



FRIDAY



RM

24/01/2020
COMPANIES HOUSE

#78

COMPANY NUMBER: 2995438

MINUTES OF BRITISH TRIATHLON FEDERATION ANNUAL GENERAL MEETING HELD ON
THURSDAY 12TH DECEMBER 2019 AT 17:00 AT MICHAEL PEARSON EAST, 1 OAKWOOD DRIVE,
LOUGHBOROUGH, LE11 3QF

Present:

British Triathlon

Mary Hardwick*, Chair
Greg Warnecke*
Andy Salmon*, Chief Executive Officer
Ian Howard TD, Senior International Post Holder

Staff

Anne Vinestock

Triathlon England

Bill James*¹

Triathlon Scotland

Gavin Calder¹

Welsh Triathlon

Paul Tanner*¹
Beverley Lewis

Apologies

Richard Ashton*
Dougie Cameron*
Nicola Dick*
Sara Heath*
Helen Jenkins*
Amar Melwani*
Neil Saunders*

¹ Voting Member

*BTF Board Member

Item	
1	<p>Welcome</p> <p>The Chair welcomed everyone to the AGM.</p> <p>It was noted that the minutes of the 2018 BTF AGM had been previously approved.</p>
2	<p>Apologies for Absence</p> <p>Apologies were noted.</p>
3	<p>Statement of Accounts 2018/19</p> <p>The 2018/19 audited accounts had been previously distributed and were duly noted.</p>
4	<p>BTF Annual Report 2018/19</p> <p>The Annual Report had been previously distributed and is available on the BTF website. IH advised that it had been very positively received by the ITU Board and noted a query from the USA representative regarding the way in which diversity statistics are published. It was agreed and noted that it is entirely appropriate that diversity statistics are published in this way.</p> <p>The Chair and GW wished to record their appreciation for the high quality of the report.</p>
5	<p>Resolutions</p> <p>The Chair confirmed that each member had received the resolutions proposed by the BTF Board and took each in turn.</p> <p><u>Special Resolution No 1:</u></p> <p>In respect of Clause 2, delete the existing definition of “Independent Director” and replace with a definition that is compliant with ‘A Code for Sports Governance’:</p> <p>Delete:</p> <p>“Independent Director” means an individual appointed from time to time pursuant to these Articles to serve on the Board in an independent capacity and who does not hold any other office, position or appointment within the Federation or any of the National Associations and who is not affiliated with the Federation in any other capacity (save as a Member and/or competitor in Triathlon events). Any question of the “independence” of any individual for these purposes shall be determined by the Board in their absolute discretion;</p> <p>And replace with:</p> <p>“Independent Director” means a person who is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be ‘independent’ even if they are a member of the organisation and/or play the sport. Examples of a ‘close connection’ include:</p>

- a) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;
- b) they are or have within the last four years been an employee of the organisation; or
- c) they have close family ties with any of the organisation's directors or senior employees.

Outcome: unanimously approved.

Special Resolution No 2:

In respect of Clause 9, add a sentence to clarify that Patrons shall not attend Board meetings:

9. Patrons shall be those persons who, in the opinion of the Board, warrant recognition for their services to Triathlon and are nominated as Patrons of the Federation by a resolution of the Board. The term of office for a Patron shall be life except where the Patron is removed from office by a resolution of the Members in General Meeting, or where the Patron resigns his or her position. A Patron shall not attend board meetings.

Outcome: unanimously approved.

Special Resolution No 3:

In respect of Clause 11, a) specify that the Board shall consist of no more than 12 Directors, b) delete references to four specific portfolios and replace with four additional independent directors, c) add a fourth bullet point to the list of responsibilities of the SID, as specified in the Code for Sports Governance, and d) delete the existing sentence regarding co-option and replace it with a code-compliant sentence.

Subject to the provisions of these Articles the Board shall consist of a maximum ~~at least~~ of twelve Directors comprising the following positions:

- Chair
- Chief Executive Officer
- Director - Triathlon England Representative
- Director - Triathlon Scotland Representative
- Director - Welsh Triathlon Representative
- Director - International Athlete Representative
- Director - Age Group Teams Portfolio
- ~~Director - Major & National Events Portfolio~~
- Independent Director - Finance Portfolio
- Four additional Independent Directors with portfolios determined by the Board
- ~~Independent Director - Business Strategy Portfolio~~
- ~~Independent Director - Communications & Marketing Portfolio~~
- ~~Independent Director - Commercial Portfolio~~

(the final seven Directors in the above list shall be referred to in these Articles as 'the Portfolio Directors').

The Board must appoint one of the independent directors to be the Senior Independent Director. The responsibilities of the Senior Independent Director will include:

- providing a sounding board for the Chair;
- serving as an intermediary for other directors where necessary; and
- acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate.
- Leading on the process to appraise the chair's performance.

~~The Board shall be entitled to co-opt additional Directors on such terms as they shall see fit, providing that the number of such co-opted Directors shall not exceed one.~~

In exceptional circumstances, the board shall be entitled to co-opt an additional director to serve for a maximum of 12 months if this is necessary to ensure the board has the skills and/or experience necessary to fulfil its role.

Outcome: unanimously approved.

Special Resolution No 4:

In respect of Clause 19, amend the wording to be compliant with A code for Sports Governance:

19. The Nominations' Committee for all other positions shall comprise of the Chair and at least two independent Directors and one Home Nation Representative, provided that at all times, the Committee shall consist of a majority of Independent Directors.

The Nominations Committee will be responsible for gathering a suitable Interview Panel which shall consist of a majority of Independent Directors. ~~ensuring the required level of independent board member representation.~~

Outcome: unanimously approved.

Special Resolution No 5:

In respect of Clause 45, delete references to specific committees

45. The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary for the effective conduct of the affairs of the Federation, ~~including (but not limited to) the following committees:~~

- ~~International Postholders' Committee;~~
- ~~Age Group Team Committee; and~~
- ~~National & International Events Committee;~~

Outcome: unanimously approved.

	<p><u>Special Resolution No 6:</u></p> <p>In respect of Clause 46, delete reference to the Chair and replace with Senior International Post Holder:</p> <p>46. These committees and sub-committees will be chaired by the Director appointed to hold a portfolio in that area of activity or in the case of the ITU International Postholder's Committee by the ChairSenior International Post Holder. Each committee will consist of no less than four and no more than eight members. At least one member from each of the National Associations must be in membership of each committee. Where a committee or sub-committee consists of four members, at least one shall be female and one shall be male. Where a committee consists of more than four, at least two members shall be male and two female. Subject as aforesaid, such committees shall consist of such members as the Board may think it desirable to appoint or may be elected or appointed in accordance with regulations made by the Board taking into account the position, qualifications and experience of any such person or persons and the purpose or purposes for which any such committee has been appointed or established.</p> <p>Outcome: unanimously approved.</p>
6	<p>AOB</p> <p>There was no other business and the meeting closed with a vote of thanks to the Chair and to the Executive Team.</p>