

REPORT FROM THE GOVERNANCE WORKING GROUP

1. OVERVIEW

- 1.1. The purpose of this paper is to present to the General Assembly (GA) the background to the vote being taken on the report from World Lacrosse's (WL) Governance Working Group (GWG) in relation to the establishment of the WL Handbook.
- 1.2. Information about the GWG, including its Terms of Reference and Membership, its decisions and actions, its consultation process with regional and NGB representatives, as well as an Issue Log which has been used to record all feedback received and identification of relevant actions, is available via the [World Lacrosse Governance Working Group – Tracker](#).

2. BACKGROUND

- 2.1. This work was initiated by the GA in 2019. Since then, GWG has met on 15 occasions to take this work forward. Communications about the work of GWG has been circulated to the Members following most of the meetings.
- 2.2. The general restructuring of the WL Handbook was presented and agreed at the 2020 GA and GWG has worked on the content of the Handbook since then, transferring the existing Constitution, Bylaws, Policies and Codes of Conduct, Protocols and Procedures into one place and a new structure. It was the intention to include the Event Hosting and Competition Manual into the Handbook, but it is recognized that further work and consultation is required on this document before it is finalized. This will take place after the GA.
- 2.3. GWG now presents the completed version of the WL Handbook for approval to the Members and the latest version of the WL Handbook (with all edits/changes tracked and a summary of major changes at the top of each of the component documents) is available via the following links:
 - [Constitution](#)
 - [Bylaws](#)
 - [Policies](#)
 - [Codes of Conduct, Protocols & Procedures](#)
- 2.4. The feedback on the draft WL Handbook continues to be received from a wide range of stakeholders, and the documents above will continue to be updated to reflect that feedback and ensure that sufficient time is provided for all feedback to be processed. As such, the Handbook documents linked to above will continue to be updated until the 6th September, at which point Members will be notified that the versions are the final versions to go to vote at the GA.
- 2.5. It is recognized by GWG that this is a stage in the agreed process and that improvements will be made in the future. GWG is recommending to the GA that the new WL Governance Committee will be responsible for continuing this two-year phase of work and a handover meeting post the GA will ensure that outstanding issues are transferred appropriately.

3. LEGISLATION CHANGES

- 3.1.** During the process of compiling the WL Handbook, editorial and structural changes to current documents have been made. This includes clarifications of terminology and to reflect current practice. No changes have been made to the intent of the meaning. The redline copy of the WL Handbook provided shows the changes made.
- 3.2.** In addition, there are major items for discussion which are being submitted to this year's GA and, as they require discussion among members, no changes in relation to these specific items (for example, proposals to changes to the system for amending the Playing Rules, and revised Membership categories and definition) are included in this version of the WL Handbook. These changes will be made post GA and the final version will be posted on the WL website.

4. VOTE AT THE GA

- 4.1.** The vote at the GA is proposed to take place via a single block vote of this proposed version of the WL Handbook. If any members wish to bring forward for separate discussion and vote any specific part of this Handbook, they need to write to the Finance and Governance Director and include the wording of the vote accompanied by a proposer and seconder. This should be received by close of play on 6th September so that we can prepare the information for the final GA papers going out on the 9th September.
- 4.2.** The motion at the GA will be "to approve the World Lacrosse Handbook (2/3 majority)".

5. POST GA

- 5.1.** Following the GA, WL will establish a standing Governance Committee, which will take over the work of the WL GWG to address relevant governance issues on a permanent and ongoing basis. The Terms of Reference for the Governance Committee (attached for reference) have been discussed at GWG and the Regional Roadshows and approved by the Board at its meeting on 6th July 2021. Further information about its work will be publicized in due course.



GOVERNANCE COMMITTEE

TERMS OF REFERENCE

The Governance Committee is established as a Board Committee under section 7.3 of the World Lacrosse (WL) Bylaws.

The Committee reports to the WL Board of Directors and the General Assembly (GA) via the Finance & Governance Director.

PURPOSE

The Governance Committee is responsible for overseeing the effective corporate governance of WL, including the WL Board, and to report and make recommendations to the Board.

The purpose of the Governance Committee is to:

- assist the Board in its ongoing oversight of the quality of governance in WL;
- assist with Board and Committee effectiveness and evaluation; and
- recommend to the Board enhancements to WL's governance in the interest of the organisation as a whole; and
- support members in the development of good governance within their organisation.

1. COMPOSITION AND MEMBERSHIP

- 1.1. The Finance and Governance Director is the Chair of the WL Governance Committee.
- 1.2. Initially, the Governance Committee will consist of a minimum of five and a maximum of nine people including the Chair, one (1) other WL Board Director, one (1) representative from each Continental Federation (CF), one (1) representative from the WL Athletes Commission and up to two (2) other people with relevant skills and experience, who will serve for four years with an option to serve a second term. Board Director terms of office on this Committee shall not exceed their respective expiry date on the Board. However, the practice will be to encourage change of membership as good practice.
- 1.3. The Committee may require other parties to attend some, or all, of its meetings, including the Legal Counsel, WL Management team members or Committee/Commission/Working Group Chairs for relevant parts of the agenda.
- 1.4. The Chief Operating Officer (COO) will be the lead staff member for this Committee and will attend meetings without voting privileges.

2. SKILLS, QUALITIES AND COMPETENCIES

- 2.1. Members of the Committee will need to have the skills, qualities and competencies outlined in Appendix 1. In forming the Committee, the Chair will seek to balance a range of skills, qualities and competencies, as well as gender and geographic diversity. Appendix 1 will be reviewed annually by the Committee Chair and may change.

3. RESPONSIBILITIES

- 3.1. The Committee is responsible for advising the Finance & Governance Director and the Board and working with them to support the development and implementation of agreed priorities in the WL Strategic Plan;
- 3.2. Specific responsibilities for the Governance Committee include:
 - 3.2.1 **WL Constitution, bylaws and policies** - establish a process and schedule for their regular review to ensure they are serving the needs of the organisation and members.
 - 3.2.2 Recommend which **WL policies** should be approved by the Board and the GA and organise a minimum of one Stakeholder Engagement Webinar per year at which these can be discussed and appropriate routes to their approval agreed;
 - 3.2.3 Ensure **generic operating procedures** are being followed by all WL Committees, Commissions and Working Groups and annually review the Committee TORs with the Chairs;
 - 3.2.4 **Roles and responsibilities** – review these regularly to ensure appropriate balance between the GA, Board and Management Team;
 - 3.2.5 **Compliance and risk** - consider issues of compliance and risk in relation to WL governance including national and/or international legal obligations;
 - 3.2.6 **Advice to members** – establish a process to receive, consider and respond to governance questions or concerns from members;
 - 3.2.7 **Board and Committee effectiveness** - work with the Nominations Committee to develop a skills matrix for the Board and all Committees and develop strategies to assist new and aspiring Board and Committee members to develop advanced governance knowledge;
 - 3.2.8 **Communications** – help maintain effective governance communications between WL, the Board, the CFs and the individual member NGBs;
 - 3.2.9 **Performance evaluation** – support the regular review and evaluation of overall and individual Board performance in relation to required Board roles and areas of responsibility;
 - 3.2.10 **Best practice** – encourage implementation of best practice, benchmarking WL governance documentation against comparable international sporting (and other similar corporate and/or not-for-profit) bodies to ensure alignment with international best practice.

4. OPERATING AND REPORTING PROCEDURES

- 4.1. The Governance Committee will follow the WL General Operating Procedures applicable to all Committees which is available in the WL Governance Handbook (link to be provided later).

5. MEETINGS

- 5.1. Minutes of all meetings will be circulated to the Committee, the WL President and Board and the WL Executive Administrative Assistant via the Chair. Any confidential notes intended only for the Committee should therefore be marked as such and kept separately. The Chair will report to the Board on the outcomes of its meetings.



5.2. Summary reports of Committee meetings will be posted on the WL website.

5.3. A quorum of a minimum of 50% of the Committee shall be required for all meetings. In the absence of the Chair, s/he will appoint a deputy, or the members present will appoint a Chair for that meeting, who will liaise with the Committee Chair.

6. DELEGATED AUTHORITY

6.1. The Committee has no delegated authority for decisions or expenditure other than where specifically authorized by the Board.



APPENDIX 1. SKILLS, QUALITIES AND COMPETENCIES FOR MEMBERS OF THE GOVERNANCE COMMITTEE

The membership of the Governance Committee will seek to gain a balance of the following amongst its members:

- Understanding of, and experience with, effective organizational governance;
- Experience of developing and implementing good governance processes and procedures;
- Knowledge of reviewing and evaluating organizational performance, including overall and individual Board and Committee performance;
- Interest in, and commitment to, good governance and high standards of conduct;
- Experience of oversight and monitoring of compliance, especially in relation to legal and regulatory frameworks and systems; and
- Familiarity with WL governance documents.

Members of the Governance Committee should aim to uphold the values of World Lacrosse and to encourage these to be upheld across the community.

- Teamwork
- Passion
- Respect
- Integrity
- Friendship