



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

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 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 him/herself that the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- 8.4. ensure that s/he is consulted upon and the Board decides the appointment, dismissal and remuneration of senior staff;
- 9.5. ensure that s/he is 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 s/he fully understands:
 - 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 s/he understands the views of Welsh Triathlon Members, major funding partners and sponsors;
- 9.8. insist on a comprehensive, formal and tailored induction;
- 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 s/he complies with all his/her 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 s/he consider that this is required in order to enable him/her to discharge her/his duties as a Director provided that s/he first obtains 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 Voluntary Code of Good Governance for the Sport and Recreation Sector, 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.

Key skills, experience and qualifications required:

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

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