

19th October 2018

Dear Member

### **NOTICE OF ANNUAL GENERAL MEETING**

This letter gives formal notice that the 2018 Annual General Meeting of Welsh Triathlon Ltd. will take place on Sunday 18th November 2018 at 12.00 pm at the offices of Sport Wales, Sophia Gardens, Cardiff. The formal agenda is attached. In the meantime, I am letting you know the current status of the appointment of Directors of the Company.

Directors are appointed for 3-year terms. Appendix 1 attached shows the Directors who are scheduled to retire this year, and those who are eligible and wish to put themselves forward for reappointment. It also lists those who have been appointed by the Board during the year. Any vacancies are listed in Appendix 1 of this document. Those Directors appointed to the Board during the year and those Directors up for re-election will be presented at the AGM.

At the AGM, Welsh Triathlon will be proposing a new set of Articles to reflect alignment with the Governance and Leadership Framework Wales as part of a strive towards a well governed organisation and in line with the strategy that was outlined and discussed at last year's AGM. Drivers for this change are:

- Ensure the Articles are gender nonspecific
- Competency-based recruitment of Directors
- Reinforce the Directors requirements to manage the Company
- Remove the requirement to have a Company Secretary - now a redundant requirement in Companies Law
- Reference the Codes of Sports Governance
- Clarify the recruitment of a competency-based Chair
- Review the Company objectives
- Ensure majority decisions on voting
- Remove Chairs casting vote and leave to a majority decision
- Revise the Indemnity and Insurance articles
- Remove conflict of interest sanctions and leave to individual culpability

Welsh Triathlon Ltd proposes a resolution (Appendix 2) to pass the revised Articles. If you have any queries about the changes made please do get in touch ([beverleylewis@welshtriathlon.org](mailto:beverleylewis@welshtriathlon.org) 07824145085) prior to the meeting to discuss.

The Proxy form that is attached is applicable to Members of Welsh Triathlon who are entitled to exercise voting rights in line with the existing Articles.

Welsh Triathlon will be holding children's Triathlon activity and workshops for the first time alongside the AGM, details of which are below.

#### **WELSH TRIATHLON CYMRU**

C/O Sport Wales,  
Sophia Gardens,  
Cardiff,  
CF11 9SW

Tel: 0300 300 3128  
Web: [www.welshtriathlon.org](http://www.welshtriathlon.org)  
Email: [admin@welshtriathlon.org](mailto:admin@welshtriathlon.org)

#### OTHER EVENTS FOR THE DAY

a. The Development Coach of the National Triathlon Performance Centre Wales will be taking children through a Skills School Session running in parallel with the AGM if parents would like to bring their children along (aged between 8- 16 years).

b. The Staff and Directors of Welsh Triathlon invite you to attend a series of short half hour workshops (more information on the website to follow) after the AGM:

1. Skills School and the Performance Pathway
2. Club Clinic - GDPR. Committee/Safeguarding etc
3. Age Group Racing - Can I race for GB?
4. Introduction to Event Organising

Refreshments will be served throughout the afternoon.

We are looking forward to seeing as many of you as possible at the AGM. In the event that you are unable to make it, don't lose your vote, please nominate someone else to vote on your behalf using the Proxy Form enclosed.



Yours sincerely  
Jon Blakemore  
Director of Finance and Company Secretary

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## Appendix 1

### Directors of Welsh Triathlon appointed

Paul Tanner	Chairman	Appointed January 2016 post AGM, 3 year appointment, ending January 2019,
Jon Blakemore	Director of Finance	Appointed March 2015, 3 year appointment, ending March 2018
Marc Jenkins	Director for Performance	Appointed January 2017, 3 year appointment ending January 2020
Tom Roberts	Director for Rules and Technical	Appointed March 2013 re-appointed 2015, for 3 year term, ending March 2018 (final term)
Vacancy	Director for External Affairs (and current WT nomination on British Triathlon Federation Board)	Current Director Mike Battersby is stepping down from the Welsh Triathlon Board.
Llyr Roberts	Director for Governance	Appointed August 2015, 3 year appointment, ending 2018
Tom Overton	Director for Development	Appointed May 2014, 3 year appointment, ending 2017, reappointed for final term ending May 2020
Mike Tate	Director for Safeguarding	Appointed March 2018, 3 year appointment ending March 2021
Vacancy	Director for Business and Commerce	Due to Directors's resignation in October 2018
Beverley Lewis	Executive Officer	Appointed 2015, ongoing due to nature of office

#### Note:

Up for re-election Jon Blakemore

Up for re-election Llyr Roberts

End of Term standing down - Tom Roberts Director of Rules and Tech

Presented to Board Mike Tate - Director for Safeguarding, Equality and Diversity

Owen Rodgers Director for Business and Commercial resigned from the Board in October 2018

Mike Battersby Director for External Affairs is stepping down from the Board, he has advised he will remain until a new WT nomination on the BTF board is appointed

## Appendix 2

### Resolutions for Welsh Triathlon Limited CO. No 7205079

The Board proposes the following changes to the Articles of The Welsh Triathlon Limited.

#### Special Resolution No.1

The acceptance of the complete substitution of the Articles of Association of Welsh Triathlon Ltd to reflect the requirements and guidance of the Governance and Leadership Framework Wales and The Principles of Good Governance UK 2017.

**Welsh Triathlon AGM  
Taff Suite 1 Sport Wales  
18<sup>th</sup> November 2018**

**AGENDA**

1. Welcome from Chairman
2. Appointment of Directors
3. Apologies for Absence
4. Approval Minutes of the 2017 AGM
5. Special Resolutions
6. British Triathlon Update
7. Director's Annual Report for 2017/2018
8. Presentation of Annual Awards 2017/2018
9. Accounts & Finance Director's Report
10. Open Forum

12:00 till 13:30 Skills School (Age 8 to 16 years)

14:00 to 16:00 Workshops

1. Skills School and the Performance Pathway
2. Club Clinic - GDPR. Committee/Safeguarding etc.
3. Age Group Racing - Can I race for GB?
4. Introduction to Event Organising

Refreshments will be served throughout the afternoon in Taff Suite 2

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WELSH TRIATHLON LTD

PROXY FORM - ANNUAL GENERAL MEETING

18th NOVEMBER 2018

I hereby appoint\* .....to vote on my behalf

at the Annual General Meeting on Sunday 18<sup>th</sup> November 2018

Name of Member

.....

Address of Member

.....  
.....  
.....  
.....

Email of Member

.....

Signed .....

Date .....

\* In accordance with the Company Articles of Association

Please return to: Welsh Triathlon Ltd., c/o Sport Wales, Sophia Gardens, Cardiff, CF11 9SW  
on or before **Wednesday 14th November 2018**

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## Appendix 3

### Role Description for each position on the Board of Directors of Welsh Triathlon Ltd.

**Position:** Board Director of Welsh Triathlon Ltd

**Responsible to:** The Members of Welsh Triathlon Ltd

#### **General Responsibilities:**

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#### Fiduciary Duties

1. To act in accordance with the Company's constitution, and to use powers only for the purposes for which they were conferred;
2. to promote the success of the Company for the benefit of its members;
3. to exercise independent judgment;
4. to exercise reasonable care, skill and diligence;
5. to avoid conflicts of interest;
6. not to accept benefits from third parties;
7. to declare to the Company's other directors any interest a director has in a proposed transaction or arrangement with the Company, this is a new duty of disclosure.

#### Directors' Obligations

8. In particular the Director shall:
  - 8.1. attend all Board meetings called during the year unless prevented by exceptional circumstances;
  - 8.2. act as a member of such Committees of the Board as the Board shall decide, attending all meetings unless prevented by exceptional circumstances;

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- 8.3. place on the agenda for meetings of the Board or Committees any matters relating to the Company's business which the Director considers should be discussed including but not limited to the matters stated to be decided by or referred to the Board.

#### Board Obligations

#### 9. The Director will:

- 9.1. ensure that the decisions of the Board are fully, promptly and properly carried out;
- 9.2. challenge and contribute to the development of strategy constructively, specifying key outcomes and resources available, and monitor progress of the Company in implementing the strategy;
- 9.3. scrutinise the performance of executive staff in meeting agreed goals and objectives and monitor the reporting of performance;
- 9.4. satisfy themselves that the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- 8.4. ensure that they are consulted upon and the Board decides the appointment, dismissal and remuneration of senior staff;
- 9.5. ensure that they are consulted upon and receives adequate information in a timely fashion about the finances, proposed strategy plans and activities which would have a Material Effect on the Company;
- 9.6. ensure that they fully understand:
  - the business of the Company and its services;
  - the sport and territories in which the Company operates;
  - the roles of staff in the Company;
  - the Company's organisation, structure and methods of working;
- 9.7. ensure that they understand the views of Welsh Triathlon Members, major funding partners and sponsors;
- 9.8. insist on a comprehensive, formal and tailored induction;

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- 9.9. seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant;
- 9.10. ensure that any concerns which cannot be resolved about the running of the Company or a proposed action are recorded in the Board minutes; on resignation provide a written statement to the Chair, for circulation to the Board, with regard to any such concerns.

### Personal Obligations

10. The Director will:

- 10.1. ensure that they comply with all their obligations as a Director required by law, the Company's Memorandum and Articles of Association, decisions of the Council approved in a general meeting;
- 10.2. obtain independent professional advice at the Company's expense should they consider that this is required in order to enable them to discharge their duties as a Director provided that they first obtain the permission (not to be unreasonably withheld) of the Chair who shall promptly report such request to the Board;
- 10.3. disclose immediately any personal interest in any activity of the Company and take no further part in any Board or committee discussion of the matter;
- 10.4. accept such outside appointments as shall be agreed by the Board:
  - to be compatible with the Company's demands on the Director's time, and
  - not to be detrimental to the interests of the Company.

### Additional Portfolio Responsibilities

This will be added for each role.

### Person specification

Applicants for the position of Welsh Triathlon Board Director should meet the following personal specifications.

**Key skills, experience and qualifications required:**

- Experience as a Director, Trustee or Committee Member in either a commercial, voluntary or public sector context;
- Established reputation as a leader and strategic thinker in either a commercial, voluntary or public sector context;
- Significant experience of operating at a senior level in a strategic capacity;
- A sound working knowledge of the sport and the public and private sectors;
- Ability in partnership working and relationship management;
- Able to build and maintain strong, transparent relationships with key stakeholders;
- Strong intellect and analytical ability; innovative thinker and ability to focus on the issues to be dealt with;
- Strong decision making skills that allow informed decisions to be made on a variety of matters.

**Behavioural competencies and qualities required:**

- Strategic perspective, vision and ability to work positively within a team;
- Drive and commitment and the ability to demonstrate this to others;
- Strong interpersonal, communication and negotiation skills and the ability to develop effective, sustainable partnerships;
- Selflessness, integrity, objectivity, accountability, openness, honesty and leadership (Nolan Principles);
- A commitment to the sport and organisation;
- Dynamic, enthusiastic and energetic;
- Resilience and ability to make things happen;
- A willingness to devote the necessary time and effort;
- A willingness to be an ambassador for the organisation and the sport;

**Specific Portfolio Skills, Experience and Qualifications**

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As required for each specific role