

### **Matter Arising from 2018 AGM – Club Governance**

The governance of the Club was raised at the previous AGM and has subsequently been considered by both the Athletics Development Officer and the Board of Directors. Two main aspects were the accountability of the Directors and the strategy/figurehead of the Club.

The Club's structure was changed to an LBG primarily to protect all members financially from any liability as under the previous structure, all members were technically liable for any debts bestowed onto the Club. However it has been established that the actual running of the Club was still intended to be done in a manner reflecting the set-up of the Committee as it was previously. To put it simply, the composition of the Board of Directors is intended to bring different skills and expertise to the table so that a well-informed collective decision may be made on the direction of the Club. Therefore the Board and Athletics Development Officer ('ADO'), having reviewed the Articles of Association, are satisfied that the Board is conducting the business of the Club in the correct manner.

It is important to note that each Director is regarded as being highly experienced in their particular area (though they may have additional skills, talents or knowledge too) and thus is in the best position to make representations to their fellow Board Members regarding any decisions to be made on behalf of that section of the Club. The same holds true for the ADO who is charged with bringing strategy etc to the Directors for discussion and approval.

During this review it was also noted that the Articles do not explicitly require the re-election of the Directors on an annual basis (merely that the appointment of any Director is then ratified by member vote at the AGM). It has been the practice nonetheless that the membership vote on the continuance of all Directors at each AGM. In order to protect this practice, the Board will undertake to investigate amending the Articles to specifically include this aspect.

This provides a good opportunity to clarify the position of ADO, as main employee of the Club, with respect to the Board. The ADO reports to the Board of Directors first and foremost and does not have autonomy to implement any significant changes without their formal approval. The ADO is also bound to follow any direction given by the Board as a whole. However, given the ADO is employed as a qualified individual and expected to maintain Continuing Professional Development, the Board may reasonably expect put their trust in the professional judgement of the ADO on directives with which they themselves may not be experienced or completely au fait. The Development Team (ADO and Lee Merrien) brings a high level of expertise and experience and thus in being employed as professionals in our respective positions, this degree of trust from the Board and by extension Club Members will allow us to continue to take the Club and sport forwards.

The second aspect that came out of last year's AGM was the absence of a specific Chairman, President or other figurehead position. In terms of the latter, as was stated at that meeting, the understanding is for the ADO to be viewed as the figurehead of the Club. Although individual Directors will present strategy on their own specific areas, it is the ADO who is charged with the professional responsibility of delivering strategy (albeit always with the requisite Board authorisation).

In terms of Board meeting mechanics, the Articles do not require a constant standing Chair - at Board meetings a member of the Board is nominated to chair that particular meeting.

The Board understands the points raised last year regarding membership voting/representation as well as that of transparency. As noted, the Articles of the Club have been reviewed by the Board and do not refer to these matters, therefore the Board will continue to work in response to the points raised. As a starting point, in order to adequately address this query the ADO has been in contact so far with two sports associations who appear to have a relatively successful LBG model similar to ours. These organisations show great similarities as regards the governance structure and operation (including a Development Officer and their position within the structure), but also a couple of ideas that the Board will look to implement in order to increase membership interaction and transparency.

The main actions proposed by and for the Board are:

- the routine publication of abbreviated Board meeting minutes throughout the year
- periodic 'forums' where members will be invited and able to speak in a semi-formal setting with the ADO and the Board of Directors about any issues they may have

The Board invites further comments from the AGM prior to implementing these strategies.