts;
- Two members nominated by their Stakeholder group (i.e. one from Sport and one from the Public Authorities);
- One athlete representative.

Article 11 of the WADA Statutes states that each member, including the Chair shall be appointed for a period of three years. The term begins on the date of appointment, generally at the beginning of a calendar year<sup>3</sup>. 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 for the same Committee. The Bylaws on Standing Committees outline additional details of term limits.

A rotation policy for the Committee shall apply so that generally one third of the members change every year. Such rotation will be carried out in a manner that ensures continuity of Committee experience and expertise.

Where there are upcoming vacant seats on the Committee and they are Stakeholder seats, a public call will be issued at least six months<sup>4</sup> before the meeting date at which the vacancies will be approved. The list of candidates for vacancies, together with the continuing members of the Committee will be reviewed as a whole by the Chair, in consultation with the Chief Operating Officer, the Director General and the Chair of the Foundation Board.

Where there are upcoming vacant seats on the Committee and they are the independent expert seats or that of the athlete representative, the Nominations Committee will be responsible for searching for and vetting candidates. Once a candidate has been deemed to fulfil the vetting criteria, they will be presented

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<sup>2</sup> Article 11 of the WADA Statutes refers that Standing Committees will not have more than 12 members. Due to the nature of the CRC work, a smaller number has been determined for this specific Committee.

<sup>3</sup> The 2020 Committee members will be exceptionally approved early in 2020 (and not in November 2019) due to limited timing in the roll-out of WADA's governance reforms.

<sup>4</sup> In 2019 (for 2020), the six-month period will exceptionally not apply due to limited timing in the roll-out of governance reforms.

to the WADA Executive Committee for approval. If approved, they will be appointed by the Executive Committee for a term of three years.

The composition of the Committee shall aim to ensure appropriate balance amongst the membership:

- Relevant background and experience;
- Relevant expertise in compliance;
- Geographical region;
- Gender;
- Culture; and
- Government and/or sports nominations.

The WADA Statutes state that the Executive Committee may remove individuals from the Committee where it considers it is appropriate to do so (in its sole discretion) by way of a simple majority of the votes cast by the members present at the time of the vote.

### **Chair / Vice Chair**

The Chair of the CRC is appointed by the WADA Executive Committee.

The Chair must meet WADA's strictest definition of independence (as outlined in the WADA Foundation Board Bylaws on Independence, and included below).

The Chair cannot be a member of the WADA Executive Committee.

The Committee members other than the Chair will elect one of their number to act as Vice-Chair when the Chair is not present or is unable for any reason to act. The length of the Vice-Chair's term, as Vice-Chair, will be equal to the length of his/her term as a member of the Committee.

### **Skills Requirements**

A detailed profile description is used in the selection of the Chair of the Committee. Please refer to the "CRC Chair Role Description/Position Profile" document.

On the whole, the Members of the Committee should have skills and experience commensurate with the purpose, goals and objectives of the Committee. These include:

- Relevant background and experience (e.g., in sport, anti-doping, compliance, law, and/or otherwise);
- Relevant expertise in compliance (e.g. at least two members should be compliance experts, with substantial experience in compliance monitoring, quality assessment, ISO expertise, etc.)

### **Independence**

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

In accordance with the By Laws of the Foundation Board on Independence, each Committee member shall remain free of undue influence and be independent in character and judgement and shall avoid any relationships or circumstances which, to an informed third party, could affect, or could appear to affect, the Individual's judgement.

For the nominees or representatives of the Public Authorities and of the Sports Movement, as well as the athlete representative if he/she is a member of a Stakeholder, this means their role is to ensure that the perspectives of the constituency that they are nominated by or have been appointed to represent are properly understood and taken into account in the Committee's deliberations. However, these members are and must remain independent of that constituency, and must make decisions and cast their vote based on their assessment of what is in the best interests of clean athletes and the fight against doping.

Each candidate to the Committee will disclose to the Nominations Committee (where applicable) and each member of the Committee shall disclose to WADA's Director General any facts or circumstance that they consider might impair their ability to remain independent according to this standard, e.g., if a reasonable third party would conclude based on those facts or circumstances that it is likely that the candidate/member may be influenced by factors other than the interests of clean sport in fulfilling his/her duties. The candidate/member will thereafter provide any further information required to enable the position to be assessed accurately.

Over and above this:

- The Members must meet WADA's general definition of independence<sup>5</sup>:

*"An individual is considered independent when he/she is independent in character and judgment and there are no relationships or circumstances which to an informed third party could affect, or could appear to affect, the individual's judgment".*

The Chair is also subject to the most stringent independence criteria<sup>6</sup>:

*"No current connections with governments and sport institutions*

*The individual holds no duty or responsibility to, and no office or relationship with, a sports institution, or government or public corporation (includes corporations funded by the State but which operate autonomously from the State).*

*Government:*

- *Must not hold any senior position (Head of State/Cabinet Ministers/Ministers & Secretary of State/Deputy Minister/heads of departments/Executive officers of Public corporation).*
- *Must receive no personal benefits (salaries, honoraria etc..) from any governments or public corporations;*
- *Must not report to, be directed by, seek guidance of official or political party on matters related to WADA.*

*Sport institution:*

- *Must not serve on the Board of Directors or any elected/appointed position;*
- *Must hold no senior position or position of authority (paid or unpaid);*
- *Must not report to, be directed by, seek guidance of any sport organization."*

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<sup>5</sup> As outlined in the WADA Foundation Board Bylaws on Independence.

<sup>6</sup> As above.

- The Committee members who are independent experts must meet the same additional/stringent independence criteria as the Chair.

### **Conflicts of Interest**

Committee members are bound by the Conflict of Interest policy adopted by the WADA Executive Committee, which is modified from time to time. In accordance with that policy, they are required to complete and sign and submit annually a Statement of Independence and Interest, and to update that Statement if and as necessary during the year.

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 not present, then the members who are present shall elect someone from their number to replace the Chair for the case or issue in question.

### **Confidentiality**

All Committee members are required to sign a confidentiality agreement upon appointment.

Unless otherwise directed by the Chair (or the Vice-Chair where applicable), the deliberations of the Committee and its recommendations and observations to the Compliance Taskforce shall remain confidential and therefore shall not be disclosed by the members or the Compliance Taskforce.

Appropriate information barriers shall be set up around WADA files containing Committee papers/information, so that they are only accessible by a defined subset of WADA staff, and strictly on a need-to-know basis.

Where the Committee makes a formal recommendation of any kind to the WADA Executive Committee, until that recommendation has been communicated in writing to the WADA Director General, it may not be communicated by anyone at WADA to any third party. Instead, the WADA Director General shall communicate the recommendation only to members of the WADA Executive Committee. The recommendation may not be made public or communicated by WADA prior to the meeting of the WADA Executive Committee where it is to be considered, without the express consent of the Chair (or the Vice-Chair, where applicable). If WADA considers it necessary to make any public statement on the Committee's recommendation prior to the Executive Committee meeting, the Chair (or Vice-Chair, where applicable) must be made aware and agree with the content in advance.

### **Observers and Outside Expertise**

The Chair of the Committee, 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 business at hand. This may include conducting parts of the meeting *in camera* (i.e., with only Committee members in attendance) where the Chair (or the Vice-Chair, where applicable) sees fit.

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.

### **Working Norms**

The Committee will meet in person generally four times per year, but more if necessary. Additional meetings may be held via teleconference, videoconference, or other electronic means that permit all members to communicate properly with each other. Members may also attend in person meetings by such means if necessary, provided they inform the Chair in advance.

An agenda will be circulated in advance of the meeting.

At least four members must be present at a meeting, in person or by teleconference, in order for the meeting to be quorate. 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 he/she chooses submit in writing any comments that he/she has 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.

The Committee 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). A bare majority is required to support a recommendation or other decision (with any abstentions 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.

### **Communications and Media**

All members are required to read and comply with WADA's Media Relations Policy, as issued by the Agency from time to time. 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 Media Relations Senior Manager or (if absent) with the WADA Communications Director.

### **Administrative and Funding Support**

WADA shall provide the necessary administration and financial resources for Committee meetings. The Chief Operating Officer will act as the liaison person (Secretary) to the Committee.

The Committee shall deal with the Compliance Taskforce and may receive input from WADA Management and/or other experts as it sees fit, provided always that it ensures its independence is not compromised in any way.

Remuneration may be offered to Committee members based on the time spent on the work of the Committee. Specific financial arrangements may be discussed directly between the Chair and the WADA Director General.

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.

### **Meetings and Minutes**

Minutes of the meetings will be prepared, containing a record of all decisions made and a summary of the discussions. They shall be circulated to members following the meetings for approval. Once approved, the minutes shall be signed by the Chair and maintained by WADA as an official record of the Committee's meetings. A summary of the main discussions of the meetings will be posted on the WADA website.

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