



MINUTES OF BRITISH TRIATHLON ANNUAL GENERAL MEETING HELD ON SATURDAY 6th OCTOBER 2018
AT 15:00 - 15:45 AT MICHAEL PEARSON EAST, 1 OAKWOOD DRIVE, LOUGHBOROUGH, LE11 3QF

Present:

British Triathlon

Ian Howard TD*, President
Mary Hardwick*, Director - Business
Nicola Dick*, Director Age-Group Teams
Mike Battersby*, Welsh Triathlon Representative
Andy Salmon*, Chief Executive Officer
Craig Stewart*, Director - Finance

Triathlon England

Bill James¹
1 Triathlon England Member

Triathlon Scotland

Dougie Cameron¹

Welsh Triathlon

Beverley Lewis¹

Staff

Mhairi Billington (minutes)
Kay Simnett

Apologies

Clare Cunningham, International Athlete Representative
Sara Heath, Director - Marketing & Communications
Amar Melwani, Director - Commercial
Greg Warnecke, Director - Major Events

¹ Voting Member

*BTF Board Member

Item	Minutes
1	<p>Introduction and welcome remarks from the President British Triathlon</p> <p>The President welcomed everyone to the AGM.</p> <p>Minutes of the 2017 Annual General Meeting held on 11th November 2017 were approved with 100% acceptance.</p>
2	<p>Financial Update</p> <p>A financial update was given by Craig Stewart, Independent Non-Executive Director Finance.</p> <ul style="list-style-type: none"> ➤ An overview was given of the 2017/18 financial year. Turnover was £9.3m which is up £1.4m from £7.9m in the previous year. However, the deficit for the year before taxation amounted to £87.9k (compared to a surplus in 2017 of £31.7k) ➤ Combined reserves were down from £1,010,594 to £920,672 <p>The auditors were unanimously reappointed according to section 485 of the Companies Act.</p> <p>BTF has VAT and Reserves reviews underway and an audit tender process will commence shortly, for 2020 onwards.</p> <p>No questions were received on the financial figures.</p>
3	<p>Resolution Voting</p> <p>Kay Simnett outlined the resolutions below:</p> <p><u>Special Resolution No 1:</u></p> <p style="padding-left: 40px;">In respect of Article 12;</p> <p style="padding-left: 80px;">Remove wording below;</p> <p style="padding-left: 40px;">“Those Directors representing the National Associations shall be nominated by their respective Associations, such nomination to be a competency-based appointment. If a National Association representative Director is no longer the selected representative of their National Association such decision is to be notified by the Chair of the National Association concerned in writing to the President of the Federation and they shall be required to resign from their Director role.”</p> <p style="padding-left: 80px;">Replace with the following revised wording below;</p> <p style="padding-left: 40px;">“Each National Association Board will from time to time nominate one individual to be a Director of the Federation and may from time to time and on more than one occasion remove and replace any such person appointed by them. Any nomination or removal pursuant to this article 12 shall be made by notice in writing to the Federation. Such notice must be left at or sent by post to the registered office of the Federation and the appointment or removal (as the case may be) shall take effect on the date specified in the notice.”</p> <ul style="list-style-type: none"> • The appointment of a National Association Director will follow the following process; <ul style="list-style-type: none"> • National Associations, in making their nominations to the Federation Board, will have regard to the skills required of Federation’s Directors. • The Federation’s Nominations Committee will identify the skills required on the Board and person specifications and role descriptions for Directors and communicate this to each National Association.

- The National Associations will have regard to the role description and person specification, in making their nominations.
- The National Association will confirm its nomination for appointment by the Federation.
- A National Association Director must be appointed with the approval of a simple majority (50+%) of the National Association Directors.
- Each National Association Director will serve for a term of four years and may serve for a maximum consecutive term of eight years, unless the Director serves as chair in which case the Director may serve for one additional term of four years (i.e. 12 years in total).
- Within the final six months of the first term of office of any National Association Director, the Board may resolve that the said Director continues in office without any further nomination.
- If any Home Nations Director is removed pursuant to section 168 CA2006 or otherwise (for example, for breach of the British Triathlon code of conduct or on the resolution of the Board under article 50), that Director may not be nominated for appointment by the National Association or the Nominations Committee for a period of 5 years.

Three 'yes' votes - resolution carried.

Special Resolution No 2:

Article 50 shall be deleted and replaced with the following:

50.1 Any Director may be removed from office upon a resolution of not less than 75% of the Board.

50.2 Any resolution of the Board to remove a Director must be circulated in writing to all the Directors 21 days before the date scheduled for the meeting to consider such resolution.

50.3 Any Director threatened with removal under this article shall be entitled to make representations to the other Directors prior to them voting on the resolution, and that the Chair may (in his absolute discretion) set the form and timetable of such representations to enable efficient proceedings

Three 'yes' votes - resolution carried.

Special Resolution No 3:

Insert additional paragraph to Article 21:

“The Nominations’ Committee must seek to build a diverse and inclusive Board and shall use their best endeavours to ensure diversity is achieved.”

Three 'yes' votes - resolution carried.

Special Resolution No 4:

Replace the term ‘President’ with ‘Chair’ throughout the full Articles of Association and delete the following from Article 10

“(also referred to as the Chair)”

Three 'yes' votes - resolution carried.

	<p><u>Special Resolution No 5:</u></p> <p>Insert the following definitions to Article 2:</p> <p>“ETU” means the European Triathlon Union being the European federation for the sport of Triathlon and “ITU” means the International Triathlon Union being the international federation for the sport of Triathlon.</p> <p>Three ‘yes’ votes - resolution carried.</p>
4	<p>Any other business</p> <p>A question had previously been raised by a Triathlon England member to its Board re drafting vs non-drafting events. As the issue relates to BTF age group teams it was agreed that the Age Group Committee would draft a response and this response would be outlined at the Triathlon England AGM.</p> <p>It was agreed to review the timing of the BTF AGM for 2019 taking into consideration Home Nation AGM’s and to put the date and venue of the 2019 AGM on the BTF website as soon as confirmed.</p>
5	<p>Concluding Remarks</p> <p>The President thanked everyone for attending the meeting. The meeting finished at 15.45.</p>