



TE GOVERNANCE HANDBOOK

1. Introduction

The purpose of this handbook is to provide a single resource on the TE website through which all aspects of TE's governance structure can be accessed. This is achieved through a combination of narrative and links to other documents, all of which are available on the TE or BTF websites.

The best overall summary, which should be a starting point for understanding TE governance is the "Summary of Triathlon England/BTF Governance Structure".

However, the core source document, which forms the basis on which TE acts as the governing body of triathlon in England is the TE Regulations. This is our equivalent of a company's Articles of Association and sets out in detail how our governance structure operates and in particular how TE is accountable to TE members (both individual members and affiliated clubs). These regulations cannot be amended other than by a resolution of TE's members so that the power of the membership is locked into governance structures.

The Annual TE timetable is not a formal governance document but acts as a quick reference guide to how the annual governance cycle pans out through the year.

Supporting documents:

- [Summary of Triathlon England/BTF Governance Structure](#)
- [TE Regulations](#)
- [Annual TE timetable](#)
- [Annual Budget timetable](#)

2. Interaction with BTF

Given that TE is formally structured as a division of the BTF, there is only one legal entity called "The British Triathlon Federation" and which is a limited liability company. This company encompasses both TE and British Triathlon, with the BTF Board being the board of directors of that company.

However, for governance purposes, TE and British Triathlon are separated out. The TEMB is specifically given the power to manage TE (within budgets agreed by the BTF Board) and the BTF Board has a general power of management, which covers British Triathlon activities.

These powers are set out in the Articles of Association of the BTF, which also give direct effect to the TE Regulations. This means that the BTF Board as well as the TEMB must

respect the terms of the TE Regulations, which can only be changed by TE members at a TE General Meeting (although BTF Board approval is also required to any change).

The Memorandum of Association of the BTF also ensures the primacy of the Home Nation Associations by stating that the BTF may only operate in any of the Home Nations with the consent of the relevant Home Nation Association (this clarification is needed because the constitutional remits of the BTF and the Home Nation Associations are so broadly drafted that they overlap significantly).

As a matter of practice, the BTF Board and the TEMB have agreed to use staff on a joint basis in order to discharge their respective management responsibilities. In effect, both boards have delegated the day to day management to the staff while retaining the role of setting policy and monitoring performance etc. The only overlap between the staff and the two boards is the BTF CEO, who leads the staff and also sits on the BTF Board.

The practicalities of how the joint staff operates are addressed in a Collaboration Agreement agreed by the BTF Board and the TEMB. This addresses issues such as lines of reporting and accountability, budgeting process, reserves policy and dispute resolution. In particular, in order to avoid both boards having responsibility of the same issues, HR issues and office administration are supervised primarily by the BTF Board.

Where a staff member (including the BTF CEO) takes any action in respect of TE business, they are taking that action under the authority granted by the TEMB under the Collaboration Agreement and the lines of accountability for that action lead directly to the TEMB.

TE has a representative on the BTF Board (to date this has always been the TE Chair). TE's representative is the main liaison point between the BTF and the TEMB, although TEMB portfolio directors will have direct contact with their counterparts on the BTF Board and/or the relevant staff members. The TE representative reports to and is accountable to the TEMB in respect of this role.

TE is also directly represented on certain BTF Committees, normally by a TEMB director. These representatives also report to and are accountable to the TEMB in respect of these roles. The Home Nation Associations have agreed to some of these committees having authority to decide matters that would otherwise fall within the remit of each of the Home Nation Associations separately.

Supporting documents:

- BTF Memorandum and Articles of Association
- Collaboration Agreement
- Terms of Reference of BTF Committees on which TE represented (Events, Age Group Teams, Technical)

3. TEMB

The TEMB is responsible for:

- Establishing policy for the sport in England
- Setting one year operational plans and four year strategic plans
- Setting annual [and four-year] budgets
- Measuring performance against policy, strategy and budgets
- Establishing working groups and committees
- Representing the interests of triathlon nationally

The TEMB is governed by Regulations 39-63, which include detail on the appointment of the TE Chair and other TEMB directors, the powers of the TEMB and calling of a conduct/voting at TEMB meetings.

If a TEMB director is unable to attend a TEMB Meeting, that director cannot appoint a proxy/alternate to attend and vote at the meeting.

Where possible, the TEMB should be informed through written, rather than oral, reports. This ensures that the limited time available in TEMB meetings is available for informed discussion on the issues to be determined and also ensures that Council members have the opportunity to give input to the Board representative on the issues to be discussed prior to the relevant TEMB meeting. This input is important as it prevents unexpected challenges by the Council to policy decisions that have already been made by the TEMB.

While un-minuted/informal TEMB discussions will take place from time to time, decisions of the TEMB should be reached through meetings (whether in person or by telephone etc.), the minutes of which are published on the TE website as required by the TE Regulations. Where decisions are reached outside of minuted meetings (i.e. in writing/by email), these should be noted in the minutes of the next TEMB meeting.

The performance of all TEMB directors is appraised each year, the results of which are reported to the TE Council - details of this process are contained in the "Procedures of TE Council" document.

The TE Regulations grant decision making powers to the TEMB as a whole and not directly to individual TEMB directors. The "Authority of TEMB directors" document sets out in more detail where TEMB directors have delegated authority from the TEMB to take decisions on behalf of the TEMB.

The TEMB may set up committees or sub-committees in accordance with Regulations 64-68. The remit of each committee is set by the TEMB, which may delegate decision-making authority to the committees.

When the Chair is unavailable then if necessary and appropriate a nominated Director may stand in for the Chair but will inform the Chair and TEMB on any instances where this situation has occurred.

Supporting documents:

- Authority of TEMB directors - (Currently in consultation phase)
- Terms of Reference of TE Committee(s) (Events Rules & Technical)

4. TE Council

The Council is made up of a representative from each of the 10 Regional Committees plus the non-voting President. In most cases the representative of the Chair of the Regional Committee but in some cases this is a separately elected Regional Committee member.

The President organises and chairs Council meetings and is the main point of contact for the TE Chair in respect of Council business.

The Council meets at least 3 times a year, usually on the morning before the corresponding TEMB meeting in the afternoon. Council meetings are usually attended by the TE Chair and one or more staff members. A Council member who is unable to attend a meeting may send

a representative to participate and vote in the meeting (this is normally be a member of the same regional committee but that is not a requirement).

The Council is responsible for:

- Appointment and removal of TEMB directors
- Approving annual budgets/business plans and four year strategic plans
- Receiving reports from the TEMB and its committees
- Supervision of the TEMB generally and holding it accountable to TE members

The TEMB may also specifically consult the Council on major decisions and matters that it knows will be of particular interest (such as issues affecting the Regions and clubs) as well as changes to the business or strategic plans already approved by the Council.

The Council's role is to guide and supervise the TEMB - it does not have the power simply to substitute its own decision for that of the TEMB.

If a Council Member is unable to attend a Council Meeting, that Council Member can appoint a proxy to attend and vote at the meeting (usually another member of the same Regional Committee).

The Council is governed by Regulations 17-38, which include detail on the appointment of the President and calling of and conduct/voting at Council meetings.

The Council should be copied in on all papers circulated to TEMB members (including the agenda of all meetings). Exceptions can be made in cases of sensitive information (such as personnel issues) but these should be the subject of consultation between the Chair and the President, who may ask to see the material concerned in order to make an informed decision on whether the omission is justified. This ensures that Council members are familiar with business being discussed by the TEMB and have the opportunity to give input via their representatives on the TEMB. The Council should also be copied in on TEMB minutes when they are published on the website.

While un-minuted/informal Council discussions will take place from time to time, decisions of the Council should be reached through Council meetings (whether in person or by telephone etc.), the minutes of which are published on the TE website. Where decisions are reached outside of minuted meetings (i.e. in writing/by email), these should be noted in the minutes of the next Council meeting.

Council minutes are published on the TE website.

The Council has agreed some additional procedures to supplement the TE Regulations in order to efficiently discharge its responsibilities. These are recorded in the "Procedures of TE Council" document. [NB document to make clear that Council can decide to amend the document at any time]

Supporting document:

- Procedures of TE Council - (Currently in consultation phase)

5. TE Regional Committees

The ten TE Regional Committees each have a constitution approved by the TEMB, which comply with the requirements of Regulations 69-77. These committees form an essential

part of the chain of accountability form the TEMB back to TE members and are each accountable to and appointed by TE members in each region. The “Regional Committee functions” document explains this in more detail.

One of the core functions of these committees relates to the Regional Academies. The “Regional Academies summary” document explains funding and the interaction between TE, the Regional Academy Head Coaches and the Regional Committees.

Supporting documents:

- [Regional Committee functions](#)

6. Annual business planning and budgeting process

[the process/schedule will be agreed shortly and inserted as a link to the supporting document]

It is very important that the budgeting process is complete and the TE budget approved by the BTF Board before 1st April in each year. If this stage is not reached, then the TEMB cannot continue to be responsible for management of TE through the operation of the Collaboration Agreement (because it only has authority to manage TE within budgets agreed by the BTF Board). If such a circumstance arose then it is likely that a temporary arrangement would be agreed with the BTF Board, allowing the TEMB to continue in its role but if that does not happen then the BTF Board’s general power of management under the BTF Articles of Association (which is normally displaced by the TEMB’s specific power to manage TE) would be the only basis on which TE’s affairs could be managed. However, the BTF Board is under a fiduciary duty only to use its power of veto over TE’s budget for the purpose for which it was granted, which is to ensure that the BTF’s overall financial position as a corporate entity is not undermined by a financially irresponsible budget.

7 AGM/General Meetings

General meetings and, in particular, the Annual General Meeting (held in November or December) give members a platform through which to raise issues without the need to go through the less direct route of their Regional Committees and the Council.

The process and time limits for giving notice of meetings and for members to submit business to be conducted at these meetings etc. are covered in Regulations 78-84. Communications to members about these meetings should remind members of their right to submit business for the meetings and the procedure and time limits for doing so.

General Meetings and the AGM are conducted in accordance with Regulations 85-93. Members are requested to sign in before each meeting so that their membership details can be verified (a voting card being issued to each member). As affiliated clubs are voting members of TE, their representatives can cast votes at these meetings. The “Club voting guidelines” give more detail on how this is handled in practice to ensure that only vote is cast for each club etc.

The TEMB has to present an income and expenditure account and balance sheet and reports to the members at the AGM. This is covered by Regulations 98-100 (including timescales). It should be remembered that although in practice very few members attend the AGM, the circulation of the annual report and accounts to members is a valuable opportunity to communicate with TE members.

There are special procedures for resolutions to change the TE Regulations (both on the votes needed and the length of notice that has to be given), which are contained in Regulations 101 and 102. These resolutions are normally proposed by either the TEMB or the Council depending on the subject matter, but such matters are normally dealt by consensus between the TEMB and the Council.

Notices of meetings etc. can be given to members in a variety of ways set out in Regulations 103-107. Due to potential difficulties in relying on postal or email communications, posting the notices/information on the TE website should always be used as a back-up (so that either the information or a link to it is visible on the homepage from the time that notice is given to the time of the meetings itself).

TE members are also entitled to attend and speak at the BTF AGM. The TEMB should ensure that details of that meeting are circulated in advance to all TE members (unless that BTF has communicated them separately).

Supporting document:

- [Club voting guidelines](#)