

11th October 2019

Dear Member

NOTICE OF ANNUAL GENERAL MEETING

This letter gives formal notice that the 2019 Annual General Meeting of Welsh Triathlon Ltd. will take place on Saturday 9th November 2019 at 11.00 am at 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, and those who are eligible and wish to put themselves forward for reappointment. It also lists those who have been appointed by the Board during the year. Any vacancies are listed in Appendix 1 of this document. Those Directors appointed to the Board during the year and those Directors up for re-election will be presented at the AGM.

The Proxy form that is attached is applicable 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
Jon Blakemore
Director of Finance and Company Secretary

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

Paul Tanner	Chairman	Appointed January 2016 post AGM, 3 year appointment, ending January 2019, Up for re-election for a further 3 years (representation on BTF Board of Directors)
Jon Blakemore	Director of Finance	Appointed March 2015, 3 year appointment, ending March 2018, appointed for further 3 years ending March 2021
Marc Jenkins	Director for Performance	Appointed January 2017, 3 year appointment ending January 2020.
Sarah Williams	Director for Equality and Diversity	Appointed April 2019, 3 year appointment ending April 2022
Claire Lane	Director Portfolio TBC	Appointed April 2019, 3 year appointment ending April 2022
Llyr Roberts	Director for Governance	Appointed August 2015, 3 year appointment, ending 2018, Further 3 year appointment ending 2021
Parul Patel	Director Portfolio TBC	Appointed March 2019, 3 year appointment ending 2022
Tom Overton	Director for Development	Appointed May 2014, 3 year appointment, ending 2017, reappointed for final term ending May 2020 Will be retiring May 2020
Mike Tate	Director for Safeguarding	Appointed March 2018, 3 year appointment ending March 2021 Resigned September 2019
Vacancy	Director of Safeguarding	Recruitment underway
Luke Organ	Director for Business and Commerce	Appointed April 2019, 3 year appointment ending April 2022
Beverley Lewis	Executive Officer	Appointed 2015, ongoing due to nature of office

Note:

Up for re-election Marc Jenkins January 2020, Board recommend further term

Resigned from the Board Mike Tate - Director for Safeguarding, Equality and Diversity

Presented to the Board Sarah Williams, Parul Patel, Claire Lane and Luke Organ

**Welsh Triathlon AGM
Sport Wales
11:00am
9th November 2019**

AGENDA

1. Welcome from Chairman
2. Appointment of Directors
3. Apologies for Absence
4. Approval Minutes of the 2018 AGM
5. Special Resolutions (none)
6. British Triathlon Update
7. Director's Annual Report for 2018/2019
8. Presentation of Annual Awards 2018/2019
9. Accounts & Finance Director's Report
10. Open Forum

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WELSH TRIATHLON LTD

PROXY FORM - ANNUAL GENERAL MEETING

9th NOVEMBER 2019

I hereby appoint*to vote on my behalf

at the Annual General Meeting on Sunday 9th November 2019

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 25th October 2019**

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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

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

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

Additional Portfolio Responsibilities

This will be added for each role.

Person specification

Applicants for the position of Welsh Triathlon Board Director should meet the following personal specifications.

Key skills, experience and qualifications required:

- Experience as a Director, Trustee or Committee Member in either a commercial, voluntary or public sector context;
- Established reputation as a leader and strategic thinker in either a commercial, voluntary or public sector context;
- Significant experience of operating at a senior level in a strategic capacity;
- A sound working knowledge of the sport and the public and private sectors;
- Ability in partnership working and relationship management;
- Able to build and maintain strong, transparent relationships with key stakeholders;
- Strong intellect and analytical ability; innovative thinker and ability to focus on the issues to be dealt with;
- Strong decision making skills that allow informed decisions to be made on a variety of matters.

Behavioural 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;

Specific Portfolio Skills, Experience and Qualifications

As required for each specific role