

TERMS OF REFERENCE

ITF ETHICS COMMISSION

Introduction

1. The ITF's Board of Directors (**Board**) has adopted a Code of Ethics (**Code**) that will take 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 25 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 (as amended from 19 January 2023).

Membership

3. The members of the Ethics Commission shall comprise:
 - 3.1. A suitably qualified chairperson (**Chair**), who shall be appointed by the ITF Board; and
 - 3.2. Five other members, who shall be appointed by the ITF Board following short-listing by the Chair.
4. From the members appointed under paragraph 3.2, the Chair will appoint a deputy chairperson (**Deputy Chair**) to act in place of the Chair whenever the Chair is not able to act for whatever reason.
5. From the members appointed under paragraph 3.2, the Chair will appoint two members (in addition to the Chair) to act as an election-specific subset of the Commission having responsibilities in relation to ITF elections for President and Board of Directors (**Election Panel**).
6. 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 Commission with legal and administrative support.
7. At least four members of the Ethics Commission (which may include the Chair) should have a legal background.
8. The Ethics Commission should also have, to the extent practicable in light of its size:
 - 8.1. knowledge and experience (across its membership) in relation to (i) good governance and ethics, (ii) governance and election processes of sports governing bodies, (iii) the sport of tennis and/or the ITF and (iv) both civil and common law legal traditions;
 - 8.2. at least two male members and at least two female members; and
 - 8.3. representation from persons resident in at least four different regions.
9. The Chair shall conduct a fair, open and transparent process for the identification of candidates for Commission membership, and may adopt practices designed to elicit candidates to avoid under-representation of a region or gender. The Chair shall provide to the Board a short-list of candidates that are suitably qualified, for the Board to make the appointments. The short-list

should include at least three candidates from each region, unless there are not enough suitably qualified candidates.

Term

10. Subject to paragraphs 10 to 14 below, members shall be appointed for a term of four years, and may be reappointed for one further four year term (and therefore no member may serve for more than eight years in total).
11. From November 2022, the Chair and Members shall be appointed pursuant to the following four-year term cycle:

Year 0/4 (year before Presidential and Board elections, e.g. 2022, 2026) – three Members and Legal Secretary to be appointed on a four-year term;

Year 1 (year of Presidential and Board elections, i.e. 2023, 2027, etc) – no appointments;

Year 2 (e.g. 2024, 2028, etc) – appointment of Chair and two Members for a four year-term;

Year 3 (e.g. 2025, 2029, etc) – no appointments.

12. To enable transition to the four-year staggered cycle described in paragraph 10:

- 12.1. in 2022, the Board appointed the Chair on a two-year cycle to conclude at the end of the 2024 AGM;

- 12.2. in 2023, the Members shall be appointed for the following terms:

- 12.2.1. three of the five Members appointed from February 2023 until December 2026 on a four-year cycle; and

- 12.2.2. two of the five Members appointed from February 2023 until December 2024 on a two-year cycle;

- 12.3. the maximum term length shall be extended to ten years for the incumbent Chair and any incumbent Members (such that they are permitted to be re-appointed for a further four year term at the end of their two-year term).

13. The Chair may only be removed by the Board, for just cause. Members other than the Chair may only be removed by the Chair, for just cause.
14. In the event that a member of the Ethics Commission wishes to resign, he or she should do so in writing to the Board, with reasons.
15. In the event a member of the Ethics Commission is removed from office, resigns, or is otherwise unwilling or unable to act as a member for the remainder of his or her term, a replacement may be appointed by the Chair. (In the event it is the Chair who is unable to act, the Deputy Chair shall become the Chair and appoint a new member). A replacement member may complete the replaced member's term and be appointed for one further four year term.

Independence

16. Members of the Ethics Commission must at all times be completely independent of the ITF and of the ITF's Members and Regional Associations (but may be a member for participation purposes). They shall ensure that the Commission functions at all times in a completely independent manner. They shall 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.
17. Article 25(b) of the ITF Constitution provides that the ITF President shall be an ex-officio member of all Committees and Commissions without voting rights. Given the independent nature of the Ethics Commission, the President hereby waives their right to be an ex-officio member of the Ethics Commission.

Tasks and functions

18. The Ethics Commission shall undertake the following tasks and functions:
 - 18.1. maintain (in collaboration with the ITF) a register of disclosures filed by Officials 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;
 - 18.2. 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;
 - 18.3. receive reports from Officials in relation to (a) any approach or invitation received by an Official to engage in conduct that might amount to a breach of the Code, or (b) any incident, fact or matter that may indicate a potential breach of the Code;
 - 18.4. take such steps as necessary to enforce the Code (in accordance with Appendix One of the same), including (without limitation):
 - 18.4.1. receiving complaints regarding potential violations of the Code (via the Legal Secretary);
 - 18.4.2. appointing the Chair or a Member, or an independent and suitably qualified investigator, to investigate alleged violations;
 - 18.4.3. determining certain alleged violations of the Code;
 - 18.4.4. 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
 - 18.4.5. assuming conduct of any proceedings under the Ethics Code before the Independent Tribunal and/or the Court of Arbitration for Sport;
 - 18.5. provide guidance and/or advisory opinions on any potential issue related to the Code;
 - 18.6. 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;

- 18.7. 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
- 18.8. perform the duties of the Election and Eligibility Panel as noted in paragraph 16 below.
19. The Election and Eligibility Panel shall have oversight of elections and/or appointments as provided for by the Code and as follows:
- 19.1. To ensure that all candidates for election to ITF office conduct their candidate with honesty, dignity and moderation, and in compliance with the Code of Ethics and any other applicable rules and regulations;
- 19.2. 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);
- 19.3. To manage the overall candidature process and ensure that the applicable deadlines are complied with (in collaboration with the ITF);
- 19.4. To develop and maintain candidature packs containing application forms and related materials for completion by those seeking election (in collaboration with the ITF);
- 19.5. To issue 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;
- 19.6. To review all candidate applications and determine whether the candidate can stand for election according to the Constitution requirements, and (following election or appointment) monitor and where necessary adjudicate upon the continued eligibility of members of the ITF Board of Directors (including the President);
- 19.7. Following the Election AGM, to obtain information from all candidates and other relevant individuals, and prepare a report to the ITF Board of Directors regarding the electoral process and areas for improvement;
- 19.8. To handle any complaints regarding breach of the Code of Ethics, in accordance with the process designated therein; and
- 19.9. 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 panel member, or investigating potential breaches).

Meetings

20. The Ethics Commission will meet when convened by its Chair when necessary in order to do business. Each member will make every effort to attend such meetings. Only members of the Ethics Commission have the right to attend its meetings, but other individuals and external advisers may be invited by members of the Ethics Commission 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, and necessary to fulfil its responsibilities.

21. The quorum required for any decision to be reached is four members, including the Chair. Decisions shall be reached by a majority of those voting.
22. The Legal Secretary will minute the Ethics Commission's meetings.
23. The Election Panel may convene in addition to Ethics Commission meetings, and at least two of their number shall attend the Election AGM.

Confidentiality

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

Liability

25. Except in the case of bad faith or gross negligence, (a) neither the 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

26. The ITF will provide the Ethics Commission with the necessary financial resources to fulfil its functions. It will compensate members of the Ethics Commission 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

27. 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.
28. 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

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

Amendment

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

Matters not otherwise provided for

31. 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.

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.