

## FIS COUNCIL MEETING 26<sup>TH</sup> APRIL 2024 – ZURICH (SUI)

### MINUTES

#### 1. Opening of the Meeting

President Eliasch opened the meeting and welcomed the participants.

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#### 2. Members present

Johan Eliasch, FIS  
Roman Kumpost, CZE  
Aki Murasato, JPN  
Flavio Roda, ITA  
Matti Uusitalo, FIN  
Mats Arjes, SWE  
Deidra Dionne, CAN  
Alex Fiva, Athletes Representative  
Dean Gosper, AUS  
Magdalena Kast, ARG (partially)  
Urs Lehmann, SUI  
Tzeko Minev, BUL  
Patrick Ortlieb, AUT  
Anne-Chantal Pigelet, FRA  
Erik Roeste, NOR  
Enzo Smrekar, SLO  
Verena Stuffer, Athletes' Representative  
Franz Steinle, GER  
Fiona Stevens, NZL  
Patrick Toussaint, AND

Michel Vion, Secretary General, FIS

Excused:

Moses Liang-Cheng Zheng, CHN

Observers:

Aoife Keane, General Counsel, FIS  
Stephan Netzle, External Legal Counsel

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### **3. Approval of the Agenda**

The Council approved the meeting agenda.

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### **4. Minutes of the FIS Council Meeting 12<sup>th</sup> April 2024, Zurich (SUI)**

The minutes of the FIS Council Meeting on 12<sup>th</sup> April 2024 in Zurich (SUI) will be sent out after the Council Meeting of 26<sup>th</sup> April 2024 with the request to submit comments by 1<sup>st</sup> May 2024. The minutes are subject to approval at the next FIS Council meeting.

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### **5. Presidents Update**

President Eliasch mentioned that the only update he has is what the Council Members have seen in the correspondence as well as the meeting of the Centralization Working Group that took place on 17<sup>th</sup> April 2024.

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### **6. Centralisation of Media Rights**

President Eliasch stated that FIS has deliberated this topic for three years as it has been agreed with the Statute changes in 2021 and the approval of the Strategic Plan 2023 that centralisation is in the best interest of FIS, the athletes, the sport and the development of all disciplines, the smaller and bigger nations, and the only way to retake control of our destiny.

He underlined that it's not a full centralisation of media and marketing rights because the proposed MRCA covers only a pooling of broadcast rights and centralised management of the digital rights position.

Following the Media Rights Centralisation Agreement template that all FIS World Cup NSAs received in August 2023 and a broad consultation phase with all federations, FIS has taken into account all feedback and negotiated better economics for the two four-year terms of the agreement; from a guaranteed 8% and 16% increase to a 13% and 26% increase for all World Cup NSAs .

President Eliasch showed disappointment that the thorough consultation process over the past eight months did not lead to active engagement by some members of the so-called Snowflake Group although there have been huge expectations from athletes and most of the NSAs. He emphasized that FIS did everything possible towards getting the agreements done before the deadline with Infront on 30<sup>th</sup> April 2024 but that the Snowflake Group sought to reschedule a for the day of the deadline.

This is why it is now for the Council to vote on how to proceed with the Infront agreement by electronic vote per 11.4.2.3 of the FIS Statutes.

President Eliasch noted that it will be a secret vote to ensure that the voting is free from political pressure. He added that besides the vote in favour or against the Infront agreement the Council also needs to vote on changes to the ICR to enable FIS to enter into the Infront agreement. He pointed out that FIS is standing by the key commitment that was made during the discussion with the Centralisation Working Group and with the Snowflake Group which is that all World Cup NSAs that enter into the Media Rights Centralisation Agreement (MRCA) retain their ownership under the ICR. And that for those NSAs who sign up for the MRCA the ownership of the rights will remain with them for as long as their MRCA remains in full force and effect. For those NSAs that do not follow suit, FIS will have the necessary ability to perform its obligations under the Infront agreement.

The proposed resolution was displayed on the screen.

#### Council Resolution – 26 April 2024

FIS Council Members are asked to vote “yes” or “no” to the following proposal:

To provide approval to the FIS President and General Secretary to sign the Infront Framework Centralisation Agreement having a term of ten years until 2034 for and on behalf of FIS, and to take all steps necessary to implement the terms of that agreement including making the following amendments to the FIS International Competition Rules to confirm the media and marketing rights ownership under centralisation:

##### 206.3 Member National Ski Associations

Each FIS affiliated National Ski Association that organises events in its country which are included in the FIS calendars, has the authority as the retains ownership of the event advertising rights to enter into contracts for their sale provided they enter into a Media Rights Centralisation Agreement (MRCA) for so long as that MRCA remains in full force and effect. In the case of FIS World Cup competitions these rights shall be defined in the Organiser Agreement upon approval of the FIS Council and considering the National Ski Associations responsibilities. In cases where a National Ski Association organises events outside its own country these FIS Advertising rules also apply.

If an NSA does not enter into an MRCA, FIS shall exclusively be entitled to enter into any agreement concerning the advertising rights of World Cup events awarded to that NSA.

##### 208.1.2 Rights owned by the member National Ski Associations

Each FIS affiliated National Ski Association that organises events in its country which are included in the annual FIS calendars, has the authority as the retains ownership of the electronic media rights to enter into contracts for the sale of the electronic media rights on those events provided they enter into a Media Rights Centralisation Agreement (MRCA) for so long as that MRCA remains in full force and effect. In cases where a National Ski Association organises events outside its own country, these rules also apply, subject to bilateral agreement with the National Ski Association of the country where the event takes place.

If an NSA does not enter into an MRCA, FIS shall exclusively be entitled to enter into any agreement concerning the electronic media rights of World Cup events awarded to that NSA.

President Eliasch confirmed that the FIS Council has the power to approve this resolution under article 11.3.3.11 of the FIS Statutes which provides that the Council has the responsibility to decide on all matters concerning the FIS World Cup rights.

Following the signature of the Infront agreement FIS will immediately seek to find solutions with each of the World Cup hosting NSAs to enter the MRCA.

Franz Steinle said that a vote would violate governance principles under Swiss law. Good governance principles under Swiss law require that Council members are well informed and have sufficient time to prepare and take decisions on this basis. No documents or ICR drafts sent before the meeting with no time to prepare and review, no decision can take place. This requirement that documents are provided in advance of meeting also confirmed in the new draft of the Council and Executive rules, which require documents are sent with time in advance for meetings, so Council members then prepare 20 days for Council and seven days on urgent matters for Executive Committee. The change of the ICR is one of the most

important and fundamental decisions in FIS history. This cannot take place without time to prepare.

President Eliasch pointed out that all Council members were in the possession of the Infront agreement and the MRCA since August 2023 which offered more than enough time to deliberate and ask questions, specifically as all Council members were also informed about the final deadline to the sign the Infront Agreement.

Deidra Dionne said that she would like to echo Franz Steinle's point that the Council hasn't reviewed the resolution or had any input on what to vote on. The Council still has a duty of care to the member organisations.

President Eliasch made it clear that the Council has a duty to act in the best interest of FIS, and that is the vast majority of NSAs, and that failure to enter into this agreement by April 30th could have huge economic implications. He said that all World Cup NSAs had every opportunity to ask questions. Many have and FIS responded to all of them in detail.

Urs Lehmann expressed his surprise and referred to a good meeting of the Centralisation Working Group. He said that as he sees it all NSAs are in support of centralisation but some think that there are better offers out there.

President Eliasch referred to the deadline which is set by the markets. He highlighted that the Snowflake Group repeatedly claimed to have a better offer but never have produced evidence of that.

Erik Roeste mentioned that this vote is not according to good governance and disrespectful to the Council.

Secretary General Vion underlined that this vote is not a surprise for anyone giving the fact that everyone knew about the deadline. He said that FIS has worked very hard to find solutions but were confronted with the same letters from lawyers from a few countries that did not offer any way forward. At the same time he has received calls from many other NSAs asking why FIS is not going ahead. He emphasized that FIS can say to have tried everything to find an agreement with all NSAs.

Flavio Roda said that the Congress has already voted for the centralisation because it was inside the Strategic Plan and all the nations agreed that this transition is really in favour of all NSAs. The main issue now is why change the ICR.

President Eliasch pointed out that in order to sign the Infront agreement FIS needs to be able to deliver on the obligations under that agreement.

Martti Uusitalo asked if there are any liability risks for Council members.

Stephan Netzle said that the Council members have no liability towards those NSAs that proposed them for election.

Franz Steinle asked Stephan Netzle if they don't face some danger for liability when they change the ICR rules and also sign the contract although the NSAs might have contracts that are longer than 2026.

Stephan Netzle asked back if Franz Steinle is now speaking as President of the NSA or as a Council member? He pointed out that the agreement facilitates the situation of the German Ski Federation because it is with the same agency and that these individual issues that an

International Federation may face is actually the purpose of the MRCA with each World Cup NSA.

President Eliasch handed over the floor to Lumi to conduct the vote.

It was agreed that due to the fact that four Council members are heavily conflicted two results will be announced: one result with all votes counted and one result in which the votes of the four Council members are counted as abstentions.

Lumi proceeded with the vote.

Notary Edward Gardiner closed the vote and announced the results:

“I’m going to announce the result in two ways. So, the first is on the basis that those four Members who are invited to abstain are counted as abstentions and their vote is discounted accordingly. And on this basis, the proposal “yes” is passed and secondly if I announce the results that those four Members who invited to abstain are counted as votes, then the result is the same, that “yes” is the result.”

President Eliasch thanked Mr Gardiner and Lumi and said that he looks forward to continuing constructive discussions with the Centralisation Working Group as well as the NSAs to finalise the MRCAs as soon as possible.

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## **7. Congress Proposals 2024**

It was decided that FIS will send out the minutes of the last Council meeting on 12th April 2024 with recommendations for the proposals based on the discussions in the meeting.

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## **8. FIS Council and Executive Committee Rules / FIS Code of Ethical Conduct**

The Council agreed that the comments of Franz Steinle would be discussed bi-literally.

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## **8. NSA Platform**

The Council agreed to move ahead with the NSA Platform proposal from the Dutch Ski Federation.

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## **8. Any other business**

### World Championship Rules

The Council approved the amendments of the World Championship Rules which also include the integration of Para Snow Sports.

### Box measurement on race suits

The Council approved the increase of the surface from 450 to 500 for all disciplines.

### Prize Money Support LOC

The Council approved the continuation of the 20% FIS prize money support to all World Cups for the 2024/2025 season.

## **11. Next FIS Council Meeting**

The next Council meeting is scheduled for the 4th June 2024 in Reykjavik (ISL) ahead of the Congress.

## **12. Closing of the meeting**

President Eliasch closed the meeting at 15.30 hrs

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Oberhofen, 26<sup>th</sup> April 2024  
Michel Vion, Secretary General