

# 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 May 2023] 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 Regulations 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 budgets, funding and investment policies, and financial and related 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, investment and reserves planning;
- 2) Review and provide advice to WADA Management on the development of WADA's annual expenditure budget;
- 3) Ensure that appropriate accounting procedures are in place so that records of assets, liabilities, receipts and disbursements are being maintained, in accordance with statutory requirements;
- 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 that key performance indicators are measured in relation to the Agency's core financial activities and that they are assessed for their effectiveness;
- 6) Oversee implementation and regular monitoring of operational efficiencies and cost savings to ensure that measures are in place and new measures can be identified;
- 7) Advise on any matters specifically requested to it from time to time by the Agency; and

- 8) Monitor existing and future trends in the Committee's fields of expertise having the potential to impact the anti-doping system and propose new ideas to WADA's Finance and Strategy department to assess.

### **Reporting Structure**

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

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

The Regulations on Standing Committees state that the Committee will not have more than six 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 Regulations 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 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 Director of Finance and Strategy, the Director General and the Chair of the Executive Committee.

In accordance with the Regulations on Standing Committees, the F&A Committee's composition will include at least one athlete representative nominated by the WADA Athlete Council from amongst its members and at least one representative of the National Anti-Doping Organizations provided their nominees meet the requirements for the position and have the necessary skills and expertise.

The composition of the Committee shall aim to ensure appropriate balance amongst the membership<sup>1</sup>:

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

The Chair and Members of the F&A Committee are recorded on the WADA website, with a brief description of their biographies and a diversity analysis of the Committee's membership.

The proposed composition changes to the Committee for the following year will be approved by the Executive Committee at the end of each year.

The Regulations on Standing Committees 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> 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.

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## **Chair**

The Chair of the F&A Committee is appointed by the WADA Executive Committee <sup>2</sup> upon recommendation of the WADA Nominations Committee, following the selection process set forth in the Regulations on Standing Committees.

The Chair cannot be a member of the WADA Executive Committee. There is no rule however that precludes an Executive Committee member being a F&A Committee member.

## **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 and 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.

## **Independence**

The Chair and members of the F&A Committee must meet the requirements of Operational and Personal Independence criteria set out in the Regulations on Independence (as amended from time to time) at the time they take office and for the entire term of their office:

- 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.

## **Observers and Outside Expertise**

Nominated observers (non-voting) may also be invited by the Chair 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 also 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.

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<sup>2</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.

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.

### **Code of Ethics. Conflict of Interest. Confidentiality and Media**

All Committee members 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).

#### **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.

#### **Conflict of Interest**

Committee members will be bound by the WADA Conflict of Interest policy, and in this light, are required to complete and sign an annual Statement of Absence of Conflict of Interest in accordance with the policy, and to update such statement if and as necessary during the year.

#### **Confidentiality**

All Committee members are required to sign a Confidentiality Declaration 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 F&A Committee are confidential. No documents, information, discussions and determinations made at a Committee meeting or otherwise exchanged or agreed in connection with the work of the Committee shall be disclosed to any third party. The Regulations on Standing Committees outline additional details concerning confidentiality.

#### **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.

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## **Administrative and Funding Support**

WADA shall provide the necessary administration and financial resources for Committee meetings. The Director of Finance and Strategy will act as the liaison person (Secretary) to the Committee and may participate to the Committee meetings as an observer.

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, Notes and Reports**

The Committee will determine an annual meeting schedule sufficient to meet its purpose, goals and objectives.

The Committee will meet in person either once or twice per year. Additional meetings may be held via 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 Committee may receive updates outside of meetings to ensure they are well-informed on matters relevant to their work.

An agenda will be circulated by the Chair in advance of the meeting.

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 F&A Committee may be terminated by WADA.

A summary of the main discussions of the Committee meetings will be posted on the WADA website, following approval by the Members of the Committee.

In circumstances where a previously endorsed financial position is significantly modified, or where a material financial issue arises within the scope of the Finance and Audit Committee (FAC), an out-of-session paper shall be prepared and circulated to all Committee members within a reasonable delay for their information. This paper will outline the nature of the change or issue and its financial impact. To ensure timely and informed consultation, Committee members will be provided with a defined timeframe to review and provide feedback.

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