



**TRIATHLON
ENGLAND**

TRIATHLON ENGLAND AGM MINUTES

**Saturday 14
November 2020**



MINUTES OF THE TRIATHLON ENGLAND ANNUAL GENERAL MEETING HELD VIRTUALLY ON SATURDAY 14 NOVEMBER 2020 AT 15:30

Present

Triathlon England BOARD

Debbie Clarke (Chair)
Duncan Hough
Tracey Sample
Halima Khan
Sally Lockyer
Louise McFadzean
Sarah Taylor Hough
Avi Tillu
Kevin Currell
Steve Watmough
Andy Salmon (CEO)

Triathlon England COUNCIL

Jamie Gordon (Council President)
Jane Wild
Ronnie Parker
Christopher Hall
Claire Jenkinson
Lee Mathison
Richard Mostyn Jones
Lee Wallhead

British Triathlon BOARD

Bill James (Chair)

Staff (non-voting):

Adam Gunby	Mike Cavendish	Emma Hadley
Matt Macken	Helen Marney	Jade Holmes
Jenny Vincent	Ben Bright	Verity Miles
Amy Crow	Gemma Field	Marc Scott
Linda Haywood	Gareth Barker	Anna Smith-Clare
Peter Pain	Mel Caumont	Nikesh Vaghela

Members:

Richard	Masling	Karl	Grainger	Simon	Price-Jones
Colin	Amaral	Lawrence	Green	Sean	Purcell
Robert	Baddeley	Richard	Harper	Debby	Rae
Michael	Barnett	Paul	Hedger	Izzy	Rayner
Michelle	Baylis	Jill	Hewitt-Gray	Charlotte	Reynolds
Anne	Bennett	Megan	Higgins	Lindsay	Rodgers
Dave	Berry	Karen	Hilton	Jenny	Romeo
Sarah	Bezuidenhout	Simon	Hoppe	Karen	Rothery
Craig	Boggon	Lucy	Hurn	Emma	Sansome
Stephen	Boswell	Jay	Jennings	Elizabeth	Scott
Victoria	Bovill-Lamb	Hilary	Johnson	Margaret	Sills
Catherine	Bowles	Gesine	Junker	Ian	Simon
Nick	Brackenbury	Gra	Kay	Nichola	Smith
Judith	Brand	Gemma	Korff	Peter	Stawowski
Lorraine	Brooks	Lynne	Lauder	Elaine	Stroud
Jacqui	Burke	Jem	Lawson	Bex	Stubbings
Steve	Butler	Richard	Leonard	Kate	Taylor

Steven	Clark	Audrey	Livingston	Andy	Teagle
Sarah	Coope	John	Lunt	Rosa	Teagle
Debbie	Coyle	Andy	McAnally	Paul	Twose
Dick	Donovan	Mike	McCabe	Rob	Waite
Claire	Duguid	Dan	Middleton	Dick	Watling
Craig	Dyce	Jane	Moore	Tony	Webber
Mark	Eidem	Ina	Morris	Zoe	Weiler
Adam	Elderfield	Ian	Mostyn	Sam	Weller
Heidi	Elliott	Beth	Murphy	Mark	White
Pauline	Foot	Di	Murray	Paul	Whitehurst
Susie	Foster	Scott	Murray	Aly	Whyatt
Mark	Fraser	Pete	Nash	Kelly	Wickens
Paul	Gardner	Nick	Newell	Tim	Williams
Carl	Gittus	Martin	Oakhill	Emma	Williams
John	Glen	Kate	Offord	Howard	Williams
Jan	Goble	Steve	Paley	Paul	Williams
Mick	Gould	Ben	Park		
Charlotte	Gowers	Karen	Parnell		

Minutes

1. Welcome and Chair's Report

- i. Debbie Clarke, Chair of Triathlon England, welcomed everyone to the AGM and provided an overview of 2020 and the many challenges of responding to the global pandemic. She extended her sincere thanks to the clubs, coaches, volunteers, members and event organisers who had worked so hard and been so supportive of efforts to enable people to return to activity and events during the summer.

2. Triathlon England Council President's Report

- i. The Triathlon England Council President presented his review of the year and reflections on what 2020 looked like for different groups within the organisation and the sport from grassroots participation across the country.

3. Financial Report

- i. Louise McFadzean, Independent Non-Executive Director of Triathlon England presented the 2019/20 annual accounts and reported a very positive year financially. A surplus of £139,000 was reported against a budget surplus of £12,000. Further progress had been made in growing independent (non-public) revenue from 49% to 53% and reserves had been restored to a healthy level.
- ii. She advised that British Triathlon had also reported a significant turnaround in financial performance and that this would be highly significant and beneficial as we navigate through the global pandemic.
- iii. Looking ahead to the current financial year, the current forecast was to produce a deficit of £245,000 against the original budget of a £46,000 surplus. This was entirely attributable to Covid-19 and specifically to a loss of event permitting, membership and coach education revenue.

4. Equality, Diversity and Inclusion Report
 - i. Halima Khan, Independent Non-Executive Director for Diversity and Inclusion of Triathlon England shared progress made across a number of characteristics over the past two years and the work that remains to be done to make the sport more inclusive.

5. Meet the Triathlon England Management Board
 - i. The Triathlon England Management Board has collective responsibility for the management, direction and performance of the sport, and provides leadership within a framework of prudent and effective controls. The Directors of the Board are selected on the criteria of proven skill and ability in their particular field of endeavour and a diversity of outlook and experience which directly benefits the operation of the Board as the custodian of the sport.
 - ii. A pre-recorded video was shared, introducing all board members.

6. Other updates
 - i. A series of slides were shown which updated members on various areas of Triathlon England activities and strategies, including talent pathways, workforce, 2020 initiatives and the organisation's technology strategy.

7. 2019 AGM Minutes
 - i. The chair confirmed that no comments had been received and so the minutes of the 2019 AGM would be taken as approved.

8. Voting and Resolutions
 - i. In accordance with the Triathlon England Regulations, three Special Resolutions had been published with Triathlon England members able to vote in advance of the meeting. The chair provided an overview to each resolution and informed the meeting as to the outcome of the votes cast.

Resolutions voted on ahead of Triathlon England AGM

Below are the three resolutions that were voted on in 2020 along with the results of the vote. Marked in red and with a strikethrough is what was in the existing constitution that is proposed to be removed, with the green text the proposed replacements that were voted on.

These resolutions to make changes to the Triathlon England Constitution were put before members of Triathlon England in advance of the AGM to vote on online.

Resolutions 1 and 2 were passed by members of Triathlon England, whilst resolution number 3 was not. In regard to resolution 3, the Triathlon England Chair, Debbie Clarke, explained that the TEMB still felt this was an important resolution to consider in the future so would welcome member's thoughts on why they did not vote in favour so that due consideration could be given to how to amend such a resolution. Anyone who would like to share their thoughts is welcomed to contact either Debbie (debbieclarke@triathlonengland.org) or the Triathlon England Council President, Jamie Gordon (jamiogordon@triathlonengland.org).

Special Resolution No 1:

In respect of Regulation 39, remove the reference to ‘ten’ TE Directors and replace with ‘up to twelve’ to allow the Board to consist of up to twelve Directors and remain compliant with ‘A Code for Sports Governance’. In addition, increase the number of ‘Non-Executive Directors’ from ‘two’ to ‘up to three’ and increase the number of ‘Independent Non-Executive Directors’ from ‘two’ to ‘up to three’:

39. Subject to the provisions of these Regulations, the TE Management Board shall consist of ~~ten~~ **up to twelve** 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)
- **Up to three** ~~Two~~ Non-Executive Directors
- Independent Director - Finance
- **Up to three** ~~Two~~ Independent Non-Executive Directors
- Any other Directors that may be co-opted in accordance with 42 below

Votes cast in favour: 88.8%
Votes cast against: 9.5%
Abstentions: 1.7%

The resolution was passed.

Special Resolution No 2:

In respect of Regulation 79, delete the penultimate sentence. The TEMB can not envisage a scenario where it would wish to deny Members that are clubs a vote at an AGM:

79. The TE Management Board may adopt (and subsequently amend, suspend or terminate) a procedure (the “Procedure”) for voting by online means on resolutions that are proposed for General Meetings. The Procedure must be made available to Members on the Triathlon England website before Members are given notice of a General Meeting in respect of which procedure is to be used. In the event of any inconsistency between the Procedures and the rules governing procedures and timescales specified in Regulations 80, 84, 85, 92, 93 and 101, the Procedure will take precedence in respect of resolutions proposed for General Meetings while the Procedure is in operation. In respect of resolutions to amend these Regulations, the Procedure must require that the resolution must be supported by at least 75% of the votes cast and that the period from (i) when details of the resolutions (and information on the process for voting) are made available to Members; to (ii) the date on which online voting closes, must be at least 21 days. ~~For the avoidance of doubt, the Procedure will not have to allow Members that are clubs the opportunity to vote.~~ The Procedure may make provision for voting by other means in addition to online voting (for example, in person at the relevant General Meeting).

Votes cast in favour: 85.3%
Votes cast against: 9.5%
Abstentions: 5.2%

The resolution was passed.

Special resolution No 3:

Irrespective of Special Resolution No 1, and in respect of Regulations 39, 40, 41 and 45, make amendments to enable Council to appoint three Directors, irrespective of which region those Directors might reside within, as follows:

39. Subject to the provisions of these Regulations, the TE Management Board shall consist of up to twelve TE Directors (not including Co-Opted Directors), of whom only those Directors appointed by the Council with Regional Portfolios may be Council Members, comprising the following positions:
- Chair
 - CEO
 - Three Directors, appointed by the Council
 - ~~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)~~
40. Appointment of the three Council-appointed Regional TE Directors will take place through a competence-based process with candidates being chosen by the Council members of the relevant regions and, if approved by the Nomination Committee, appointed by the TE Management Board. ~~If the Nomination Committee is not able to recommend a candidate it will consult with the Council to identify a suitable alternative candidate from the other Council members of the relevant Regions (or, if necessary, from amongst the other Council members).~~ All other TE Directors, save in the case of the co-opted Directors, if any, will be appointed by the TE Management Board on the recommendation of the Nomination Committee following a formal, rigorous, transparent and, in the cases of at least the Chair and the Independent Directors, open process that is competence based and is conducted in accordance with Triathlon England's recruitment policy and the provisions of this Regulation 40 and Regulation 44. Each Director shall be selected according to his or her ability, experience and expertise to fulfil the specific role on the TE Management Board identified by the title of the position.
41. The Nomination Committee shall consist of the three Independent members of the TE Management Board, the Chair and one of the three Council-appointed Regional Portfolio Directors (who shall be selected by the Council). The Nomination Committee's terms of reference shall be determined by the TE Management Board and must be consistent with these Regulations. The Nomination Committee's responsibilities will include setting the process by which candidates will be short-listed and interviewed. The Nomination Committee may include individuals who are not members of the committee (such as Council members) in interview panels. Regulations 64 to 68 do not apply to the Nomination Committee.

On the recommendation of the Nomination Committee, the Board may appoint one additional Director to be a member of the Nomination Committee if that director has been appointed as a co-opted Director under Regulation 42 and that Director would have qualified to be appointed as an Independent Director under the test contained in Regulation 48.

45. The tenure of Directors will be limited in the following ways:

- Directors (other than the TE Council-appointed Regional Directors) shall be appointed for a period of four years from the announcement of their appointment by the TE Management Board but shall be eligible for reappointment at the end of his or her respective term of office subject to a maximum of two consecutive terms;
- The Chair shall be eligible for reappointment at the end of his or her term of office subject to the same limit of two consecutive terms except that one previous term served on the TE Management Board in another role may be disregarded for this purpose;
- The Council-appointed Regional TE Directors shall be appointed for a period of two years from the announcement of their appointment by the TE Management Board but shall be eligible for reappointment at the end of his or her respective term of office, subject to an overall maximum of four terms of two years.
- In exceptional circumstances the tenure of any Director may be extended by the TE Management Board on the recommendation of the Nomination Committee for a period of up to one year.
- The number of terms that a Director may serve on the TE Management Board will be calculated so that any terms served on the board of directors of the Federation will be counted as if they were served on the TE Management Board (except that the periods served on both boards simultaneously shall not be counted twice).

For the purposes of the limits on reappointment of TE Management Board Directors set out in this Regulation, all previous terms that an individual has served on the TE Management Board or the board of the Federation will be disregarded after a period of four years has passed since that person was last a member of the TE Management Board of the board of directors of the Federation.

Votes cast in favour: 69.8%
Votes cast against: 29.3%
Abstentions: 0.9%

The resolution was not passed.

9. Questions

10. Close of AGM by the Triathlon England Council President Jamie Gordon



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