

# **CENTRE FOR SPORT AND HUMAN RIGHTS**

STRATEGIC PLAN 2018-2020

**CONFIDENTIAL DRAFT: 18 JUNE 2018**

 **CENTRE**  
for Sport and Human Rights



# ABOUT THIS DOCUMENT

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This document sets out a strategy for launching a permanent and independent Centre for Sport and Human Rights (the Centre) from June 2018. The strategy outlines the mission and scope of the Centre's planned activities, as well as the scaling up of activities and internal resource over the period 2018 to 2020, until the Centre becomes fully independent from January 2021.

This document has been produced by the Institute for Human Rights and Business (IHRB) in its role as Secretariat to the Mega-Sporting Events Platform for Human Rights (MSE Platform) and founder of the Centre. IHRB will launch and incubate the Centre, retaining fiduciary responsibility until the Centre becomes fully independent.

This is a confidential working document internal to the proposed members of the Centre's Advisory Council.

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# BACKGROUND

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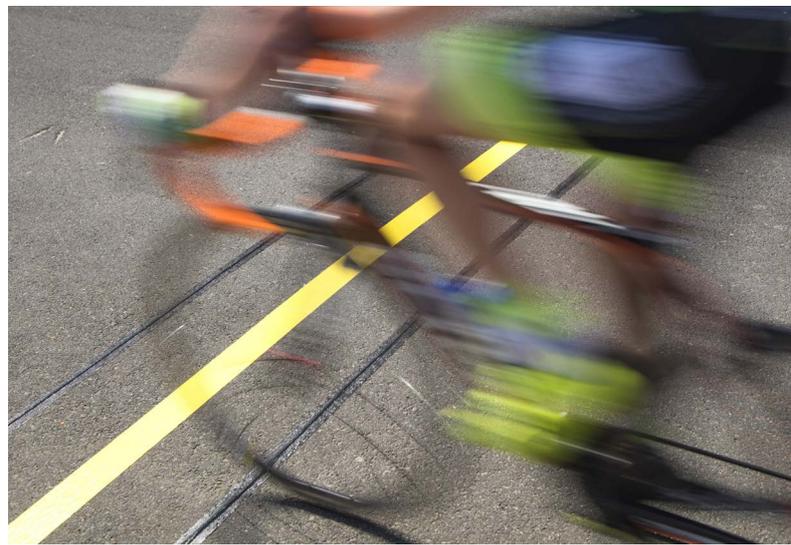
The world of sport, and in particular mega-sporting events, cannot stand apart from its very significant social impacts – both positive and negative. Sport can enhance freedoms and celebrate human dignity, but it can also amplify discrimination and abuse. It is critical to ensure that the world of sport is in full alignment with international human rights and related instruments, principles, and standards.

Since 2016, an unprecedented alliance of intergovernmental organisations, governments, sports bodies, athletes, local organising committees, sponsors, broadcasters, civil society representatives, trade unions, employers and their associations, and national human rights institutions have come together under the banner of the Mega-Sporting Events Platform for Human Rights (MSE Platform). They have been united by the understanding that there is a generation of work to be done to fully align the world of sport with the fundamental principles of human dignity, human rights, and labour rights. This collective effort has built on the progress made by a number of leading actors in the world of sport who have worked to develop and strengthen their systems to manage human rights risks associated with their activities.

While good progress is welcomed and should be recognised, the world of sport now needs to move towards more comprehensive implementation of responsible practices at every level, including through collective action. Ensuring respect for human rights across all aspects of sport, including mega-sporting events (MSEs), cannot be achieved by individual organisations working alone. It instead requires joint action by all actors involved in sport aimed at sharing knowledge, building capacity, and ensuring transparency and accountability.

To take this vision forward, all actors involved in the MSE Platform have agreed to the creation of a permanent, independent, and dedicated Centre for Sport and Human Rights (the Centre). This Strategic Plan sets out a thirty-month strategy for launching and incubating the Centre from July 2018 to December 2020. The strategy outlines the vision, mission and scope of the Centre's planned activities, as well as the scaling up of activities and internal resources over this interim period until the Centre has an independent governance structure in place from no later than January 2021.





# ORGANISATION OVERVIEW

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## MANDATE

**Vision:** A world of sport that fully respects human rights.

**Mission:** To share knowledge, build capacity and strengthen the accountability of all actors involved in sport through collective action and promotion of the Sporting Chance Principles on Sport and Human Rights.

## THEORY OF CHANGE

Sport has the power to be a force for good in society and can unite people in ways little else can. The Centre for Sport and Human Rights believes that by harnessing this power and acting collectively, the world of sport has the potential to deliver positive impacts for those affected by sport and beyond sport.

The Centre exists to advance implementation of human rights throughout the world of sport in order to uphold the rights of those most affected through working with all actors involved in sport to develop and share knowledge, build capacity and strengthen accountability. Through working together, negative impacts can better be prevented and mitigated, effective remedies can be pursued and sport can realise its overwhelming potential for good.



## VALUES

In fulfilling its mandate the Centre's values are defined by it being:

**Independent:** To achieve its objectives, the Centre must be able to engage independently with all actors involved in sport, both as a critical friend and to measure progress to help ensure organisations are accountable to the people they represent or upon whom they have a significant impact. To be truly independent, the Centre must also have an appropriate and sustainable funding model.

**Principles-based:** Human rights are enshrined in international instruments, principles, and standards. The work of the Centre is focused on advancing human rights implementation and framed through the Centre's own Sporting Chance Principles for Sport and Human Rights.

**Inclusive and diverse:** Both sport and human rights are for all. The Centre has a global scope and is committed to reflecting and responding to the needs of affected groups worldwide and to embedding diverse perspectives, especially from the global-south, through its policies, recruitment practices, activities, and outputs.

**Collaborative:** The Centre, through its Advisory Council, partnerships and engagements convenes all actors involved in sport for meaningful exchanges of dilemmas, good practices and knowledge, including governments, trade unions, national human rights institutions, corporate partners, civil society groups, and sports bodies.

**Accessible:** Implementing human rights due diligence should not impose prohibitive costs on low-income countries or any sports. The Centre will be a valuable resource, its services free and available as a public good for all, including low-income countries and amateur sport.

**Trusted:** Through transparent governance and visible positive impacts, the Centre will work to ensure that it builds the trust of all actors involved in sport by living up to its values.

## PRINCIPLES

Originally developed by the MSE Platform in 2016, the revised 2018 Sporting Chance Principles on Sport and Human Rights underpin the vision of the Centre of a world of sport that fully respects human rights.

All members of the Centre's Advisory Council have made public human rights commitments and are committed to working towards the fulfilment of the Sporting Chance Principles.

Every year the Centre's strategy and objectives will be framed to promote and implement each of the Sporting Chance Principles. Milestones towards their realisation will be developed and the Centre's performance will be tracked against the fulfilment of the Principles annually.

# 2018 SPORTING CHANCE PRINCIPLES ON SPORT AND HUMAN RIGHTS

## PREAMBLE

Sport relies on a rules-based system, fair play, respect and the courage, cohesion, support and goodwill of society in all its facets, including athletes, fans, workers, volunteers and local communities, as well as governments, businesses large and small, the media and sports bodies. The foundational principles of the world's preeminent sports bodies speak to universal humanitarian values, harmony among nations, solidarity and fair play, the preservation of human dignity, and commitment to non-discrimination. These values have much in common with international human rights instruments, principles and standards.

Recognising that there is a generation of work to be done to fully align the world of sport with the fundamental principles of human dignity, human rights, and labour rights; the Advisory Council of the Centre for Sport and Human Rights are committed to working towards the fulfilment of these Sporting Chance Principles.

## 1. SPORT HAS INHERENT POWER TO CREATE POSITIVE CHANGE.

Sport can help promote human rights and sustainable development, and foster cooperation, solidarity, fairness, social inclusion, education and health at the local, regional and international levels. To realise this potential, it is essential that the protection of and respect for human rights are embedded within the governance and operations of sport, and that the policies, systems, and practices of all actors regularly evolve to reflect the continually developing human rights landscape. This should also be the starting point for engaging with critical issues such as integrity, equality, development, and fair play.

## 2. INTERNATIONALLY RECOGNISED HUMAN RIGHTS APPLY.

The governance and delivery of sport should at all times be based on international human rights instruments, principles and standards, including those expressed in the UN Guiding Principles on Business and Human Rights, the OECD Guidelines on Multinational Enterprises, the ILO Declaration on Fundamental Principles and Rights at Work, and the ILO Tripartite Declaration on Principles Concerning Multinational Enterprises and Social Policy, as well as those that may apply to potentially vulnerable or marginalised groups such as the UN Convention on the Rights of the Child.

## 3. ALL ACTORS INVOLVED IN SPORT COMMIT TO INTERNATIONALLY RECOGNISED HUMAN RIGHTS.

All actors involved in sport should commit to protecting and respecting internationally recognised human rights through their activities and business relationships. Harms that do occur should be addressed. All actors should strive to act responsibly, through their governance, through proper safeguarding, and through protecting/respecting the rights of all stakeholders including athletes, fans, communities, workers, children, volunteers, journalists, human rights defenders, and potentially marginalised groups.

#### **4. HUMAN RIGHTS ARE TAKEN INTO ACCOUNT AT ALL TIMES.**

All actors involved in sport should identify, prevent, mitigate, and account for how they address their impacts on human rights through a robust and ongoing process of human rights due diligence. This applies to any actor involved in the delivery of sporting events at each stage of their lifecycle from bidding, bid evaluation, planning, development, delivery, staging to legacy, as well as throughout the entire sport value chain.

#### **5. AFFECTED GROUPS HAVE A VOICE IN DECISION-MAKING.**

Principled and practical ways should be found to strengthen the voice of all those affected by sport, including athletes, fans, communities, workers, children, volunteers, journalists, human rights defenders, and potentially marginalised groups, through meaningful and ongoing engagement. Special efforts should be made to engage with vulnerable and hard to reach groups, and address any discrimination or failure to protect, respect and uphold enabling rights.

#### **6. ACCESS TO REMEDY IS AVAILABLE.**

Effective remedy should be available to those whose human rights are negatively impacted by the activities or business relationships of the actors involved in sport, including during any stage of a mega-sporting event lifecycle. Governments, trade unions, national human rights institutions, OECD National Contact Points, corporate partners, civil society groups, and sports bodies should coordinate and collaborate on this issue.

#### **7. LESSONS ARE CAPTURED AND SHARED.**

Lessons learned with regard to human rights successes and failures of the activities and business relationships of the actors involved in the governance and delivery of sport, including throughout a mega-sporting event lifecycle, should be captured, disclosed and shared in transparent ways to raise standards and improve practices in order to prevent a recurrence of adverse human rights impacts over time.

#### **8. STAKEHOLDER HUMAN RIGHTS CAPACITY IS STRENGTHENED.**

To address human rights risks and opportunities, governments, sports bodies, organising committees and other key stakeholders involved in the governance and delivery of sport should develop human rights knowledge and capacity, and seek expert advice as required.

#### **9. COLLECTIVE ACTION IS HARNESSSED TO REALISE HUMAN RIGHTS.**

To help all actors involved in sport continue to be a source of inspiration for decades to come, all stakeholders should forge collective solutions to address human rights challenges that are beyond the capacity of any single stakeholder to resolve. All actors should work collectively to coordinate, support, and develop alignment between the world of sport and international human rights instruments, principles, and standards.

#### **10. BIDDING TO HOST MEGA-SPORTING EVENTS IS OPEN TO ALL.**

All nations and localities should be able to bid to host mega-sporting events and bring these celebrations of human achievement to their people, provided that in doing so they demonstrate their commitment to meeting their responsibilities and obligations under relevant international human rights instruments, principles, and standards in relation to the event.

## SCOPE

The criteria set out below will be used by the Centre and its Advisory Council to determine which sports-related challenges and issues fall in scope of the Centre’s activities in a given year, in order of priority:

### 1) SEVERITY OF RISK

- What are the potential adverse impacts on the human rights of affected groups?
- How many people are likely to be impacted by the sports-related issue, sporting event or prospective sporting event?
- How serious are the potential impacts?
- What is the scale of the potential impact, relevant to the affected group and within the country of the sports-related issue or sporting event?
- How are human rights risks being managed and what is the availability of effective grievance mechanisms?

### 2) POTENTIAL FOR POSITIVE CHANGE

- Is there strong potential to prevent and mitigate negative human rights impacts?
- What is the likely effectiveness of collective action and leverage of the different actors involved?
- What is the potential to advance respect for human rights in the country where the negative impacts may be or are taking place?

### 3) OPPORTUNITIES FOR LEARNING

- Is there an opportunity to raise awareness and increase capacity of key actors involved in sport around the issue?
- What is the likelihood that working to resolve a particular human rights issue will contribute to the learning of future sports events and the world of sport more generally?

In considering the above criteria, the Centre will also retain capacity to react in a timely manner to adverse human rights impacts as they arise. Should a serious “live issue” arise, the Centre will also use the above criteria to determine whether and how to respond.

## FOCUS

The Centre’s focus is on people affected by sport, including mega-sporting events. Every action of the Centre and its work is premised on delivering positive impacts, and avoiding adverse impacts, for affected and potentially affected groups. Doing so effectively requires continued outreach, dialogue, and engagement that allows:

- Space within the governance structure of the Centre for individuals and representative groups to participate;
- The Centre to be represented in the geographic contexts of actual and potential sports-related human rights impacts, particularly the host locations of upcoming mega-sporting events;
- The Centre to have capacity to support and advise those actors likely to cause, contribute, or be directly linked to actual and potential sports-related human rights impacts, and those impacted or potentially impacted themselves;
- Thematic human rights expertise within the Centre such that:

- Activities have specific value to high-risk groups;
- Preventative strategies are developed;
- Civil society and local organisations are strengthened;
- All actors involved in sport are supported and monitored with regard to their engagement with particular groups;
- Effective grievance mechanisms are developed and implemented.

When determining which groups should be prioritised in the development and deployment of the Centre’s expertise, three levels of categorisation are proposed to frame the Centre’s work:

1. Six groups identified as most affected by sport, namely:

- I. The athletes or players (including child athletes);
- II. The workers (involved in construction, supply chains or supporting events);
- III. The volunteers and officials who make grassroots sport and sporting events possible;
- IV. The communities closest to the infrastructure for events; impacted by the supply chain; or affected by human rights risks associated with sport;
- V. The journalists reporting on events (sport, news or investigation);
- VI. The fans (at events or following via the media).

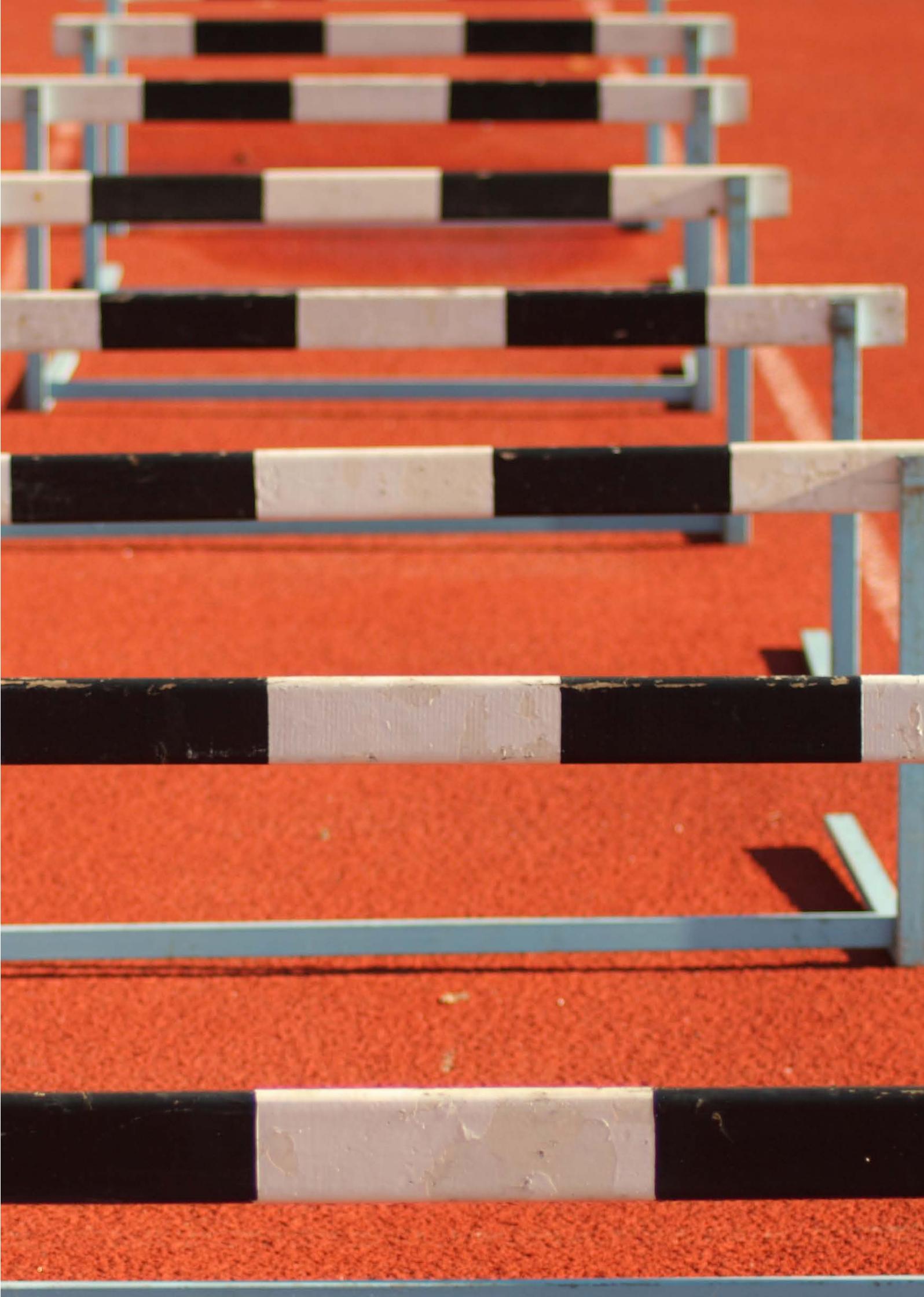
2. Six cross-cutting groups or populations that may have particular vulnerabilities that require special attention, namely:

- I. Children
- II. Human Rights Defenders
- III. Women and girls
- IV. LGBTI+
- V. Migrants, minority and ethnic groups, indigenous people, and historically disadvantaged communities
- VI. Physically and mentally less able

3. With reference to all groups, those “enabling rights” most central to giving affected groups a voice and true agency, including but not limited to:

- I. The right to collective bargaining
- II. Freedom of expression and opinion, including access to information
- III. Freedom of association
- IV. The right to life and protection from torture, inhumane and degrading treatment
- V. All forms of non-discrimination
- VI. Rights-based principles such as rule of law, participation, inclusion, privacy and meaningful consent
- VII. The right to a remedy

As the Centre becomes operational from mid-2018 onward, these three layers will be utilised alongside the Scope criteria (above) to ensure the Centre’s annual activity plans embody the voice of and risks to different affected groups.

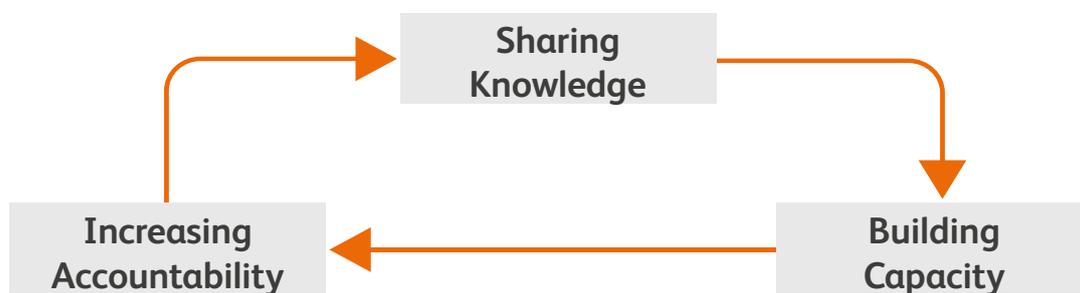




# FUNCTIONS

The Centre works with all actors involved in sport to share knowledge and lessons learned, build capacities, and help to shape and strengthen mechanisms for transparency and accountability in the world of sport.

The Centre therefore performs a range of activities under a framework of (i) sharing knowledge, (ii) building capacity, and (iii) increasing accountability. The relationship between the three areas of work is symbiotic, each reinforcing the others in support of continuous improvement in the promotion of effective approaches to prevention, mitigation, and remedy of adverse human rights impacts.



Within each Function there is an explicit focus on developing activities that support all actors in implementing their duties and responsibilities to prevent harms.



The Centre’s activities will include a cross-cutting focus on meaningful engagement with affected groups, as well as strengthening access to effective remedies, and reporting on progress towards fully implementing the UN Guiding Principles and other relevant standards.

## 1) SHARING KNOWLEDGE

### A) Convening, Dialogue & Transferring Knowledge

#### Ideal outcome:

The Centre develops systems for sharing good practices across hosts and across sporting traditions. The result is that lessons are captured and mainstreamed enabling future hosts to stage events that are fully compliant with the UN Guiding Principles and in full alignment with international human rights and related instruments, principles, and standards.

The Centre serves as a trusted, safe, and impartial space for dialogue. It is relied on to bring all actors involved in sport together to engage constructively on specific dilemmas and challenges. The Centre will convene workshops for sports governing bodies and host actors, and corporate partners (including sponsors and broadcasters) to discuss common challenges and share learnings and best practice in effectively preventing and mitigating human rights risks, and remediating harms. The Centre works directly with civil society and affected groups, particularly in the context of upcoming MSEs to build capacity and enhance access to effective remedy.

### B) Research

#### Ideal outcome:

Human rights risks and opportunities are identified and the roles and responsibilities of key actors involved in sport are outlined and clearly understood, both by the actors themselves and outside the world of sport.

The Centre undertakes detailed research, for example, mapping key human rights related risks, the various actors involved, their practices, and gaps in implementation that affect people’s lives. This strengthens clarity on roles and responsibilities. Research also engages with affected groups and their representatives, and explores how to involve them directly in decision-making. All of the Centre’s research is made freely available as a public good.

## 2) BUILDING CAPACITY

### A) Tools

#### Ideal outcome:

Tools are developed which are tried and tested by key actors in the world of sport. These tools are widely adopted throughout the sector to help different actors comply with the UN Guiding Principles and related instruments, principles, and standards.

There are systematic approaches that the different actors involved in sport can implement in their specific contexts to promote human rights and to prevent and remediate harms. The Centre creates practical and accessible tools that help to guide these approaches – all made freely available as a public good. Tools developed by the Centre will be aligned with international best practice including, for example, the OECD Due Diligence Guidance for Responsible Business Conduct. All tools are developed with meaningful input from affected groups or organisations that represent their voices.

### B) Skills Development

#### Ideal outcome:

The Centre identifies actors requiring skills development, and a model or framework for running effective workshops with sports governing bodies, host actors, corporate partners and affected groups is developed. Workshops have strong participation and actions are taken forward by the target audience.

Protecting and respecting human rights is a relatively new area for many in the world of sport. The Centre runs interactive workshops to deepen understandings, develop key competencies, and support continuous improvement across the industry. Workshops are based on the tools developed, above, and the research outputs of the Centre harness the range of expertise available, including developing the skills of others to conduct training based on the Centre's tools and curricula.

## 3) INCREASING ACCOUNTABILITY

### A) Monitoring

#### Ideal outcome:

The Centre is the trusted independent party that assesses the extent to which key actors involved in sport are meeting human rights commitments that they have made. This means monitoring the performance of sports governing bodies, host actors, sponsors, and broadcasters against their own public undertakings.

The Centre reviews and appraises stakeholder approaches to respecting human rights and engages directly with the representatives of affected and potentially vulnerable groups, engaging at the grassroots level wherever practicable. The Centre's findings on progress and recommendations for improvement provide vital independent assessments and identify what improvements are needed. Through such monitoring, the Centre develops its own authoritative expertise on good practice and where such practice falls short.

## B) Remedy

### Ideal outcome:

The Centre has a clear and active role in supporting access to remedy for those harmed by the activities of an MSE or the sports industry more broadly. All actors involved in sport are also empowered and encouraged to build / reform / repurpose their grievance mechanisms and other procedures to effectively address human rights related matters.

The Centre understands remedy as defined by the UN Guiding Principles. UN Guiding Principle 30 states: “Industry, multi-stakeholder and other collaborative initiatives that are based on respect for human rights-related standards should ensure that effective grievance mechanisms are available”. As such, working to ensure affected groups have access to effective remedy and that grievance mechanisms meet the requirements of the UN Guiding Principles are fundamental cross-cutting functions of the Centre. The Sporting Chance Principles also state the need for the victims of human rights abuse to be able to access an effective remedy.

The Centre will engage with all forms of remedy that relate to the activities of organisations involved in sport. The Centre is not a judicial body but it will take an evidence-based approach to engaging with and developing as appropriate grievance mechanisms that meet the effectiveness criteria of the UN Guiding Principles.

The Centre will serve as an expert institution on sport and human rights and support existing grievance mechanisms to develop sports and human rights capacity as well as supporting the design, creation, and implementation of operational level mechanisms developed by third parties. At the same time, the Centre will assess the effectiveness of existing mechanisms and explore, during the interim period, how these or other mechanisms could provide more effective access to remedy.

Credible grievance mechanisms not only benefit affected groups, but can greatly enhance the position of sports governing bodies and international federations which may need to take action to ensure that their commitments to human rights are upheld by third parties, including local organising committees, involved in the delivery of an event or the conduct of sport. Organising committees, national federations, and other partners, including governments, may also gather new insights from complaints received and how to improve ways of working.

In relation to sport and human rights, there are three interrelated approaches to accessing remedy that can be observed:

- Mediation
- Arbitration
- Investigation

The Centre will develop a deep understanding of each of these approaches as applied to the sports context and in particular three situations that confront some affected groups:

- Cases in which an existing grievance mechanism is in place but the affected group is unable to access it or does not have the required standing;
- Cases in which no grievance mechanism of any kind is available;
- Cases in which the affected group has access to a grievance mechanism but it is not effective in human rights terms (i.e. in relation to the UN Guiding Principles).

The latest thinking on Remedy is described in greater detail in the specific Remedy Concept Note (Appendix G).

## C) Transparency

### Ideal outcome:

Sports governing bodies, host actors, and corporate partners are as transparent as possible about their human rights risks as well as their prevention, mitigation, and remedy measures. This includes disclosing details around the bid criteria, bidding evaluations, sponsorship agreements, broadcasting rights, and details on grievances received and resolved.

The Centre offers support on international best practice and guidelines for public disclosure on human rights performance, and will consider adapting existing reporting frameworks from other contexts to be more relevant to the world of sport. The Centre will further work with corporate partners to understand their commitments under existing reporting frameworks such as the UN Guiding Principles Reporting Framework and benchmarks such as the Corporate Human Rights Benchmark. The Centre will outline how these existing tools can be applied or adapted in the sports context. The Centre will also advocate for greater transparency and Compliance Management Systems in sports governing bodies and in the delivery of mega-sporting events, and will champion good practice in this space.

## ANNUAL ACTIVITY PLAN

The Centre will produce annually an Activity Plan for consultation and development with its Advisory Council. The objectives set out in an Activity Plan will respond to the Centre's:

- Mandate
- Theory of Change
- Values
- Principles
- Scope
- Focus
- Functions

The 2019 Activity Plan will be produced for the Advisory Council's consideration and feedback ahead of the December 2018 Advisory Council meeting, and will include milestones, based on the Sporting Chance Principles, against which the Centre's performance can be tracked. The annual activity plan will largely be carried out by the Centre in cooperation with Working Groups to be constituted each year, which will report back to the Advisory Council on progress towards achieving their objectives. For more details, see the Governance section below.





# GOVERNANCE

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Launching in June 2018, the Centre will operate with an interim governance structure, incubated by IHRB, for a maximum period of thirty-months before transitioning into a fully independent entity with independent trustees from January 2021.

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## STRUCTURE

The Centre will be headquartered in Geneva. During the interim period the Centre Governance Committee will explore the exact form of the Centre's long-term legal structure (foundation or association) in Switzerland. During the interim period until 2021, the Centre will be hosted by and exist as a subsidiary of IHRB. This interim period will allow time for the Centre to develop standalone internal capacity, to build an endowment fund, and for independent trustees to be identified and appointed by 2021.

The Articles of Association of the Centre in its interim form are provided at Appendix L.

All current members of the MSE Platform may choose to participate fully in the Centre as members of the Advisory Council, who will elect the trustees.

## CO-CHAIRS

The evolution from an informal coalition to an independent Centre over the past two and a half years has been a truly multi-stakeholder and collaborative effort led by Mary Robinson through her position as Chair of the MSE Platform Steering Committee. Mrs Robinson has agreed to remain in place as the founding Chair of the Centre.

In addition, a Co-Chair is being sought to share the responsibilities of leading the Centre. A search is underway to ensure that the Centre will have a prominent independent Co-Chair in place by the occasion of the 2018 Sporting Chance Forum in Paris in December 2018. The process for nominating and considering potential candidates for Co-Chair is being overseen by the Centre Governance Committee.

The Co-Chairs will each have the following key responsibilities:

- Ambassador, representing the Centre in high-level meetings and in particular in relation to funders;
- Presiding over meetings of the Advisory Council;
- Participating in the recruitment of the Centre's CEO in cooperation with the Governance Committee.

## ADVISORY COUNCIL

The Advisory Council will have a formal role:

- Advising on the annual activities of the Centre, its scope of work, and assessing its effectiveness; and
- Electing independent trustees to oversee the governance of the Centre.

Members of the Advisory Council will commit to working with all actors involved in sport to build capacities, share knowledge, and help to shape and strengthen mechanisms for transparency and accountability.

Membership of the Advisory Council will be conditional on members having a public human rights commitments and an affirmed commitment to working towards the fulfilment of the Sporting Chance Principles.

The Advisory Council will meet in person once a year, around the time of the annual Sporting Chance Forum for a full day annual meeting, and convene one additional time in the year by phone (or in person) to review progress in implementing the annual activity plan.

The Advisory Council will also welcome new members. New members are likely to be admitted twice per year in advance of meetings of the Advisory Council.

A policy will be prepared to detail all aspects of the Advisory Council (including membership, admissions, voting rights, etc.) and determine the conditions of participation for all members.

## STANDING COMMITTEES AND WORKING GROUPS

Advisory Council members will also convene in optional "Standing Committees" and "Working Groups" administered by the Centre in support of the Centre's work. Such Standing Committees and Working Groups will be constituted on an annual basis by the Advisory Council, and in each case will require a Chair or Co-Chairs, terms of reference for participation, and adequate capacity within the Centre to support.

The following framework is suggested:

## STANDING COMMITTEES

Standing Committees will focus on particular aspects of the Advisory Council's role to contribute to the success of the Centre and advise on annual activities. These will focus on strategic issues including:

- Membership of the Advisory Council (including due diligence on potential members);
- Incorporating the voice of affected groups in Centre strategy;
- Fundraising;
- Identifying and appointing high profile Ambassadors of the Centre.

Individuals from outside of the Advisory Council may be co-opted onto Standing Committees. The Standing Committee on "Incorporating the voice of affected groups" will include members of communities and groups affected by human rights impacts associated with sport.

## WORKING GROUPS

Working groups will focus largely on programmes and activities undertaken by the Centre. Possible working groups could therefore be mandated to address:

- Thematic issues – for example, access to effective remedy, LGBTI+ discrimination, gender discrimination, child safeguarding, migrant workers, supply chain issues etc.;
- Upcoming mega-sporting events, particularly those that are determined to be higher risk;
- Sector specific implementation – for example, facilitating peer learning and knowledge sharing amongst sports bodies, or previous and upcoming hosts;
- Functional areas – these would look at the Centre's three functional pillars (sharing knowledge, building capacity and increasing accountability) and take a multi-stakeholder approach to each. For example, building capacity in sports bodies, host actors and corporate partners may be an initial area of focus.

Working groups will be constituted from members of the Advisory Council and may include individuals co-opted from outside of the Advisory Council. Each working group will be governed by a terms of reference setting out its objectives. Working Group will then report annually to the Advisory Council on their progress towards achieving their objectives.

## TRUSTEES

The Centre will launch in June 2018 with two independent trustees – Ron Popper and Bjorn Edlund. Mr Popper and Mr Edlund are trustees of IHRB and residents of Switzerland.

A new board of independent trustees will be appointed not later than 2020, elected by the Advisory Council. The trustees will represent a diversity of backgrounds and should be balanced in terms of gender and geographic representation. The trustees will have fiduciary responsibility for the Centre. Trustees will not be remunerated (except for expenses), and will meet as frequently as may be required, but no less than quarterly.

Trustees will be responsible for:

- The good governance of the Centre;
- Safeguarding the trust, independence, and integrity of the Centre;
- Oversight and approval of annual budgets;
- Approving staffing and recruitment decisions.

The process for electing and appointing trustees will ensure that trustees have the confidence of a cross-section of Advisory Council members, and ensure that they are not elected to represent only one group of stakeholders.

The process by which the Advisory Council chooses which candidates to appoint as trustees will be set out and regulated in a policy, expected to resemble the following process:

- For the purpose of electing trustees only, Advisory Council participants will be organised into six pillars, representing the range of stakeholders present in the Advisory Council ((i) intergovernmental organisations; (ii) governments; (iii) trade unions; (iv) NGOs & NHRIs; (v) sponsors, broadcasters & commercial partners; and (vi) sports bodies & organising committees.)
- To be nominated, a prospective trustee must be proposed by at least two members of the Advisory Council.
- Prospective trustees endorsed by the greatest number of pillars will be appointed (provided they have been endorsed by at least three pillars);
- Notwithstanding the above, amongst the elected trustees, the endorsements of each of the six pillars will be represented;
- In determining their endorsements each of the pillars will caucus amongst themselves.

## GOVERNANCE COMMITTEE

Until such time that a board of independent trustees is elected, the Centre will be governed by an interim Governance Committee. The Governance Committee will meet quarterly, responsible for:

- Considering and establishing the legal structure for the long-term entity in Switzerland;
- Developing policies required for the selection and appointment of trustees by the Advisory Council.

As of June 2018, the Centre will launch with an interim Governance Committee comprised as follows:

- Ron Popper (IHRB Trustee)
- Bjorn Edlund (IHRB Trustee)
- Giovanni Di Cola (ILO)
- Tim Noonan (ITUC)
- Lene Wendland (OHCHR)
- Matthias Thorns (IOE)
- Sandra Lendenmann Winterberg (Swiss Government)
- Gigi Alford (Sports and Rights Alliance)
- David Grevemberg (Commonwealth Games Federation)

The members of the Governance Committee who are not IHRB trustees will not take on fiduciary responsibilities or any obligations or liabilities through their membership of the Committee. Fiduciary responsibility during the interim period would rest with the two independent trustees.





# STAFFING

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## IHRB STAFF

IHRB Staff will continue to support the Centre during the interim period through to year-end 2020 while building the capacity of the Centre such that it can be spun-off to a fully functional and independent entity by the agreed time. The current IHRB staffing level dedicated to the MSE Platform includes programme management, strategy, outreach, external and internal relations, steering committee co-ordination, communications, events, and research. IHRB will continue to second key staff into the Centre throughout the interim period. A full staffing plan will be developed in consultation with the new Centre CEO (to be appointed).

## CENTRE STAFF

New staff brought into the Centre during the 2018-2020 interim period will be “Centre staff”, to be retained by the Centre once independent. Including current IHRB capacity, the Centre aims to have the equivalent of six full-time staff working for the Centre by the end of 2018, nine full-time staff by end of 2019 (including the Centre CEO), and eleven full-time staff by year-end 2020.

New staff will initially be dedicated to enhancing regional expertise, to support capacity-building in upcoming host locations and to bring thematic human rights expertise as pertains to particular affected or vulnerable groups. As the activities programme progresses, the Centre will also have a need for enhanced research capacity and technical expertise on issues including grievance mechanisms. By the end of the interim period the Centre will also require administrative, operational and communications capacity.

## CENTRE CEO

The Centre CEO will be recruited during the second half of 2018 to take position in early 2019, primarily responsible for delivering on the Centre’s mission, meeting its strategic objectives, and implementing the agreed annual activities. The Centre CEO will oversee the transition of the Centre into its permanent structure. A draft job description for the Centre CEO is included at Appendix H.





# RESOURCES

## BUDGET

The projected costs set out below are based on the operational budget of the MSE Platform for 2017, as approved by the MSE Platform Advisory Group. These projected costs broadly reflect the activities for 2018 and beyond as outlined above, and the anticipation of increased staffing needs. All budgets will be subject to approval and review by the Governance Committee.

Resources Required CHF	2018	Interim Period		Permanent Structure	
		2019	2020	2021	2022
Staffing	513,800	879,200	1,050,000	1,400,000	1,400,000
Overheads (office space)	8,000	24,000	30,000	40,000	40,000
Travel and events	244,500	279,000	330,000	450,000	450,000
Expert costs	74,000	52,000	80,000	90,000	90,000
Postage and stationery	800	2,300	5,000	7,000	7,000
Hardware	0	32,000	10,000	8,000	8,000
Sundry	2,400	4,000	6,000	9,000	9,000
Telephone & internet	6,000	10,000	12,000	16,000	16,000
Website costs	12,000	16,000	18,000	20,000	20,000
Reports	10,000	14,000	19,000	35,000	35,000
Org costs inc. accountancy	124,500	175,000	195,000	250,000	250,000
Contingency	62,250	87,250	97,500	125,000	125,000
Reserves	186,750	175,000	97,500	50,000	50,000
<b>TOTAL</b>	<b>1,245,000</b>	<b>1,750,000</b>	<b>1,950,000</b>	<b>2,500,000</b>	<b>2,500,000</b>

## INCOME

During the interim period the Centre requires approximately CHF 5,000,000 in total for operations over 2018, 2019, and 2020. The minimum operational income required for the Centre to be viable when fully independent will be CHF 2,500,000.

		Interim Phase				
INCOME	CHF	2018	2019	2020	TOTAL	
<b>Governments</b>	Government 1	125,000	125,000	125,000	375,000	
	Government 2	60,000	175,000	175,000	360,000	
	Government 3	75,000	75,000	75,000	225,000	
	Government 4		75,000	75,000	150,000	
	Government 5		75,000	75,000	150,000	
	Government 6		150,000	150,000	300,000	
	Government 7			75,000	75,000	
<b>Total Contribution from Governments:</b>						1,635,000
<b>Sports Bodies</b>	Sports Body 1	100,000	100,000	100,000	300,000	
	Sports Body 2	100,000	100,000	100,000	300,000	
	Sports Body 3	100,000	100,000	100,000	300,000	
	Sports Body 4	25,000	25,000	25,000	75,000	
	Sports Body 5			25,000	25,000	
<b>Total Contribution from Sports Bodies:</b>						1,000,000
<b>Foundations</b>	Foundation 1	360,000	400,000	500,000	1,260,000	
	Foundation 2					
<b>Total Contribution from Foundations:</b>						1,260,000
<b>Corporate Partners</b>	Corporate 1	50,000	50,000	50,000	150,000	
	Corporate 2	50,000	50,000	50,000	150,000	
	Corporate 3	50,000	50,000	50,000	150,000	
	Corporate 4	50,000	50,000	50,000	150,000	
	Corporate 5	50,000	50,000	50,000	150,000	
	Corporate 6	50,000			50,000	
	Corporate 7		50,000	50,000	100,000	
	Corporate 8		50,000	50,000	100,000	
	Corporate 9			50,000	50,000	
<b>Total Contribution from Corporate Partners</b>						1,050,000
<b>TOTALS</b>		1,635,000	1,000,000	1,260,000	1,050,000	4,945,000
<b>TOTAL INCOME</b>						4,945,000

## ENDOWMENT

Beyond the interim period, an endowment model is recommended as the most sustainable option for the Centre. The endowment would need to ensure the Centre is the beneficiary of significant funds in order to yield the full annual income of the Centre. Such an approach would greatly increase the chances for the Centre to operate impartially and independently over the years to come, and not to be reliant on annual fundraising, membership fees or fees for service. To undertake annual fundraising with many of the same partners with which the Centre works on a daily basis would severely hamper the Centre's mandate and perception of impartiality.

In order to secure an annual operating budget of 2,500,000 CHF the Centre would require an endowment in the region of 50,000,000 CHF. The endowment would be built during the interim period, and during the first years of the Centre's permanent structure. This process would be overseen initially by the Governance Committee, with the support of IHRB, the Co-Chairs and the new Centre CEO.

# APPENDIX A: BACKGROUND TO THE MSE PLATFORM

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In August 2012 a Communiqué on Human Rights and the Olympics was issued by the governments of the UK, Russia, Brazil, and South Korea.<sup>1</sup> This prompted the start of IHRB's work on MSEs, including dialogue with the outgoing Chair of the London 2012 Sustainability Commission to assess the extent of handover and learning from London 2012 to Rio 2016.<sup>2</sup>

The following year marked the publication of the first-ever Host Organising Committee public human rights commitment, in the form of the Glasgow 2014 Organising Committee's Human Rights Approach on 10 December 2013 (International Human Rights Day).<sup>3</sup> IHRB's policy mapping efforts meanwhile culminated in the launch of the "Striving for Excellence" report in November 2013, mapping the UN Guiding Principles against the MSE lifecycle.<sup>4</sup> During 2013-14, IHRB additionally turned its focus to the 2014 Brazil World Cup and 2016 Rio Olympics, engaging with key stakeholders in Sao Paolo and Rio to better understand the practical considerations and human rights impacts involved in staging an MSE.

In June 2014, IHRB launched a dedicated website collating the work of all actors engaging on MSEs and Human Rights to date.<sup>5</sup> In addition, IHRB patrons Mary Robinson and John Ruggie sent a letter to then President of FIFA, Sepp Blatter, encouraging the organisation to take steps to integrate human rights and outlining the recommendations from the "Striving for Excellence" report.<sup>5</sup> Further and wider consultations with civil society organisations, sponsors, governments, and sports bodies continued throughout the year, including roundtables in 2014 and 2015 relating to Tokyo 2020.

Bilateral meetings were held between IHRB and the leadership of ILO, ITUC, and IOE as well as working level discussions with interested governments, OHCHR, and key representatives of major sporting bodies, civil society and business to discuss the need for a dedicated process and structure to address these issues on a permanent basis. On 17 November 2015, the ILO, IOE, ITUC and OHCHR issued a joint statement highlighting the pressing need for a more comprehensive approach to managing social risks and adverse human rights impacts arising from MSEs and affirming the commitment of the four organisations to advancing dialogue and joint action with all actors in this area.<sup>6</sup>

First steps towards multi-stakeholder collaboration were taken at a high-level convening organised in Glion, Switzerland in late November 2015 by IHRB, Wilton Park and the Government of Switzerland.

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<sup>1</sup> <https://www.gov.uk/government/news/human-rights-and-the-olympic-and-paralympic-games>

<sup>2</sup> Information about the Commission for a Sustainable London 2012 is available here: <http://www.cslondon.org/>

<sup>3</sup> Available at: <http://www.glasgow2014.com/sites/default/files/documents/Glasgow%202014%20-%20ap-proach%20to%20human%20rights%20-%20December%202013.pdf>

<sup>4</sup> "Striving for Excellence - Mega-Sporting Events and Human Rights", available at: <https://www.ihrb.org/me-gasportingevents/resource-view/report-striving-for-excellence-mega-sporting-events-human-rights>

<sup>5</sup> <https://www.ihrb.org/megasportingevents/mse-news/robinson-and-ruggie-open-letter-to-fifa-on-human-rights>

<sup>6</sup> <https://www.ihrb.org/news-events/news-events/ilo-ituc-ioe-ohchr-joint-statement-mega-sporting-events-human-rights>

At this event, participants from diverse stakeholder groups concluded that:

*“A growing number of actors acknowledge that more effective strategies are needed to prevent, mitigate and remedy abuses of labour standards and human rights associated with the lifecycle of mega-sporting events: from bidding rounds through to legacy.”<sup>7</sup>*

## **DEMONSTRATING THE NEED FOR COLLECTIVE ACTION**

Convened by IHRB, four multi-stakeholder “Test Tracks” were established at the start of 2016, comprised of a wide range of actors involved in the world of sport, with different organisations taking ownership for different subject areas to map the key human rights risks and practices currently operating within the world of MSEs. This resulted in the publication of eleven White Papers across the four test tracks in January 2017.<sup>8</sup>

On 13-14 October 2016, IHRB and the US and Swiss Governments hosted the first Sporting Chance Forum in Washington, D.C., to review the 2016 Test Track activities and draft white papers, and discuss recommendations concerning next steps. Speakers included the voices of athletes themselves (such as Martina Navratilova, Bilquis Abdul-Qaadir, Nikki Dryden, and Moya Dodd) as well as communities adversely affected by specific events (in this case the Brazil 2014 World Cup and Rio 2016 Olympics). Participants gave their strong backing to exploring the potential creation of an independent and impartial Centre for Sport and Human Rights through a series of test activities undertaken during 2016.<sup>9</sup> Participants were also invited to publicly endorse the 2016 Sporting Chance Principles,<sup>10</sup> which underpin the common goal of ensuring that MSEs showcase the best of humanity, and are built on a foundation of respect for human rights.

## **DEMONSTRATING THE VALUE OF COLLECTIVE ACTION**

In January 2017, the White Papers were published on an updated website. This coincided with the establishment of the previous collective efforts into a more formal network officially named the Mega-Sporting Events Platform for Human Rights (MSE Platform), with a multi-stakeholder Steering Committee chaired by Mary Robinson established to guide collective efforts and the process towards establishing an independent Centre for Sport and Human Rights.

During 2017, MSE Platform activities were targeted at building on the white papers’ mapping of the need for collective action, and demonstrating the value of collective action in practice. This involved developing methodologies on implementation – both through due diligence frameworks for all the main actors involved in the process, and strategic collective interventions by Centre members in relation to specific human rights issues affecting events in Bahamas (2017), South Korea (2018), Russia (2017, 2018), Australia (2018) and Japan (2019, 2020). These collective interventions resulted in a workshop convened in September 2017 with the Tokyo 2020 Olympics Organising Committee (TOCOG). It focused on TOCOG’s implementation of the UN Guiding Principles and sustainable sourcing code. The workshop also offered an opportunity to discuss the need for TOCOG to implement its own grievance mechanism, building on the legacy of London 2012. This is work that will continue to be built on and expanded throughout 2018 (see Appendix F for a detailed overview of 2018 activities).

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<sup>7</sup> The meeting report from the Glion meeting is available here: <https://www.ihrb.org/focus-areas/mega-sport-ing-events/meeting-report-human-rights-and-mega-sporting-events-wilton-park>

<sup>8</sup> The 11 White Papers and other MSE Platform materials can be accessed here: <https://www.ihrb.org/megasportingevents/mse-resources>

<sup>9</sup> <https://www.ihrb.org/news-events/news-events/diverse-coalition-commits-to-human-rights-mega-sporting-events>

<sup>10</sup> <https://www.ihrb.org/megasportingevents/sporting-chance-principles>

This time period also saw significant progress among all stakeholders, particularly sports bodies, towards integrating human rights into their policies and processes. Examples include:

- FIFA commissioned John Ruggie to write a report outlining the human rights context for FIFA and issuing 25 recommendations on how the organisation can take action on human rights. FIFA also published its first human rights policy and is engaging in a wide-ranging and strategic effort to implement these commitments;
- The IOC launched Olympic Agenda 2020 with key steps taken on gender equality and anti-discrimination, and also introduced explicit human rights criteria into its host city contracts from 2024 onwards UEFA announced new human rights requirements for its 2024 bidding process;
- The Commonwealth Games Federation published its first ever human rights policy as part of its Transformation 2022 strategy and integrated human rights considerations into the bidding documents and host city contract for the 2022 Commonwealth Games.

This value of collective action in practice was showcased<sup>11</sup> at the second Sporting Chance Forum hosted by IHRB, the MSE Platform and the Government of Switzerland in Geneva on 30 November and 1 December 2017.<sup>12</sup> On the occasion of the second Sporting Chance Forum, all members of the MSE Platform Steering Committee formally announced in a joint statement (see Appendix B) their collective intention to establish an independent Centre for Sport and Human Rights in 2018.<sup>13</sup>

In 2018, IHRB and the MSE Platform served as an expert advisor to a newly established All-Party Parliamentary Group (APPG) on Sport, Modern Slavery and Human Rights in the UK Parliament. This group will seek evidence to inform a report.

The MSE Platform also released a series of publications based on collaborations facilitated through the Task Forces. These publications included:

#### The Sporting Chance Forum 2017 Meeting Report<sup>14</sup>

- A guide to implementing the UN Guiding Principles in the governance of sports bodies<sup>15</sup>
- A report on the Sport for Development and Peace (SDP) landscape outlining key stakeholders in this space and wider implications for human rights.<sup>16</sup>
- A guide to the human rights impacts and opportunities throughout the MSE lifecycle.<sup>17</sup>
- An additional white paper on LGBTI+ Rights looking at the specific risks and implications for sports bodies, host actors, athletes and others on LGBTI+ rights.<sup>18</sup>
- Tools for conducting human rights due diligence in the sports context for sponsors and broadcasters.<sup>19</sup>

Plans were also put in place for the 2018 Sporting Chance Forum, to take place at UNESCO headquarters in Paris in December 2018, while continuing to expand the future membership of the Centre's Advisory Council.

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<sup>11</sup> Outputs published as drafts for consultation at the 2017 Sporting Chance Forum can be found here: <https://www.ihrb.org/scf-2017/pre-reading>. They were formally published in 2018

<sup>12</sup> <https://www.ihrb.org/scf-2017/>

<sup>13</sup> <https://www.ihrb.org/news-events/news-events/coalition-commitment-centre-sport-human-rights-2018>

<sup>14</sup> <https://www.ihrb.org/focus-areas/mega-sporting-events/2017-sporting-chance-forum-meeting-report>

<sup>15</sup> <https://www.ihrb.org/focus-areas/mega-sporting-events/championing-human-rights-governance-sports-bodies>

<sup>16</sup> <https://www.ihrb.org/focus-areas/mega-sporting-events/report-mapping-sport-for-development-and-peace>

<sup>17</sup> <https://www.ihrb.org/focus-areas/mega-sporting-events/mse-lifecycle-embedding-human-rights-from-vision-to-legacy>

<sup>18</sup> NOTE: Forthcoming

<sup>19</sup> NOTE: Forthcoming

## ACTORS INVOLVED IN THE MSE PLATFORM

The broad stakeholder network that took shape in 2016 was formalised at the start of 2017 following the first Sporting Chance Forum in order to launch both the eleven White Papers and the “MSE Platform” as the initial framework to govern and galvanise the next stages of work. At the end of 2017, there were 26 members of the Steering Committee who announced their joint intention to establish the Centre (see Appendix B). Members of the Steering Committee, others officially participating in the MSE Platform through Task Forces, and external parties engaged with throughout are listed below.

**Chair:** Mary Robinson

**Secretariat:** Institute for Human Rights and Business (IHRB)

### **MSE Platform Steering Committee Members:**

#### *Governments:*

- Government of Switzerland
- Government of the United States of America

#### *Inter-Governmental Organisations:*

- International Labour Organization (ILO)
- Organisation for Economic Cooperation and Development (OECD)
- Office of the United Nations High Commissioner for Human Rights (OHCHR)
- Organisation for Security and Cooperation in Europe (OSCE)
- United Nations Children’s Fund (UNICEF)
- Organisation internationale de la Francophonie (OIF)

#### *Sports Governing Bodies:*

- Commonwealth Games Federation (CGF)
- International Olympic Committee (IOC)
- Fédération Internationale de Football Association (FIFA)
- Union of European Football Associations (UEFA)

#### *Sponsors / Broadcasters / Business Groups:*

- adidas Group
- BT plc
- The Coca-Cola Company
- International Organisation of Employers (IOE)

#### *Civil Society:*

- Amnesty International
- Human Rights Watch
- Terre des Hommes
- Transparency International Germany
- Football Supporters Europe

*National Human Rights Institutions:*

- New Zealand Human Rights Commission

*Trade Unions:*

- Building and Wood Workers International (BWI)
- International Trade Union Confederation (ITUC)
- World Players Association, UNI Global Union

*Hosts:*

- Commission for a Sustainable London 2012 (Former Chair)
- MSE Platform Task Force Members:

*Governments:*

- Government of Germany
- Government of the United Kingdom

*Inter-Governmental Organisations:*

- United Nations Educational, Scientific and Cultural Organization (UNESCO)
- Commonwealth Secretariat

*Sponsors / Broadcasters:*

- ABInBev
- The Procter & Gamble Company
- Discovery Communications & Eurosport
- ITV
- Sky
- Hosts:
- Tokyo 2020

*Civil Society:*

- Committee to Protect Journalists (CPJ)
- Sport Equality League
- External Stakeholders:

Beyond those within the MSE Platform, the Secretariat has continued to engage proactively with the following:

*Other Governments:*

- Australia
- Japan
- Canada
- France
- Russia

- Qatar
- Netherlands
- Jordan
- Cameroon
- Slovenia
- Italy

*Hosts and Bid Committees:*

- Rio 2016
- Bahamas 2017
- Gold Coast 2018
- Russia 2018
- Belfast 2021
- Qatar 2022
- Paris 2024

*Other Sports Bodies:*

- World Rugby
- International Cricket Council (ICC)
- International Association of Athletics Federations (IAAF)
- International Paralympics Committee (IPC)
- Fédération internationale de basketball (FIBA)

*Other Sponsors:*

- ASICS
- Nike
- Heineken
- ESPN
- NBC
- PepsiCo
- Visa

*Civil Society:*

- Caux Roundtable Japan
- Business and Human Rights Resource Centre
- National Human Rights Institutions:
- Northern Ireland
- Australia

# APPENDIX B: JOINT STATEMENT FOR CENTRE

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## Diverse Coalition Commits to Establishing Centre for Sport & Human Rights in 2018

30th November 2017

Our unprecedented alliance includes intergovernmental organisations, governments, sports bodies, athletes, hosts, sponsors, broadcasters, civil society representatives, trade unions, employers and their associations, and national human rights institutions.

Over the past two years, we have come together united in the understanding that there is a generation of work to be done to fully align the world of sport with the fundamental principles of human dignity, human rights, and labour rights. This effort will build on the progress made by a number of leading actors in the world of sport who have worked to develop and strengthen their systems to manage human rights risks associated with their activities.

Our cooperation is rooted in the belief that ensuring respect for human rights across the world of sport and mega-sporting events cannot be achieved by individual organisations working alone. It instead requires joint action aimed at sharing knowledge, building capacity, and ensuring transparency and accountability. This will help to build a world of sport that protects, respects, and upholds the human rights of those affected by sport, including athletes, workers, communities, children, fans, volunteers, and the press.

A Centre for Sport & Human Rights will need to promote effective approaches to prevent, mitigate, and remedy human rights impacts associated with sport. This means working with all actors to build capacities, share knowledge and lessons learned, and help to shape and strengthen mechanisms for transparency and accountability. The Centre will therefore need to support the efforts of a range of stakeholders, including sports bodies, local organising committees, governments, intergovernmental organisations, sponsors, broadcasters, and other commercial partners, civil society and trade union representatives, national human rights institutions, as well as individuals from affected and potentially affected groups.

This work will need to be undertaken in full alignment with international human rights and related instruments, principles, and standards including the UN Guiding Principles on Business & Human Rights with its three pillars of Protect, Respect, and Remedy, ILO Declaration on the Fundamental Principles and Rights at Work, OECD Guidelines for Multinational Enterprises, amongst others, including those that may apply to potentially vulnerable or marginalised groups such as the UN Convention on the Rights of the Child, as well as the Sporting Chance Principles on Human Rights in Mega-Sporting Events.

All organisations on the Steering Committee of the Mega-Sporting Events Platform for Human Rights are committed to the establishment of a Centre in 2018 that responds to these needs.

**Signed by:**

*Steering Committee members:*

1. adidas Group
2. Amnesty International
3. BT plc
4. Building and Wood Workers International (BWI)
5. The Coca-Cola Company
6. Commission for a Sustainable London 2012 (Former Chair)
7. Commonwealth Games Federation (CGF)
8. Fédération Internationale de Football Association (FIFA)
9. Football Supporters Europe
10. Government of Switzerland
11. Government of the United States of America
12. Human Rights Watch
13. International Labour Organization (ILO)
14. International Olympic Committee (IOC)
15. International Organisation of Employers (IOE)
16. International Trade Union Confederation (ITUC)
17. New Zealand Human Rights Commission
18. Office of the United Nations High Commissioner for Human Rights (OHCHR)
19. Organisation for Economic Cooperation and Development (OECD)
20. Organisation internationale de la Francophonie (OIF)
21. Organisation for Security and Cooperation in Europe (OSCE)
22. Terre des Hommes
23. Transparency International Germany
24. United Nations Children's Fund (UNICEF)
25. Union of European Football Associations (UEFA)
26. World Players Association, UNI Global Union

*Chair:*

Mary Robinson

*Secretariat:*

Institute for Human Rights and Business (IHRB)

Also supported by:

*Task Force members:*

- Committee to Protect Journalists (CPJ)
- Commonwealth Secretariat
- Discovery Communications & Eurosport
- Sky
- Sport Equality League
- The Procter & Gamble Company
- United Nations Educational, Scientific and Cultural Organization (UNESCO)

# APPENDIX C: MAPPING OF EXISTING PLAYERS

This table provides an overview of existing organisations working on sport and human rights-related issues, to help situate the Centre for Sport and Human Rights within a wider landscape of committed actors.

Organisation	Scope	Strengths	Weaknesses
Council for Responsible Sport (CRS)	CRS supports event organisers to produce environmentally and socially friendly events, certifies events, and celebrates action. The majority of their work is US-focused	Have certified over 150 events Have concrete standards for certification	Certification standards are pretty weak and do not reference international standards 'Social' aspect of their certification is lacking (things like ensuring access to disabled people, having a child protection policy and CSR activities like raising money for charity etc)
Responsible Sport Initiative (part of WFSGI)	This initiative has been launched by WFSGI to help sporting goods companies efficiently implement corporate and social responsibility standards Aiming to expand work on cooperation around human rights issues, including by working with international orgs and SGBs – offers an information sharing platform and Clearinghouse on topics developed by various WFSGI committees	Offers an auditsharing system which makes it easier and more affordable for companies to check compliance of their suppliers Audits are conducted by an independent third-party approved by RSI and are aligned with the WFSGI Code of Conduct (which covers issues including forced labour, child labour and collective bargaining)	Not clear exactly how many organisations are part of the RSI (started with bicycle manufacturers) Likely to be limited to corporates and their suppliers
Right to Play	Global children's charity working in about 20 countries globally aiming to help children develop essential life skills through sport and to drive social change in their communities	Respected global organisation with experience in delivering training and technical assistance programmes	More linked to the SDP agenda than wider human rights Works primarily at grassroots level, so does not have the same exposure to businesses and SGBs
Laureus Sport for Good Foundation	Foundation that supports 100 sports-based community programs in 35 countries focusing on issues such as health, education, gender equality, employability, inclusive society and peace	Has an enormous network of patrons, partners and ambassadors including big name corporates, athletes and others (their first ever patron was Mandela). Strong links with projects in upcoming host locations of MSEs	More focused on the wider SDP agenda

Organisation	Scope	Strengths	Weaknesses
Women in Sport	Organisation using the power of sport to advance gender equality	Does industry research, campaigning and partnership activities Strong voice in the industry Good network in UK	Single-issue focus Predominantly UK focused
The International Platform on Sport and Development	Online resource, communication and networking tool to access practical tools, guidelines and resources on sport and development, stay up-to-date on the industry, and connect with industry peers	Strong global network	Focused on the SDP industry, rather than broader human rights Only a resource tool, does not create the guidance or resources themselves
Institute of Business Ethics	The IBE conducts research into business ethics and publishes practical guidance. While it is not focused on sport, it has produced work on business ethics and sports governance	Expertise on business ethics and governance issues Provide training and capacity building on ethics Strong understanding of corporates	Focused more on ethics than sport specifically With the exception of corporates, does not target the same organisations as the [MSE Platform]
Beyond Sport	Beyond Sport is a global organisation that looks to use sport to address social issues in communities around the world. They organise global events and offer some consultancy services to the worlds of sport, business, government, and development. They have conducted 2447 projects in 149 countries	They have a very strong network, including highprofile ambassadors such as Michael Johnson, Sebastien Coe, Prince Feisal al Hussein, Dame Kelly Holmes and more. They also have a strong track record of running events and have worked on thousands of projects worldwide	They are not focused specifically on human rights, and many of their projects are both more in the SDP space and/ or focused on wider sustainability efforts. Their focus also seems to be more on business support and events, and less on research and capacity building
Sport Integrity Global Alliance	Coalition of international stakeholders from across the sports industry and internationally, including governments, international orgs, sports bodies, national Olympic Committees, sports leagues, and sponsors. Aim is to improve integrity standards within sports governance. They are funded by contributions from their members	Offers a set of core principles for the industry on bribery and corruption, creating a culture of accountability and transparency etc. Extremely large network, including several major corporate sponsors Services include looking to define, implement and monitor key reforms, principles and standards which create lasting transparency and integrity in the sports industry	Looking at integrity, corruption risks, transparency and accountability more broadly – not as focused on the human rights angle
Sporting Integrity Ltd	Consulting firm offering expertise in sports governance and integrity issues	Offer independent advisory services, dispute resolution, education and training, and media services	Unclear who their clients are Focused mostly on integrity issues and sports governance

Organisation	Scope	Strengths	Weaknesses
PLAY International	Formerly Sports Without Borders, this NGO looks to use sport as leverage for social change. It is a network of teachers and development specialists and offers consultative services to UNESCO	Focused mostly on education and social engagement They have expertise in teaching methods which allows children to learn through sport and tools to bring communities together	NGO model focused on development and education of children through sport Not a very large network
Sports and Rights Alliance	An unprecedented global coalition of leading NGOs and trade unions working together to embed human rights and anti-corruption across world sport and to promote the rights and well-being of those most affected by human rights risks associated with the delivery of sport. The SRA was founded in early 2015 to pressure global sports bodies to ensure their decision-making and operations respect international standards for human rights, labour rights, and anti-corruption, in accordance with the UN Guiding Principles	The SRA serves as a force multiplier for civil society groups working to promote the rights of everyone affected by sport. The SRA engages directly with leading sport bodies, and it has played pivotal roles in decisions by these organisations to adopt new policies, bidding criteria for mega-events, and host city contract clauses that embed their responsibilities to respect human rights, labour standards, and anti-corruption measures. SRA partners authored White Papers for the Platform on issues related to children's rights, athletes' rights, remedy, corruption, and other key topics within the sport context. They have co-chaired a dedicated Task Force on supporting the people most affected by the delivery of sport and are the focal point for elevating activists' and victims' voices at the annual Sporting Chance Forum and in the Centre's Interim Governance Committee	As of June 2018, the SRA included only 8 NGO and trade union partners, and was only beginning to launch its observer / advisory network to bring in organisations with broader geographic and thematic expertise. Operates as a loose coalition on a consensus basis. Individual partners have different mandates, working methods, and approaches to representing their members' and beneficiaries' interests and needs

Organisation	Scope	Strengths	Weaknesses
UNESCO	UNESCO is the United Nations' lead agency for Physical Education and Sport (PES). Assistance and guidance services are provided for governments, NGOs, and experts to debate the evolving challenges of physical education and sport. The organisation also assists and advises Member States wishing to elaborate or strengthen their training system in physical education. And it offers its expertise in the design and implementation of development programmes in the domain of sport. In addition, UNESCO plays the secretariat role for the Intergovernmental Committee for Physical Education and Sport (CIGEPS)	Already acts as a convening point on sport and physical education. UN agency which means it is a relatively impartial body with strong backing from governments and other intergovernmental organisations	Current work is focused on equality, gender and development programmes
Comic Relief	One of the largest independent funders of sport for change in the world. Their funding model relies mostly on fundraising activities. Funds over 200 grants totalling more than £27 million. Programmes they've supported include helping youth stay in school, reducing violence and promoting equality	Very large amount of money which goes into the sport sector. Also attracts significant endorsement from celebrities and is a very well-known brand	Focuses more on the SDP sector and gives money to programmes, rather than delivering the services themselves
International Partnership Against Corruption in Sport (IPACS)	IPACS is an informal network of IGOs, sports federations and governments, aiming to fight corruption in the governance of sport. Its working group includes representatives: Argentina, China, France, Japan, South Africa, OECD, Council of Europe, UNODC, Commonwealth, ANOC, and the IOC among others) IPACS works in three different task forces: 1) works on how to reduce corruption in public procurement of MSEs; 2) works on how to ensure transparency in the awarding process; and 3) how to promote the convergence of existing good governance frameworks	Seems to be strong alignment across the government bodies Responds directly to key pieces of legislation in various countries on corruption in sport	Network of intergovernmental organisations and sports federations is fairly limited Only works on corruption and integrity issues within sport

Organisation	Scope	Strengths	Weaknesses
Kazan Action Plan	Action plan aimed at strengthening sport's integrity, inclusivity and alignment with the SDGs Three main policy areas including: 1) Developing a Comprehensive Vision of Inclusive Access for All to Sport, Physical Education and Physical Activity; 2) Maximizing the Contributions of Sport to Sustainable Development and Peace; and 3) Protecting the Integrity of Sport	Supported by 116 countries Pretty comprehensive policy areas closely aligned with sport and human rights and the wider development agenda	Only governments are involved in the initiative not multi-stakeholder Works on a sport policy level and therefore more focused on bringing sport into closer alignment with the SDGs
Foundation for Sports Integrity	Global NGO dedicated to restoring the integrity of sport Aims are 1) to educate fans and other stakeholders about corruption in international sport; 2) invest in research, speaking platforms and supporting whistleblowers to highlight corruption; and 3) develop education campaigns and inspire solutions to combat corruption	Appear to be very well financed	Not much is known about them yet as it is a very new initiative

While there are several hundred organisations that work in sport for development and in sports ethics and integrity, far fewer work specifically on human rights in and around sport. Overall, there is no single organisation that does exactly what the Centre is proposing. The fact that the Centre is taking a multi-stakeholder approach whilst focusing specifically on the human rights impacts of sport is a unique proposition, differentiating the Centre from those organisations focusing more on sporting federations, integrity issues or sport for development and peace.

# APPENDIX D: CENTRE RISK ANALYSIS

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This Risk Analysis presents an overview of operational, strategic, and other risks to the Centre. Like any organisation, the Centre faces a number of operational and strategic risks that must be managed. The Risk Matrix below plots the Centre’s risk probabilities, developed from the full Risk Register provided further below. The top three risks for the Centre include failure to achieve quick wins, failing to achieve enough funding, members of the new entity not being seen to be accountable, and failure to represent the voices of affected groups.

## 1. TOP 5 RISKS TO THE CENTRE

### TOP RISK 1: FAILURE TO ACHIEVE IMPACTS

This means a failure to demonstrate early successes in the initiative, which could result in difficulty engaging some of the key stakeholders and/or taking action on some of the more high-risk upcoming MSEs. This would result in the existing members losing confidence in the potential effectiveness of the Centre and would affect the Centre’s ability to grow its membership. Further, it would cause the initiative to lose momentum, and the most extreme result would be that the new entity would fail to achieve its mission and objectives.

Some possible ways to mitigate this would be to identify opportunities where the Centre could have an impact straight away (ex. workshops in Japan), and to build its body of experience before tackling more complex and high-risk MSEs.

### TOP RISK 2: FAILING TO ACHIEVE ENOUGH FUNDING IN THE INTERIM PERIOD

This outcome would come about if the new entity was unable to secure adequate funding for the transition period, likely as a result of existing funding relationships not being adequately maintained and developed. The result would be that the new entity could not be created, and this work would cease to exist. (NOTE: While still a significant risk, failure to raise enough funds for the endowment model is not considered as great a risk as there is more time to develop the endowment, and there are alternative funding options that could be explored should the endowment model fail).

Ways to mitigate this risk include developing and maintaining strong relationships with existing funders. This can be achieved by allocating enough time in business plans and project proposals for outreach activities and funding meetings. In addition, it is important to maintain a diverse range of funders to increase stability. All relationships, both existing and potential, should be carefully maintained, with regular reporting on outcomes and deliverables and continuously emphasising the value proposition of the Centre.

### **TOP RISK 3: MEMBERS OF THE NEW ENTITY ARE NOT SEEN TO BE ACCOUNTABLE**

Current or new members of the entity are not seen (either by other members or by the public) as taking action on human rights. This could mean they have negatively impacted human rights, failed to provide remedy or similar. This could occur if accountability measures are not put in place. The risk to the entity is that it would not be taken seriously, it would lose the confidence of affected groups, and it would fail to achieve meaningful impact.

To mitigate against this risk, it is suggested that a set of accountability measures be established which all members agree to in order to be part of the entity. To further strengthen accountability, it is suggested that terms agreed by all members act as a standard against which all members must comply. If they do not, action could be taken by the Centre.

### **TOP RISK 4: FAILURE TO REPRESENT THE VOICES OF AFFECTED GROUPS BOTH IN THE GOVERNANCE OF THE CENTRE AND IN ITS WORK**

If the voice of affected groups were watered down in trying to reach a compromise with other stakeholders, the new entity would fail to deliver on a key part of its mission. In addition, by failing to develop relationships with affected groups and their representatives on the ground in upcoming host countries, the Centre does not have their voice at the table when making governance decisions, heightening the risk that its work will not be as effective as it could be.

It is suggested that the affected groups in particular continue to be engaged meaningfully throughout each phase of the process and throughout future projects. A key way to ensure their voices are heard is to prioritise outreach to their representatives and have staff on the ground in high-risk upcoming host countries. Questions around the relevance and potential impact on affected groups should be added to all future communications plans and project proposals.

### **TOP RISK 5: FAILURE TO DELIVER EFFECTIVE SOLUTIONS ON REMEDY**

If the Centre is unable to deliver effective solutions on remedy, either because a consensus is not reached amongst Advisory Council members, or the agreed approach is too difficult to implement, it will have failed in a key part of its mission and will lose the confidence of its beneficiaries.

In order to mitigate this risk, the Centre will need to work in very close collaboration with all of its members and external experts to ensure that there is buy-in on the agreed approach and that all actors feel they have a stake in implementing the agreed approach. Furthermore, it will be crucial for the Centre to adequately resource this work area, both in terms of staffing and financial contributions.

## 2. RISK REGISTER

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Services do not respond to the 3 pillars of sharing knowledge, building capacity and increasing accountability adequately	Low	3	1	<ul style="list-style-type: none"> <li>- Activities of Centre are not well thought through</li> <li>- Centre does not plan its annual activities in line with the mission</li> </ul>	<ul style="list-style-type: none"> <li>- Lack of organisation in activity areas means that less is accomplished</li> <li>- Confusion in membership base and externally on direction of travel</li> <li>- Difficult to report against mission</li> </ul>	<ul style="list-style-type: none"> <li>- Include in criteria of activities, the need to respond to the Centre's mission and mandate</li> <li>- Remind Advisory Council members of the mission at each annual meeting before agreeing on activity plan</li> </ul>
Centre under delivers on one or more of the 3 core pillars	Med	3	2	<ul style="list-style-type: none"> <li>- One of activity pillars takes up more resource</li> <li>- One of the activity areas is deemed more important</li> </ul>	<ul style="list-style-type: none"> <li>- Services and resources only meet the needs of certain stakeholders</li> <li>- Work of the Centre is unbalanced in how it responds to its mission</li> </ul>	<ul style="list-style-type: none"> <li>- When discussing the annual activity plan, ensure an even balance across function areas</li> <li>- Where one area requires more resources, ensure the Centre has the capacity to deliver or it can bring in the necessary resources</li> </ul>
Lack of agreement at Advisory Council level on what the Centre should focus on	Low	4	1	<ul style="list-style-type: none"> <li>- Advisory Council members have different priorities within their own organisations</li> <li>- Advisory Council members want to push their own agendas</li> </ul>	<ul style="list-style-type: none"> <li>- Inability for the Centre to move forwards with certain projects</li> <li>- Lack of buy-in on the projects the Centre runs</li> <li>- Watered down approach to activities if the Centre always takes the common ground</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure that the policies governing the Advisory Council clarify that the Council is there to advise the secretariat, but that the secretariat has the final decision to avoid such situations</li> </ul>
Centre fails to deliver on remedy	High	5	4	<ul style="list-style-type: none"> <li>- Activities around remedy do not reach a consensus amongst Advisory Council members</li> <li>- Agreed approach is too difficult to implement</li> </ul>	<ul style="list-style-type: none"> <li>- Centre loses accountability as it fails to deliver on a key part of its mission and the UNGPs</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure appropriate buy-in from key members on the agreed approach on remedy do this by ensuring they are part of the process for deciding on the approach</li> <li>- Ensure that whatever approach is decided is adequately resourced</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Outputs are out-of-date or poor quality	Low			<ul style="list-style-type: none"> <li>- Not enough time is given to properly research or edit outputs</li> <li>- Insufficient capacity to stay up-to-date on developments in the industry</li> </ul>	<ul style="list-style-type: none"> <li>- Negative image of the Centre</li> <li>- Lack of confidence in the Centre's expertise</li> </ul>	<ul style="list-style-type: none"> <li>- In business plans and project proposals, allow enough time for editing and research to ensure outputs are the highest quality</li> <li>- Seek input from industry experts on some outputs to ensure they cover all the critical points and developments</li> </ul>
Outputs are not disseminated adequately	Low			<ul style="list-style-type: none"> <li>- Insufficient time is given to turn content into easily digestible blogs, briefings, press releases etc.</li> <li>- Insufficient time is given to promoting the output</li> </ul>	<ul style="list-style-type: none"> <li>- Members and potential members are not engaged</li> <li>- Gives the Centre a poor reputation as being a thought leader in this space</li> </ul>	<ul style="list-style-type: none"> <li>- Allow proper time in business plans and project proposals for dissemination of outputs, including making them more easily accessible, and doing outreach to media etc.</li> </ul>
Resource-intensive services are over-subscribed	Low	2	2	<ul style="list-style-type: none"> <li>- There is a greater need for more resource-intensive services than envisioned</li> </ul>	<ul style="list-style-type: none"> <li>- Could create bottlenecks and result in inefficiency or poor service delivery</li> <li>- Members could become frustrated and lose sight of the value of the Centre</li> <li>- Staff would not have capacity to deliver these properly</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure that the business plan phases in services over time, so not everything is done in Year 1</li> <li>- Keep track of which services are being used and how often to plan better in future years</li> </ul>
Unable to attract VIPs to the Sporting Chance Forum	Low	2	3	<ul style="list-style-type: none"> <li>- No groundbreaking new content to share</li> <li>- VIPs have attended the conference in previous years and no longer see it as a priority</li> </ul>	<ul style="list-style-type: none"> <li>- Could result in a loss of momentum</li> <li>- Could result in fewer participants if the VIPs aren't there to encourage others to attend</li> </ul>	<ul style="list-style-type: none"> <li>- Strive to offer new and groundbreaking updates every year</li> <li>- Consider staggering list of VIPs who attend each year so it doesn't get repetitive</li> <li>- Consider staging the conference less frequently, or make it an open event</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Lack of accountability / clarity within governance structure	Low	3	2	- New governance structure is not made clear when the new entity is launched	- Confusion around how the entity is governed - Lack of diversity / equal representation from all groups in governing bodies if requirements are not set	- Establish clear requirements for who can be on a governing body, how they can be nominated, and how long they can serve - Make this information clear and easily accessible
No clear requirements for how to join the Centre	Low	2	2	- Requirements for joining the Centre are not made clear and/or are not followed	- Could increase the risk of having members who do not take the Centre seriously and damage the credibility of the Centre	- Establish clear joining requirements and procedures to be followed (these could include publicly endorsing the Sporting Chance Principles, getting sign-off from the CEO, signing some form of Code of Conduct etc.)
Advisory Council is not clear on their role	Low	1	3	- Lack of clarity among Advisory Council on their role, especially during the transition phase - Roles are poorly communicated by the Secretariat - Additional potential for confusion with relationship between Governance Committee, Advisory Council, Standing Committees and Working Groups	- Disengaged membership - Lack of clarity among new / potential members on what they are signing up to	- Ensure policies are clearly written - Consider having all Advisory Council sign off on policies and terms of reference to ensure they have read and understood their roles and responsibilities

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Financial and reputational risk to IHRB during interim phase	Med	5	2	<ul style="list-style-type: none"> <li>- IHRB Trustees taking on all fiduciary duty for the Centre in its first two years</li> <li>- Should the Centre fail to achieve full independence, IHRB will have invested a lot of time and money into the project</li> <li>- IHRB assumes sole responsibility for all risks</li> </ul>	<ul style="list-style-type: none"> <li>- IHRB loses substantial finances</li> <li>- IHRB compromises its reputation in the industry</li> </ul>	<ul style="list-style-type: none"> <li>- IHRB to maintain substantial oversight during the interim phase, including leading on fundraising</li> </ul>
Lack of agreement on structures to be put in place for permanent governance	Low	2	2	<ul style="list-style-type: none"> <li>- Lack of agreement in the Advisory Council on the finer details of governance for the long-term permanent structure</li> </ul>	<ul style="list-style-type: none"> <li>- Lack of consensus on governance</li> <li>- Lack of buy-in for future Centre</li> <li>- Potential drop out of members</li> </ul>	<ul style="list-style-type: none"> <li>- Continue to structure discussions in a way that everyone feels they have a stake in the process</li> <li>- Encourage issues to be expressed early</li> </ul>
Voices of affected groups are not adequately represented within the governance of the Centre	High	5	4	<ul style="list-style-type: none"> <li>- Unable to establish relationships with affected groups in upcoming host countries and therefore they do not have a seat at the table</li> <li>- Affected groups are perhaps reluctant to get involved</li> </ul>	<ul style="list-style-type: none"> <li>- Centre is not hearing from those whom it seeks to serve</li> <li>- Centre fails to deliver on a key part of its mission</li> <li>- Centre has to rely on affected groups representatives to understand the impacts on people</li> </ul>	<ul style="list-style-type: none"> <li>- Prioritise outreach with people and groups on the ground as part of local outreach activities</li> <li>- Have staff on the ground for major upcoming events as a local point of contact for affected groups</li> </ul>
Potential confusion with processes governing individual working groups	Low	1	2	<ul style="list-style-type: none"> <li>- Terms of reference for joining working groups is confused with the policies governing the Advisory Council</li> <li>- Work of the Working Groups is not adequately communicated across the entire Centre</li> </ul>	<ul style="list-style-type: none"> <li>- Inefficiency in working groups</li> <li>- Potentially disengaged membership due to organisations being unclear what they can be part of</li> <li>- Confusion externally on how the Centre is governed and what new members are committing to</li> </ul>	<ul style="list-style-type: none"> <li>- Clearly define each working group</li> <li>- Ensure that the work of each group is clearly communicated to the Advisory Council</li> <li>- As part of Centre comms strategy, ensure clear external communications explaining the groups and how the link to the Advisory Council</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Risk of conflicts of interest within governance processes	Med	2	3	<ul style="list-style-type: none"> <li>- Representatives of the Centre are involved in governance processes of other organisations</li> </ul>	<ul style="list-style-type: none"> <li>- Poor governance of the Centre</li> <li>- Reputational and possible legal risks</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure that all members of governance committees disclose their other affiliations</li> <li>- Have clear policies in place</li> </ul>
Failure to raise enough funds for the Centre's interim period	High	5	4	<ul style="list-style-type: none"> <li>- Sufficient funding is not secured in order for the Centre to exist</li> <li>- Relationships with existing funders are not adequately maintained and developed</li> </ul>	<ul style="list-style-type: none"> <li>- The Centre would cease to exist</li> </ul>	<ul style="list-style-type: none"> <li>- Develop and maintain strong relationships with existing funders</li> <li>- Allocate plenty of time in business plans to do outreach with potential new funders</li> <li>- Maintain a diverse range of funders</li> <li>- Continue to report back to funders outlining the value proposition</li> <li>- Adjust the activity plan to deliver what is feasible</li> </ul>
Failure to raise enough funds for staff required to deliver on objectives	Med	3	3	<ul style="list-style-type: none"> <li>- Enough funding is raised for the Centre to exist, but not enough to hire the staff necessary to deliver all the proposed activities</li> </ul>	<ul style="list-style-type: none"> <li>- Staff at the Centre are over-worked</li> <li>- Outputs are not to the quality that they should be due to resource constraints</li> <li>- Some of the proposed activities would not be able to be delivered</li> </ul>	<ul style="list-style-type: none"> <li>- Include a scaling up model in the business plan so that not all activities are planned for Year 1 and those activities that are planned can be met by current staff capacity</li> </ul>
Source of funding is not sustainable in the long-term	Low	3	2	<ul style="list-style-type: none"> <li>- Funding does not come from a reliable source</li> <li>- There is minimal diversity in the funding model</li> </ul>	<ul style="list-style-type: none"> <li>- Could result in the Centre running into financial difficulty down the line</li> <li>- Could distract from outputs/services in future</li> </ul>	<ul style="list-style-type: none"> <li>- Aim for a diverse pool of funders</li> <li>- Aim to establish a small payment scheme among members</li> <li>- Continuously emphasise the value proposition</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Failure to raise enough funds for the endowment	Med	4	3	<ul style="list-style-type: none"> <li>- Funds needed to run the Centre are not raised in the allocated time</li> <li>- Organisations / people are not giving sufficiently large donations</li> </ul>	<ul style="list-style-type: none"> <li>- Centre would not have a stable funding source once it is permanently established</li> <li>- Centre would not have an independent funding source</li> </ul>	<ul style="list-style-type: none"> <li>- Start fundraising as soon as the interim phase is launched</li> <li>- Put in place contingency funds in case most but not all funds are raised</li> <li>- Explore a broad range of funding partners</li> </ul>
Transparency within the funding model and of donors	Low	1	3	<ul style="list-style-type: none"> <li>- The Centre is not transparent of where it's funding comes from</li> <li>- The Centre takes money from potentially controversial sources</li> </ul>	<ul style="list-style-type: none"> <li>- The Centre's reputation could be damaged if it is perceived to be funded by controversial organisations</li> <li>- By not being transparent, the Centre fails to practice what it preaches and risks its legitimacy</li> </ul>	<ul style="list-style-type: none"> <li>- Disclose funding sources</li> <li>- Have policies in place for potential conflicts of interest</li> <li>- Make clear in communications that finances do not give any actor a stake in the organisation and that the purpose of the endowment is so that the Centre can operate independently</li> </ul>
New website is not kept sufficiently up to date	Med	5	2	<ul style="list-style-type: none"> <li>- Lack of adequate training across staff and oversight by Communications Manager</li> </ul>	<ul style="list-style-type: none"> <li>- Out of date messaging impacting how the Centre is perceived</li> </ul>	<ul style="list-style-type: none"> <li>- Bring in comm's support for website posting</li> </ul>
Website hacked	Low	5	1	<ul style="list-style-type: none"> <li>- Lack of sufficient security measures and response protocol</li> </ul>	<ul style="list-style-type: none"> <li>- Centre website content lost or damaged</li> <li>- Centre data potentially stolen/ misused</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure sufficient security measures built into website (Expression Engine assessed, hack alerts, hard shutdown possible)</li> <li>- Ensure adequate response protocol is in place and understood by responsible staff</li> </ul>
Website down	Low	3	1	<ul style="list-style-type: none"> <li>- Hacked</li> <li>- Hardware or software failure</li> </ul>	<ul style="list-style-type: none"> <li>- Centre has no online presence</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure quality hosting service, CMS and tech support</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Incoherence around key messages / lack of understanding around separation of MSE Centre and IHRB	Low	3	2	<ul style="list-style-type: none"> <li>- Inconsistency across MSE Centre staff</li> <li>- Inconsistency between IHRB and MSE Centre</li> <li>- Mission, goals and structure of new entity not clearly communicated</li> </ul>	<ul style="list-style-type: none"> <li>- Queries do not get sent to the correct person</li> <li>- Negative and/ or disorganised perception could affect growth opportunities for the new entity</li> </ul>	<ul style="list-style-type: none"> <li>- Establish communications strategy for the Centre</li> </ul>
Failure to reach key audiences	High	5	3	<ul style="list-style-type: none"> <li>- Key messages and materials and not disseminated through relevant industry channels</li> <li>- Time is not built into project timelines to consider the Comms strategy</li> </ul>	<ul style="list-style-type: none"> <li>- Key audiences are not aware of and/or become disengaged with the work of the MSE Centre</li> <li>- Potential new members are not engaged</li> </ul>	<ul style="list-style-type: none"> <li>- Make time in business plans and project proposals to engage and develop relationships with key stakeholders</li> <li>- Ensure materials being produced are relevant to key audiences by seeking their input and feedback throughout the process</li> </ul>
Failure to adequately represent the voices of affected groups	High	5	4	<ul style="list-style-type: none"> <li>- Efforts to ensure collaboration across various stakeholders results in diminished voice of affected groups</li> <li>- 'Voices' and other case studies are not presented in an accessible way</li> </ul>	<ul style="list-style-type: none"> <li>- Lose the respect and confidence of affected groups</li> <li>- Failure to deliver on a key part of the new entity's mission</li> </ul>	<ul style="list-style-type: none"> <li>- Ensure that affected groups are engaged meaningfully throughout each phase of the process and in all relevant projects, and that affected groups are embedded in the Centre's governance</li> <li>- Include questions on relevance to affected groups when developing project proposals and comms plans</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Lack of media interest in the new entity	Med	4	3	<ul style="list-style-type: none"> <li>- Media are not effectively engaged throughout the process and are therefore not aware of the work of the new entity</li> <li>- Messaging around the Centre is not clear</li> <li>- Failure to produce relevant content</li> </ul>	<ul style="list-style-type: none"> <li>- Current audiences become disengaged and the Centre is unable to reach new audiences</li> <li>- Stories/content is not disseminated as widely as it could be</li> <li>- Potential loss of funding if we were unable to push forward the relevance of the issue</li> </ul>	<ul style="list-style-type: none"> <li>- Stay on top of trends / updates in the industry so we are able to develop relevant content</li> <li>- Leave time in business plans / project proposals for reactionary capacity to comment on industry news</li> <li>- Engage with media throughout the process so contacts are there when we have something to share</li> </ul>
Failure to reach new audiences and grow membership of the new entity	Med	3	3	<ul style="list-style-type: none"> <li>- Value proposition of becoming a member is either non-existent or not clear</li> <li>- Content is not disseminated through new channels</li> <li>- Outreach / engagement is not given priority in project plans</li> </ul>	<ul style="list-style-type: none"> <li>- Organisation loses momentum</li> <li>- Raises doubts as to the effectiveness of the entity</li> </ul>	<ul style="list-style-type: none"> <li>- Build outreach and engagement activities into project plans</li> <li>- Leverage networks of current members</li> <li>- Create a strategic development plan to ensure targeted outreach</li> </ul>
Prioritising quantity over quality	Low	2	3	<ul style="list-style-type: none"> <li>- The Centre prioritises growing its membership over producing engaging new content and satisfying current members</li> </ul>	<ul style="list-style-type: none"> <li>- Lack of credibility in Centre's work</li> <li>- Current members become disengaged</li> </ul>	<ul style="list-style-type: none"> <li>- Be strategic about growing membership this should include leveraging current networks and prioritising outreach to the most key actors who others in the industry look to</li> </ul>
Lack of clarity among new / potential members on what they are signing up to	Med	3	4	<ul style="list-style-type: none"> <li>- The Centre does not effectively communicate its mission and the activities it is doing to pursue this</li> </ul>	<ul style="list-style-type: none"> <li>- Potential new members do not see the value for them in joining the Centre</li> <li>- The expectations of new members do not match the reality of the Centre's work and they become disengaged</li> </ul>	<ul style="list-style-type: none"> <li>- Have a consistent 'pitch' message that IHRB and all members supporting outreach communicate</li> <li>- Ensure that the message is clear in any comms plans</li> <li>- Ensure that all members are being consistent in their messaging outside the Centre</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Lack of accountability in membership base	High	5	4	<ul style="list-style-type: none"> <li>- Current members are allowed to get away with not being accountable for their actions (ex. Negatively impacting human rights, or failing to remediate appropriately)</li> <li>- Measures are not put in place to ensure accountability</li> </ul>	<ul style="list-style-type: none"> <li>- The Centre is not taken seriously by current or potential new members</li> <li>- The Centre loses the confidence of the affected groups</li> <li>- The Centre fails to achieve any meaningful impact</li> </ul>	<ul style="list-style-type: none"> <li>- Establish accountability measures which all members must agree to</li> <li>- Establish accountability terms which would see action taken if members were not seen to be complying</li> </ul>
Losing existing members who do not believe in the mission of the new entity	Med	4	3	<ul style="list-style-type: none"> <li>- Current members do not like the outcome of the Options Paper discussion and therefore chose to disengage from the Centre</li> </ul>	<ul style="list-style-type: none"> <li>- Loss of critical mass of support</li> <li>- Would project a negative image of the Centre</li> </ul>	<ul style="list-style-type: none"> <li>- To the extent possible, try to compromise on the functions of the new Centre where this is not possible, clearly explain and demonstrate to the group why so everyone feels that their opinions have been taken into consideration</li> </ul>
Difficulty in attracting new membership (especially sports bodies) due to competing organisations and interests	Med	3	3	<ul style="list-style-type: none"> <li>- Several organisations working on similar issues including integrity and corruption result in a 'cherry picking' exercise for sports bodies and others</li> <li>- Sports bodies and others feel over-stretched with work in this area and do not have capacity to join all initiatives</li> </ul>	<ul style="list-style-type: none"> <li>- Centre is not the main hub for work on sport and human rights</li> <li>- Failure to attract some of the key actors involved in sport</li> </ul>	<ul style="list-style-type: none"> <li>- Map who these actors are and reach out to them to identify areas of overlap and potential to work together</li> <li>- Try to bring these organisations into the tent so the Centre stays the hub for work in this area</li> </ul>
Failure to achieve impact results in lack of confidence in the Centre	High	5	5	<ul style="list-style-type: none"> <li>- Failure to demonstrate early successes</li> <li>- Difficulty in engaging some of the key stakeholders and/or taking action on some of the more crucial upcoming MSEs</li> </ul>	<ul style="list-style-type: none"> <li>- Existing membership loses confidence in the effectiveness of the new entity and failure to grow new membership</li> <li>- Momentum is lost</li> <li>- Would not achieve the entity's mission and objectives</li> </ul>	<ul style="list-style-type: none"> <li>- Identify opportunities where the Centre can have impact straight away (ex. Japan)</li> <li>- Build a body of experience to tackle more challenging actors/MSEs</li> </ul>

Risks	Rating	Risk (1-5)	Probability (1-5)	Reason/ cause	Possible effects on MSE Centre	Mitigation measures
Centre seen as a 'greenwashing' exercise for sports bodies	Med	4	3	- Lack of accountability mechanisms means that organisations join the initiative with no real commitment	- Damages the credibility of the Centre	- Have clear membership requirements and accountability standards to ensure the Centre maintains its credibility
Unable to develop / bring in the expertise required to deliver certain functions	Low	3	2	- Lack of accountability mechanisms means that organisations join the initiative with no real commitment Damages the credibility of the Centre Have clear membership requirements and accountability standards to ensure the Centre maintains its credibility	- Services would not be delivered to as high a standard as possible - Some services may be delivered if expertise cannot be found	- Scale up the services requiring more expertise to allow more time to develop Centre staff and/or recruit the necessary people - For very specialist services, seek partnerships with experts in the field rather than bringing capacity in-house
Not enough capacity within the staff team to deliver programmes / services	Med	2	4	- Annual activity plans that are agreed are not realistic as there is not enough staff to manage projects adequately - Centre takes on too much reactive work	- Projects that are delivered are not to a high standard - Centre has to say no to important work	- Add capacity as a criteria for approving the annual activity plan - Where there is not enough capacity, try to identify ways the Centre could be involved in a softer touch way ex. Coordinating a group rather than doing its own work, or outsourcing research etc

# APPENDIX E: MSEs POTENTIALLY IN SCOPE

This table lists MSEs in the years ahead. There will be risks associated with each and every event, and the Centre will prioritise its engagements in accordance with the Scope criteria detailed in the Strategic Plan. The Centre will also consider working on bids to be announced in any upcoming year. A more detailed overview of events and bid announcements will be submitted to the Advisory Council annually, for consideration in addition to the annual activity plans.

MSEs for Consideration	
2019	January-February – African Cup of Nations – Cameroon March: Winter Universiade – Krasnoyarsk, Russia March: South Asian Games – Kathmandu, Nepal May-July: Cricket World Cup – England / Wales June: European Games – Minsk, Belarus June: FIFA Women’s World Cup – France July: Summer Universiade – Naples, Italy July-August: Pan American Games – Lima, Peru September: African Games – TBC September-November: Rugby World Cup – Japan December: Southeast Asian Games – Davao, Philippines Pacific Games – Apia, Samoa
2020	January: Winter Youth Olympics – Lausanne, Switzerland June/July: UEFA European Championships – Pan-European July: Summer Olympics – Tokyo, Japan
2021	Winter Universiade – Lucerne, Switzerland July: Jeux de la Francophonie – Moncton-Dieppe, Canada November: Southeast Asian Games – Hanoi, Vietnam Commonwealth Youth Games – Belfast, Northern Ireland World Games – Birmingham, Alabama, USA Summer Universiade – TBC, between Bucharest, Romania and Santiago de Cali, Columbia
2022	February: Winter Olympics – Beijing, China July : Commonwealth Games – Birmingham, UK November FIFA World Cup – Qatar September: Asian Games – Hangzhou, China
Beyond 2022	PanAm Games 2023 – Santiago, Chile Pacific Games 2023 – Solomon Islands Cricket World Cup 2023 – India Rugby World Cup 2023 – France Summer Olympics 2024 – Paris, France UEFA European Championships 2024 – TBD Jeux de la Francophonie 2025 – TBD Winter Olympics 2026 – TBD FIFA World Cup 2026 – TBD Commonwealth Games 2026 – TBD Summer Olympics 2028 – LA, United States

# APPENDIX F: 2018 ACTIVITIES

## TIMEFRAME

	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>1) Centre Governance</b>							
Appointment of Co-Chair	█	█	█	█	█	█	
Finalise and launch new website	█						
Quarterly meetings of Governance Committee	█			█			█
Recruitment of CEO				█	█	█	█
<b>2) Advisory Council</b>							
Formation of Sub Committees & Groups	█						
Meetings of Sub Committees & Groups		█	█	█	█	█	█
Full meeting of Advisory Council (Paris)							█
<b>3) Sports Bodies</b>							
Outreach	█	█	█	█	█	█	█
Pilot Guide	█	█	█	█	█	█	█
Disseminate through NHRIs		█	█	█	█	█	█
Develop Training Materials	█	█	█	█			
DLA Piper Reception					█		
FIFPro Training Event					█		
<b>4) Host Actors</b>							
Outreach	█	█	█	█	█	█	█
Pilot Guide	█	█	█	█	█	█	█
Suppliers Workshop Bangkok	█						
Grievance Workshop Tokyo				█			
Concept for Host Risk Methodology					█	█	█

	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>5) Governments and NHRIs</b>							
Outreach	■	■	■	■	■	■	■
NHRI Capacity Building				■	■	■	
<b>6) Sponsors and Broadcasters</b>							
Outreach	■	■	■	■	■	■	■
APPG Session						■	
Workshop, Atlanta				■			
<b>7) Affected Groups</b>							
Engagement	■	■	■	■	■	■	■
Form standing committee		■	■	■			
Support attendance at SCF 2018						■	■
Appoint Tokyo Co-ordinator				■	■		
<b>8) Remedy</b>							
Assessment	■	■					
Analysis			■	■			
Strategic Dialogue, The Hague					■		
Consultation			■	■	■	■	
<b>9) Other</b>							
APPG	■	■	■	■	■	■	■
Sporting Chance Forum 2018, Paris							■

## OVERVIEW

### 1) CENTRE GOVERNANCE

- Appointment of Co-Chair.
- Quarterly meetings of Governance Committee.
- Recruitment of CEO.

## **2) ADVISORY COUNCIL**

- Formation of Standing Committees and Working Groups.
- Meetings of Standing Committees and Working Groups.
- Outreach and expansion of Advisory Council.
- Full meeting of Advisory Council in Paris, 14 December 2018

## **3) SPORTS BODIES**

- Outreach to additional sports bodies.
- Pilot the guide “Championing Human Rights in the Governance of Sports Bodies” with sports bodies internationally.
- Develop training materials based on Sports Bodies guide.
- Reception to present guide at DLA Piper, London, 11 October 2018 (tbc).
- Training event at FIFPro headquarters in the Netherlands, 16 October 2018.
- Implement dissemination strategy of sports bodies guide through national human rights institutions (NHRIs).

## **4) HOST ACTORS**

- Pilot guide for host actors with LOCs.
- Deliver workshop for TOCOG suppliers in Bangkok, 5 June 2018.
- Deliver workshop on grievance mechanisms in Tokyo, 10 September 2018.
- Develop concept for host country risk assessment methodology.

## **5) GOVERNMENTS, INTERGOVERNMENTAL ORGANISATIONS AND NHRIS**

- Outreach and engagement.
- Capacity building of NHRIs on sport and human rights.
- Contribute to sports policy debates including those framed through the Kazan Action Plan, the Commonwealth Advisory Body on Sport and other complimentary processes including those on sports integrity and on sustainable global events (e.g. through OECD).
- Advocate for rights-based approaches to development of and through sport.

## **6) SPONSORS, BROADCASTERS AND CORPORATE PARTNERS**

- Outreach and engagement.
- Publish and pilot sponsors due diligence questionnaire.
- Publish and pilot broadcasters human rights mitigation form.
- Convene dedicated session on income generation with new All Party Parliamentary Group on Sport and Human Rights in the UK Parliament.
- Convene workshop in Atlanta, Georgia in alignment with the Coca-Cola Annual Business and Human Rights Forum in September 2018.

## **7) AFFECTED GROUPS AND THEIR REPRESENTATIVES**

- Ensure meaningful engagement with affected groups and their representatives is a cross-cutting consideration across all of the Centre’s activities.
- Develop Terms of Reference for Standing Committee on Affected Groups.
- Support attendance at Sporting Chance Forum from affected groups and communities.

- Appoint local Co-ordinator in Tokyo to oversee outreach to affected groups in Japan.

## **8) REMEDY**

- Complete assessment of existing mechanisms (for initial concept note see Appendix G, below).
- Analyse existing mechanisms and produce strategy paper for consideration in the Hague in October 2018.
- Host Strategic Dialogue on Remedy in the Sports Context in The Hague, 15<sup>th</sup> October 2018.
- Consult and engage with an expert group with technical competence and expertise in remedy mechanisms from inside and outside the world of sport.

## **9) OTHER**

- Serve as expert advisor to a newly established All-Party Parliamentary Group (APPG) on Sport, Modern Slavery and Human Rights in the UK Parliament.
- Plan and host the 2018 Sporting Chance Forum at UNESCO, Paris, 12<sup>th</sup>-13<sup>th</sup> December 2018.

## **10) REACTIVE CAPACITY**

- Contribute to emerging human rights policies, bidding requirements and other documents.
- Mobilise and leverage stakeholders and facilitate action on pressing issues that are particularly salient.
- Ad hoc opportunities for smaller, regional events / workshops.

# APPENDIX G: ESTABLISHING THE CENTRE'S ROLE ON REMEDY

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This concept note builds on the references in the Strategic Plan to the importance of access to remedy, and the specific Centre activities in this area identified in the 2018 activities overview, above. As noted, the Centre will seek to engage with all forms of remedy that relate to the activities of organisations involved in sport, and support and further develop as appropriate remedial mechanisms that meet the effectiveness criteria of the UN Guiding Principles.

## 1) OVERVIEW

The MSE Platform's White Paper 2.4 on "Remedy Mechanisms for Human Rights in the Sports Context" made a series of recommendations for the work of the Centre based on major gaps identified in access to remedy, proposing that the Centre play a role in:

- "the development of a requisite policy and legal framework to apply to MSEs, based on accepted international human rights standards and existing principles and criteria (e.g. the UN Guiding Principles)
- promoting awareness of, and access to, existing judicial and non-judicial mechanisms
- assisting with the development and tailoring of grievance mechanisms at the sporting and community levels
- building knowledge and expertise in relation to grievance mechanisms and remedy
- providing a forum for the promotion and exchange of best practice when it comes to the prevention and remedying of human rights abuse in relation to MSEs."

The UN Guiding Principles Effectiveness Criteria stipulate that any non-judicial grievance mechanism must be:

- Legitimate: does the mechanism enable trust from the stakeholder groups for whose use it is intended, and is it accountable to them?
- Accessible: Are all stakeholder groups for whose use the mechanism is intended aware of it, and is it providing adequate assistance for those who may face particular barriers to access?
- Predictable: Is a clear and known procedure with an indicative time frame for each stage provided, and are the processes and outcomes available, as well as means of monitoring implementation, clear?
- Equitable: Does the mechanism seek to ensure that aggrieved parties have reasonable access to sources of information, advice and expertise necessary to engage in a grievance process on fair, informed and respectful terms?
- Transparent: Are parties to a grievance kept informed about its progress, and provided with sufficient information about the mechanism's performance to buildRights-compatible: Is it guaranteed that the outcomes and remedies accord with internationally recognized human rights?
- A source of continuous learning: Does the institution providing remedy draw on relevant measures to identify lessons for improving the mechanism and preventing future grievances and harms?

- Based on engagement and dialogue: Are the stakeholder groups for whose use the mechanism is intended engaged on its design and performance, and focused on dialogue as the means to address and resolve grievances?

## 2) ASSESSING EXISTING MECHANISMS

What does effective remedy look like in the sports context, and what can the world of sport learn from existing remedy mechanisms?

It is important to frame the work of the Centre within the existing landscape of grievance mechanisms applicable to the world of sport. Three interrelated approaches to accessing remedy can be observed: (i) mediation; (ii) arbitration and (iii) investigation.

### (I) MEDIATION

Mediation is a voluntary and confidential form of resolving disputes. It involves an independent, impartial third party helping two or more individuals or groups reach a solution to a dispute that's acceptable to everyone. Mediators do not make judgments or determine outcomes - they ask questions that help to uncover underlying problems, assist the parties to understand the issues and help them to clarify the options for resolving their difference or dispute.

### (II) ARBITRATION

Arbitration involves an impartial arbitrator being asked to make a decision on a dispute. The arbitrator makes a firm decision on a case based on the evidence presented by the parties. Arbitration is voluntary, so both sides must agree to go to arbitration; they should also agree in advance that they will abide by the arbitrator's decision. Arbitration can be seen as an alternative to a court of law with its rules for procedures such as disclosure of documents, evidence and so on. But arbitration is private rather than public, and would need to be opted into by the parties.

The Business and Human Rights Arbitration Working Group has concluded that the UNCITRAL and other commercial arbitration rules are not flexible enough to accommodate human rights disputes because (i) arbitrators who handle human rights disputes will need to have expertise that is currently lacking; (ii) human rights arbitrations should be transparent; and (iii) arbitrators may need special powers to ensure the participation of victims and to allocate costs and legal fees to winning victims. Standardised or model contract language would also be needed so that organisations within the world of sport can implement human rights arbitration clauses.

### (III) INVESTIGATIONS, MONITORING AND REPORTING

Investigative methods can take various forms and can be proactive or reactive. One example is an ombuds-type structure with particular powers to initiate investigations. Other investigative mechanisms function by way of requests from expert bodies. To properly fulfil its monitoring function, the Centre may need to initiate its own fact-finding missions, which will need to align closely with the Centre's role on remedy.

## 3) LEARNING FROM EXISTING MECHANISMS

Based on the three inter-related approaches to remedy above, existing examples from within sport and from within business and human rights are being examined to learn from good practice and to establish what effectiveness means in the context of sports-related grievances.

Mediation mechanisms:

- London 2012 Supply Chain grievance mechanism
- Tokyo 2020 Sourcing Code grievance mechanism
- National Contact Points relating to the OECD Guidelines for Multinational Enterprises
- National Human Rights Institutions

Arbitration mechanisms:

- London 2012 Arbitration service (ACAS)
- The Court of Arbitration in Sport
- The Bangladesh Accord
- The Dutch Textile Covenant
- The Permanent Court of Arbitration

Investigative and fact-finding mechanisms:

- Most National Human Rights Commissions
- Ombudspersons
- Independent commissions
- Some OECD National Contact Points

It is already apparent that these three types of mechanisms are interrelated and that sometimes organisations can perform a function in all three, but sometimes different roles can exclude others. For example:

- Independent fact-finding is an important but sometimes expensive component of much mediation and arbitration, but independent bodies can perform this.
- Confidentiality is central to many processes, but some will publish their findings (fully or in part) dependent on differing criteria (i.e. in some both parties need to consent, in others the onus is on a party to make a compelling case for non-disclosure. The dissemination of knowledge from such processes is an important part of learning about prevention and effective remedies.

The Strategic Dialogue on Remedy in the Sports Context in The Hague in October 2018 will draw on experts familiar with many of these examples, and be framed around the question: what does effective remedy for human rights look like in the sports context?

## 4) DETERMINING THE ROLE OF THE CENTRE

The precise role of the Centre in relation to the mechanisms outlined above has yet to be established but in determining its role, the Centre will consider how affected groups can best achieve remedy within three contexts:

<b>1. Affected Groups without standing where a grievance mechanism probably exists</b>	<b>2. The absence of any grievance mechanism</b>	<b>3. Affected Groups subject to a binding grievance mechanism which is not rights compliant</b>
Where an effective remedy already exists but a specific affected group does not have standing to allow them to access the remedy	Where there is no type of effective mechanism available and it needs to be created	There is an existing mechanism but it is not rights-compliant – i.e. does not meet the “effectiveness criteria” of the UN Guiding Principles

# APPENDIX H: DRAFT CEO JOB DESCRIPTION

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## PROCESS

The recruitment process will be overseen by the Centre's Co-Chairs and Governance Committee, with a recruitment panel formed from members of the Governance Committee and IHRB's Chief Executive. The position will be widely advertised from Q3 2018, with interviews in Q4 2018, and the appointment commencing in Q1 2019.

## CANDIDATE BRIEF

Sections on Centre Background, Governance and Strategy will be included in a full candidate briefing along with the draft job description below, to be further honed in consultation with the Governance Committee.

## THE PERSON

The new CEO will be working at the forefront of the sport and human rights agenda, driving change in the world of sport and in the delivery of mega-sporting events. They will be responsible for building an organisation and growing a team, fulfilling the Centre's purpose to ensure harm free sport for all.

### EXPERIENCE AND KNOWLEDGE:

- Significant leadership experience within a start-up or newly formed but complex organisation, with a proven track record of self reliance, strong management, supporting growth, and organisational change.
- Experience of building an organisational culture and cultivating an organisation's social purpose.
- Strategic expertise, outstanding vision, and excellent judgment to provide clarity of direction to guide the overall direction of the organisation.
- Proven track record of successful fundraising in support of institutional independence and sustainability, from a diversity of sources.
- Demonstrable experience of sound financial planning and management
- In depth experience of working effectively in partnership with diverse partners, as well as non-executive Directors and/or trustees.
- Demonstrable communication and influencing experience, supported by strong political awareness to command confidence from a broad range of institutions and stakeholder groups within an international context, including governments and intergovernmental organisations, sports bodies, corporates, representatives of affected individuals, NGOs, and trade unions.
- An in-depth understanding of the global sporting landscape, preferably obtained through positions in the world of sport, civil society, or intergovernmental relations.

- A solid command of international human rights instruments, principles, and standards.
- Fluency in English essential, and other languages highly beneficial.

### **COMPETENCIES AND BEHAVIOURS:**

- Outstanding leadership capabilities, with the ability to develop and communicate a strategic vision.
- An effective manager of people, with the ability to understand motivations, build trust, evaluate staff performance and achieve results collectively
- An effective influencer and strong relationship builder, with excellent communications skills, highly tuned listening skills, and the ability to engage effectively with a wide range of people and sizes of audience.
- A very strong sense of purpose and self-reliance, and the ability to leverage the expertise of others.
- The ability to take an independent view when judgments are required, beyond any one specific interest group.
- A willingness to speak candidly, whilst demonstrating tact and diplomacy, and maintaining the critical impartiality of the Centre.
- Personal integrity and demonstrable commitment to the values of dignity, fairness, equality, respect, and independence.

## **KEY ACCOUNTABILITIES**

The CEO will spearhead the development of a newly established organisation, ensuring its successful transition from an interim structure to a fully independent entity by 2020. They will facilitate the deliberations of the Centre’s multi-stakeholder Advisory Council, and ensure effective implementation of its operations in fulfilment of the Centre’s mission, values, and objectives. The CEO will represent the Centre in all relevant contexts, requiring significant international travel and public speaking.

### **PRINCIPAL ACCOUNTABILITIES INCLUDE:**

#### **GOOD GOVERNANCE:**

- Act in the best interest of the Centre within the stringent ethical standards expected of a human rights-based organisation.
- Play a full part in enabling the Advisory Council and Interim Governance Committee to arrive at balanced and objective decisions in the performance of their agreed roles and functions.
- Ensure the organisation complies with all donor, regulatory, and government requirements.
- Ensure appropriate operational policies and procedures are developed as necessary and as the organisation grows and matures, as well as ensuring their effective implementation and maintenance.
- Ensure IHRB and the Governance Committee are kept fully informed in the manner and frequency required to achieve the Centre’s objectives.
- Attend all Governance Committee meetings, presenting to members for all major expenditure exceeding authority and budget limits.
- Ensure that effective systems are in place for monitoring organisational performance and for adequate reporting to the Interim Governance Committee, Advisory Council, donors, and all other relevant stakeholders.

### **FINANCIAL MANAGEMENT:**

- Ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the Centre's financial integrity.
- Ensure a risk and compliance framework is approved by the Governance Committee, reporting back to the Governance Committee on the effectiveness of implementation.
- In conjunction with the IHRB and the Governance Committee, set all budgets and manage them efficiently.
- In conjunction with the IHRB, optimise both the short- and long-term financial performance and sustainability of the Centre, in particular in supporting the scoping and raising of a permanent endowment.
- Oversee the management of all donor relationships, ensuring the expansion of the Centre's network of donors in the short-term and deepening of those relationships for the Centre's long-term financial sustainability.
- Ensure the accuracy, completeness, integrity, and disclosure of the Centre's financial statements through appropriate policies, procedures, and internal controls.

### **RELATIONSHIP MANAGEMENT:**

- Represent the Centre in a professional and irreproachable manner to all stakeholders.
- Develop strong communications and close working relations with all donors (current and prospective), the Centre Advisory Council, Governance Committee, and third parties
- Represent the Centre in negotiations and dialogue with key partners and stakeholders, as well as making keynote statements and facilitating high-level panels, and supporting the Centre Co-Chairs in doing the same.
- Ensure continual engagement with all relevant stakeholders to grow and manage all relationships in accordance with the Centre's Strategy and annual activity plan.
- Engage with a diverse range of stakeholders including people directly affected by human rights violations from a range of backgrounds and geographies.
- Ensure that all staff and others who represent the Centre do so in a professional and irreproachable manner.

### **OPERATIONAL MANAGEMENT:**

- Oversee the short- and long-term strategic direction of the Centre.
- Uphold and strengthen the integrity of the Centre, ensuring that it is accountable, transparent, and adheres to the stringent ethical standards expected of a rights-based organisation.
- Provide leadership and management in all areas of the operation, including Performance, Operations, and Development to achieve the highest possible performance against the Centre's objectives.
- Maximise value from the Advisory Council to ensure the Centre operates to the highest standards of delivering value against its mission, including proposing annual operational activity plans for deliberation by the Advisory Council through which the Centre's strategic objectives can be delivered.
- Regularly review the structure of the organisation and make recommendations to the Governance Committee for changes as necessary.
- Ensure policies and provisions are in place to protect the organisation from potential liabilities and risk.
- Ensure the Centre's staff have the appropriate skills and experience to achieve the organisation's objectives.
- Develop and organisation structure, identify staffing priorities and lead on recruitment
- Manage staff across geographies and time-zones working as "virtual teams".
- Ensure the implementation of effective Human Resources practices throughout the Centre.

## **TERMS AND CONDITIONS:**

**Role:** Chief Executive

**Reporting to:** Initially to the Centre's Interim Governance Committee, then to a full set of independent trustees once the Centre is fully independent.

**Working relationships:** A close working relationship with the IHRB's CEO, the Centre's Co-Chairs, Governance Committee and Advisory Council, as well as Centre staff. Also must maintain excellent working partnerships with all key Centre stakeholders.

**Remuneration:** tbc.

**Term of Appointment:** The appointment will be from January 1st 2019, for a period of twelve months, with a three-month probationary period. The contract will be renewable annually. This post will require DBS clearance.

**Location:** Ideal location would be Switzerland, but applicants may make a persuasive case for another location. The role will require significant international travel, including short trips weekly, and long-haul trips for 1-2 weeks on a quarterly basis.

# APPENDIX I: KEY DATES IN 2018

Date	Host	Location & Venue	Event
5 June	MSE Platform and Caux Round Table Japan	Bangkok	Workshop with suppliers in paper, timber, palm and seafood sectors into TOCOG
26 June	Centre for Sport and Human Rights	Geneva OHCHR & ILO	First meeting of the Centre's Advisory Council and public announcement
10 September	Centre for Sport and Human Rights	Tokyo TBC	Grievance Mechanism Workshop with TOCOG
14 September	The Coca-Cola Company	Atlanta Coca-Cola	Side event: Business outreach - sponsors and broadcasters
1-3 October	UN OHCHR Social Forum	Geneva UN	Using sport and the Olympic ideal to promote human rights
15 October	Centre for Sport and Human Rights	The Hague The Peace Palace	Strategic dialogue on remedy in the Sports Context
16 October	World Players Association and Centre for Sport and Human Rights	Hoofddorp FIFPro	Training based on Sports Bodies guide delivered at the Headquarters of FIFPro
26-28 November	UN OHCHR Annual UN Forum on BHR	Geneva UN	Business respect for human rights - building on what works
12-13 December	Centre for Sport and Human Rights	Paris UNESCO	2018 Sporting Chance Forum
14 December	Centre for Sport and Human Rights	Paris UNESCO	Full meeting of the Centre Advisory Council

# APPENDIX J: 2016 SPORTING CHANCE PRINCIPLES

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## **1. BIDDING TO HOST MEGA-SPORTING EVENTS IS OPEN TO ALL.**

All nations/localities should have the opportunity to host mega-sporting events and bring these celebrations of human achievement to their people, provided they responsibly meet the criteria of the sports bodies.

## **2. ALL ACTORS RESPECT INTERNATIONALLY RECOGNIZED HUMAN RIGHTS AND LABOR RIGHTS.**

All actors involved in a mega-sporting event should commit to protecting/respecting (as appropriate) internationally recognized human rights, including the fundamental principles and rights at work, and other relevant international labor rights standards across the event lifecycle.

## **3. MEGA-SPORTING EVENTS NEED TO TAKE ACCOUNT OF HUMAN RIGHTS AT EVERY STAGE OF THEIR LIFECYCLE.**

Mega-sporting event bids, bid evaluation, planning, delivery and legacy should be based on international instruments, principles and standards, including those expressed in the UN Guiding Principles on Business and Human Rights, the OECD Guidelines on Multinational Enterprises, the ILO Declaration on Fundamental Principles and Rights at Work, and in the ILO Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy. Awarding bodies, host bidders and their delivery partners should address human rights risks and considerations identified through impact assessments and due diligence.

## **4. AFFECTED GROUPS MERIT A VOICE IN DECISION-MAKING.**

Principled and practical ways should be found to strengthen the voice of affected athletes, workers, fans and spectators, and residents at each stage of the mega-sporting event lifecycle through meaningful and ongoing engagement. Special efforts should be made to engage with vulnerable and hard to reach groups.

## **5. ACCESS TO REMEDY IS AVAILABLE.**

Effective remedy should be available to those whose human rights are negatively impacted during any stage of the mega-sporting event lifecycle. Companies, governments, trade unions and other civil society groups, and sports bodies should coordinate and collaborate on this issue.

## **6. LESSONS ARE CAPTURED AND SHARED.**

Lessons learned with regard to human rights successes and failures throughout the mega-sporting event lifecycle should be captured and shared to raise standards and improve practices, in order to prevent a recurrence of human rights problems over time.

## **7. STAKEHOLDER HUMAN RIGHTS CAPACITY IS STRENGTHENED.**

To address human rights risks and opportunities, sports federations, organizing committees and other key stakeholders involved at all stages of the mega-sporting event lifecycle should develop human rights knowledge and capacity, and seek expert advice as required.

## **8. COLLECTIVE ACTION IS HARNESSSED TO REALIZE HUMAN RIGHTS.**

To help mega-sporting events continue to be a source of inspiration for decades to come, all stakeholders should forge collective solutions to address human rights challenges that are beyond the capacity of any single stakeholder to resolve.

# APPENDIX K: 2018 SPORTING CHANCE PRINCIPLES

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## **PREAMBLE**

Sport relies on a rules-based system, fair play, respect and the courage, cohesion, support and goodwill of society in all its facets, including athletes, fans, workers, volunteers and local communities, as well as governments, businesses large and small, the media and sports bodies. The foundational principles of the world's preeminent sports bodies speak to universal humanitarian values, harmony among nations, solidarity and fair play, the preservation of human dignity, and commitment to non-discrimination. These values have much in common with international human rights instruments, principles and standards.

Recognising that there is a generation of work to be done to fully align the world of sport with the fundamental principles of human dignity, human rights, and labour rights; the Advisory Council of the Centre for Sport and Human Rights are committed to working towards the fulfilment of these Sporting Chance Principles.

## **1. SPORT HAS INHERENT POWER TO CREATE POSITIVE CHANGE.**

Sport can help promote human rights and sustainable development, and foster cooperation, solidarity, fairness, social inclusion, education and health at the local, regional and international levels. To realise this potential, it is essential that the protection of and respect for human rights are embedded within the governance and operations of sport, and that the policies, systems, and practices of all actors regularly evolve to reflect the continually developing human rights landscape. This should also be the starting point for engaging with critical issues such as integrity, equality, development, and fair play.

## **2. INTERNATIONALLY RECOGNISED HUMAN RIGHTS APPLY.**

The governance and delivery of sport should at all times be based on international human rights instruments, principles and standards, including those expressed in the UN Guiding Principles on Business and Human Rights, the OECD Guidelines on Multinational Enterprises, the ILO Declaration on Fundamental Principles and Rights at Work, and the ILO Tripartite Declaration on Principles Concerning Multinational Enterprises and Social Policy, as well as those that may apply to potentially vulnerable or marginalised groups such as the UN Convention on the Rights of the Child.

## **3. ALL ACTORS INVOLVED IN SPORT COMMIT TO INTERNATIONALLY RECOGNISED HUMAN RIGHTS.**

All actors involved in sport should commit to protecting and respecting internationally recognised human rights through their activities and business relationships. Harms that do occur should be addressed. All actors should strive to act responsibly, through their governance, through proper safeguarding, and through protecting/respecting the rights of all stakeholders including athletes, fans, communities, workers, children, volunteers, journalists, human rights defenders, and potentially marginalised groups.

#### **4. HUMAN RIGHTS ARE TAKEN INTO ACCOUNT AT ALL TIMES.**

All actors involved in sport should identify, prevent, mitigate, and account for how they address their impacts on human rights through a robust and ongoing process of human rights due diligence. This applies to any actor involved in the delivery of sporting events at each stage of their lifecycle from bidding, bid evaluation, planning, development, delivery, staging to legacy, as well as throughout the entire sport value chain.

#### **5. AFFECTED GROUPS HAVE A VOICE IN DECISION-MAKING.**

Principled and practical ways should be found to strengthen the voice of all those affected by sport, including athletes, fans, communities, workers, children, volunteers, journalists, human rights defenders, and potentially marginalised groups, through meaningful and ongoing engagement. Special efforts should be made to engage with vulnerable and hard to reach groups, and address any discrimination or failure to protect, respect and uphold enabling rights.

#### **6. ACCESS TO REMEDY IS AVAILABLE.**

Effective remedy should be available to those whose human rights are negatively impacted by the activities or business relationships of the actors involved in sport, including during any stage of a mega-sporting event lifecycle. Governments, trade unions, national human rights institutions, OECD National Contact Points, corporate partners, civil society groups, and sports bodies should coordinate and collaborate on this issue.

#### **7. LESSONS ARE CAPTURED AND SHARED.**

Lessons learned with regard to human rights successes and failures of the activities and business relationships of the actors involved in the governance and delivery of sport, including throughout a mega-sporting event lifecycle, should be captured, disclosed and shared in transparent ways to raise standards and improve practices in order to prevent a recurrence of adverse human rights impacts over time.

#### **8. STAKEHOLDER HUMAN RIGHTS CAPACITY IS STRENGTHENED.**

To address human rights risks and opportunities, governments, sports bodies, organising committees and other key stakeholders involved in the governance and delivery of sport should develop human rights knowledge and capacity, and seek expert advice as required.

#### **9. COLLECTIVE ACTION IS HARNESSSED TO REALISE HUMAN RIGHTS.**

To help all actors involved in sport continue to be a source of inspiration for decades to come, all stakeholders should forge collective solutions to address human rights challenges that are beyond the capacity of any single stakeholder to resolve. All actors should work collectively to coordinate, support, and develop alignment between the world of sport and international human rights instruments, principles, and standards.

#### **10. BIDDING TO HOST MEGA-SPORTING EVENTS IS OPEN TO ALL.**

All nations and localities should be able to bid to host mega-sporting events and bring these celebrations of human achievement to their people, provided that in doing so they demonstrate their commitment to meeting their responsibilities and obligations under relevant international human rights instruments, principles, and standards in relation to the event.

# APPENDIX L: ARTICLES OF ASSOCIATION

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## 1. INTERPRETATION

1.1 In the articles:

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

“**the articles**” means the charity’s articles of association;

“**the charity**” means the company intended to be regulated by the articles;

“**clear days**” in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

“**the Commission**” means the Charity Commission for England and Wales;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

“**the directors**” means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**the memorandum**” means the charity’s memorandum of association; ‘**officers**’ includes the directors and the secretary (if any);

“**officers**” means the directors and the secretary;

“**secretary**” means any person appointed to perform the duties of the secretary of the charity;

“**the United Kingdom**” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## 2. LIABILITY OF MEMBERS

2.1 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

2.1.1 payment of the charity’s debts and liabilities incurred before he, she or it ceases to be a member;

- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributories among themselves.

### 3. OBJECTS

3.1 The charity's objects ("**Objects**") are specifically restricted to the following:

- 3.1.1 To advance a world of sport that fully respects human rights by sharing knowledge, building capacity and strengthening the accountability of all actors involved in sport through collective action and by promoting and supporting:
  - (a) sport's power for positive change such that the protection of and respect for human rights are embedded within the governance and operations of sport, and that the policies, systems, and practices of all actors within the world of sport regularly evolve to reflect the continually developing human rights landscape.
  - (b) internationally recognised human rights instruments, principles and standards within the world of sport including those expressed in the UN Guiding Principles on Business and Human Rights, the OECD Guidelines on Multinational Enterprises, the ILO Declaration on Fundamental Principles and Rights at Work, and the ILO Tripartite Declaration on Principles Concerning Multinational Enterprises and Social Policy, as well as those that may apply to potentially vulnerable or marginalised groups such as the UN Convention on the Rights of the Child, as well as to the world of sport, such as the Sporting Chance Principles on Sport and Human Rights
  - (c) the commitment of all actors in the world of sport to internationally recognised human rights through their activities and business relationships such that the rights of athletes, fans, communities, workers, children, volunteers, journalists, human rights defenders, and potentially marginalised groups are protected and respected.
  - (d) robust and ongoing human rights due diligence by all actors involved in sport. Including at each stage of the lifecycle of a megasporting event from bidding, bid evaluation, planning, development, delivery, staging to legacy, as well as throughout the entire sport value chain.
  - (e) principled and practical ways to strengthen the voice of all those affected by sport, including athletes, fans, communities, workers, children, volunteers, journalists, human rights defenders, and potentially marginalised groups, through meaningful and ongoing engagement.
  - (f) access to effective remedy for those whose human rights are negatively impacted by the activities or business relationships of the actors involved in sport, including during any stage of a mega-sporting event lifecycle.
  - (g) the sharing of lessons learned with regard to human rights successes and failures of the activities and business relationships of the actors involved in the governance and delivery of sport.
  - (h) increased capacity of governments, sports bodies, organising committees and other key stakeholders involved in the governance and delivery of sport to develop human rights knowledge and expertise.
  - (i) collective action and alignment between the world of sport and international human rights instruments, principles, and standards; and
  - (j) the capacity of all national and localities to bid for and host mega-sporting events that respect internationally recognised human rights.

3.2 **Nothing in the articles shall:**

- 3.2.1 authorise an application of the property of the charity for purposes which are not charitable in accordance with sections 2 and 3 of the Charities Act 2011; and
- 3.2.2 authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

#### **4. POWERS**

- 4.1 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:
  - 4.1.1 to manage and execute human rights projects related to sport;
  - 4.1.2 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - 4.1.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 4.1.4 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
  - 4.1.5 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
  - 4.1.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - 4.1.7 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - 4.1.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - 4.1.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - 4.1.10 to set aside income as part of an investment endowment fund or other similar investment to provide an additional income to the charity in the future, but only in accordance with a written policy about the endowment and other similar investments;
  - 4.1.11 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 4 and provided it complies with the conditions in that article;
  - 4.1.12 to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund-manager; and
    - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;
    - (d) delegate the management of investments to a Financial Expert, but only on terms that:
      - (i) the Charity's investment policy is set down in writing by the Directors for

the Financial Expert;

- (ii) all transactions are reported promptly and regularly to the Directors;
- (iii) investment performance is reviewed regularly with the Directors;
- (iv) the delegation arrangement may be cancelled by the Directors at any time;
- (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
- (vi) all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Directors on receipt;
- (vii) the Financial Expert must not do anything outside the powers of the Charity;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

4.1.13 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

4.1.14 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

## **4.2 Application of income and property**

4.2.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.

- (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 32.
- (d) A director may not receive any other benefit or payment unless it is authorised by article 4.

4.2.2 Subject to article 4, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

## **Benefits and payments to charity directors and connected persons**

### **4.3 General provisions**

4.3.1 No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by article 4.4, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a ‘**financial benefit**’ means a benefit, direct or indirect, which is either money or has a monetary value.

#### **4.4 Scope and powers permitting directors’ or connected persons’ benefits**

- 4.4.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- 4.4.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 4.4.3 Subject to article 4.5 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 4.4.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 4.4.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 4.4.6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

#### **4.5 Payment for supply of goods only – controls**

- 4.5.1 The charity and its directors may only rely upon the authority provided by article 4.4.3 if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (“**the supplier**”) under which the supplier is to supply the goods in question to or on behalf of the charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 4.

4.5.2 In articles 4.4 and 4.5:

- (a) “**charity**” includes any company in which the charity:
  - (i) holds more than 50 % of the shares; or
  - (ii) controls more than 50 % of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company.
- (b) “**connected**” person’ includes any person within the definition in article 36 ‘Interpretation’.

## 5. DECLARATION OF DIRECTORS’ INTERESTS

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

## 6. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

6.1.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

6.1.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## 7. MEMBERS

- 7.1 The subscribers to the memorandum are the first members of the charity.
- 7.2 The names of the members of the charity must be entered in the register of members.
- 7.3 The register of members is to be maintained and updated from time to time by the

secretary.

- 7.4 New members may be included in the membership either:
- 7.4.1 by unanimous vote by the existing members to invite new members to the charity in accordance with the written policy on membership as updated from time to time; or
  - 7.4.2 by applying through a form required by the board of directors; and are approved by the directors.
  - 7.4.3 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- If the applicant is refused:
- (a) The directors must refer their decision to the existing members.
  - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one (21) days of the decision.
  - (c) The directors must consider any written representations the applicant may make about the decision. The directors' decisions following any written representations must be notified to the applicant in writing but shall be final.
- 7.5 A director must be invited to become a member of the charity. This invitation will be granted in accordance with the written policy on membership as updated from time to time.

## **8. CLASS OF MEMBERSHIP**

- 8.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 8.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 8.3 The rights attached to a class of membership may only be varied if:
- 8.3.1 three-quarters of the members of that class consent in writing to the variation; or
  - 8.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 8.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **9. TERMINATION OF MEMBERSHIP**

- 9.1 A member shall cease to be a member if:
- 9.1.1 he or she dies, or if it is an organisation, ceases to exist;
  - 9.1.2 he or she resigns in writing to the charity, giving no less than three (3) months notice; or
  - 9.1.3 he or she is excluded by the other members by unanimous vote of the remaining members with written justification that it is in the best interest of the charity if:
    - (a) the member being excluded has been given at least twenty-one (21) days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and

- (b) the member to be excluded or, at the option of the member to be excluded, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

9.2 Membership is not transferrable and shall cease on death, resignation, exclusion or in any other circumstances unless otherwise specified in writing and signed by a member of the board of directors.

## **10. ASSOCIATE MEMBERS**

10.1 The directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the directors shall make, provided that no such associate members shall be members of the charity for the purpose of the articles or the Companies Acts.

## **11. GENERAL MEETINGS**

11.1 The charity must hold its first annual general meeting within fifteen (15) months after the date of its incorporation.

11.2 An annual general meeting must be held in each subsequent year and not more than fifteen (15) months may elapse between successive annual general meetings.

11.3 The officers may call a general meeting at any time.

## **12. NOTICE OF GENERAL MEETINGS**

12.1 The minimum periods of notice required to hold a general meeting of the charity are:

12.1.1 twenty-one (21) clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

12.1.2 fourteen (14) clear days for all other general meetings.

12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

12.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 14.

12.4 The notice must be given to all the members and to the directors and auditors.

12.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

## **13. PROCEEDINGS AT GENERAL MEETINGS**

13.1 No business shall be transacted at any general meeting unless a quorum is present.

13.2 A quorum is:

13.2.1 all members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

- 13.2.2 one tenth of the total membership at the time whichever is the greater.
- 13.3 The authorised representative of a member organisation shall be counted in the quorum.
- 13.4 If:
- 13.4.1 a quorum is not present within half an hour from the time appointed for the meeting;  
or
- 13.4.2 during a meeting a quorum ceases to be present;  
  
the meeting shall be adjourned to such time and place as the directors shall determine.
- 13.4.3 The directors must reconvene the meeting and must give at least seven (7) clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 13.4.4 If no quorum is present at the reconvened meeting within fifteen (15) minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 13.5 General meetings shall be chaired by the person or in their absence, by a member of the board of directors who has been appointed to chair meetings of the directors.
- 13.5.1 If there is no such person or he or she is not present within fifteen (15) minutes of the time appointed for the meeting a member nominated by the members shall chair the meeting.
- 13.5.2 If there is only one (1) member present and willing to act, he or she shall chair the meeting.
- 13.5.3 If no member is present and willing to chair the meeting within fifteen (15) minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 13.6 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 13.6.1 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 13.6.2 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 13.6.3 If a meeting is adjourned by a resolution of the members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 13.7 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 13.7.1 by the person chairing the meeting; or
- 13.7.2 by all members present in person or by proxy and having the right to vote at the meeting; or
- 13.7.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 13.8 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 13.9 The result of the vote must be recorded in the minutes of the charity but the number or

proportion of votes cast need not be recorded.

- 13.10 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 13.11 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 13.12 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 13.13 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 13.14 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.15 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 13.16 The poll must be taken within thirty (30) days after it has been demanded.
- 13.17 If the poll is not taken immediately at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.18 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### **14. CONTENT OF PROXY NOTICES**

- 14.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - 14.1.1 states the name and address of the member appointing the proxy;
  - 14.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 14.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 14.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 14.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 14.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 14.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 14.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 14.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **15. DELIVERY OF PROXY NOTICES**

- 15.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it,

even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

- 15.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 15.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 15.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **16. WRITTEN RESOLUTIONS**

- 16.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75 %) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - 16.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 16.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75 %) of members has signified its agreement to the resolution; and
  - 16.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight (28) days beginning with the circulation date.
- 16.2 A resolution in writing may comprise several copies to which one (1) or more members have signified their agreement.
- 16.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **17. VOTES OF MEMBERS**

- 17.1 Subject to article 8, every member, whether an individual or an organisation, shall have one (1) vote.
- 17.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 17.3 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 17.4 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- 17.5 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

## **18. DIRECTORS**

- 18.1 A director must be a natural person aged 16 years or older.
- 18.2 No one may be appointed a director if he or she would be disqualified from acting under

the provisions of article 22.

- 18.3 The minimum number of directors shall be one (1) but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 18.4 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 18.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## **19. POWERS OF DIRECTORS**

- 19.1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 19.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 19.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

## **20. RETIREMENT OF DIRECTORS**

- 20.1 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.
- 20.2 The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 20.3 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

## **21. APPOINTMENT OF DIRECTORS**

- 21.1 The charity may by ordinary resolution:
  - 21.1.1 appoint a person who is willing to act to be a director; and
  - 21.1.2 determine the rotation in which any additional directors are to retire.
- 21.2 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
  - 21.2.1 he or she is recommended for re-election by the directors; or
  - 21.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a director;
    - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

(d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 21.3 All members who are entitled to receive notice of a general meeting must be given not less than seven (7) nor more than twenty-eight (28) clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- 21.4 The directors may appoint a person who is willing to act to be a director.
- 21.5 A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 21.6 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **22. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

22.1 A director shall cease to hold office if he or she:

22.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

22.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

22.1.3 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

22.1.4 is removed by resolution of the members;

22.1.5 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

22.1.6 is absent without the permission of the directors from all their meetings held within a period of six (6) consecutive months and the directors resolve that his or her office be vacated.

## **23. REMUNERATION OF DIRECTORS**

The directors must not be paid any remuneration unless it is authorised by article 4.

## **24. PROCEEDINGS OF DIRECTORS**

- 24.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 24.2 Any director may call a meeting of the directors.
- 24.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 24.4 Questions arising at a meeting shall be decided by a majority of votes.
- 24.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- 24.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 24.7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 24.8 The quorum shall be two (2) or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- 24.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 24.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 24.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 24.12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 24.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 24.14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 24.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **25. DELEGATION**

- 25.1 The directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two (2) or more directors but the terms of any delegation must be recorded in the minute book.
- 25.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.
- 25.3 The directors may impose conditions when delegating, including the conditions that:
- 25.3.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 25.3.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- 25.4 The directors may revoke or alter a delegation.
- 25.5 All acts and proceedings of any committees must be fully and promptly reported to the directors.

## **26. SUB-COMMITTEES**

- 26.1 The directors will, as soon as practicable following incorporation, resolve to set up the following sub-committees:
- 26.1.1 A governance committee to assist the directors in the day to day management of the affairs of the Charity (the “**Governance Committee**”), which will include at least two (2) members of the board of directors and further members as are appropriate and will be additionally governed by the written policy on the ‘Governance Committee’; and
  - 26.1.2 A committee to advise the directors on the affairs of the Charity (the “**Advisory Council**”), which will be chaired by the Chair (being such person appointed to the role from time to time by way of resolution by the board of directors) and will be additionally governed by the terms to be set out in the written policy on the ‘Advisory Council’.

## **27. VALIDITY OF DIRECTORS’ DECISIONS**

- 27.1 Subject to article 27.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- 27.1.1 who was disqualified from holding office;
  - 27.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
  - 27.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 27.1.4 the vote of that director; and
  - 27.1.5 that director being counted in the quorum;
- the decision has been made by a majority of the directors at a quorate meeting.
- 27.2 Article 27.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 27.1, the resolution would have been void, or if the director has not complied with article 5.

## **28. MINUTES**

- 28.1 The officers must keep minutes of all:
- 28.1.1 appointments of officers made by the directors;
  - 28.1.2 proceedings at meetings of the charity;
  - 28.1.3 meetings of the directors and committees of directors including:
    - (a) the names of the directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

## **29. ACCOUNTS**

- 29.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 29.2 The directors must keep accounting records as required by the Companies Act.

## **30. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 30.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- 30.1.1 transmission of a copy of the statements of account to the Commission;
- 30.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
- 30.1.3 preparation of an Annual Return and its transmission to the Commission.
- 30.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## **31. MEANS OF COMMUNICATION TO BE USED**

- 31.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 31.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 31.3 Any notice to be given to or by any person pursuant to the articles:
- 31.3.1 must be in writing; or
- 31.3.2 must be given in electronic form.
- 31.3.3 The charity may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- 31.3.4 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 31.4 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 31.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 31.6 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 31.7 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 31.7.1 48 hours after the envelope containing it was posted; or
- 31.7.2 in the case of an electronic form of communication, 48 hours after it was sent.

## **32. INDEMNITY**

- 32.1 The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 32.2 In this article a “relevant director” means any director or former director of the charity.
- 32.3 The charity may indemnify an auditor against any liability incurred by him or her or it in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
- 32.4 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

## **33. RULES**

- 33.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- 33.2 The bye laws may regulate the following matters but are not restricted to them:
- 33.2.1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- 33.2.2 the governance of and policies relating to the Advisory Council, the Governance Committee and any other sub-committees set up from time to time
- 33.2.3 the conduct of members of the charity in relation to one another, and to the charity’s employees and volunteers;
- 33.2.4 the setting aside of the whole or any part or parts of the charity’s premises at any particular time or times or for any particular purpose or purposes;
- 33.2.5 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

- 33.2.6 generally, all such matters as are commonly the subject matter of company rules.
- 33.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 33.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- 33.5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

#### **34. DISPUTES**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

#### **35. DISSOLUTION**

- 35.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- 35.1.1 directly for the Objects; or
- 35.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 35.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 35.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- 35.2.1 directly for the Objects; or
- 35.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 35.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 35.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 35.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

#### **36. INTERPRETATION**

- 36.1 In articles 4.3 to 4.5, 6.1.2 and 27.2 “**connected person**” means:
- 36.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;
- 36.1.2 the spouse or civil partner of the director or of any person falling within article 36.1.1 above;
- 36.1.3 a person carrying on business in partnership with the director or with any person falling within articles 36.1.1 or 36.1.2 above;

36.1.4 an institution which is controlled –

- (a) by the director or any connected person falling within articles 36.1.1, 36.1.2, or 36.1.3 above; or
- (b) by two or more persons falling within articles 36.1.4(a), when taken together

36.1.5 a body corporate in which –

- (a) the director or any connected person falling within articles 36.1.1 to 36.1.3 has a substantial interest; or
- (b) two or more persons falling within article 36.1.5(a) who, when taken together, have a substantial interest.
- (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article. The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

# APPENDIX M: LIST OF ANNEXURES

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The following stand-alone documents produced by external advisors have been previously shared within the MSE Platform Steering Committee and are available for reference:

- Baker & McKenzie (2017) “White Paper: Research to establish options and recommendations for a permanent MSE and Human Rights Centre”
- Clifford Chance (2017) “IHRB Mega-Sporting Events Options Paper”
- Clifford Chance (2018) “Memorandum: Explanatory Note on the Articles of Association for the Centre for Sport and Human Rights”

**CENTRE FOR SPORT AND HUMAN RIGHTS**  
STRATEGIC PLAN 2018-2020

