



# TRIATHLON ENGLAND

## RESOLUTIONS for Triathlon England

The Board proposes the following changes to the TE Regulations at the upcoming Triathlon England AGM on the 9<sup>th</sup> November 2019.

References to 'A Code for Sports Governance' relate to a Code established by UK Sport and Sport England. British Triathlon and Triathlon England are required to comply with this code. A copy of the Code may be found here: <https://www.uk sport.gov.uk/resources/governance-code>

### Special Resolution No 1:

In respect of Regulation 19, amend the term of office for the Council President to two (2) years and clarify that a President may serve up to a maximum of two terms:

19. The Council shall elect a President from within its membership at the first Council Meeting following each Annual General Meeting and his or her appointment will be deemed to commence forthwith upon the close of the meeting at which the election takes place. The President will serve **for a term of two years, provided** ~~until the end of the first Council Meeting following the next Annual General Meeting. The incumbent Present may be elected as President for the following year only if~~ **that** he or she has been selected to act as a continuing Council member by a Regional Committee ~~following his or her initial term of office~~. Following two successive terms, a President shall be ineligible to serve again as President until there has been an opportunity for another person to serve a full ~~one~~ **two**-year term as President.

### Special Resolution No 2:

In respect of Regulation 39, composition of the TE Management Board, to increase the number of directors from nine to ten and add the CEO to the Management Board:

39. Subject to the provisions of these Regulations, the TE Management Board shall consist of ~~nine~~ **ten** TE Directors (not including Co- Opted Directors), of whom only those Directors with Regional Portfolios may be Council Members, comprising the following positions:

- Chair
- **CEO**
- Director North Regional Portfolio (North East, North West, Yorkshire, East Midlands)
- Director West Regional Portfolio (South Central, West Midlands, South West)
- Director East Regional Portfolio (South East, Eastern, London)
- Director - Events & Participation
- Director - Talent Development
- Independent Director - Finance
- Independent Director - Business Strategy
- Independent Director - Marcomms and Membership
- Any other Directors that may be co-opted in accordance with 42 below

### Special Resolution No 3:

In respect of Regulation 39, composition of the TE Management Board, to remove references to specific portfolio's for 'Events & Participation', 'Talent Development', Business Strategy' and 'Marcomms and Membership' so that the TEMB can recruit Directors with skill sets that meet the current needs of the organisation:

40. Subject to the provisions of these Regulations, the TE Management Board shall consist of ~~nine~~ **ten** TE Directors (not including Co- Opted Directors), of whom only those Directors with Regional Portfolios may be Council Members, comprising the following positions:

- Chair
- **CEO**
- Director North Regional Portfolio (North East, North West, Yorkshire, East Midlands)
- Director West Regional Portfolio (South Central, West Midlands, South West)
- Director East Regional Portfolio (South East, Eastern, London)
- ~~Director – Events & Participation~~
- ~~Director – Talent Development~~
- **Two Non-Executive Directors**
- Independent Director - Finance
- **Two Independent Non-Executive Directors**
- ~~Independent Director – Business Strategy~~
- ~~Independent Director – Marcomms and Membership~~
- Any other Directors that may be co-opted in accordance with 42 below

### Special Resolution No 4:

In respect of Regulation 39, add one additional bullet point to the list of responsibilities of the Senior Independent Director:

The TE Management 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.**

### Special Resolution No 5:

In respect of Regulation 42, delete the final sentence in order to be compliant with clause 2.5 of 'A Code for Sports Governance':

42. In exceptional circumstances the TE Management Board shall be entitled to co-opt up to 2 (two) additional Directors on the recommendation of the Nomination Committee on such terms as the TE Management Board shall decide. The period which a co-opted Director will serve will be decided by the TE Management Board and will normally not exceed one year. ~~and the maximum term that may be decided on by the TE Management Board will be four years.~~

### Special Resolution No 6:

In respect of regulation 48, delete the previous definition of ‘Independent Director’ and replace it with a definition that is compliant with ‘A Code for Sports Governance’:

Delete:

~~48. In order to be appointed to the TE Management Board as an Independent Director, a person must~~

~~be free from any close connection to Triathlon England or the Federation and would be regarded as independent from the perspective of an outsider. Being a member of Triathlon England or being a participant in activities governed by Triathlon England or the Federation will not automatically prevent a person from being viewed as independent. A person will cease to be eligible to hold a position as an Independent Director on the TE Management Board if they become closely connected to Triathlon England or the Federation due to circumstances that are separate from their role on the TE Management Board.~~

And replace with:

48. In order to be appointed to the TE Management Board as an Independent Director, a person must **meet the following definition:**

**“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:**

- 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;**
- a) they are or have within the last four years been an employee of the organisation; or**
- b) they have close family ties with any of the organisation’s directors or senior employees.**

### Special Resolution No 7:

In respect of Regulation 64, delete reference to specific sub-committees so that the TEMB is free to establish sub-committees as needed to meet business needs:

64. The TE Management 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 Triathlon England., ~~including (but not limited to) the following committees:~~

- ~~• Events, Rules and Technical Committee;~~
- ~~• Membership Services Committee;~~
- ~~• Team England Selection and Management Committee~~