

**AIBA Governance Reform Group**

**REPORT**

for consideration by the

**AIBA BOARD OF DIRECTORS**

**15 NOVEMBER 2021**

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## A. EXECUTIVE SUMMARY

1. This Section contains a summary overview of the most important conclusions drawn by the Governance Reform Group (“GRG”) in light of its analysis of the International Boxing Association’s (“AIBA”) present governance structure and culture.
2. The GRG notes that AIBA has made numerous changes to its rules and regulations in the recent past with the aim of improving its governance structure. These developments point in the right direction. The GRG, however, also notes that despite the above, AIBA was, and still is, in a serious crisis. In order to overcome this crisis and restore trust in AIBA, further far-reaching measures are urgently required.
3. When elaborating its recommendations, the GRG focussed on the most pressing problems of AIBA’s governance. These relate to the areas of integrity, democracy and checks and balances.
4. The GRG’s principal recommendations for an improvement of AIBA’s governance structure and culture in these areas can be summarized as follows:
  - AIBA’s management of integrity issues needs to improve dramatically. A complete restructuring of the bodies competent to deal with integrity problems is required. The GRG recommends creating a new Independent Integrity Unit to replace the current Ethics Committee, Disciplinary Committee and Integrity Officers.
    - The Independent Integrity Unit shall be operationally independent from all other AIBA bodies.
    - The Independent Integrity Unit shall include, *inter alia*, a Compliance Unit responsible for the processing, investigation, prosecution and adjudication (through an independent AIBA Tribunal) of breaches of relevant ethical and disciplinary rules.
    - The Independent Integrity Unit shall provide for a Nomination Unit, which shall perform eligibility checks and assessments of appointments and elections to key management and leadership positions, the chairpersons of the Corporate Governance Committees and to selected commissions. The enhanced vetting procedures carried out by the Nomination Unit and (where applicable) external advisors shall ensure that only persons who meet the highest standards in terms of integrity and skill are appointed to these positions.
  - Moreover, the organization and composition of AIBA’s organs must be improved to meet the challenges that AIBA is facing:
    - The Board of Directors shall be downsized and be composed of members who possess the required skills to manage AIBA’s affairs (including financial affairs) effectively and according to best practice. Furthermore, the composition shall be diverse in terms of gender, origin, and other

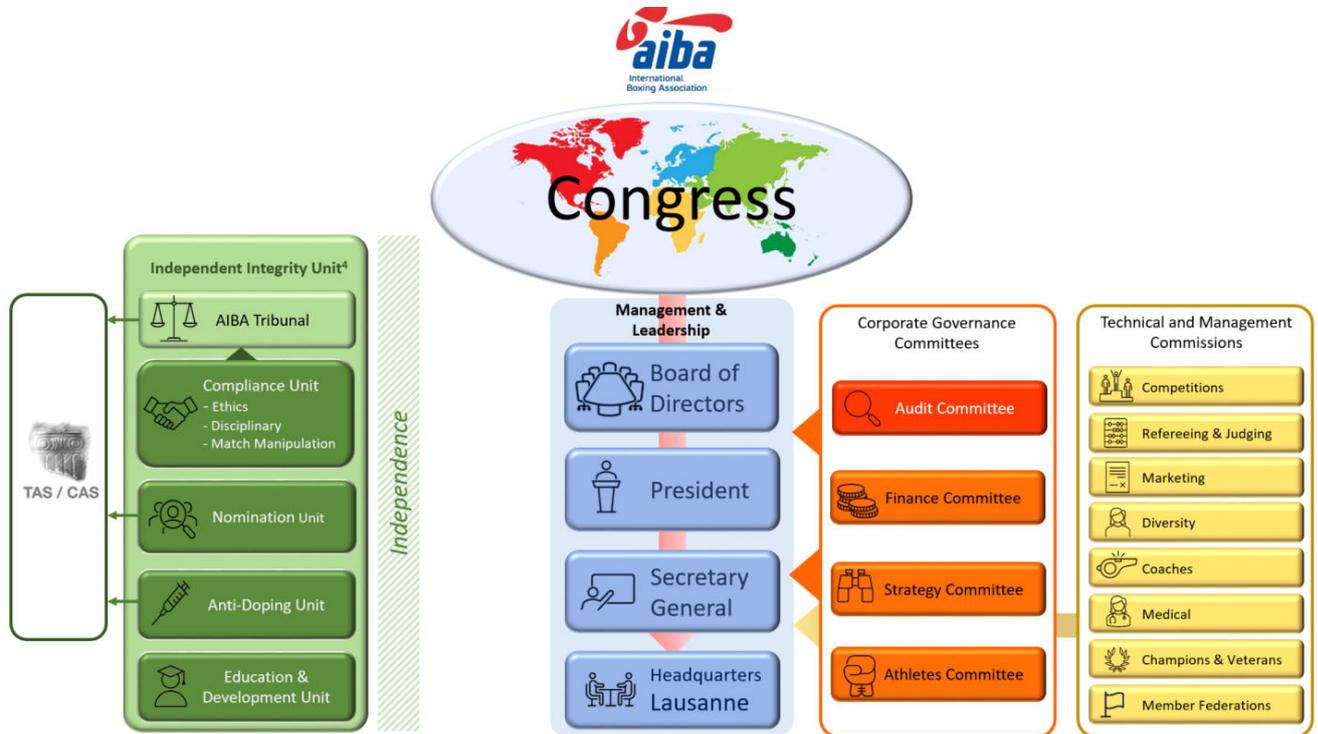
relevant diversity criteria. Comparable eligibility criteria shall apply to all other leading positions within AIBA.

- The AIBA Council shall be abolished in order to avoid, *inter alia*, different categories of members on the Board of Directors.
  - The status of the Secretary General shall be elevated from a mere administrative position to a true “CEO” heading and managing AIBA’s affairs, and representing AIBA vis-à-vis third parties.
  - The “President Office” shall be dissolved and all staff shall report to the respective head of department and the Secretary General at the Lausanne headquarters.
  - AIBA’s committees shall be reorganized. In particular, the GRG recommends establishing a new Finance Committee composed of financial experts (including AIBA’s CFO) to oversee financial management, advise the Board on financial matters and asset management and prepare the financial statements. Also, the status of the Audit Committee shall be redefined. The Audit Committee shall perform an (independent) internal audit of AIBA’s financial statements. Furthermore, AIBA should install a Strategy Committee responsible for the drafting and monitoring of mid- and long-term strategic plans.
- Finally, the GRG recommends implementing special emergency measures to enable AIBA to overcome its acute crisis. These emergency measures should consist of the following:
- A “fresh start” is needed in relation to membership on AIBA’s Board of Directors. Such a “fresh start” requires that a clear majority of the current members of the Board of Directors be replaced.
  - A further emergency measure aims at improving AIBA’s relationship with the IOC through a competent Liaison Officer who enjoys the trust of both the IOC and AIBA. The Liaison Officer should be capable of performing the role of a reliable point of contact and mediator between both sporting organisations.
  - Similarly, AIBA should retain an independent external restructuring expert. The latter’s task shall be to develop, implement and oversee appropriate restructuring measures with the goal of stabilising and improving AIBA's financial situation in the mid- and long-term.
- The GRG’s Recommendations need to be implemented by AIBA before the Electoral Congress Meeting scheduled for 2022.<sup>1</sup>

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<sup>1</sup> Pursuant to Article 50.8 of the 2020 Constitution (transitional provisions), the first Electoral Congress Meeting after the adoption of the 2020 Constitution shall take place by no later than 11 December 2022.

- The new structure of AIBA recommended by the GRG would look as follows (“AIBA Organizational Chart”)<sup>2</sup>:



<sup>2</sup> The AIBA Organizational Chart, including more detailed explanations on its different parts, is depicted in Annex 2 to this Report.

## **B. FULL REPORT**

### **I. BACKGROUND**

5. The International Boxing Association (“**AIBA**”) with headquarters in Lausanne (Switzerland) is the international federation of Olympic Boxing. It is a non-governmental and non-profit association incorporated in and subject to the laws of Switzerland.
6. By a decision issued by the International Olympic Committee (“**IOC**”) Executive Board in May 2019, and confirmed by the IOC Session in June 2019, the IOC suspended its recognition of AIBA, notably in view of serious concerns about AIBA’s governance, finances and refereeing and judging.
7. Since then, AIBA has initiated a reform of its governance, in particular by adopting a new constitution in December 2020 (“**2020 Constitution**”), as well as numerous regulations implementing the 2020 Constitution in the beginning of 2021. AIBA has also announced new general elections in 2022. This reform process is ongoing.
8. In order to assist AIBA with its governance reform, the Board of Directors (“**Board**”) appointed an independent expert group (“**GRG**”) to assess AIBA’s governance, to elaborate recommendations (“**Recommendations**”) as to how AIBA’s governance could be improved and to assist in the implementation of the Recommendations. The matter of unbiased refereeing and judging has been assigned to separate review by an investigation group chaired by Prof. Richard McLaren (“**Investigation Group**”).
9. At a press conference in Lausanne on 28 June 2021, AIBA presented the members of the GRG. The GRG consists of five lawyers who are experts in the field of sports governance:
  - (1) Ms. Melanie Schärer
  - (2) Ms. Annett Rombach
  - (3) Dr. Stephan Netzle
  - (4) Dr. Heiner Kahlert and
  - (5) Prof. Dr. Ulrich Haas (Chairperson)
10. The mandate contracts with the members of the GRG and the Terms of Reference (“**ToR**”) were finalized and signed between 30 June 2021 and 8 July 2021. The ToR were shared with the IOC on 7 July 2021. Immediately thereafter, the GRG commenced its work. The GRG presented a first interim report on 16 August 2021 and a second interim report on 1 November 2021 (“**Interim Reports**”).

## II. OUTLINE OF WORK

11. The ToR provide – *inter alia* – as follows:

- (1) The GRG shall be fully independent from any AIBA officials, bodies and committees (current and previous), as well as from the IOC. The GRG shall be free to organise itself as it sees fit, keeping in mind the practical realities of the available budget and the time limits applicable to its work.<sup>3</sup>
- (2) The mandate of the GRG shall be to assist AIBA in improving its governance in order to meet the highest standards applicable in the field. This mandate includes not only assisting AIBA in assessing, reviewing, drafting and/or amending the relevant rules and regulations, but also assisting in the implementation of these rules and regulations (and any amendment thereof) within AIBA, and, to the extent applicable, within AIBA’s continental federations (“**Confederations**”) and national member federations (“**National Federations**”).
- (3) The GRG has the right to conduct interviews, if deemed necessary, with current and past AIBA officials, staff and contractors, as well as officials from Confederations and National Federations. The GRG shall also be entitled to request any document and information that is or has been in the possession of AIBA (including, notably, the AIBA Head Office, “**Head Office**”) or of any of the abovementioned persons.
- (4) Anyone who is subject to the rules and regulations of AIBA, the Confederations or the National Federations shall have the obligation to cooperate fully with the GRG and to comply swiftly with any request made by the GRG.
- (5) All members of the GRG – and anyone collaborating with the GRG – shall be bound by the strictest obligations of confidentiality and shall be asked to sign a non-disclosure agreement – unless they are bound by a strict legal obligation of professional secrecy (such as registered attorneys-at-law). They shall also avoid any conflict of interests and shall be bound by the AIBA Conflict of Interest Policy effective on the date of adoption of the ToR.
- (6) The GRG, through its Chairperson, shall report to the AIBA contact group (“**Contact Group**”)<sup>4</sup>.
- (7) The GRG will normally operate on the basis of consensus and maintain as informal a manner as is possible or appropriate for the conduct of the GRG business.

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<sup>3</sup> The Contact Group and the GRG subsequently agreed on certain amendments to the time limits foreseen in the ToR.

<sup>4</sup> The Contact Group was appointed by the AIBA Head Office to provide all necessary information to the GRG and to ensure a swift and efficient communication between the GRG and AIBA. It is chaired by AIBA’s external legal counsel, Mr. Claude Ramoni.

### III. PROCESS

12. The term of office of the members of the GRG started on the day of adoption of the ToR and the signing of the respective mandate contracts with the individual members (whichever was later). The GRG has held more than 25 meetings. Most of the meetings were held by videoconference. In addition, the GRG held an in-person meeting on 9 November 2021 in Zurich.

#### 1. *The steps undertaken by the GRG*

13. The GRG, in particular, carried out the following steps and processes:

- (1) Established its internal working protocols (minutes, distribution of tasks, meeting calendar, sharing of information, etc.);
- (2) Undertook an in-depth assessment of the various benchmarks for good sports governance;
- (3) Determined that the IPACS Sports Governance Benchmarks relating to issues of “Integrity”, “Democracy” and “Checks & Balances” are most relevant in the context of the AIBA Governance Reform, supplemented them by reference to other similar benchmarks, and thereby created consolidated benchmarks against which AIBA was to be measured (the “**GRG Benchmarks**”)<sup>5</sup>;
- (4) Gathered and reviewed the relevant AIBA rules, regulations and other documents that needed to be examined in light of the GRG Benchmarks;
- (5) Determined a list of interviewees in relation to areas of interest in order to obtain insights into the past and present governance culture practiced within AIBA for the purpose of gaining a better understanding of the problems that need to be solved;
- (6) Conducted interviews with these persons;
- (7) Conducted interviews with leading stakeholders within the IOC;
- (8) Liaised with the Investigation Group to coordinate the work of both groups;
- (9) Undertook an analysis of all relevant correspondence between the IOC and AIBA of the years 2019-2021 and of the Report of the IOC Inquiry Committee on AIBA Situation (dated 21 May 2019) in order to fully appreciate the IOC’s concerns;
- (10) Undertook an analysis of Art. 50.8 of the 2020 Constitution with respect to the sequence of holding elections and changing the 2020 Constitution;
- (11) Undertook an assessment of the weak and strong points in relation to the GRG Benchmarks based on AIBA’s rules and regulations and based on the intelligence gathered from the interviews;

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<sup>5</sup> See Annex 3.

(12) Issued the Interim Reports to the Contact Group and to the Board, including 10 top priorities for the governance reform that were introduced as part of the 2<sup>nd</sup> Interim Report (“**10 Priorities**”);

(13) Formulated the Recommendations to be submitted to AIBA with this report (“**Report**”).

## **2. Coordination with the Contact Group**

14. AIBA is in a serious crisis, the resolution of which cannot be delayed (see also below note 19). The IOC indicated that it will decide on AIBA’s status in the Olympic Movement, in particular with respect to AIBA’s status for the 2024 Olympic Games, in early December 2021. Furthermore, Art. 50.8 of the 2020 Constitution (transitional provisions) provides that an Electoral Congress Meeting must be held by the end of 2022, at which – *inter alia* – the President and a large number of the members of the Board will be elected. The Recommendations of the GRG need to be accepted and implemented by the competent organs well ahead of the Electoral Congress Meeting. Therefore, the GRG operated under a tight timeline.
15. In view of the above, the GRG – partly – worked in parallel with the Contact Group and coordinated with it. It did so, however, without jeopardizing its independence. The GRG felt that, with respect to certain topics, it had to guide and advise the Contact Group in order to ensure that any changes proposed to AIBA’s legal framework by the Contact Group in the meantime would not contradict or conflict with the Recommendations to be issued by the GRG in this Report. Specifically, as part of the 2<sup>nd</sup> Interim Report, the GRG issued the 10 Priorities to guide the Contact Group with respect to the most important areas in which it will make reform proposals.
16. On 5 November 2021, the Contact Group provided the GRG with a new draft constitution (“**New Constitution**”). The GRG understands that the New Constitution is envisaged to be adopted by AIBA at a Congress Meeting scheduled for early December 2021. The GRG points out that the governance reform proposals introduced in this Report do not take into account the New Constitution. The GRG has not undertaken an in-depth analysis of the New Constitution. Any reference to AIBA’s constitution in this Report is meant to be a reference to the 2020 Constitution.

## **3. Coordination with the Investigation Group**

17. Coinciding with the commissioning of the GRG, AIBA has also mandated the Investigation Group chaired by Prof. McLaren to conduct a thorough investigation on corruption or manipulation of sporting results at the 2016 Rio Olympic Games and more recent AIBA competitions. The Investigation Group has also been mandated to conduct a broader investigation to identify, *inter alia*, possible acts of corruption, mismanagement of funds, and manipulation of election results by AIBA past administrations. Furthermore, the Investigation Group was not only tasked to investigate such actions and to prosecute the perpetrators, but also to issue recommendations going forward to have the proper mechanisms in place and implement appropriate measures within AIBA to avoid such misconduct in the future. The GRG has met with

Prof. McLaren by video-conference in order to coordinate with the Investigation Group, because it appeared that there could be some “overlaps” between the work of both groups, notably in connection with refereeing and judging. In view of the mandate of the Investigation Group as clarified by Prof. McLaren during the video-conference, the GRG has refrained from making any recommendations pertaining to issues of refereeing and judging.

#### IV. RECOMMENDATIONS

##### 1. *Preliminary Remarks*

18. The GRG notes that AIBA has made numerous changes to its rules and regulations in the recent past with the aim of improving its governance structure. These developments point in the right direction, as was confirmed also by the Association of Summer Olympic International Federations’ (“ASOIF”) assessment of AIBA’s governance structure. ASOIF’s report dated July 2021 ranks AIBA’s governing structure prominently in Group A2. This is the second highest tier and includes, for example, the International Basketball Federation (“FIBA”), the International Table Tennis Federation, World Athletics (“WA”) or World Sailing. Also, the IOC has acknowledged in its letter of 14 September 2021 that the reform process undertaken by AIBA is “*a step forward in the direction of better governance, which is illustrated in the ASOIF’s survey results*”.
19. The GRG, however, also notes that despite the above, AIBA was, and still is, in a serious crisis. This is evident from the fact that the IOC has maintained, until today, the suspension of its recognition of AIBA as an International Federation. The analysis of the correspondence between the IOC and AIBA, as well as media and broadcasting reports, demonstrate that there is a severe loss of trust in AIBA properly running its affairs. Over a long period of time, stakeholders have called for reforms and transparency within AIBA, without sufficient steps having been undertaken by AIBA. Trust from the Olympic Movement, key stakeholders, the general public and the market, however, is essential for the successful development of AIBA. This demands a significant change of culture. The drafting of “state-of-the-art” rules and regulations alone does not restore damaged trust and lost confidence. While a “state-of-the-art” regulatory framework is an essential element of good governance, it must be followed by a strict implementation and consequent enforcement through upright personnel.
20. In order to restore trust in the relationship between AIBA and its most important stakeholders, further far-reaching measures are required and a stricter standard must be applied to AIBA’s governance compared to other sports governing bodies. The need for such comprehensive approach is also reflected, *inter alia*:
  - (1) in the IOC’s letter to AIBA dated 14 September 2021, which states that “*good governance shall not only be assessed on the rules, future projects or brand changes ... but on effective implementation of good governance principles*”.

- (2) in the ASOIF assessment of AIBA’s governance structure dated July 2021. The report repeatedly states that points had to be deducted from AIBA’s overall score. The report acknowledges recent rule changes, but equally states that there is little experience as to how the new rules will operate in practice, i.e. whether or not they will lead to a cultural change (see e.g. no. 3.3, 5.1, 5.3, 6.1, 6.2. of ASOIF’s assessment).

## **2. Methodology**

21. When developing its Recommendations, the GRG took into account the GRG Benchmarks,<sup>6</sup> the experience of the members of the GRG in the field of governance and the results from the various interviews conducted with stakeholders within and outside of AIBA. As previously stated, the GRG Benchmarks reflect the IPACS Sports Governance Benchmarks and other relevant sports governance benchmarks in the areas of “Democracy”, “Checks and Balances” and “Integrity”. After its analysis of the relevant information (obtained through documents and interviews, see above note 13), the GRG understood that these three areas are the most severely affected by governance problems within AIBA and that, therefore, the immediate resolution of the identified flaws in these areas is of utmost urgency and must be given priority.
22. The GRG’s prioritization of these areas does not, however, release AIBA from adhering to other important benchmarks, e.g. the IPACS Sports Governance Benchmarks on “Transparency” and “Development and Solidarity”. While the present Report does not focus on those areas, the GRG considers it important for AIBA to follow them, and to constantly monitor compliance with them. The GRG’s decision to concentrate on only selected GRG Benchmarks is to provide a quick and decisive response to AIBA’s most pressing governance problems that need expeditious fixing.
23. Finally, it bears noting that when making its Recommendations, the GRG was bound by its mandate and the ToR, which sought advice on how to further develop and improve the existing structure of AIBA, as evidenced in the 2020 Constitution. By contrast, the GRG was not tasked with designing a new international boxing federation from scratch.

## **3. Recommendations related to the GRG Benchmarks on “Integrity”**

24. The GRG notes that the present and past loss of trust in AIBA (see above note 19) appears to be linked predominantly to:
  - (1) poor or non-existent monitoring, investigation and prosecution of integrity issues, e.g. in refereeing and judging;
  - (2) unethical behaviour of executives that went unnoticed or at least unsanctioned;
  - (3) the perception that eligibility checks for important positions within AIBA do not meet the required standards and that there is a problem when it comes to the selection of leading personnel.

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<sup>6</sup> Annex 3.

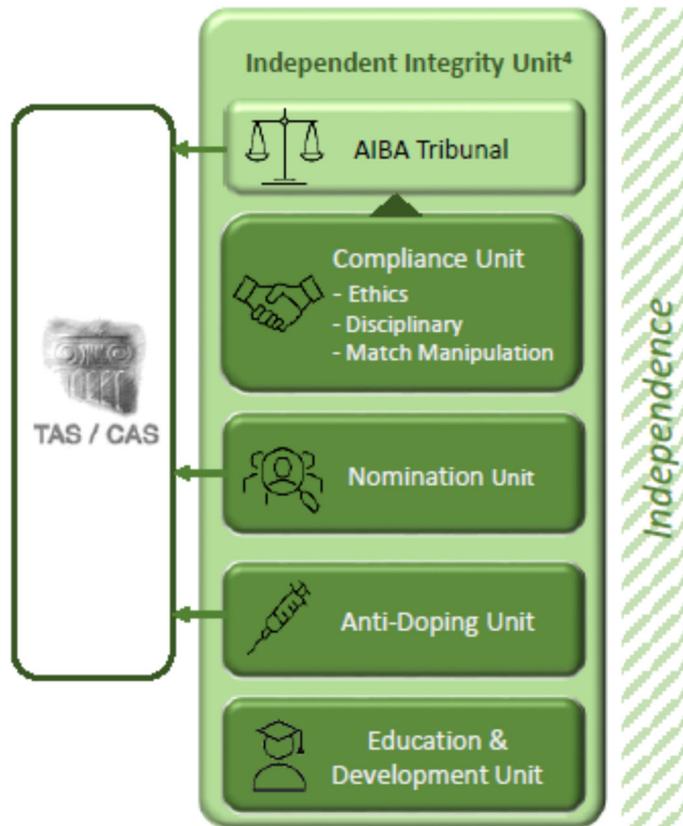
25. In light of these observations, the GRG endorses the benchmarks reflected in B.01-B.12 of the GRG Benchmarks. In terms of specific measures of high importance, the GRG recommends the following:

**a) *Establishing an Independent Integrity Unit***

26. The GRG recommends creating an Independent Integrity Unit (“**IIU**”) that is operationally independent from all other AIBA bodies. The IIU shall be responsible, in particular, for the issues addressed above at note 24).

**b) *The composition of the IIU***

27. The IIU should be composed as follows (extract from the Organizational Chart)<sup>7</sup>:



<sup>7</sup> Annex 2.

28. The IIU shall comprise the following four sub-units:
- (1) **The Compliance Unit.** This unit shall process, investigate and prosecute breaches of relevant rules (including rules on corporate governance), such as the AIBA Code of Ethics, the AIBA Disciplinary Code, the AIBA Anti-Harassment Policy and the AIBA Policy on the Prevention of the Manipulation of Competitions. In connection with the Compliance Unit, the new **AIBA Tribunal** shall be created. The AIBA Tribunal shall adjudicate charges brought by the Compliance Unit in respect of breaches of the respective rules. Decisions of the AIBA Tribunal shall be subject to appeal to the Court of Arbitration for Sport (“CAS”). The new Compliance Unit shall replace the current Ethics Committee,<sup>8</sup> the Disciplinary Committee and the “Integrity Officers” mentioned in the Ethics Code.
  - (2) **The Nomination Unit.** This unit shall perform eligibility checks and assessments of all appointments and elections to key management and leadership positions, the chairpersons of the Corporate Governance Committees<sup>9</sup> and selected Technical and Management Commissions.<sup>10</sup> Decisions of the Nomination Unit shall be subject to appeal to the CAS;
  - (3) **The Anti-Doping Unit.** This unit shall perform any anti-doping related tasks (including the rendering of decisions) that have not been delegated to the International Testing Agency (“ITA”). Decisions of the Anti-Doping Unit shall be subject to appeal to the CAS;
  - (4) **The Education and Development Unit.** This unit shall provide tools and assistance for the education of the AIBA management and leadership (i.e. the Board, the President, the Secretary General and the Head Office, together “**AIBA Management & Leadership**”), the Corporate Governance Committees, the Technical and Management Commissions and the AIBA Member Federations on ethics matters. It shall also advise the AIBA Management and Leadership on the continuous improvement of the AIBA Rules with respect to ethical values and good governance.
29. Some of the tasks allocated to the different IIU sub-units may be exercised by the same persons. Thus, it is not excluded that there could be a certain personnel overlap, e.g. between the Education & Development and Compliance units. However, the members of the AIBA Tribunal shall not exercise any other functions within the Compliance Unit.
30. The IIU shall be administrated by a coordinator (“**IIU Coordinator**”). The IIU Coordinator shall, in particular:
- (1) supervise the overall annual budget of the IIU (including, after consultation with the sub-units, the allocation of the budget between the sub-units);

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<sup>8</sup> Unless defined otherwise herein, any capitalized term referring to a committee of AIBA is a reference to the relevant committee as defined in the 2020 Constitution.

<sup>9</sup> As described in note 56 below.

<sup>10</sup> As described in note 56 below.

- (2) act as a point of contact for the IIU and its sub-units;
  - (3) collect and coordinate the reports from the different sub-units and report on the activities of the IIU and its sub-units to the Board and the AIBA Congress (“Congress”).
31. An annual budget must be transparently allocated to the IIU to ensure the fulfilment of its tasks. The allocated amount shall be contained in the yearly budget to be approved by the competent organs.

*c) The composition and processes of the IIU’s sub-units*

(i) The Compliance Unit (including the AIBA Tribunal)

32. The Compliance Unit shall be entrusted with the processing, investigation, prosecution and adjudication of violations of the rules relating to ethics, disciplinary and bout manipulation.
33. The GRG recommends that the Compliance Unit organizes its work through three independent departments as follows:

- (1) The **Front Desk** shall receive and sort the various complaints and shall pass them on to the Investigation and Prosecution Officer (and/or to any other competent body inside AIBA<sup>11</sup> or outside of AIBA,<sup>12</sup> as the case may be).

The Front Desk may be operated either internally or externally.<sup>13</sup> If the Front Desk is operated internally, the person(s) operating the Front Desk shall not hold any other office within AIBA, Confederations, National Federations or the AIBA Tribunal. The Nomination Unit shall submit appropriate candidates for the position of the Front Desk to the Board for appointment by the latter.

- (2) The **Investigation and Prosecution Officer (“IPO”)** shall investigate the complaints and draw up a report. In the event that the jurisdiction of the AIBA Tribunal is given and that there is a likelihood of a breach of the relevant rules, the IPO shall bring the charges to the AIBA Tribunal for adjudication.

The IPO shall not hold any other office within AIBA, Confederations, National Federations or the AIBA Tribunal. The Nomination Unit shall submit appropriate candidates for the position of the IPO to the Board for appointment by the latter.

In complex matters, the IPO may entrust an external experienced contractor in the field of investigations<sup>14</sup> with the required investigations. This external contractor shall be independent and act on the basis of clear terms of reference. It shall not have any other consulting mandate with AIBA. The IPO will

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<sup>11</sup> E.g. the IIU’s Nomination Unit.

<sup>12</sup> E.g. National Federation or public state prosecution.

<sup>13</sup> If the Front Desk is outsourced, it shall be preferably operated by an independent contractor not otherwise mandated by AIBA.

<sup>14</sup> E.g. a law firm, a professional service firm or a specialised investigation agency.

supervise and – if need be – prioritise the relevant investigations and complaints. The IPO shall also supervise and manage the budget for the investigations.

- (3) The **AIBA Tribunal** shall adjudicate any charge brought by the IPO. It shall be composed of 3 to 5 persons who meet the highest standards with regard to the required skills, integrity and independence.

The members of the AIBA Tribunal shall not hold any other office within the Compliance Unit, AIBA, Confederations or National Federations. The Nomination Unit shall submit appropriate candidates for the position of the AIBA Tribunal to the Congress for appointment by the latter.

The AIBA Tribunal may require the IPO to further investigate the matter before taking a final decision on the matter in accordance with recognized principles of due process. Decisions of the AIBA Tribunal shall be subject to appeal to CAS.

(ii) The Nomination Unit

34. Any candidate must disclose all relevant information to the Nomination Unit and undergo vetting before election / appointment to any of the following positions:

- (1) President
- (2) Board
- (3) Secretary General
- (4) CFO
- (5) Chairpersons of the Corporate Governance Committees
- (6) Chairperson of the Judging & Refereeing Commission
- (7) Chairperson of the Member Federations Commission
- (8) Front Desk
- (9) IPO
- (10) Members of the AIBA Tribunal
- (11) Anti-Doping Manager

35. The GRG recommends that the Nomination Unit be composed of at least three members, namely:

- (1) the IPO,
- (2) the chairperson of the AIBA Tribunal, and

- (3) at least one independent expert (“**Independent Expert**”).<sup>15</sup>
36. The Board shall appoint an experienced external firm to identify appropriate candidates (with suitable profiles) to sit as Independent Experts on the Nomination Unit.
37. The tasks of the Nomination Unit are:
- (1) To vet the candidates and establish whether they fulfil the applicable eligibility criteria (see in more detail below at note 51). With respect to the integrity criteria (which form an integral part of the eligibility criteria), the Nomination Unit will seek the support of an external firm specialized in conducting investigations and integrity checks. If the Nomination Unit comes to the conclusion that a candidate fails the check for the “hard” criteria (listed in note 51 below at (1), (2) and (5)<sup>16</sup>), the candidate shall be no longer eligible for the position in question *per se*. If the Nomination Unit finds that a candidate fails on one or more of the “soft” criteria (listed in note 51 below at (3) and (4)<sup>17</sup>), the candidate remains, in principle, eligible for the position. However, if the competent body appoints a candidate who does not meet one or more of the soft criteria, it has to provide a written explanation to the Nomination Unit on why the candidate was nevertheless appointed. Any candidate declared ineligible by the Nomination Unit may appeal that non-eligibility decision to the CAS in the framework of expedited proceedings.
  - (2) To recommend suitable candidates for the positions listed above at note 34.
  - (3) To check and investigate whether a candidate – after his or her appointment or election – continues to fulfil the “hard” criteria. If the Nomination Unit finds that an appointed or elected candidate no longer meets the “hard” criteria (or, based on new evidence found after the appointment or election, never met the “hard” criteria), it may initiate a non-compliance procedure and/or request the appointing authority to revoke the appointment, which shall be obliged to follow such request.
  - (4) To draw up a skills map relevant for assessing the skills criteria (“**Skills Map**”, see below notes 46-48).
  - (5) To examine whether other positions than the ones mentioned above in note 34 need vetting and recommend a change of rules to that effect.

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<sup>15</sup> The GRG is aware that specific transitional rules are required for the establishment of the first Nomination Unit (which must then recruit other members of the sub-units). The Board shall therefore appoint three independent personalities to act as the first Nomination Unit. The members of the first Nomination Unit shall automatically be replaced by the officers (IPO, chair of the AIBA Tribunal, one or more Independent Experts) appointed by it. Similarly, transitional rules will be needed to cover subsequent situations in which the position of IPO or chairperson of the AIBA Tribunal becomes vacant.

<sup>16</sup> (1) objective criteria (e.g. age, membership in certain confederation or national federation); (2) integrity criteria; (5) non-exposure to conflicts of interests.

<sup>17</sup> (3) skills criteria; (4) diversity criteria.

(iii) The Anti-Doping Unit

38. AIBA has delegated several tasks related to the Results Management in doping cases, as defined by the AIBA Anti-Doping Rules, to the ITA. It appears, however, that there are remaining tasks, including the definition of the testing strategy, the specific test planning, the ordering of provisional suspensions and the representation of doping cases before the CAS ADD, that remain with AIBA. The Anti-Doping Unit shall be entrusted with the performance of these tasks on behalf of AIBA. The Anti-Doping Unit shall also be responsible for the relationship and co-operation with the ITA and WADA.
39. The Anti-Doping Unit shall be composed of one Anti-Doping Manager and further experts / employees as required.

(iv) The Education and Development Unit

40. The Education and Development Unit shall regularly inform the Secretary General and the Board of any shortcomings identified by the IIU in AIBA's rules and regulations, and propose solutions in this regard.
41. The Education and Development Unit shall further organize and/or undertake, on a regular basis, the education of the AIBA staff and organs. More specifically, it shall provide appropriate on-boarding services and education for newly elected or appointed members of AIBA's organs.
42. The Education and Development Unit shall be composed of one Education and Development Officer with communication and legal skills. The mandate may be outsourced to an external service provider depending on the circumstances. The Education and Development Officer shall regularly liaise with the other IIU sub-units in order to ensure that he or she is updated on all recent developments.

**4. *Recommendations related to the GRG Benchmarks on "Democracy"***

43. The GRG endorses the benchmarks reflected in C.01-C.11 of the GRG Benchmarks. In terms of specific measures of high importance, the GRG recommends the following:

**a) *Reducing the size of the Board***

44. Art. 25 (1) of the 2020 Constitution provides that the Board consists of a total of 22 members (including the President, the Presidents of the 5 Confederations, 14 other persons from the Confederations, and 2 persons from the Athlete's Committee).
45. In light of the benchmarks C.7.1 and C.7.4,<sup>18</sup> the GRG finds that the size of the current Board is too large and should be reduced. The current size does not favour a constructive and efficient discussion culture, which is particularly important in the crisis situation

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<sup>18</sup> Annex 3.

currently faced by AIBA. The GRG, therefore, recommends downsizing the Board to a maximum of 15-17 members.<sup>19</sup> The composition would be as follows:

- (1) President (1)
- (2) Confederations Presidents (5)
- (3) Athlete's Committee (2)
- (4) Special Members<sup>20</sup> (7-9)

***b) Ensuring meaningful composition and skills within the Board***

46. While the GRG believes that a representative / democratic element in the composition of the Board is important, it finds it equally important (in light of the benchmarks C.7.1 and C.7.2) to ensure that the required skills (financial, legal, strategic, sporting, etc.) are covered within the Board so that it may properly perform its functions according to the 2020 Constitution. To this end, the Skills Map shall be drawn up by the Nomination Unit after consultation with the Board and management and shall be ratified by the Congress.<sup>21</sup>
47. The GRG is of the view that, for example,<sup>22</sup> there is currently a skills deficit within the Board that impedes the proper performance of its finance-related duties. This is alarming considering that AIBA is in a financial crisis. Looking at the skills of the current Board members and considering also the information gathered through the interviews, the Board does not appear fit for crisis management. The GRG recommends to ensure that members be added to the Board who are able to help fulfil the Board's finance-related duties. Additionally, there should be education and training in financial matters for all other members of the Board.
48. In order to ensure that the Board has the necessary skills, preferably the majority of the Board members shall be elected based on their skills ("Special Members"). A possible route for implementation could be the following:
  - (1) Each National Federation proposes a maximum of two members to become part of the relevant "continental pool" of each Confederation;
  - (2) The Nomination Unit vets these candidates and reviews them against the Skills Map with due consideration for diversity;
  - (3) The Nomination Unit recommends to the Congress a maximum of 5 candidates per Confederation for election; and

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<sup>19</sup> Preferably, the number of Board members should be uneven.

<sup>20</sup> As defined in note 48 below.

<sup>21</sup> See above at note 37(4).

<sup>22</sup> The Skills Map would include, e.g., persons with financial, administrative, media & marketing, sport ethics, governance, communication skills/experience.

- (4) The voting procedure shall ensure that all relevant skills from the Skills Map are represented when the Board is elected.

**c) *Dissolution of the AIBA Council***

49. According to Art. 34 and 50.3 of the 2020 Constitution, the first Electoral Congress Meeting is to establish the AIBA Council (“**Council**”). Under these provisions, the Council is to function in lieu of the Board for all matters that require a decision to be made between Board meetings. All decisions taken by the Council shall be subject to review at the next meeting of the Board.

50. The GRG notes that it is common for international sports federations to have one “larger” executive body that meets less frequently (e.g. 3 times per year) and decides more fundamental issues, while a “smaller” executive body meets more regularly and is in charge of urgent and/or less fundamental or implementation issues. However, the GRG also finds that if the Board is reduced in size, includes the required skills set and meets more regularly (also using modern technology), there is no need for a Council within AIBA. Delineating the competencies of the Council from those of the Board might also be challenging in light of the benchmark E.0.1, which requires that the organization has a clear division of responsibilities between its governing bodies. Finally, the introduction of a Council may have the effect that members of the Board are classified into “first and second class” members, which is neither helpful nor advisable – in particular in circumstances where a fresh start and the building of trust is vital. To conclude, therefore, the GRG recommends abolishing the Council.

**d) *Establishing clear and comprehensive eligibility criteria***

51. Benchmark C.5 requires clear eligibility rules for the various management and leadership positions within AIBA. The 2020 Constitution provides – *inter alia* – certain eligibility criteria in Art. 26 (2) for persons standing for election to an office on the Board. These criteria provide some objective elements and – in addition – also deal with certain ethical aspects. The GRG recommends that the eligibility criteria be more comprehensive and cover:

- (1) objective criteria (e.g. age, membership in a certain Confederation or National Federation, etc.);
- (2) integrity criteria;
- (3) skills criteria for the position in question that derive from the Skills Map (drawn up by the Nomination Unit after consultation with the Board and management and to be ratified by the Congress)<sup>23</sup>;
- (4) diversity criteria; and
- (5) conflict of interest criteria.

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<sup>23</sup> See also above at note 48 (4).

52. In the context of these eligibility criteria, the GRG recommends significantly strengthening the integrity criteria. This must include a “catch-all clause” that prevents persons holding office within AIBA if that would result in a risk of AIBA being brought into disrepute. In this respect, the Nomination Unit shall comprehensively assess all available information, including, *inter alia*, criminal records and governmental blacklistings preventing a person from entering into a country, conducting business and/or exercising professional activities.

**e) *Establishing a diversity policy***

53. The GRG recommends having a broad concept of diversity that covers not only gender, but also criteria such as regional representation, nationality, cultural background and age. The GRG notes that the 2020 Constitution only contains fragmentary rules on gender diversity in executive positions (e.g. Art. 25.1 (d) and (e)). The GRG recommends formulating a comprehensive diversity policy across all AIBA organs and staff. The GRG also recommends establishing minimum gender quota (to increase in future years) as provided for – e.g. – in the Constitution of WA (Art. 36.6 c).

**f) *Meetings of Governing Bodies***

54. Benchmark C.7.5 requires that the governing bodies meet regularly. The GRG recommends that

(1) the Congress meet once a year. However, the GRG is of the view that the Congress does not need to meet in person each year. Instead, video technology may be used for every other meeting; and

(2) the Board meet as often as necessary, but at a minimum 6 times per year. Furthermore, the GRG recommends that the Secretary General attend the meetings of the Board, however with no voting rights. The GRG further believes that not all meetings of the Board need to be in person. Instead, video technology may be used for some or even the majority of the meetings.

**g) *Reorganisation of Committees***

55. Art. 36.1 of the 2020 Constitution provides that the Ethics Committee, the Disciplinary Committee, the Athletes’ Committee and the Audit Committee shall be “*Standing Committees*” (“**Standing Committees**”). According to Art. 2.1 of the AIBA Organizational Regulations, the so-called “*Permanent Committees*” currently comprise the Marketing Committee, the Competitions Committee, the Refereeing und Judging Committee, the Coaching Committee, the Champions and Veterans Committee, the Women’s Committee and the Medical & Anti-Doping Committee (“**Permanent Committees**”).

56. Taking into account the GRG’s recommendation that the Ethics Committee and Disciplinary Committee be replaced by the IIU, and in order to improve the organizational structure of AIBA as well as to achieve a better understanding of the status and reporting duties of the committees within AIBA, the GRG recommends a

reorganization of the AIBA Committees. In this context, the GRG also recommends abandoning the terms “*Permanent Committees*” and “*Standing Committees*” to avoid any confusion, and instead to use the terms “*Corporate Governance Committees*” and “*Technical and Management Commissions*”.

57. The GRG recommends that AIBA divide the Committees into the following divisions (extract from the Organizational Chart, see Annex 2)<sup>24</sup>:



- (1) The “**Corporate Governance Committees**”, which comprise the Audit Committee,<sup>25</sup> a new “**Finance Committee**”, a new “**Strategy Committee**” and the current Athletes Committee; and
- (2) The “**Technical and Management Commissions**”, which include the current Marketing, Competitions, Refereeing & Judging, Coaches, Champions and Veterans and Medical Commissions (medical without Anti-Doping, since the GRG recommends integrating this area into the IIU)<sup>26</sup> and instead of an AIBA Women’s Committee, the GRG suggest establishing a new “**Diversity Commission**” and to include a new “**Member Federations Commission**”.

58. The GRG recommends defining the new Committees and Commissions as follows:

<sup>24</sup> The IIU is not a Corporate Governance Committee or a Technical and Management Committee. Please note that the (former) Ethics Committee and the Disciplinary Committee have been dissolved and integrated into the IIU.

<sup>25</sup> With a different role than the current Audit Committee, see nos. 80 et seq. below.

<sup>26</sup> This does not prevent advice by the Medical Commission to the Anti-Doping Manager on medical issues.

(i) The Finance Committee

59. The task of the Finance Committee is to oversee financial management and to advise the Board on financial matters and asset management. The Finance Committee will also be tasked with preparing the financial statements and the budget, and submit them – after consultation with the Secretary General – to the Board for approval.

60. The Finance Committee shall be chaired by the CFO and be composed of a Board member with financial and/or accounting expertise and one or two external financial advisors with established financial and/or accounting expertise.

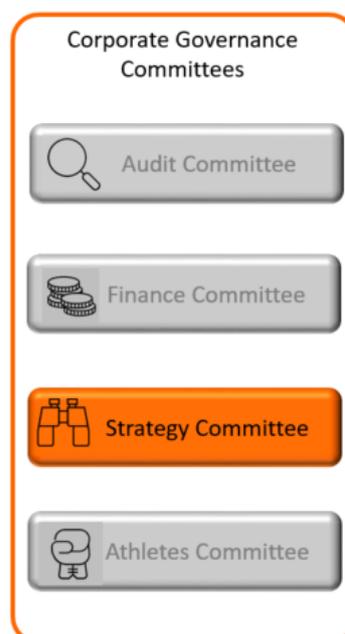
61. In relation to the financial aspect of AIBA’s crisis, the GRG recommends establishing – as an immediate measure – a restructuring and liquidity plan and keeping it constantly updated to ensure that AIBA is able to pay its debts when they fall due.

62. The restructuring and liquidity plan shall be based on a viable “business concept” that describes both the current and the planned structure, strengths and weaknesses. The planning assumptions as well as past causes of losses and future prospects must be carefully determined and made transparent. The planning assumptions must be properly analysed from a business management point of view. The liquidity plan should compare liabilities owed with cash and cash equivalents and realistic expected cash flows on an accrual basis. The planning period should cover a two-year period. The liquidity plan should also include an assessment of the financial planning, namely whether AIBA can meet the liabilities that fall due in the forecast period. Circumstances suggesting a favourable forecast must be justified. If the financial plan shows a structural deficit, the plan should set out measures and consider how the deficit can be overcome. In this respect, an external restructuring expert (*Sanierungsberater*) shall be mandated (see below note 92).



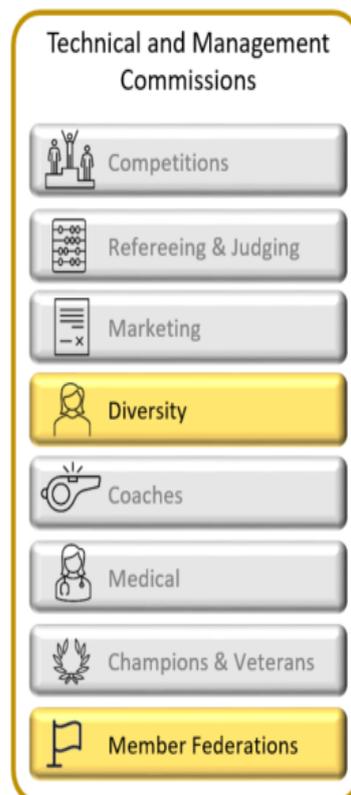
(ii) The Strategy Committee

63. The GRG recommends establishing a new Strategy Committee to review on an interdisciplinary level AIBA's long-term strategy,<sup>27</sup> develop mid-term and short-term goals and review/revise the strategy and goals annually.
64. The Strategy Committee shall report, on a quarterly basis, to the Secretary General and prepare for the Board an annual report with the updated strategy and goals. The Board shall make any changes as it sees fit, finalize the annual report and submit it to the Congress for approval. AIBA shall publish the most relevant parts of the annual reports approved by the Congress on their website.
65. The Strategy Committee shall consist of a Board member with management, planning and visionary skills, a member of the Finance Committee and two other persons.



(iii) The Diversity Commission

66. The GRG recommends establishing a new Diversity Commission. The task of the Diversity Commission is to provide advice, integrate initiatives and ensure accountability on diversity and inclusion at all levels and in all areas within AIBA.
67. The Diversity Commission shall report, on a quarterly basis, to the Secretary General and prepare an annual report for Board approval. After submitting the annual report to the Congress, AIBA shall publish statistics or a resume of the annual report on its website.
68. The Diversity Commission shall consist of a Board member with diversity and inclusion expertise, as well as communication and legal skills, and two other persons.



(iv) The Member Federations Commission

69. The GRG suggests establishing a new Member Federations Commission. The task of the Member Federations Commission is to deal with relations between AIBA and its Member Federations and draw up proposals for optimal cooperation. The Member Federations Commission shall also monitor the evolution of the statutes and regulations of the Confederations and

<sup>27</sup> See in more detail note 84 below.

Members and shall report any problems in this regard to the Board for further action.

70. The Member Federations Commission shall report to the Secretary General and consist of a Board member with communication and legal skills and two other persons.

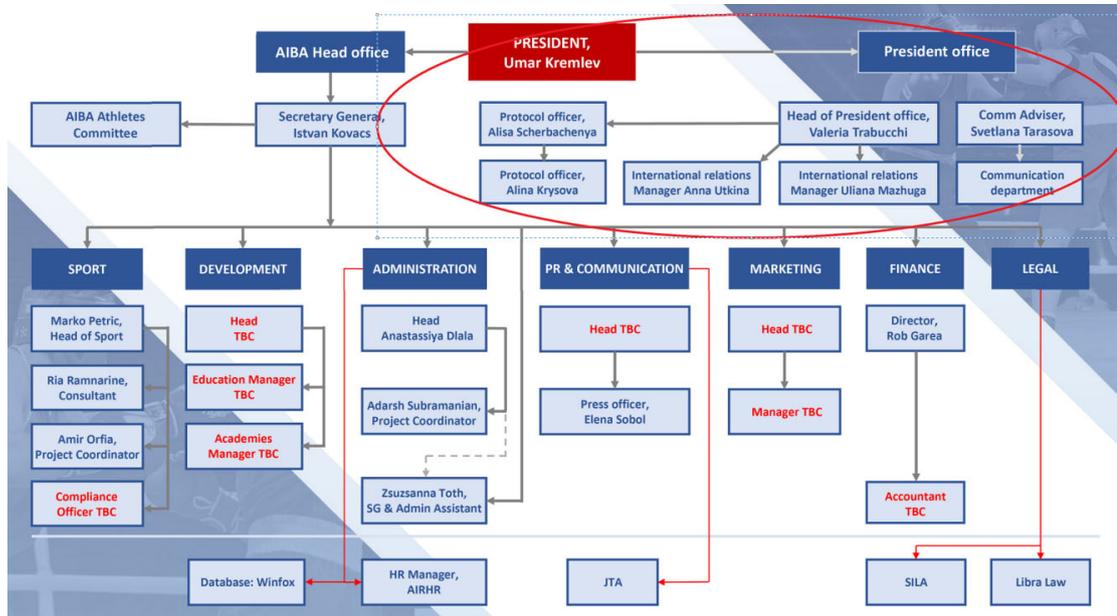
**5. Recommendations related to the GRG Benchmarks on “Checks and Balances”**

71. The GRG endorses the benchmarks reflected in E.01-E.10 of the GRG Benchmarks. In terms of specific measures of high importance, the GRG recommends the following:

**a) A single Office of AIBA – no President Office**

72. The 2020 Constitution provides that, subject to a decision by the Congress to move the location of the Head Office, the Head Office is in Lausanne (Art. 2 (2)). The 2020 Constitution further provides in Art. 38 (1) that the “*administrative work of AIBA shall primarily be conducted at the AIBA Head Office by AIBA’s administrative staff under the direction of the Secretary General.*” The GRG finds that this principle enshrined in the 2020 Constitution complies with good governance practice and follows from the benchmark E.01.

73. The GRG notes that in addition to its Head Office, AIBA maintained a “President Office” as follows:<sup>28</sup>



74. It is the firm view of the GRG that AIBA’s administrative work must be accomplished by persons employed by AIBA, subordinated and accountable to the Secretary General.

<sup>28</sup> Screenshot from AIBA’s website, dated 6 August 2021.

A “shadow headquarter” or a “President Office” at a President’s residence is not compatible with this premise.

75. The GRG, thus, recommends that there shall be no “President Office” in addition to the Head Office. This does not prevent a President from having a personal assistant or interpreter. All other administrative staff, however, shall either (i) form part of Head Office and thus report to the respective head of department, or (ii) transparently be retained by AIBA as external consultants.
76. Moreover, the GRG recommends that for the time being, given the severe crisis within AIBA, any remote work by AIBA staff remains the exception to the rule so that the heads of departments and, ultimately, the Secretary General can oversee and monitor the activities of all administrative staff to the greatest extent possible.

**b) *Elevate the position of the Secretary General to a CEO***

77. The Secretary General is appointed by the Board (Art. 29 (1) (r) of the 2020 Constitution). According to Art. 38 of the 2020 Constitution, he or she heads AIBA’s administrative staff. The Secretary General’s role is described in Art. 39 of the 2020 Constitution. According thereto, the role of the Secretary General is – *inter alia* – (i) to provide administrative assistance and support to the Congress, the Board and to the committees of AIBA, (ii) to assist in securing the implementation of decisions taken by the Congress, the Board and the committees of AIBA, (iii) to manage the Head Office, to direct and supervise the work of AIBA’s administrative staff, (iv) to direct and supervise the preparation and management of AIBA’s accounts, and (v) to supervise the storage and, where required, the retrieval of AIBA’s records. Art. 29 (1) of the 2020 Constitution provides that – save as otherwise provided by the 2020 Constitution – the executive power to govern AIBA is vested in the Board. It follows from the above that the status / position of the Secretary General is that of an administrative employee. Moreover, he is subordinated to the President, because Art. 31 (1) (d) of the 2020 Constitution provides that the work of the Secretary General is overseen by the President.
78. The GRG recommends to elevate the position of the Secretary General and to award him or her the profile and tasks of a true Chief Executive Officer (“CEO”), i.e. of a person who not only administrates, but leads and manages AIBA’s affairs. The FIBA General Statutes could serve as a model in this respect. The GRG, thus, recommends that the Secretary General be tasked to (i) lead and manage the staff, (ii) administer AIBA’s finances, (iii) monitor and review on a continuous basis the income streams and financial resources of AIBA, (iv) strive to create additional income stream and activities, (v) ensure compliance with the relevant rules and regulations, etc. The 2020 Constitution should be amended to make it clear that the executive power lies with the Secretary General subject to the exceptions provided for in the 2020 Constitution. Furthermore, the Secretary General should be, in principle, the sole legal representative of AIBA (which does not mean that, internally, he may not require a second signature

for certain actions).<sup>29</sup> The position of the Secretary General should be one where all threads of all departments of AIBA come together.

79. In light of the above, the GRG also recommends to make the Secretary General a member of the Board (with no voting rights), to make him accountable to the Board (and not to the President) and to give the Secretary General the right to attend (either personally or through a representative) any meetings of AIBA's Corporate Governance Committees and Technical and Management Commissions (see above at note 57). The GRG also recommends establishing a direct line of reporting of these committees and commissions to the Secretary General. In addition, the Corporate Governance Committees should also report to the Board.

**c) *Carve out financial advice from the Audit Committee***

80. The Audit Committee – contrary to what its name suggests and the benchmark E.2 requires – is currently operating as an executive committee providing financial advice to AIBA. It does not perform an independent internal audit. The following persons participate in the meetings of the Audit Committee: the CFO, a Board member without specific financial background, the Finance Adviser,<sup>30</sup> an independent member, and an assistant of the President.

81. The GRG recommends that the Audit Committee be turned into a true independent body performing the task of internal auditing. The Audit Committee shall be responsible for reviewing and monitoring statutory, regulatory, financial and legal compliance. The members of the Audit Committee must be elected and dismissed by the Congress and be independent from the AIBA Management and Leadership. The terms of office of the members of the Audit Committee shall be limited.

**d) *Accountability and Strategic Planning***

82. According to the 2020 Constitution, the Congress oversees (to a certain extent) the management by the Board (Art. 17 (1)). The GRG recommends that the 2020 Constitution be amended to provide more explicitly that the Board can hold the President and the Secretary General accountable for the running of AIBA's affairs.

83. In order to enable the Congress and the Board to exercise their supervisory functions, the GRG further recommends – in line with benchmark E.05 – that AIBA adopt a long-term strategic plan, to be published (in accordance with the “Transparency” Benchmark A.3) on AIBA's website. As for now, the 2020 Constitution does not foresee any strategic planning, much less any monitoring of actual performance against such planning.

84. AIBA's long-term strategic plan shall cover the next four years and contain, at least,

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<sup>29</sup> The 2020 Constitution seems rather vague or even contradictory regarding the question of who has the power to legally represent AIBA, see Art. 31.1(e) and (f), 35. The GRG recommends clarifying who is the legal representative of AIBA vis-à-vis third parties.

<sup>30</sup> As defined in Article 37.1 of the 2020 Constitution.

- (1) the key technical developments in the sport,
  - (2) the key competitions,
  - (3) key measures planned to promote boxing internationally,
  - (4) a financial plan for that period (including revenues and expenditures in relation to member federations).
85. The long-term strategic plan shall be developed (and updated on an annual basis) by the Strategy Committee together with the Secretary General under the direction of the Board, and subsequently be adopted by the Congress. The AIBA Management together with the Strategy Committee, under the direction of the Board, shall draw up annual plans on how to implement the long-term strategic plan through mid- and short-term goals.
86. The Congress and the Board shall regularly review and assess AIBA's progress against the defined goals in the long-term strategic plan. Furthermore, the Congress and the Board shall assess the performance of the competent organs and AIBA staff in light of the long-term strategic plan.
87. Finally, the GRG also recommends – in light of benchmark E.01 – to better define the tasks of the Congress vis-à-vis the Board in relation to the budget.

## **6. *Recommendations related to Crisis Management***

88. The GRG repeats that AIBA is in a serious crisis (see above at note 19) and that crises, especially those of a structural nature, require special measures. The implementation of the above Recommendations based on the GRG Benchmarks are not sufficient by themselves to ensure an efficient crisis management. Instead, the GRG recommends adopting and implementing additional measures to restore the stakeholders' trust and confidence in AIBA.
- a) *“Fresh start” in leadership***
89. In order to quickly restore confidence in AIBA and to avoid poor governance culture carrying over to the future, a “fresh start” is required. In this regard, the GRG observes that most members in the Standing Committees and Permanent Committees have been renewed since 2018. The same is true, to a large extent, in relation to the staff employed by AIBA. The GRG recommends that a similar “fresh start” should also be made in relation to the leadership of AIBA, more specifically the Board.
90. The GRG, therefore, recommends minimizing any overlaps between the current Board members and the Board members to be elected/appointed in 2022. To this end, any Board member who made his / her career within AIBA predominantly during the eras of former Presidents Ching-Kuo Wu and/or Gafur Rakhimov should not form part of the Board to be elected in 2022.

91. The GRG assumes that under these guidelines, approximately  $\frac{3}{4}$  of the present Board members need to be replaced. Regarding the implementation of the required personnel changes to the Board in light of the Board's size, the applicable eligibility criteria etc., the GRG is happy to provide further advice to AIBA upon request.

**b) *Special Crisis Management***<sup>31</sup>

92. In light of the ongoing crisis within AIBA, the GRG recommends that the Board implements emergency measures in two important areas:

(1) **Relationship with the IOC.** The Board shall appoint an external liaison officer (“**Liaison Officer**”) who shall work closely together with the IOC and take all measures necessary to improve the working relationship with the latter. The Liaison Officer shall be the point of contact between AIBA and the IOC. The Liaison Officer shall be fluent in English, shall have an impeccable standing and reputation recognized by the IOC and shall be experienced in sports administration, crisis management, and relationship management. The Liaison Officer shall disclose to the IOC any relevant information in relation to financial matters as well as judging and refereeing. Where necessary, AIBA and/or the Liaison Officer may take appropriate confidentiality measures (e.g. by entering into NDAs).

(2) **External Restructuring Expert** (*Sanierungsberater*). AIBA should mandate a restructuring expert for the management of the current financial crisis. This expert should advise AIBA on appropriate restructuring measures to restore AIBA's financial viability.

**c) *Regular physical presence of President in Lausanne***

93. If domiciled outside of Lausanne, the President should visit the Head Office as frequently as possible to show presence during times of crisis.

**7. *Recommendations related to the timeline of implementation***

94. The GRG recommends that its Recommendations be implemented by AIBA before the Electoral Congress scheduled for 2022. The GRG is happy to advise AIBA on any questions in respect of the implementation of its Recommendations.

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<sup>31</sup> After further discussions and in particular in view of the tight timelines, the GRG has decided to abandon the initial idea of a broader “task force”, as mentioned in the 2<sup>nd</sup> Interim Report.

## C. ANNEXES

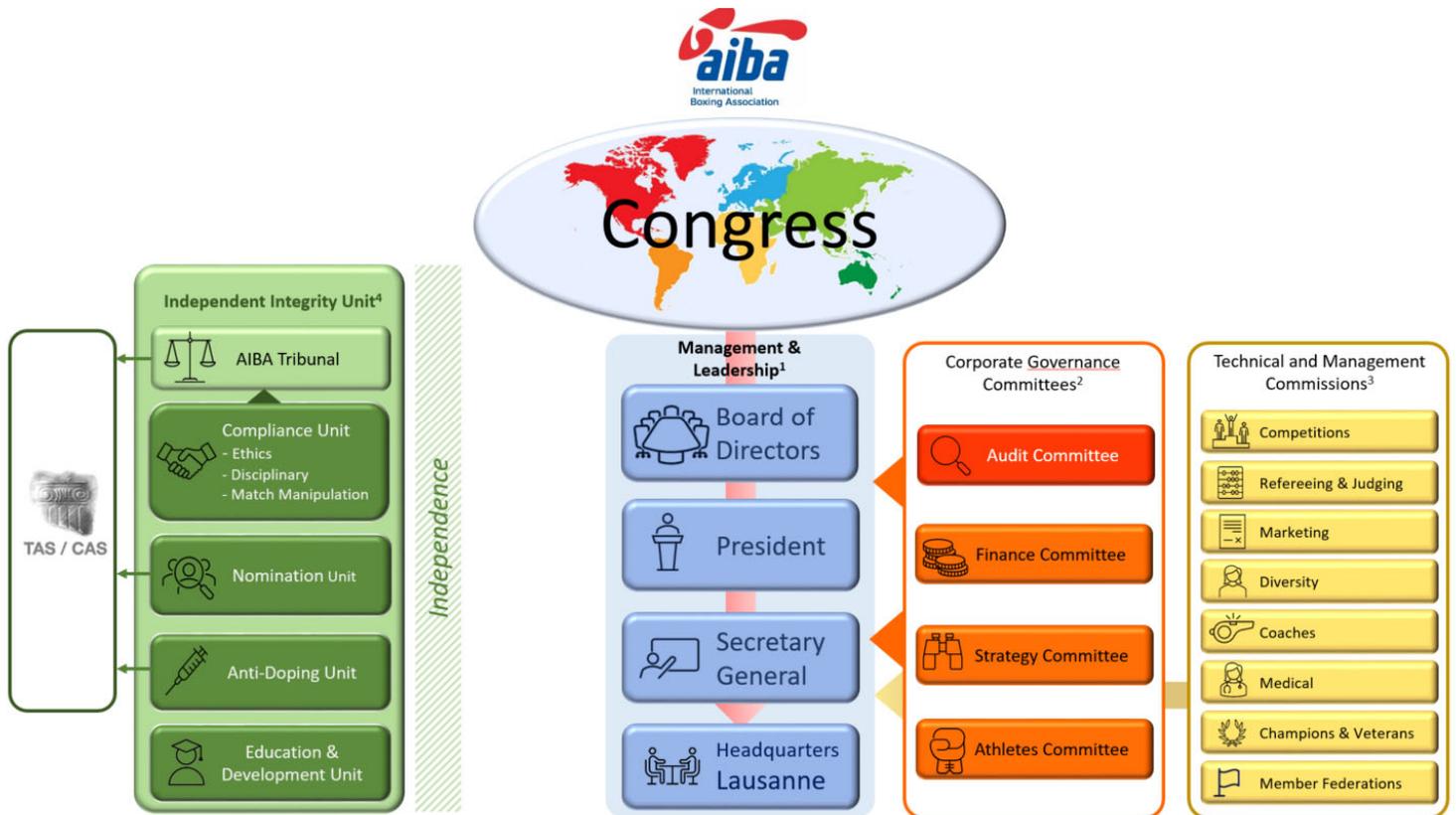
### ANNEX 1: DEFINITIONS

AIBA	International Boxing Association, “ <i>Association Internationale de Boxe (Amateure)</i> ”
AIBA Management and Leadership	The Board, the President, the Secretary General and the Head Office
AIBA Organizational Chart	New structure of AIBA recommended by the GRG (Annex 2)
AIBA Tribunal	Adjudication body of the IIU, one of the departments of the Compliance Unit
Anti-Doping Manager	Member of the Anti-Doping Unit
Anti-Doping Unit	Sub-unit of the IIU
ASOIF	Association of Summer Olympic International Federations
Board	Board of Directors of AIBA
CAS	Court of Arbitration for Sport
CAS ADD	Anti-Doping Division of the CAS
CEO	Chief Executive Officer
CFO	Chief Financial Officer of AIBA
Compliance Unit	Sub-unit of the IIU
Confederation	A continental federation of AIBA
Congress	Congress of AIBA
Contact Group	Point of contact between AIBA and the GRG, appointed by the AIBA Head Office.
Corporate Governance Committees	The Audit Committee, Finance Committee, Strategy Committee, Athlete’s Committee
Council	AIBA Council

Diversity Commission	One of the Technical and Management Commissions
Education and Development Unit	Sub-unit of the IIU
Electoral Congress Meeting	Ordinary Congress meeting at which elections take place
FIBA	International Basketball Federation, “ <i>Fédération Internationale de Basketball</i> ”
Finance Committee	One of the Corporate Governance Committees
Front Desk	One of the departments of the Compliance Unit
Governing Bodies	The Congress and the Board
GRG	Governance Reform Group
GRG Benchmarks	Benchmarks applied by the GRG in assessing AIBA’s governance (Annex 3)
Head Office	Administrative office of AIBA
Independent Expert	One or more members of the Nomination Unit
IIU	Independent Integrity Unit
IIU Coordinator	Person administering the IIU
Interim Reports	The GRG’s first interim report dated 16 August 2021 and the GRG’s second interim report dated 1 November 2021
Investigation Group	AIBA Investigation Group chaired by Prof. Richard McLaren tasked, in particular, to conduct an investigation into potential incidents of corruption or manipulation of sporting results during the 2016 Rio Olympic Games and more recent AIBA competitions
IOC	International Olympic Committee
IPO	Investigation and Prosecution Officer, one of the departments of the Compliance Unit
ITA	International Testing Agency
Liaison Officer	Contact person to be established for communication between AIBA and the IOC

Member Federations Commission	One of the Technical and Management Commissions
National Federation	National member federations of AIBA
New Constitution	Draft constitution provided to the GRG on 5 November 2021, to be put to vote by the Congress in December 2021
Nomination Unit	Sub-unit of the IIU
Permanent Committees	The Marketing Committee, the Competitions Committee, the Refereeing and Judging Committee, the Coaching Committee, the Champions and Veterans Committee, the Women's Committee and the Medical & Anti-Doping Committee according to Art. 2.1 of the AIBA Organizational Regulations in connection with Art. 29.1 (l) of the 2020 Constitution
President	President of AIBA
Recommendations Report	GRG's recommendations on how AIBA's governance could be improved The present report setting out the Recommendations of the GRG
Secretary General	Secretary General of AIBA
Skills Map	Map containing the skills criteria for eligibility checks
Special Member	A member of the Board to be elected based on his or her skills in a certain area
Standing Committees	The Ethics Committee, the Disciplinary Committee, the Athletes' Committee and the Audit Committee according to Art. 36 of the 2020 Constitution
Strategy Committee	One of the Corporate Governance Commissions
Technical and Management Commissions	The Competitions Commission, Refereeing & Judging Commission, Marketing Commission, Diversity Commission, Coaches Commission, Medical Commission, Champions & Veterans Commission, Member Federations Commission
ToR	Terms of Reference established between AIBA and the GRG
WA	World Athletics
10 Priorities	The GRG's top priorities for the governance reform, submitted to the Contact Group on 1 November 2021 as part of the 2 <sup>nd</sup> Interim Report
2020 Constitution	AIBA Constitution adopted on 13 December 2020

## ANNEX 2: AIBA ORGANIZATIONAL CHART



### 1 Management & Leadership

The **Congress** is the highest authority of AIBA. The AIBA is governed by the (reduced) **Board of Directors**. The **President** represents the AIBA to third parties, especially in Sports (IOC and other international organisations) and politics. The daily business is run by a Secretary General who has actually the function of a **CEO**. He also leads the staff at the AIBA **Headquarters** in Lausanne.

### 3 Technical and Management Commissions

The Technical and Management Commissions consist of experts from the AIBA Member Federations and shall advise both the Board and the Management on specific matters, such as Competitions, Judging and Refereeing, Marketing of AIBA's commercial rights, gender diversity in boxing and AIBA functions, coaching matters, medical issues related to boxing, including doping control planning, matters concerning champions and veterans, and the relation between the AIBA and its member federations. The number and scope of these commissions may vary over time, depending on specific needs

### 2 Corporate Governance Committees

Four Standing Committees advise the AIBA Leadership & Management in strategic matters.

- A new **Strategy Committee** shall review the AIBA's long term strategy, develop strategic goals and review them on rolling 4 years periods.
- The well-established **Athletes Committee** advises the Board in athlete-related matters and elects the athlete representatives in other AIBA bodies.
- A new **Finance Committee** shall review the business aspects and financial consequences of new projects and provide recommendations to the Board.
- The **Audit Committee** shall review the accounts and books of the AIBA and advise the financial department.

### 4 Independent Integrity Unit

The work of the organisations and persons responsible for the management of the AIBA and in particular the awarding, organisation and implementation of boxing competitions must comply with highest integrity standards. This concerns in particular compliance with

- Ethics Rules,
- Rules against Manipulation of Competitions,
- Anti-Doping Rules, and
- Disciplinary Rules.

A new **Integrity Unit** which is **independent** from the AIBA management and leadership and also from the AIBA Member Federations shall watch over the compliance with those fundamental standards, accept complaints, investigate them and bring them to adjudication by an AIBA Tribunal, subject to Appeal to the CAS. The Integrity Unit shall also supervise the election and appointment procedures of senior positions in the AIBA («vetting»). The Integrity Unit is also responsible for the education on ethics and corporate governance matters and advises the Leadership and Management on the improvement of the regulatory framework with regards to ethics and corporate governance.

## **ANNEX 3: GRG BENCHMARKS**

### **A. Transparency**

- A.1 The organization makes public its Statutes, rules and regulations.
- A.2 The organization makes public an explanation of its organizational structure including staff, officials, committee structures and other relevant decision making groups.
- A.3 The organization makes public its vision, mission, values and strategic objectives.
- A.4 The organization makes public a list of all its member organizations, with appropriate information for each.
- A.5 The organization makes public details of officials on its governing body with biographical information.
- A.6 The organization makes public an annual activity report, including institutional information, and main events reports.
- A.7 The organization makes public annual financial reports following external audit.
- A.8 The organization makes public the allowances and financial benefits of officials on its governing body, commissions and senior executives.
- A.9 The organization makes public the agenda of its General Assembly with relevant documents (before) and minutes (after) with procedure for members to add items to agenda.
- A.10 The organization makes public a summary of reports/decisions taken during meetings of governing body and commissions, as well as all other important decisions of the organization.

### **B. Integrity**

- B.1 The organization recognizes the IOC Code of Ethics and/or has its own Code of Ethics with designated responsibility for ensuring implementation.
- B.2 The organization has anti-doping rules which comply with the World Anti-Doping Code and designated responsibility for ensuring implementation.
- B.3 The organization complies with the Olympic Movement Code on the Prevention of the Manipulation of Competitions (and/or national regulations where applicable).
- B.4 The organization has confidential reporting mechanisms, including for “whistle-blowers” with a protection scheme for individuals coming forward.
- B.5 The organization provides for appropriate investigation of incidents affecting sports integrity.

- B.6 Subject to applicable data protection restrictions, the organization makes public all decisions regarding breaches of rules or codes including sanctions, as well as pending cases where applicable.
- B.7 The organization has programmes in place regarding safeguarding all persons in, or dealing with the organization, from harassment and abuse.
- B.8 The organization is compliant with applicable laws regarding data protection and takes measures to ensure IT security.
- B.9 The governing body of the organization has committed to a policy of zero tolerance for unethical behavior.
- B.10 The organization has adopted an anticorruption Code of Conduct/Charter or policy.
- B.11 The organization has programmes or policies designed at ensuring that its member associations function in accordance with all recognized ethical codes and basic good governance principles (Q 3.4 of ASOIF Questionnaire).
- B.12 The organization has appropriate gender balance, in particular in its Executive Committee (Q 3.8 of ASOIF Questionnaire).

### **C. Democracy**

- C.1 The organization elects the President and a majority of members of all executive bodies.
- C.2 The organization has rules on campaigning to ensure election candidates can campaign on a balanced footing including opportunity for candidates to present their vision/programmes.
- C.3 Election process takes place with secret ballot under a clear procedure/regulation and independent supervision.
- C.4 The organization makes public all open positions for elections and appointments including the process for candidates and full details of the roles, job descriptions, required skills and experience, application deadlines and assessment.
- C.5 The organization has established, and makes public, eligibility rules for candidates for election/appointment together with due diligence assessment.
- C.6 The organization has term limits for elected officials, with a maximum of either a) four terms of two years, b) two terms of four years or c) three terms of three years.
- C.7 The organization provides for the representation of all key stakeholders (including “active” athletes as defined in the Olympic Charter) in its governing bodies and other relevant decision making groups.
  - C.7.1 The governing bodies are of an appropriate size to meet the requirements of the organization and have the appropriate balance of skills, experience, independence, diversity and knowledge needed to operate effectively (UK

Sport/Sport England, A Code for Sports Governance – Revised, List of Mandatory Code Requirements (hereinafter “**UK Code**”), Tier 1 Principle 2).

- C.7.2 The organization maintains an up-to-date matrix detailing the skills, experience, independence and knowledge required of its governing bodies (Tier 1 Principle 1.3 of UK Code).
- C.7.3 The organization ensures that any new member of its bodies receive a full, formal and tailored induction on joining the organization (Tier 3 Principle 2.12 of UK Code).
- C.7.4 The organization has adopted policies and practices that foster openness and debate among members of its governing bodies and set out clear expectations with respect to the running of meetings and members’ behaviour (Tier 1 Principle 2 Requirement 3; Tier 3 Principle 1.2(d) of UK Code).
- C.7.5 The governing bodies meet regularly (General Assembly at least bi-annually, other bodies several times per year, Q 4.9 of ASOIF Questionnaire, Tier 1 Principle 1 of UK Code) and maintain a proper record of their meetings and decisions (Tier 1 Principle 1, Tier 3 Principle 1.14(b) of UK Code).
- C.7.5 The organization has established a clear and democratic process for amending its constitution (Working Group on the Review of WADA Governance Reform, Interim Report to the WADA Executive Committee of April 2021, Attachment 2 (hereinafter “**WADA Benchmarks**”, C.13).
- C.8 The organization has conflict of interest rules identifying actual, potential and perceived conflicts with exclusion of members with an actual conflict from decision making.
- C.9 The organization has a programme for promoting gender equality and diversity in and through sports.
- C.10 The organization ensures equal opportunities for members to participate in the General Assembly (Q 4.10 of ASOIF Questionnaire).
- C.11 The organization has programmes designed to ensure that the members function in accordance with all Code of Ethics and ethical principles recognized by the organization.

#### **D. Development and Solidarity**

- D.1 The organization has a programme in place to determine transparent allocation of resources in declared development objectives.
- D.2 Information is published on financial redistribution activity for main stakeholders, including figures.
- D.3 The organization has established a monitoring / audit process for the use of distributed funds for development purposes.
- D.4 The organization respects principles of sustainable development and regard for the environment.

- D.5 The organization has a social responsibility and participation programmes targeting hard to reach areas.
- D.6 The organization has education programmes (on topics other than integrity) and provides assistance to coaches, judges, referees, athletes and others as appropriate.
- D.7 The organization has put in place integrity awareness/education programmes.
- D.8 The organization has education programmes to assist communities in which events are hosted.
- D.9 The organization has anti-discrimination rules covering a range of characteristics, such as racial, religious or sexual orientation.
- D-10 The organization dedicates appropriate resources to inclusive sport, including disciplines for those with a disability.

## **E. Checks and Balances**

- E.0.1 The organization has a clear division of responsibilities between its governing bodies.
- E.0.2 The organization manages changes to the composition of its bodies (including that of its committees) without undue disruption (Tier 3 Principle 1.2(c) of UK Code).
- E.0.3 The organization ensures that no single individual has the unfettered ability to take a decision within its governing bodies and that the roles of Chair and Chief executive of the organization are not exercised by the same individual (Tier 3 Principles 1.4 and 1.10 of UK Code).
- E.0.4 The organization conducts an annual evaluation of its governing bodies' skills and performance and of individual members when appropriate, and that of its committees (committee evaluation need not be undertaken annually). The organization ensures that such evaluation is conducted externally at least every four years and that an action plan is established to take into account the outcomes of the evaluations (Tier 3 Principles 4.2 and 4.3 of UK Code).
- E.0.5 The organization's governing bodies regularly review progress against defined benchmarks, including elements from the organization's strategic plan, as well as the financial performance of the organization and performance of its key organs and management staff (WADA Benchmarks, E.5).
- E.1 The organization has established an ethics committee with independent representation.
- E.2 The organization has an internal audit committee that is independent from its executive body.
- E.3 The organization has accounting control mechanisms and external financial audit including anti-corruption specific measures.
- E.4 The organization conducts risk assessment including corruption-related risks.

- E.5 The organization has adopted rules which comply with competition law / anti-trust legislation in eligibility of athletes and sanctioning of events.
- E.6 The organization observes open tenders for major commercial and procurement contracts (other than events).
- E.7 Decisions can be challenged through internal appeal mechanisms with final recourse to the Court of Arbitration for Sport or another appropriate independent body ensuring the right to a fair trial.
- E.8 The organization exercises due diligence and effective risk management in bidding requirements, presentation, assessment and allocation of main events
- E.9 Awarding of main events follows an open and transparent process
- E.10 The organization has procedures for assessing third parties (protection against external risks), such as clients, service providers, intermediaries, subcontractors, etc.

#### **ANNEX 4: OTHER DOCUMENTS**

- ToR
- 1<sup>st</sup> Interim Report
- 2<sup>nd</sup> Interim Report