

**Minutes of the meeting of the Board of Directors
Held on 24 September 2018 at the
Sport Wales National Centre**

Present: Carol Anthony,(CA) (Chair), Matt Newman,(MN)(CEO), Angharad Mair,(AM) David Roberts,(DR) Ron Odunaiya,(RO) Sue Alvey,(SA) Christian Malcolm,(CM) James Williams,(JW) Tony Clement*,(TC) Richard Bowker, (RB) (UKA Chair)* (*for part of the meeting), & Alan Currie (minutes).

1. Welcome and Apologies.

Apologies were received on behalf of Nicky Lewis, Bernie Plain & Neil Emberton (Sport Wales)

Welcoming those present Chair made a presentation on behalf of the Board to Angharad Mair in appreciation of her contribution during her term as director. Under the existing rules her term will end at this year's AGM.

Ron Odunaiya was confirmed as Vice Chair of the Board.

DR indicated that he would be prepared to continue as a director for the short term and will consider his position when a new board is appointed.

2. Declarations of Interest.

None were declared.

3. Minutes

Minutes of the previous meeting (21 May 2018) had been circulated and were accepted as a true record.

4. Matters Arising

There were no matters arising that were not covered in the agenda.

5. Sport Wales Matters

1. In the absence of Neil Emberton there was no report.



WELSH ATHLETICS
ATHLETAU CYMRU

6 Report of Governance Sub Group

Tony Clement, deputising for Nicky Lewis, presented the recommendations of the Governance Sub Group which had been tasked with reviewing aspects of the Articles of Association and Byelaws.

Some of the points had been discussed at the joint Board/General Council meeting in July.

Details of all proposed changes were circulated to the Board prior to the meeting

The following changes were proposed to the composition and appointment procedure of the Board of Directors, in line with the requirements of the Governance and Leadership Framework for Sport in Wales.

An Appointments Panel of three members would be established which would oversee all Board appointments. The panel would be given autonomy in making appointments which would not require the consent of the AGM. Terms of reference of the panel, including recruitment and appointment of directors, were included in the Board Pack.

The Board, which would be skills based, would be appointed by an open and transparent recruitment process and would consist of an Independent Chair, the Chair of General Council and up to 9 non-executive directors.

The maximum permissible number of directors to increase from 9 to 12.

The composition would take into consideration an appropriate mix of skills, gender parity and athletics background.

The election process of the Chair of General Council would remain as at present.

Details relating to the composition and terms of reference of General Council be transferred from Articles of Association to the Byelaws.

Articles can only be changed via Companies House, while Byelaws can be amended at AGM without reference to any outside body.

The Service Awards Panel would not require the approval of AGM for its nominations. A list of nominees would be read out to AGM for confirmation.

Change of wording 'Member' to 'Company Member', removal of the wording 'provided that he is 18 years or over', removal Article 14.5 as it duplicates 14.1, and other changes resulting from the earlier proposals.



Confirmation of all the above would be required from AGM. It was agreed that AGM would not necessarily be required to accept all the proposals en bloc and would be able to withdraw some parts and accept others.

Action: Board agreed to the proposals being submitted to AGM.

Chair thanked the members of the Governance Group for their work. Tony Clement then left the meeting.

The Chair updated the Board with the ongoing communication between the Chair of UKA and the four Home Countries Chairs and CEOs

7 Presentation by Richard Bowker, Chair of UKA.

Richard Bowker (RB) Chair of UKA, had requested a meeting with the Board to discuss proposed changes to the structure of athletics in the UK.

It was noted that the proposal presented to the WA Board differed from that presented to the UKMC one week earlier.

In his address, RB stated that the proposals had originally come about after joint discussions involving all parties. The motivation was to create greater financial opportunities, reduce administration and rearrange the distribution of finances. The size of the sport's infrastructure needs to be reduced.

He stated that it was not the intention of TopCo to tell the four nations how to run their affairs. They are all limited companies with Articles of Association so that any attempts to impose policy on them would not be legal and the proposals did not imply any criticism of current procedures and were simply an attempt to pre-empt the inevitable changes in the sport.

He stressed the need to reduce costs, pointing out that across the UK more money is spent on administration than on coaching, a consequence of duplication of roles. The



aim of the proposals is unity and the four nations would all be involved. The funding and specific strategic properties of the four nations would be respected and the requirements of the devolved governments and funding bodies (Sport Wales, etc.) would be acknowledged. Matters specific to Wales will not be changed.

RO stated that the original document implied that TopCo would set budgets and strategies for the four nations and that the redrafted document did not substantially alter that proposal. The whole tone of the proposals indicated a considerably reduced role for the four nations and a reduction in status. Filling an advisory role went against the whole ethos of being a governing body.

There was robust questioning of his proposal and The Board challenged the details of the redrafted proposal as it was very close to the original document.

MN asked for confirmation that the alternative model submitted in the WA response to the document (27July) had been discussed in detail by the UKA Board.

RB responded that all responses had been discussed by the UKA Board but, in spite of the repeated question RB did not confirm detailed discussion of the WA model.

AM raised the question of Welsh language issues in view of Welsh Governments policies.

RB indicated that UKA is aware of the four nations' concerns and it is evident that there is a lack of trust. He felt that there is a disparity between realities and perception. He will be discussing this matter further at a meeting with the Home Country Chairs and CEOs on 2 October in London.

He stated that he would reassess the proposals in light of the comments made by the WA Board and at his meetings with the Boards of the other Home Countries.

He confirmed said that Niels De Vos would leave his role at the end of September and a recruitment process would start shortly to appoint a new CEO. This process could take up to six months and Nigel Holl, Director of Strategy and Partnerships, will be taking the role of interim CEO.

Chair thanked Richard Bowker for his presentation, after which he left the meeting.



The Board then considered its views on the proposals and his presentation. There was general agreement that UKA has a lack of understanding of the four nations' position and needs. Any dissatisfaction with the proposals had been put down to misinterpretation. The Welsh response had been clear and unambiguous but the redrafted proposal had made little difference to the original. It was still felt that there was a wish by UKA to take control of the Home Countries.

The meeting then reverted to the agenda

8 Updates and Reports

All updates and reports were included in the Board Pack.
And approved

9 General Council

In the absence of the Chair of General Council, the most recent meeting had been chaired by Graham Webb. The main focus had been on disability and mental health matters.

Finance

DR noted that there was a considerable disparity between income and expenses. This was down to a timing overlap and time of the year variance. MN will circulate full financial report to all directors by email.

3. Run 4 Wales Trustees

No report. A meeting of the Trustees will be scheduled during November.

4. Welsh Schools AA

It was pointed out that the use of the Run 4 Wales surplus to fund school activities is not a permanent situation. The surplus will be used in future to aid general development, including social running, rather than particular core activities.

Schools will be funded from WA budget as part of the WA programme. WSAA's charity status will be retained. The current Sport Wales investment has been extended for an extra 6 months to October, to allow for the new Sport Wales Strategy to be confirmed

The Celtic Games is to be discontinued. Efforts should be made to accommodate the affected age group. The Schools International will now be the only representative fixture for schools athletes.

WSAA should focus its attention on the Schools Districts.

5. UKA (UKMC)

The report on the meeting 14 September was given as part of the verbal update of the current UKA situation.

6. Welfare and Safeguarding



All clubs are required to appoint Welfare Officers and must do so within a given time scale. It is essential that all Welfare Officers have the appropriate qualifications and are given every assistance needed to achieve them.

7. Governance Review

Pending acceptance of the Governance proposals at the AGM, the Board agreed RO, SA and MN as Appointment Panel members.

9. Correspondence

None received

10. Any Other Business

No other business raised

11. Date of Next Meeting

The Annual General Meeting of WA will be held at the Metropole Hotel, Llandrindod Wells on Saturday, 27 October 2018, commencing at 1.00pm.

The next meeting of the Board of Directors will be held on Monday, 26 November 2018.