

7th October 2021

Dear Member,

NOTICE OF ANNUAL GENERAL MEETING

This letter gives formal notice that the 2021 Annual General Meeting of Welsh Triathlon Ltd. will take place on Tuesday 9th November 2021 at 7.00 pm, virtually by Zoom, from 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, it also lists those who have been appointed by the Board during the year. Those Directors appointed to the Board during the year will be presented at the AGM.

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

We are looking forward to seeing as many of you as possible at the AGM.



Yours sincerely
Iwan Roberts
Director of Finance

WELSH TRIATHLON CYMRU

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

Tel: 0300 300 3128
Web: www.welshtriathlon.org
Email: admin@welshtriathlon.org

Appendix 1

Directors of Welsh Triathlon appointed

Professor Martin Kitchener	Chairman	Appointed to the Board September 9 th September 2020, 3-year appointment ending September 2023.
Beverley Lewis	Executive Officer	Appointed 11 th March 2015, ongoing due to nature of office.
Claire Lane	Director Portfolio in discussion	Appointed 13 March 2019, 3-year appointment ending April 2022.
Parul Patel	Director Portfolio in Discussion	Appointed 13 th March 2019, 3-year appointment ending 2022.
Bethan Mitchell	Director of Safeguarding	Appointed to the Board 9 th April 2020, 3-year appointment ending April 2023.
Luke Organ	Director for Business and Commerce	Appointed 13 th March 2019, 3-year appointment ending April 2022.
James Leavesley	Director of Age Group	Appointed 27 th March 2020, 3-year appointment ending March 2023.
Greg Garner	Director of Performance	Appointed 9 th April 2020, 3-year appointment ending April 2023.
Iwan Roberts	Director of Finance	Appointed 10 th March 2021, 3-year appointment ending April 2024.
Kirsty Morgan	Director of Communications	Appointed 8 th September 2021, 3-year appointment ending April 2024.
Simon Maguire	Director of Governance	Appointed 8 th September 2021, 3-year appointment ending April 2024.

Note:

Retired from the Board March 2021 Jon Blackmore - Director of Finance
Retired from the Board August 2021 Llyr Roberts - Director of Governance

Resigned from the Board September 2021 Kate Evans - Director of Communications

Presented to the Board: Kirsty Morgan, Simon Maguire, Iwan Roberts

Welsh Triathlon AGM

Sport Wales, Sophia Gardens, Cardiff - Virtual Zoom

<https://us02web.zoom.us/j/88348077041?pwd=a2tNNnY3Ly85NzZNNDBLdGtYdytldz09>

19:00pm

9th November 2021

AGENDA

1. Welcome from Chairman
2. Appointment of Directors
3. Apologies for Absence
4. Approval Minutes of the 2020 AGM
5. Special Resolutions (none)
6. Director's Annual Report
7. Finance Directors Report 2020/2021
8. Open Forum

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WELSH TRIATHLON LTD

PROXY FORM - ANNUAL GENERAL MEETING

9th NOVEMBER 2021

I hereby appoint*to vote on my behalf

at the Annual General Meeting on Tuesday 9th November 2021

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 **Friday 29th October 2021**

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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

Responsibilities:

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 the 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;
- 9.5. ensure that they are consulted upon and the Board decides the appointment, dismissal, and remuneration of senior staff;
- 9.6. 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;
- 9.7. 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;
- 9.8. ensure that they understand the views of Welsh Triathlon Members, major funding partners, and sponsors;
- 9.9. insist on a comprehensive, formal, and tailored induction;

- 9.10. seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant;
- 9.11. 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.

Behavioral 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;

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