

WELSH ATHLETICS LTD

ANNUAL GENERAL MEETING

Annual General Meeting held at the Metropole Hotel, Llandrindod Wells on Saturday 29 October 2016.

Present:

Members of Welsh Athletics Ltd

Lynette Harries	President / Director / Life Member
John Collins	Vice President / Life Member
Carol Anthony	Chair of Board of Directors
Matt Newman	Chief Executive Officer of Board of Directors
Ron Odunaiya	Director
David Roberts	Director
Alan Currie	Life Member / Neath Harriers / West Wales RAC
Hedydd Davies	Life Member / Carmarthen Harriers
Barrie Owen	Life Member
Clive Williams	Life Member
David Alun Williams	Life Member
John Penny	South Wales Regional Athletics Council
Joyce Tomala	East Wales Regional Athletics Council
Fred Malkin	Barry & Vale Harriers
Dean Turner	Blaenau Gwent Athletics
Jacqueline Brace	Bridgend AC
Graham Webb	Cardiff AAC
Crispin Backshall	Colwyn Bay
Mary Jones	Cwmbran Harriers
Denise Harris	Deeside AC
Arwel Lewis	Eryri Harriers
Peter Barnes	Meirionnydd RC
Hilary Goodger	Newport Harriers
Elizabeth Rowland	Pembrokeshire Harriers
Sarah Smith	Rhayader RC
Ruth Powell	Rhymney Valley
Richard Marks	Sarn Helen
Ian Griffiths	Swansea Harriers
Dave Edwards	Wrexham AAC

Also present:

Sue Alvey	
Tony Balmont	
C Bly ?	Blaenau Gwent AC
Linda Cushing	Rhymney Valley AC
Dic Evans	Cardiff AAC
Ken Goodger	Newport Harriers
Judith Gooding	
Bernard Harris	Deeside Harriers
Steve Jones	Neath Harriers
Sue Leyshon	Swansea Harriers
Wynford Leyshon	Swansea Harriers
John Lister	Cardiff AAC
Jeff Marsden	
Pete Morris	Service Awards Panel
Ann Owen	Swansea Harriers
Bernie Plain	Cardiff AAC
Nigel Rowland	Pembrokeshire Harriers
Rhiannon L-Payne	Welsh Athletics staff member
Scott Simpson	Head of Coaching and Performance
James Williams	Head of Operations
Brenda Currie	Minute secretary

Before the start of the meeting, Chair of WA Ltd (CA) presented David Alun Williams with his Life Time Achievement Award. Following on from the decision made at last year's AGM, Recognition Awards were presented to those Life Members who had stated they would like to receive their awards at the AGM: Alan Currie, Lynette Harries MBE, Barrie Owen MBE, Clive Williams and David Alun Williams. The remaining Life Members (Ivor Adams, John Collins, Hedydd Davies MBE and Jan Evans Nugent) have requested to receive their awards at other events.

1 President's Welcome

- 1.1 President (LH) welcomed members to the WA Ltd AGM. She stressed there was a need for the sport to be focussed in the coming year, with volunteers and professional staff working together to move the sport forward.
- 1.2 A minute's silence was observed for those who had passed away since the last AGM – John Disley CBE, Dave Hawthorn, Bob Ivory, Oggie Lewis, Ossie Morgan, Mike Shannon and Lynn Wallace.

2 Apologies for absence

2.1	Angharad Mair	Director
	Christian Malcolm	Director
	Keith Matthews	South Wales Regional Athletics Council
	Ian Joslin	Darth Coastal Runners

3 Minutes of 2015 AGM

3.1 The minutes were unanimously accepted as an accurate record.

4 Matters Arising

4.14.6 The list of Awards recipients in the Annual Report is still not accurate.

4.17.4 Hugh James Solicitors have approved the matter.

7.83 It was noted that £28,000 had been received in Licence Fees.

Action: Report on Licence Fees received to be sent to the Regional Athletics Councils.

Action: Names of Nominators and Seconders for positions to be listed on the Agenda.

5 Appointment of Scrutineers

5.1 Steve Jones and Sue Leyshon, both non vote holders, were appointed scrutineers.

6 Report of the Board of Directors

6.1 Favourable comments were made about the Annual Report, especially the professional production.

6.2 It was noted that not enough copies were available for the meeting.

6.3 The Report of the Board of Directors was accepted unanimously.

7 Financial Report and Audit Report

7.1 The accounts had been prepared by O'Brien & Partners, Chartered Accountants.

7.2 A full audit was carried out in accordance with the decision approved at last year's AGM.

7.3 This is the ninth year of operation for WA Ltd and the best ever figures have been presented. The turnover of £1.44m is the highest ever and the surplus of £77K is good. It was noted that core activities are generating surplus income. Increase in UKA and Sport Wales Lottery funding was confirmed but Sport Wales exchequer funding is subject to cuts. Run4Wales generates additional funds for grassroots athletics.

7.4 Accounts show a healthy reserve with funds ring fenced. £65K earmarked for investment projects. £55K allocated to Welsh Schools from Run4Wales.

- 7.5 Question from John Lister (Cardiff AAC) regarding surplus from Run 4Wales. The CEO (MN) stated there had been financial challenges with organising the IAAF Half Marathon, but at least £146K is available and there may be more as Run4Wales has a different financial year and accounts are not yet ready.
Action: Funds to be earmarked for club modernisation.
- 7.6 Question from John Lister (Cardiff AAC) re annual registration fees. This scheme is generating a healthy income but it is the clubs who are working hard to make it work and they should be compensated. He raised the question whether clubs should receive a proportion of fees collected.
- 7.7 Question from Wynford Leyshon (Swansea H) re who makes the decision on the distribution of funds to clubs and grassroots activities. It was noted that the Board makes the decisions. Comment was also made on the highly successful Endurance Courses and question raised whether the same model could be used for Track and Field. Scott Simpson (Head of Coaching and Development) stated that a different model and strategy would be needed for track and field. There was a need to develop models for each branch of the sport.
- 7.8 Question from Clive Williams (Life Member) re large difference in expenditure on International Preparation and Training in the last two years. Scott Simpson stated that the fourth year of a Commonwealth Games cycle entails extra expenses and monies are being held back for anticipated extra costs next year in the run up to the Gold Coast Commonwealth Games.
- 7.9 Question from Mary Jones (Cwmbran) re staffing levels and costs. It was noted that the accounts this year show a breakdown of staffing costs and that staffing levels vary with the Commonwealth Games cycle.
- 7.10 Question from Pete Morris re allocation of Network Officers for each School Region and lack of replacement for Glamorgan Valleys region. It was noted that at the moment this brief has been included in work of the relevant Club Network Officer.
- 7.11 **The Financial Report and the Audit Report were approved and accepted.**

8 General Council

- 8.1 Chair of General Council (LH) re-emphasised that General Council is the operational arm of WA Ltd.
- 8.2 During the last year a proactive approach has been implemented. Adopting a workshop style activity, areas of concern have been identified and discussed. Resulting papers are concise and constructive with information being distributed to the Board and Head of Operations. Areas

under discussion were status of Welsh Championships, International Competition and mentoring of officials.

- 8.3 Various speakers attended General Council in order to keep members up to date with developments.
- 8.4 The General Council report, with thanks to the Secretary Joyce Tomala and members, was accepted unanimously.

9 Appointment of Accountants

- 9.1 It was agreed to continue with O'Brien & Partners. It was noted that they are also used by Welsh Schools and Run4Wales.

10 Appointment of Patrons

- 10.1 Lynn Davies CBE and the Right Honourable Rhodri Morgan were appointed as Patrons of the company.

11 Appointment of Directors to the Board

- 11.1 It was noted that the Board has a strategic function.
- 11.2 Director Steve Perks was stepping down and he was thanked for his contribution.
- 11.3 Dr Nicky Lewis, Christian Malcolm (re-election) and Bernie Plain MBE were elected en bloc for a period of three years.

12 Election of President and Vice Presidents

- 12.1 There are no appointments for 2017.

The items of ordinary business were suspended after item 12 in order to address item 17.1 from items of special business, as it may impact item 13.

- 17.1 From Governance Sub Group: To receive and consider recommendations to amend the Byelaws
 - 17.11 An independent Governance Review had been carried out and the recommendations have been accepted by the Board. The Governance Sub Group has proposed changes to the Byelaws some of which are included in the review report.
 - 17.12 Alan Currie presented the proposed changes. Many of the changes were purely procedural, but he did highlight the proposals which would make a significant change to current practice. These included the right of Directors to attend meetings of General Council and athletics committees, regions to be allowed two representatives on General Council, confirming that the nominated deputy to the Chair of General Council will not have the right to vote when attending Board meetings, no individual may hold more

than two officer positions in regional councils, those holding officer positions in regional councils or committees may serve a maximum term equivalent to six years, proposed merger of cross country and road running into one committee, proposed merger of mountain running and trail running into one committee, the introduction of a selection panel for endurance committees and confirmation that officials committee has split into endurance and track and field.

17.13 Questions were raised about the amount of notice given to enable different parties to discuss the issues involved. It was pointed out that the relevant documentation was included with the agenda circulation which was sent to all designated members but it did not appear on the website. However Road Shows were held with all four regions and the endurance committees to discuss the implications of the Governance Review report.

17.14 **The proposals were accepted, 39 for and 15 against and one abstention.**

The meeting returned to items of ordinary business

13 To consider nominations for the following positions

13.1 Chair of General Council. After a closed ballot, Sue Alvey was appointed to the position for a period of two years.

13.2 Secretary of General Council: Lyn Cushing appointed for a period of two years.

13.3 Secretaries of the following Athletics Committees

13.31 Track and Field Judith Gooding

13.32 Cross Country Sharon Leech

13.33 Mountain Running Arwel Lewis

13.34 Road Running Paul Brooks

13.35 Trail Running Matt Ward

13.36 Track and Field Officials Jeff Marsden

13.37 Endurance Officials John Chidlow

The accepted mergers of the endurance committees will take effect from next year's AGM. As a consequence it was decided that, for reasons of consistency, the above Athletics Committees secretaries will be elected for a one year period and elections at next year's AGM will revert to the usual two year term.

All were elected en bloc for a period of one year with the exception of the Secretary of Track and Field Officials. It was noted that since the publication of the Agenda, Jeff Marsden has been appointed to the UK Peer Group and was standing down as secretary due to possible conflict of interests. John Elward would act as temporary secretary.

Action: General Council to appoint Track and Field Officials Secretary

- 13.4 To confirm the following Task Group Coordinators
 - 13.41 Coaching and Performance Task Group Martin Bell appointed
 - 13.42 Athletics Networks Chris Moss appointed
 - 13.43 Query raised by Secretary of GC (JT) re appointment of coordinator for Athletics Networks, as to whether meetings are held as no minutes are submitted to General Council.

14 Consideration of the report of the Service Awards Panel

- 14.1 Nominations for Meritorious Award
 - 14.11 From Cardiff AAC: Arwyn Davies, Bernie Plain
 - 14.12 From Cardiff & Vale Glamorgan Schools: Rob Glaves
 - 14.13 From Neath Harriers: Phil Lewis
 - 14.14 From Newport Harriers: Jenny Cook, Stephen Leach, Darryn McAtee, Keith Powell, Jean Rogers
 - 14.15 South Wales Region: Phil Cook, Darran Williams
 - 14.16 From Swansea Harriers: Marilyn Davies, Christine McCoubrey, Ann Owen
 - 14.17 Mary Davies (Talgarth)
- 14.2 Nominations for Award of Honour
 - 14.21 Derek Crowder (Official)
 - 14.22 Arthur Davies (Official)
 - 14.23 Kath Elias (Cardiff AAC/Welsh Schools)
 - 14.24 Gordon Johnson (Official)
 - 14.25 Rose Johnson (Official)
 - 14.26 Steve Perks (Carmarthen H)
 - 14.27 Rhys Williams (Cardiff AAC – athlete)
- 14.3 All nominations were accepted
- 14.4 It was noted there were no nominations from Mid or North Wales.
- 14.5 Awards Panel wished to thank the President (LH) for the efficient and prompt manner in which she contacted recipients last year.
- 14.6 Meeting thanked Pete Morris for presenting the report on behalf of the Awards Panel and, as he is standing down, thanked him for his work on this panel over the years.
- 14.7 It was noted that the item of appointments to the Awards Panel was omitted from the Agenda.

Action: Matter deferred to the next meeting of Panel with Chair (CA) in attendance.

15 Appointment of Delegates to organisations on which the Company is entitled to be represented

- 15.1 Delegate to the Commonwealth Games Council for Wales Executive Committee – Scott Simpson
- 15.2 Delegates (3) to the Commonwealth Games Council
Carol Anthony, Matt Newman, Scott Simpson
- 15.3 Delegate to the Welsh Sports Association
James Williams
- 15.4 Approved en bloc

16 Determination of Annual Registration and Affiliation Fees (2017/2018)

- 16.1 It was noted that the agenda stated 2016/2017 instead of 2017/2018.
- 16.2 To continue with the current athlete registration fee. Approved.
- 16.3 To continue with the current club affiliation fee. Approved.
- 16.4 Request from John Lister (Cardiff) that part of income be repaid to clubs.

Items of Special Business

17 Notices of Motion

17.2 From Cardiff AAC: Articles of Association to be amended by insertion of new Article 10.2 (4) – At least three of the non-executive directors shall have been involved at a senior level in the management and/or organisation of the clubs of which they are members for at least four consecutive years up to the dates of their election.

17.21 As above but change 'at least three' to 'at least two'

17.22 Discussion of above motions followed. Some felt the Board should reflect the grassroots of the sport and it was noted that England Athletics have elected one club director. WA Ltd follows procedures laid down in the document 'Governance and Leadership Framework of Wales' which sets out good practice. The Board is responsible for strategy and needs a mix of independent directors offering different skills. General Council is the operational arm of the organisation and includes representation from the Regional Athletics Councils so clubs should make more use of their Regional Council.

17.23 Motion 17.2 was defeated 24/31 and motion 17.21 was defeated 24/33.

17.3 From Alan Currie: That, at all Welsh National Championships meetings, the first three athletes who meet the prevailing Welsh

eligibility criteria be awarded medals (gold, silver, bronze) irrespective of what positions they occupy in their events.

17.31 It was noted that this is the practice at the moment but during the summer there had been talk of awarding the medals to the first three finishers in the track and field championships, whether they were Welsh qualified or not.

17.32 Discussion took place. Some felt it was important to award medals to the Welsh athletes and to have consistency over all branches of the sport. Others felt it was not right to award medals to those who did not finish in the first three plus it could restrict committees in their development.

17.33 **Motion was approved.**

17.4 Five Motions from South Wales Regional Athletics Council

17.41 To approve procedural changes to the Byelaws re whole of Caerphilly County Borough now becoming part of East Wales region. Approved.

17.42 To instruct Head of Performance to prepare and publish on the website by 31 December 2016 a report on the 2014 Commonwealth Games, detailing the successes, disappointments and lessons learned but omitting items of confidential information.

It was noted that a full report had been presented to the Board, but clubs had not received any information. It was felt it was important to give feedback. Approved.

17.43 Amendment to Article 6.3 re information about the AGM.

It was noted that AGM information is sent to designated members only, as per rules of the company. Meeting felt that information should be open to all and that full details of all the documentation should be available on the website. It was felt that these were communication matters which did not necessarily require Articles to be altered.

17.44 Amendment to Articles 9, 10 and 22 re proceedings at meetings of the Board.

Issues regarding availability of minutes of all groups.

17.45 To formalise procedures for dealing with correspondence received by the Board.

17.46 Following discussions it was agreed that Motions 17.43, 17.44 and 17.45 were operational regarding communication issues which did not require alteration to the Articles and the motions were withdrawn on the understanding that action would be taken.

Action: Chair of Board to ensure issues raised in the three motions be addressed by the Board of Directors and to report to General Council.

18 Date and venue of AGM 2017

AGM 2017 to be held on Saturday 28 October 2017 in Llandrindod Wells.

THE ABOVE MINUTES ARE PROVISIONAL AND SUBJECT TO CONFIRMATION AT THE NEXT ANNUAL GENERAL MEETING.