



## **FINANCE and ADMINISTRATION COMMITTEE**

### **Terms of Reference**

*The World Anti-Doping Agency (WADA)'s Finance and Administration (F&A) Committee 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**

To provide expert advice, recommendations and guidance to WADA Management, the WADA Executive Committee and Foundation Board with respect to developing and adhering to budget, funding, and financial and administrative policies. To ensure the Agency sustains long-term financial stability.

### **Goals and Objectives**

- 1) Seek to maintain and improve the financial health of the Agency including long-range budget and reserves planning;
- 2) Review and provide advice to WADA Management on the development of WADA's annual expenditure budget;
- 3) Ensure that adequate financial control systems and accounting procedures are in place so that records of assets, liabilities, receipts and disbursements are being maintained;
- 4) Examine financial statements as well as comparison of actual performance to budget, and recommend any change of strategy to WADA Management or the Executive Committee;
- 5) Ensure compliance with statutory requirements for external reporting (IFRS);
- 6) Consider the reports that arise from audit reviews; and approve any action that follows from the auditors' internal control memorandum auditor reports;

- 7) Ensure that key performance indicators are measured in relation to the Agency's core activity areas and that they are assessed for their effectiveness; and

**Advise on any matters specifically requested to it from time to time by the Agency. Reporting Structure**

Working in close co-operation with WADA Management, the F&A Committee, through its Chair, reports to the WADA Executive Committee and Foundation Board.

**Composition (including Terms of Appointment)**

Article 11 of the WADA Statutes states that the Committee will not have more than 12 members and 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. Members may be reappointed for a maximum of two further consecutive terms of three years. They cannot serve for more than nine years in aggregate for the same Committee. The Bylaws on Standing Committees outline additional details concerning 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. A public call for candidates for any upcoming vacant seats of the Committee will be issued at least six months<sup>1</sup> before the meeting date at which the vacancies will be approved (generally in November each year). 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 Financial Officer, the Director General and the Chair of the Foundation Board.

The composition of the Committee shall aim to ensure appropriate balance amongst the membership<sup>2</sup>:

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

The proposed composition of the Committee for the following year will be approved by the Executive Committee in November of each year<sup>3</sup>.

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).

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<sup>1</sup> In 2019 (for 2020), the six-month period will exceptionally not apply due to limited timing in the roll-out of WADA governance reforms.

<sup>2</sup> The objective is to reach as good a balance as is reasonably possible within the Committee. The collective balance across all Standing Committees is otherwise also considered.

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

## **Chair**

The Chair of the F&A Committee is appointed by the WADA Executive Committee<sup>4</sup>.

The Chair must meet WADA's general definition of independence (as outlined in the WADA Foundation Board Bylaws on Independence): *"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 cannot be a member of the WADA Executive Committee.

## **Skills Requirements**

A detailed position description which outlines the profile and competencies of the Chair of the 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 Members of the Committee should have skills and experience commensurate with the purpose, goals and objectives of the Committee, including budgeting, accounting and/or financial policy development attributes.

## **Observers and Outside Expertise**

Nominated observers (non-voting) may also be invited to attend meetings on an ad-hoc or regular basis.

The Chair of the F&A Committee, in consultation with and upon approval of WADA Management, may seek assistance from outside experts from time to time.

## **Working Norms**

The Committee will normally operate on the basis of consensus and maintain as informal a manner as is possible or appropriate for the conduct of Committee business.

Consensus will be sought whenever possible. In the event of divergence of opinion or disagreement concerning recommendations, the absolute majority (determined by vote by hand) will rule. In the event of a tie, the Chair has the casting vote. There is presently no formal practice concerning a quorum. The Chair has the responsibility to determine if a quorum is present. Minutes will record any dissenting opinion on request.

The Chair may limit discussion of resurfacing issues by referring to previous recommendations or conclusions of previous discussions.

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<sup>4</sup> Whilst the objective is to appoint the best candidate for a Chair vacancy, the Executive Committee will collectively appoint Chairs of all the WADA Standing Committees taking into account a balanced allocation of regional and gender representation.

### **Conflict of Interest**

Committee members will be bound by the Conflict of Interest policy adopted by the WADA Executive Committee, which is modified from time to time, and in this light, are required to complete and sign a Statement of Independence and Interest in accordance with the policy.

### **Confidentiality**

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

### **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 Financial Officer will act as the liaison person (Secretary) to the 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.

### **Meetings and Minutes**

The Committee will meet in person generally once per year, but up to a maximum of two times per year if necessary. Additional meetings may be held via teleconference.

Minutes of the Committees' meetings will be posted on the WADA website once approved by the Committee Members. Other reports and correspondence relative to the Committee shall be recorded and retained at the WADA Headquarters.