



RESOLUTIONS for Triathlon England

The Board proposes the following changes to the TE Regulations at the upcoming Triathlon England AGM on the 14th November 2020.

References to 'A Code for Sports Governance' relate to a Code established by UK Sport and Sport England. British Triathlon and Triathlon England are required to comply with this code. A copy of the Code may be found here: <https://www.ukssport.gov.uk/resources/governance-code>

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

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).

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 or the board of directors of the Federation.

Ends.