

# IMMAF ETHICS COMMISSION

## Terms of Reference

### 1. Status and Role

1.1 The IMMAF Ethics Commission ("Ethics Commission") is appointed by, and reports to, the IMMAF Board of Directors ("Board of Directors") under Article 17 of the IMMAF Statutes.

1.2 The role of the Ethics Commission is to advise the CEO and Board on the development, implementation and review of organisational procedures and policies guidelines relating to ethical issues; and whom the CEO can call upon to provide advice and consultation to the IMMAF - WMMAA on ethical matters depending on the issues arising.

The Ethics Commission is responsible for ensuring that IMMAF – WMMAA acts in accordance with its Statutes and Policies including its Conflicts of Interest and Whistle-blowing policies. The Commission is responsible for investigating complaints and liaising with the IMMAF Disciplinary Committee at the request of the IMMAF CEO.

### 2. Commencement

2.1 These Terms of Reference are effective from 1 October 2019.

### 3. Composition of Ethics Commission and Arbitration Panels

**3.1 Size:** The Ethics Commission shall comprise five (5) to seven (7) experts including one (1) chairman, as designated by the President, and 1 member of IMMAF Staff to act as the Commission's Staff Liaison.

**3.2 Eligibility:** To be eligible for nomination, and to remain as an Ethics Commission Member the person must be;

- b. be at least 18 years old;
- c. be able to speak and understand English reasonably well;
- d. not be under investigation, or convicted or otherwise sanctioned for:
  - i. any other offence or breach of any rules of IMMAF, an Area Association or a Member Federation; or
  - ii. an offence under any applicable laws punishable by a term of imprisonment of 2 years or more (unless the person has served the sanction imposed on them);

#### 4. Term and Vacancies

**4.1 Term:** The term of office for members of the Ethics Commission is two years:

##### 4.2 Resignation and Removal

a. A member of the Ethics Commission may resign prior to the expiry of their term of office by giving not less than 1 months' notice in writing to the Ethics Commission Chair and the IMMAF President.

b. An Ethics Commission Member may be removed from the Commission prior to the expiry of their term of office, by decision of the Board of Directors on the recommendation of the Commission Chairman to IMMAF President, for:

- i. breach of any duty under clause 8; or
- ii. any other act or conduct that, in the opinion of Board of Directors, brings the Ethics Commission or IMMAF into disrepute.

c. In addition, a Ethics Commission Member shall be deemed to have vacated his or her position if, during their term, he or she:

- i. is absent from two consecutive meetings of the Ethics Commission.

**4.3 Changes and Vacancies:** If any position on the Ethics Commission is vacant, whether by resignation, removal or otherwise at any time, the Board of Directors may (on the recommendation of the Commission Chair and IMMAF President) appoint a replacement member (who is eligible under clause 3.2) for the balance of the term of office of the vacated position.

#### 5. Chair

**5.1 Role and Responsibilities:** The role of the Chair is to lead and be the spokesperson for the Ethics Commission. The Chair has the following responsibilities:

- a. chair and prepare the agenda/papers for all meetings of the Commission;
- b. be the spokesperson for the Commission;
- c. liaise with the President and IMMAF CEO as required or requested;
- d. prepare and present reports to the IMMAF Board of Directors;
- e. attend meetings of the Board of Directors and any other Commissions or Working Groups as requested by the President or Board of Directors;
- f. be IMMAF Arbitration representative at any forums, groups or presentations as requested by the President or the Chief Executive;

- g. regularly communicate with the members of the Ethics Commission and other persons in order to identify issues for the Ethics Commission to consider; and,
- h. any other specific responsible as required by the Chief Executive, President or Board of Directors that are within the scope of the role and responsibilities of the Ethics Commission (set out in clauses 1.2 and 6).

**5.3 Resignation or Removal:** The Chair may be removed from their position, prior to the expiry of their term of office, by:

- a. resignation; or,
- b. decision of Board of Directors, in its absolute discretion; or
- c. resignation or removal from the Commission under clause 4.2.

## **6. Responsibilities**

**6.1** The Ethics Commission will fulfil its role by undertaking the following responsibilities:

- To ensure that there are suitable guidelines, procedures, codes and other material to support the IMMAF – WMMAA Board, staff, volunteers and other representatives to maintain the highest standards of integrity, as outlined in the IMMAF Statutes, Code of Conduct and Policies;
- Help to development or update the Code of Ethics
- Recommend any actions to improve the framework and policies for governance and organisational ethics;
- In event of a violation of the ethical principles of IMMAF, that arise through an incident or whistleblowing, analyse and research complaints, as tasked by the CEO;
- Work closely with the IMMAF Arbitration Commission in case adjudication is required.
- Propose a programme of reviews or a specific review as required.

## **7. Referral of matters**

The IMMAF CEO may refer matters to this Commission as appropriate.

In exercising its responsibilities, this Commission may refer any item to the IMMAF Administration for discussion, consideration and/or action. This Commission may recommend relevant matters for action or noting to other IMMAF Commissions as appropriate.

## **8. Quorum**

A quorum for the commission meeting is defined as 50% of the membership, plus one. Where attention is drawn to a loss of quorum, the meeting may be adjourned until such time as the Chair may determine. This quorum also applies to remote decisions.

## **9. Conflict of Interest**

Commission members are required to bring to the attention of the Chair any conflict of interest or potential conflict they may have with any item on the commission's agenda.

If a commission member is deemed to have a real or perceived conflict of interest in a matter that is being considered at a meeting, he/she will be excused from Commission discussions and deliberations on the issue where a conflict of interest exists.

## **10. Authority**

**10.1** The Ethics Commission has an advisory role to the IMMAF Board of Directors and will not make decisions on behalf of IMMAF.

**10.2** The Ethics Commission, and its members, may not represent IMMAF and engage with any person on behalf of IMMAF, without the prior approval of the President.

**10.3** The Ethics Commission and its members will not make public statements about IMMAF, the Ethics Commission or any aspect of the Ethics Commission's work, without the prior approval of the President.

## **11. Duties of Ethics Commission Members**

**11.1** Members shall wholeheartedly champion IMMAF values and always act in the interests of IMMAF;

**11.2** Share all communications and information amongst Ethics Commission members;

**11.3** Make timely decisions to not hold up ongoing work;

**11.4** Notify members of the IMMAF Ethics Commission, as soon as practical, of any matter which may affect the development of activities related to IMMAF Arbitration;

## **12. Rights of Ethics Commission Members**

**12.1** Members will be provided with complete, accurate and meaningful information in a timely manner by IMMAF Staff;

**12.2** Members will be given reasonable time to formulate key recommendations

**12.3** Members will be alerted to potential risks and issues that could impact relevant project, as they arise

**12.4** Members can expect open and honest discussions, with the avoidance of misleading assertions

### **13 Participation:**

**13.1** Ethics Commission Members shall attend each scheduled meeting of the Commission (in person or using technology) unless excused by the Chair.

**13.2** Each Commission member shall participate in an active and energetic way in Commission meetings and in matters undertaken by the Commission between meetings.

**13.3** Each Ethics Commission Member must be adequately prepared for each Commission meeting in order to participate effectively and constructively.

### **14. Ethics Code:**

**14.1** Commission Members are IMMAF Officials and as such are bound by the IMMAF Ethics Code and other IMMAF Policy documents. This includes principles of conduct related to integrity, equality, dignity, good faith, conflicts of interest, improper benefits, improper association and neutrality.

**14.2** IMMAF Rules: Ethics Commission Members are bound by all the rules and regulations of IMMAF together with any directions and decisions of the Board of Directors.

## **15. Reporting**

**15.1 Reports to Board of Directors:** The ' Commission shall submit a report to the IMMAF CEO in writing within 1 month of each meeting of the Commission. This report shall be prepared by the Chair of the Ethics Commission in collaboration with the IMMAF Staff Liaison. All Ethics Commission Members shall receive a copy of this report.

**15.2 Annual Summary Report:** By a date specified by the Chief Executive, the Chair shall, in consultation with the Ethics Commission members, prepare an annual report with a summary of the Commission's work for inclusion in Board of Directors' annual report to the Member Federations. This report will also be published on the IMMAF website.

## **16. Ethics Commission Meetings and Procedure**

**16.1 Work:** The Ethics Commission shall undertake its work at meetings of the Commission and in between meetings by telephone, email and other means of communication as is necessary to fulfil its responsibilities.

**16.2 Meetings:** The Ethics Commission shall meet in person once each year. The dates and venue are to be agreed by the Chair and the Chief Executive Officer. As much notice as possible, usually at least two months' notice, will be given to all Commission Members of the date, time and venue for any meeting.

**16.3 Agenda and meeting documents:** The Chair shall prepare an agenda for each meeting in consultation with the Staff Liaison. Commission Members may submit items for the agenda through the Chair. All documents must be submitted to the commission Secretary no later than eight working days working days prior to the forthcoming meeting. Except with the express permission of the Chair, late documents will not be accepted. Responsibility for ensuring appropriate records management for the commission rests with the Staff Liaison under the direction of the Chair. The agenda, together with relevant papers, will be distributed to all Commission Members by IMMAF Staff Liaison prior to each Commission meeting (10 days prior).

**16.4 Chair:** The Chair will chair all meetings, unless he or she is unavailable in which case the Chief Executive Officer will designate a replacement.

**16.5 Attendees:** In addition to Commission Members:

- a. Other persons and experts may be invited by the Chair to attend meetings to provide information or advice on a specific item of business at a meeting, with the prior approval of the Chief Executive Officer;

**16.6 Meetings using Technology:** Ethics Commission meetings may be held by telephone, through video or internet conference facilities or in combination with a meeting held in person provided that prior notice of the meeting is given to all Commission Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Commission Member in this manner at a meeting shall constitute the presence of that member at that meeting.

**16.7 Remote Decisions:** In addition to discussions and decisions made in meetings of the Ethics Commission, discussions may be held between members via email and other social media and messaging platforms, provided that any resolutions or decisions of the Commission which follows such discussion, shall only be valid if decided by email in the manner prescribed by the Chair and Chief Executive Officer.

**16.8 Voting:** Decisions of the Ethics Commission shall generally be made by consensus. If a consensus cannot be reached and a vote is required, each Ethics Commission Member shall have one (1) vote. Voting by proxy is not permitted. Where members are attending a meeting using technology, they may vote by email in accordance with the procedures prescribed by IMMAF. Except to the extent specified in these Terms of Reference, a majority in favour of an action

by those Ethics Commission Members present at a meeting is required for it to be passed.

A member who attends a meeting via telephone or video or other conference facility shall be regarded as being present. In the event of an equality of votes, the Chair may cast a casting vote.

**13.11 Minutes:** Minutes of each meeting of the Ethics Commission shall be taken. The Chair will be responsible for designating whether the IMMAF Staff Liaison or another person takes minutes during the meeting. The minutes will be finalised in consultation with the Chair and sent to the Ethics Commission members within a maximum of one (1) month of the meeting. Any amendments to the Minutes will be agreed at the next meeting of the Ethics Commission and noted accordingly.

**13.12 Confidentiality:** All meetings and the work of the Ethics Commission and IMMAF Arbitration Panels are confidential.

No documents, information, discussion, recommendations or decisions made at an Ethics Commission meeting or IMMAF Arbitration Panel Hearing in connection with the work of the Ethics Commission, shall be disclosed to any other person unless:

- a. the President, Chief Executive Officer or Ethics Commission Chair authorises such disclosure;
- b. the Ethics Commission agrees that such disclosure is necessary or desirable to advance its work;
- c. the matter is in the public domain; or
- d. such disclosure is required by law or any applicable authority, including the IMMAF Ethics Commission, IMMAF Arbitration Panel or another Disciplinary Tribunal.

#### **14. Administration**

**14.1 Expenses:** Ethics Commission Members act as such in a voluntary capacity and will not be compensated for their work as a Commission Member. IMMAF will reimburse expenses and pay a per diem for each Ethics Commission Member in accordance with IMMAF policy.

**14.2 Administration:** IMMAF will arrange travel, accommodation and insurance for Ethics Commission meetings in accordance with IMMAF policy.

**14.3 Documents:** IMMAF will provide the Ethics Commission with all documents held by IMMAF relevant to the Ethics Commission's work. All records, minutes and notes will be stored in the IMMAF Head Office

#### **15. Review**

The Commission shall review its Terms of Reference every two years and provide a report, including any recommendations, to the IMMAF CEO.