

TERMS OF REFERENCE

ITF ETHICS COMMISSION

Introduction

1. The ITF's Board of Directors (**Board**) has adopted a Code of Ethics (**Code**) that first took effect from 1 January 2019. The Code is designed to help ensure that the sport of tennis is governed ethically and in accordance with the highest standards of honesty and integrity.
2. Pursuant to Article 16 of the ITF's Constitution, the Board may establish and delegate work to Committees and Commissions. To support the Code, the Board resolved to establish, with effect from 1 January 2019, an independent commission to be known as the ITF Ethics Commission (**Ethics Commission**), to perform on behalf of the Board the tasks and functions set out in these terms of reference (effective as amended from 31 August 2025) (**Terms of Reference**). These Terms of Reference set out the terms on which the Ethics Commission will operate.

Membership of and appointments to the Ethics Commission

3. The Ethics Commission shall comprise the following members (the **Ethics Commission Members**):
 - 3.1. A suitably qualified chairperson (**Chair**), who shall be appointed by the Council upon nomination by the Board; and
 - 3.2. Six other Ethics Commission Members, appointed by the Board following short-listing by the Chair, each of whom shall have suitable experience/qualifications to sit on the Ethics Commission.
4. From the Ethics Commission Members appointed under paragraph 3.2, the Chair will appoint:
 - 4.1. a deputy chairperson (**Deputy Chair**) to act in place of the Chair whenever the Chair is not able to act for whatever reason; and
 - 4.2. two Ethics Commission Members (in addition to the Chair) to act as an election-specific subset of the Ethics Commission having responsibilities in relation to ITF elections for President and Board (**Election and Eligibility Panel**).
5. The Chair will also appoint a lawyer who is independent of the ITF to act as the Legal Secretary to the Ethics Commission, providing the Ethics Commission with legal and administrative support.
6. At least four Ethics Commission Members (which may include the Chair) should have a legal background.
7. The Ethics Commission should also have in its membership, to the extent practicable in light of its size:
 - 7.1. knowledge and experience in relation to (i) good governance and ethics, (ii) governance and election processes within sports governing bodies, (iii) the sport of tennis and/or the ITF and (iv) both civil and common law legal traditions;
 - 7.2. at least two male and at least two female Ethics Commission Members; and
 - 7.3. representation from persons either from or resident in at least four different regions, assessed at the time of their appointment to the Ethics Commission.

8. The Chair shall conduct a fair, open and transparent process for the identification of candidates for Ethics Commission Membership, and may adopt practices designed to attract candidates that avoids the under-representation of a region or gender. The Chair shall provide a short-list of candidates that are suitably qualified for the Board to consider for appointment or, where required, for nomination to the Council. The short-list should include an appropriate number of candidates from each gender and region to ensure the membership meets the requirements of paragraph 7, unless there are not enough suitably qualified candidates.

Term

9. Subject to paragraphs 9.1 to 9.3 and paragraphs 10 to 14 below, Ethics Commission Members shall be appointed for a term of four years and may be reappointed for one further four-year term, such that no Ethics Commission Member may serve for more than eight years in total, whether concurrently or otherwise; except that
- 9.1. at the discretion of the Board the maximum term for the Chair may be extended to up to ten years (inclusive of time served as Chair or otherwise) if it considers appropriate following discussion with the Chair;
- 9.2. a replacement Ethics Commission Member joining the Ethics Commission mid-term (as set out in paragraph 14 below) will complete the replaced Ethics Commission Member's term and thereafter may be appointed for a maximum of two further four-year terms (up to an additional eight years, following completion of the replaced Ethics Commission Member's term);
- 9.3. where a replacement Ethics Commission Member joining in accordance with paragraph 14.1 or 14.2 below later becomes the Chair, their maximum term will be the longer of those set out in paragraphs 9.1 (if deemed appropriate by the Board) or 9.2 above.
10. The Chair and Ethics Commission Members shall be appointed pursuant to the following four-year term cycle, staggered in order to ensure the Ethics Commission retains appropriate corporate knowledge:

Year in the Ethics Commission appointment cycle		Appointments to the Ethics Commission
Year 0/4	The year prior to Presidential and Board elections (2022, 2026 and every four years thereafter).	(1) Legal Secretary. (2) Three Ethics Commission Members.
Year 1	The year of Presidential and Board elections (2023, 2027 every four years thereafter).	No appointments.
Year 2	The year after Presidential and Board elections (2024, 2028, and every four years thereafter).	(1) Chair. (2) Three Ethics Commission Members.
Year 3	The year two years after Presidential and Board elections (2025, 2029, and every four years thereafter).	No appointments.

11. The current maximum term length for incumbent Ethics Commission Members at the date of these Terms of Reference is ten years. For the avoidance of doubt, the eight-year maximum set out in paragraph 9 shall apply to all future terms (subject to paragraphs 9.1 and 9.2 above).
12. Except as otherwise provided by the Code, the Chair may only be removed by the Board for just cause. Ethics Commission Members other than the Chair may only be removed by the Chair for just cause.
13. In the event that an Ethics Commission Member wishes to resign, they should do so in writing to the Board, with reasons.
14. In the event that there is a vacancy on the Ethics Commission for any reason outside of the fixed appointment cycle set out in paragraph 10 above (including due to removal from office, resignation, or an Ethics Commission Member being unwilling or unable to act for any other reason for the remainder of their term):
 - 14.1. a replacement will be appointed by the Chair;
 - 14.2. such replacement should be made within a reasonable period of the vacancy arising, or otherwise as agreed with the Board; and
 - 14.3. in the event that it is the Chair's position that is vacant or the Chair is unable to act, the Deputy Chair shall become the Chair, shall appoint a new Ethics Commission Member in their place and shall appoint a new Deputy Chair.

Independence

15. Ethics Commission Members must:
 - 15.1. at all times be completely independent of the ITF and of the ITF's Members and Regional Associations but may be a member of an ITF Member or Regional Association for the sole purpose of participating in the sport;
 - 15.2. ensure that the Ethics Commission functions at all times in a completely independent manner; and
 - 15.3. immediately disclose any circumstances likely to affect their independence with respect to any matter before the Ethics Commission, and shall not act in respect of that matter unless approved by the Chair.
16. In accordance with Article 16.3 of the ITF Constitution, while the Board has the power to appoint the President as a non-voting member of any other ITF committee, that power does not apply in the case of the Ethics Commission.

Tasks and functions

17. The Ethics Commission shall undertake the following tasks and functions:
 - 17.1. maintain (in collaboration with the ITF) a register of disclosures filed by Officials (as defined in the Code) in relation to any actual, apparent or potential conflicts of interest, determine whether to waive any of the requirements of Article 2.2.2.3 of the Code in respect of such conflicts, and record any such waiver in the same register;
 - 17.2. maintain a register of disclosures filed by Officials in relation to tokens, gifts and/or

- hospitality, and approve or disapprove such tokens, gifts and/or hospitality;
- 17.3. receive reports from Officials in relation to (a) any approach or invitation received by an Official to engage in conduct that amounts or might amount to a breach of the Code, or (b) any incident, fact or matter that may indicate a breach or potential breach of the Code;
 - 17.4. take such steps as necessary to enforce the Code (including in accordance with Appendix One of the same), including (without limitation):
 - 17.4.1. receiving complaints regarding potential violations of the Code (via the Legal Secretary);
 - 17.4.2. where the Chair considers that a complaint warrants investigation, appointing (as determined by the Chair) (a) one or more Ethics Commission Member (which may include the Chair) and/or the Legal Secretary, or (b) an independent and suitably qualified third-party investigator, who may (at their discretion) be supported by the Legal Secretary, to investigate alleged violations;
 - 17.4.3. determining certain alleged violations of the Code;
 - 17.4.4. instituting proceedings concerning alleged violations before the Independent Tribunal, and (where appropriate) provisionally suspending the subject of the proceedings pending resolution of the proceedings; and
 - 17.4.5. assuming conduct of any proceedings under the Ethics Code before the Independent Tribunal and, where applicable, the Court of Arbitration for Sport;
 - 17.5. provide guidance and/or advisory opinions to the Board on issues or potential issues related to the Code;
 - 17.6. make recommendations to the Board from time to time in relation to changes or additions to be made to the Code to ensure that the Code remains fit for purpose;
 - 17.7. perform any other task related to the Code and the development and respect of ethical principles in the sport of tennis that might be referred to it by the Council and/or the President and/or the Board or which the Ethics Commission considers to be appropriate of its own volition; and
 - 17.8. perform the duties of the Election and Eligibility Panel as described in paragraph 18 below.]
18. The Election and Eligibility Panel shall have oversight of elections and/or appointments, as provided for by the Code and the ITF Constitution, and as follows:
- 18.1. to ensure that all candidates for election to ITF office conduct their candidature with honesty, dignity and moderation, and in compliance with the Code and any other applicable rules and regulations;
 - 18.2. to ensure the proper administration of tasks relating to the organisation, running and supervision of the elections at any ITF Annual General Meeting at which an election is to be held (**Election AGM**) (in collaboration with the ITF);
 - 18.3. to manage the overall candidature process and ensure that the applicable deadlines are complied with (in collaboration with the ITF);

- 18.4. to develop and maintain candidature packs containing application forms and related materials for completion by those seeking election (in collaboration with the ITF);
- 18.5. to issue rules and/or guidelines, as necessary, on the obligations and procedures to be complied with by candidates, to assist candidates in understanding their obligations and to ensure that the election process is fair and honest;
- 18.6. to review all candidate applications and determine whether the candidate can stand for election according to the ITF Constitution requirements, and (following election or appointment) monitor and where necessary adjudicate upon the continued eligibility of members of the Board (including the President);
- 18.7. following the Election AGM, to obtain information from all candidates and other relevant individuals, and prepare a report to the Board regarding the electoral process and areas for improvement;
- 18.8. to handle any complaints regarding a breach or alleged breach of the Code by candidates or prospective candidates, in accordance with the process designated in the Code; and
- 18.9. upon request by the ITF, attend elections of ITF Regional Associations to perform functions as requested in each instance (which may include but not be limited to observing the elections, acting as scrutineer, acting as an Election and Eligibility Panel member, or investigating potential breaches).

Meetings

19. The Ethics Commission will meet when convened by its Chair as necessary in order to conduct its business and fulfil its responsibilities. Each Ethics Commission Member will make every reasonable effort to attend such meetings, including virtual or in-person attendance where appropriate. Only Ethics Commission Members and the Legal Secretary have the right to attend its meetings, but other individuals and external advisers may be invited by Ethics Commission Members to attend for all or part of any meeting as and when appropriate. The Ethics Commission may also conduct its work by email and conference call in between meetings as necessary to fulfil its responsibilities.
20. The quorum required at an Ethics Commission meeting in order for any decision to be reached is four Ethics Commission Members, including the Chair. Decisions shall be reached by a majority of those voting. If at any quorate meeting the votes are tied, the Chair has (and must cast) a decisive vote.
21. The Legal Secretary will minute the Ethics Commission's meetings.
22. The Election and Eligibility Panel may convene separately in addition to Ethics Commission meetings, and at least two of the Election and Eligibility Panel must attend the Election AGM.

Confidentiality

23. Save as may otherwise be provided for in the Code, Ethics Commission Members shall ensure that everything disclosed to them during the course of their duties remains confidential.

Liability

24. Except in the case of bad faith or gross negligence, (a) neither the Ethics Commission Members, nor any Legal Secretary, nor any investigator of the Ethics Commission may be held personally

liable for any act or omission in the course of their duties; and (b) the ITF will indemnify them from and against any claims, costs, expenses, damages or liability of any kind arising out of their activities.

Resources and compensation

25. The ITF will provide the Ethics Commission with the necessary financial resources to fulfil its functions. It will compensate Ethics Commission Members for the time they spend on Ethics Commission matters on a pre-agreed basis, and will reimburse them for their expenses incurred while fulfilling their duties in accordance with standard ITF expense policies.

Reporting

26. The Chair shall provide reports to the Board as necessary, but in any event no less than once a year, on the activities of the Ethics Commission. The Chair shall not be obliged to report on current complaints or proceedings, but may do so in their discretion if deemed appropriate (while accounting for the need for confidentiality and the independence of the Ethics Commission and its membership).
27. The Chair will report to the Council at each Annual General Meeting on the non-confidential aspects of the activities of the Ethics Commission in the previous year.

Accountability

28. All Ethics Commission Members are bound by the Code (as amended from time to time), and all members are required to sign the conflict of interest forms contained within the Code.

Amendment

29. These terms of reference shall not be amended in any way save as resolved and approved in writing from time to time by the Board.

Matters not otherwise provided for

30. Any matter arising that is not addressed in these Terms of Reference or the Code will be determined by the Chair, in consultation with the President where appropriate, and determined by reference to and/or in a manner consistent with the objectives underlying the Code and these Terms of Reference.
31. A reference in these Terms of Reference to a “paragraph” is, unless otherwise stated, a reference to a paragraph of these Terms of Reference.

Governing law and jurisdiction

32. These terms of reference are governed by and shall be construed in accordance with English law. If any dispute arises that relates in any way to these terms of reference, the English courts shall have exclusive jurisdiction to resolve it.