



## **Role Description**

### **Board of Directors of Welsh Triathlon Ltd.**

**Position:** Director of Governance

**Responsible to:** The Members of Welsh Triathlon Ltd

### **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;
  - 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 the 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;
- 9.5. ensure that they are consulted upon and the Board decides the appointment, dismissal, and remuneration of senior staff;
- 9.6. 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;
- 9.7. 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;
- 9.8. ensure that they understand the views of Welsh Triathlon Members, major funding partners, and sponsors;
- 9.9. insist on a comprehensive, formal, and tailored induction;
- 9.10. seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant;
- 9.11. 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

### **Governance**

### 11. The Director will:

- 11.1. in the absence of the Chair carry out the responsibilities to the Board stated in the Job Description for the Chair;
- 11.2. Develop a governance policy "umbrella", consistent with the Governance and Leadership Framework Wales, that ensures the Company complies with all legal and regulatory requirements and statements of best practice and conducts its business in a transparent manner at all times;
- 11.3. provide advice to the Company's executive staff responsible for governance matters;
- 11.4. report to the Board annually on the effectiveness of Board procedures taking account of the views of individual directors.
- 11.5. Support the HR functions of the organisation



**Key skills, experience, and qualifications required:**

**Behavioral 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

- Knowledge of governance in sport and understanding and awareness of the requirements of good governance
- Methodical and analytical approach