



TERMS OF REFERENCE

SIGAWomen Council

This document presents the Terms of Reference for the work of the SIGAWomen Council (the **Council**).

Article 1 Nature, Mission and Objectives

1. The Council of the SIGAWomen Programme has a high-level consultative nature.
2. The mission of SIGAWomen is to promote good governance in Sport by advancing greater gender equity in the decision-making structures of sports governing bodies, sports competition organisers and other key stakeholders in accordance with SIGA's Universal Standards on Good Governance in Sport.
3. The primary objectives of the Council are to:
 - a) Contribute to advance SIGA's Mission, Vision and Reform Agenda;
 - b) Provide strategic direction and guidance to the SIGAWomen Programme; and
 - c) Provide independent advice on relevant trends, topics, and projects, as well as promote SIGAWomen's strategic purposes and plan of activities by means of:
 - a) **Strategic Support and Guidance:** Advising the Chair of SIGAWomen on setting the strategic direction and long-term vision of SIGAWomen;
 - b) **Advice on Trends, Topics and Projects:** Acting as a sounding board for all the activities of SIGAWomen, and highlight new developments in the field of Sport Integrity; and
 - c) **Promotion of SIGAWomen:** Acting as a good representative of SIGAWomen and enabling the Organization to have greater impact by promoting SIGAWomen, providing access to and galvanizing the support, engagement and endorsement of the relevant institutions, including but not limited to public authorities (including governmental and regulatory agencies), sports organizations (such as leagues, clubs, players' unions and other representative structures), business partners (e.g. sponsors, broadcasters, media and comms agencies, and other commercial entities with shared interests on Sport Integrity) as well as academia and civil society.

Article 2 Composition, Representation and Term of Office

1. As a rule, the Council shall be composed of up to 12 members of outstanding reputation and recognised expertise from the five stakeholder groups that consist of SIGA's membership



- base, namely: (1) Sports Organisations; (2) Global Business; (3) Governments; (4) International Organizations; and (5) Civil Society & Academia with continental representation.
2. The members of the Council shall be appointed by the Chair of SIGAWomen.
 3. The Council shall be composed of:
 - a) A chairperson; and
 - b) Up to twelve ordinary members who should be recognised experts in their fields with the principles of diversity and inclusion to meet with the gold standard of good governance in sport.
 4. The composition and functioning of the Council shall respect SIGAWomen's internal governance policies and the fundamental principles of transparency, accountability, diversity, and inclusion.
 5. The members of the Council shall be appointed for a two-year term and may be reappointed to that position upon expiry of the two-year term.

Article 4 Role of the Council

1. The Council does not have the power to make final decisions. It has an advisory role as set out in Article 1 of the Terms of Reference.
2. The recommendations issued by the Council shall be submitted to the Chair of SIGAWomen and Global CEO of SIGA for final consideration and decision.
3. The recommendations issued by the Council shall be approved by simple majority of all the members of the Council. In the event of a tie, the chairperson has the casting vote. Voting is by show of hands, unless the Council agrees to proceed otherwise.

Article 5 Role of the Chairperson

The Chairperson of the Council:

- a) Coordinates with and reports to the Global CEO of SIGA, following possible consultation with the other members of the Council, the priorities for the work programme of SIGAWomen and its development;
- b) the meetings of the Council (including agenda, invitations and expected deliverables) and may select administration support from their network and SIGAWomen;



- c) Chairs the meetings of the Council;
- d) Exercises the casting vote in the event of a tie;
- e) Approves the action list;
- f) Acts as a primary spokesperson on behalf of SIGAWomen and its Council;
- g) Upon previous coordination with the SIGA Global CEO, provides regular reports to the SIGA Council and SIGA General Assembly on the work in progress of the Council;

Article 6 Attendance and Frequency of Meetings

1. Members of the Council must attend meetings in person to the extent possible, otherwise by videoconference or other agreed means.
2. The office of members of the Council shall cease in the event of absence of 75% of the meetings by the member during the respective term or absent of two or more meetings in a row without just cause.
3. The Global CEO of SIGA may attend the meetings of the Council.
4. Meetings of the Council are not open to the public. The chairperson may, however, invite third parties to attend meetings if he/ her deems it necessary on account of the agenda.
5. As a rule, the Council shall hold three ordinary meetings per year. Extraordinary meetings shall be agreed by the chairperson of the Council and communicated 15 days in advance to all the members of the Council.

Article 7 Agenda

1. The chairperson shall prepare the agenda for meetings of the Council.
2. As a rule, the draft agenda shall be sent to the members of the Council with the invitation at least fifteen days before the meeting.
3. Members of the Council may propose agenda items. As a rule, such proposals must be received at least ten days before the meeting, together with any supporting documents.



4. The final agenda shall be approved by the chairperson, following consultation with the Global CEO of SIGA, and remitted to the members of the Council with any supporting documents, at least ten days before the meeting.

Article 8 Action Lists

1. Action lists of each meeting shall be kept and shared with all members of the Council, as well as with the Global CEO of SIGA and Executives in the SIGAWomen team.
2. The action lists shall be drawn by the secretary of the Council to be appointed by the Chairperson.
3. The action lists include the date, place, and composition of the meeting of the Council, the agenda, the deliberations and the agreed recommendations and actions, as well as the date and place of the next meeting.
4. The action lists are signed and dated by both the chairperson and the deputy chairperson and sent within fourteen (14) working days of the meeting.

Article 9 Ethical conduct, Professional Conduct and Other Duties

1. Before entering office, members of Council are required to:
 - a) Inform the Chair of SIGAWomen, in writing, of any positions they have held or currently hold which could conflict with their role as members of the Council; and
 - b) Undertake to immediately inform the Chair of SIGAWomen, in writing, of any change occurring in this respect during their term of office.
2. During their term of office, members of Council are equally required to:
 - a. Act with integrity at all times and refrain from any activities that may endanger the reputation of SIGA;
 - b. Discharge their responsibilities with the highest professional skill and care;
 - c. Undertake reasonable steps to acquire and maintain all the skills needed to perform any SIGAWomen appointment, including knowledge of the SIGA Constitution and internal regulations, position papers and instructions issued by SIGAWomen from time to time;



- d.** Confirm in writing, at the beginning of their term of office, that they will go through an integrity check in accordance with Annex 1;
- e.** Submit their personal details to the Chairperson and notify her of any changes by email;
- f.** Participate actively in meetings and exercise due professionalism in preparations for meetings; and
- g.** Contribute to the achievement of the set objectives.

Membership of the Council shall terminate prior to the two-year term of office immediately in the event that the concerned member has acted contrary to the interests of SIGA, and/or SIGAWomen and/or in material breach of the SIGA Constitution and/or the SIGA Code of Ethics and has not either disclosed and/or remedied a breach within a sufficient timeframe

ANNEX 1

Integrity Check Requirements and Procedure

1. All nominees or appointees are required to submit to Integrity Checks. The Integrity Check will determine the eligibility or ineligibility of the prospective nominee or appointee, and no nomination or appointment shall be considered complete until the Integrity Check is completed.
2. The Integrity Check shall check that:
 - a) The person has no criminal record anywhere in the world within the last 10 years that can reasonably be considered as negatively impacting the reputation of SIGAWomen and/or negatively affecting the ability of the person to carry out the duties that she/he is appointed for with the highest levels of professionalism and integrity;
 - b) The person is not or has not in the last 10 years been disqualified from being a company director or manager in any regulatory jurisdiction;
 - c) The person is not suffering from any form of alcohol or drug abuse or gambling addiction and has not been undergoing clinical treatment for alcohol or drug abuse or problem gambling for the last five years;
 - d) The person is not currently the subject of an order that deems the person incapable or not allowed or lacks the competence to manage their own affairs;
 - e) The person is currently not banned from holding office in SIGA or any member of SIGA for a breach of the SIGA Statutes or Code of Ethics or the SIGA member's Statutes or Code of Ethics;
 - f) The person has no inappropriate association with known criminals;
 - g) The person is not on any government or law enforcement watch list for terrorist or criminal activity or is under investigation for similar;
 - h) The person has not, in the past 5 years, been the subject of a significant public scandal demonstrating moral unsuitability for office within SIGAWomen;
 - i) The person has not expressed public views (including in social media) that, if expressed as a SIGA office holder, would, in the absolute discretion of the Chair of SIGAWomen, actually or potentially bring SIGAWomen and/or SIGA into disrepute. In this respect, particular weight shall be given to statements that indicate racism, sexism, intolerance or particular animosity towards any SIGA stakeholder;
3. If the Integrity Check reveals a failure to fulfil any of the above criteria, the prospective nominee or appointee shall be ineligible for office in SIGA and their prospective nomination or appointment shall be withdrawn and, if they have already been nominated or appointed due to delay in the Integrity Checks, that nomination or appointment will be voided.



4. Candidates for, and holders of, official positions subject to Integrity Checks are obliged to collaborate to establish the relevant facts. In particular, they shall comply, upon reasonable notice, with requests for any documents and information held by them.
5. All relevant data must be treated as strictly confidential by the body conducting the Integrity Checks concerned.
6. If the person believes the outcome of the Integrity Check, in any aspect that renders him or her ineligible, is incorrect or should not be taken into account for a compelling reason, that person may appeal to the SIGA Ethics Committee, in writing, within five (5) working days of receiving notification of the decision that he or she is ineligible. The appeal must contain all evidence relied upon by the appellant. The SIGA Ethics Committee may, in its entire discretion, hold a hearing with the appellant to explore the matter further before it makes its decision. The decision of the SIGA Ethics Committee shall be final and binding.