

**ATHLETICS NORTHERN IRELAND (2008)**

**GOVERNANCE DOCUMENTS REVIEW PROJECT**

**Consultation Paper December 2022**

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**The changes set out in this paper are NOT final and we welcome all feedback on this project and the proposals being put forward.**

Additional meetings are being arranged for early January to present these proposals in person to our Clubs and members. Details will be circulated as soon as possible.

**Please let us have your feedback on this paper no later than 14th January 2023 so that we can incorporate your comments into our ongoing work.**

**Background and Process**

At the request of the Board, the steering group have spent a considerable amount of time analysing our existing documents and considering the future needs of our sport. The steering group has met regularly in the past 9 months to develop proposals for a revised governance structure, taking advice from and considering best practice solutions/models adopted by other Home Country Athletics Federations (HCAFs) in Wales, Scotland in England, by UK Athletics, Athletics Ireland and in other sports.

We want to ensure we have a clear and comprehensive set of governing documents that reflect best practice that will support the organisation for the next 15 years and that are aligned to the current strategy of the sport.

This paper is the first step towards implementing the recommendations of the steering group and forms part of a consultation process to enable our members to provide their feedback on the proposals and shape the final outcome. To date the steering group has presented the proposals to the Board, the T&F Committee, the XC & RR Committee and to the professional staff. They have also been presented to those attending the AGM on 12th December 2022.

Once all feedback has been received the steering group will consider all suggestions and finalise our structure with Board approval. The services of a leading corporate law firm in Belfast have been secured on a pro-bono to assist us in drafting our new Memorandum and Articles. We will then develop the full Terms of Reference for each committee (outline principles are annexed to this paper).

Any amendments to the articles must be approved by the voting members (Clubs) by way of special resolution and an EGM will be held in March/April 2023 for that purpose.

As part of this project we will also need to review our Bye-laws. This work has not yet commenced and will begin following the EGM.

**SCOPE OF THE PROJECT**

In undertaking the review, the steering group have considered all of our governance documents, but particularly the following:

* Our membership structure;
* Our committee structure and appropriate terms of reference for each; and
* Our Board structure,

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**WHAT ARE OUR GOVERNANCE DOCUMENTS?**

The Memorandum and Articles form part of a suite of governing documentation that also includes (i) the Terms of Reference for our Committees and (ii) our Byelaws. The Memorandum & Articles are publicly filed documents and can only be amended with the approval of the members.

* The memorandum of association is the document that sets up the company and the articles of association set out how the company is run, governed and owned.
* The articles of association includes the responsibilities and powers of the directors and the means by which the members exert control over the board of directors.
* The Board is able to delegate certain tasks and responsibilities to Committees – and the Terms of Reference for the Committees are prepared and agreed by the Board.
* Our Bye-laws are the more general rules of our sport and apply to athletes, coaches and officials. These are also prepared and agreed by the Board.

**WHY DO OUR GOVERNING DOCUMENTS NEED TO CHANGE?**

It’s good practice for any organisation to keep its governing documents under review and up to date with best practice. Sometimes changes are needed due to changes in relevant laws and regulations, and others are necessary to reflect the practical requirements of the organisation.

***Company law changes since incorporation***

Athletics Northern Ireland (2008) was incorporated in June 2006 and was, at that time, known as the Northern Ireland Athletic Federation.

At that time the primary governing legislation for companies was The Companies (Northern Ireland) Order 1986. This legislation was replaced in 2009 by the Companies Act 2006 which made a significant number of changes that affect the basic constitutional documents of all companies in Northern Ireland and changed standardised rules dealing with the calling of AGMs and EGMs amongst other things.

The Companies Act 2006 coming into force has caused numerous businesses and organisations to adopt completely new forms of Articles rather than continue to make modifications on a line by line basis.

***Changes in our sport***

Since Athletics NI was incorporated there have also been changes within our sport. While the Articles have been updated from time to time since incorporation, it is appropriate for us to undertake a full review of our governing documents and ensure that our governance structures and protocols reflect the current and future needs of the organisation, and are fully aligned to our strategy.

**SO WHAT ARE THE LIKELY CHANGES?**

**Memorandum**

The new memorandum will be in the new format set by the Companies Act 2006. The memorandum set outs (i) objects of the company and (ii) the powers of the company.

***Objects***

The objects describe and identify the purpose of the company, it is not to be a list of things that the company will do on a daily basis.

Some of our objects overlap or state similar purposes and should be consolidated. Some of the current objects may be better moved to the “powers” section, given that they identify how the company intends to achieve their purposes rather than being actual objects/purposes of themselves. We will amend the list of objects in consultation with external legal advice.

***Powers***

The powers are to identify how the company can pursue and achieve the objects. We will amend the list of powers and identify those that are no longer required or those powers that are required but are not listed within the current document.

**Articles**

The Articles will be in the new format set by the Companies Act 2006. There are some aspects of the Articles that are bespoke to our sport and how it operates, while others are more procedural such as the procedure to appoint directors, or the procedure to call an AGM. The procedural elements will be updated in line with current best practice for our type of organisation.

The primary changes to the Articles are bespoke to our sport and are as follows:

1. *Creating additional classes of members to reflect participation in our sport;*
2. *Creating a new committee structure that is aligned to our strategy, the structure of the professional staff and that recognises the diverse activities and needs within our sport;*
3. *Minor changes to the Board structure to reflect the above.*

**Membership Structure**

Our Articles currently only recognise two classes of members – Clubs and Associates. We propose to increase our formally recognised membership as set out below. The individuals who participate in our sport are absent from our existing governance documents. Having examined the membership models of the other HCAFs, Athletics Ireland and other sports, we feel the new structure is more inclusive and allows us to better understand participation levels. Not only will this insight help us deliver the sport to meet the needs of all stakeholders, it will also ensure we have better participation information to support our funding.

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**Changes to Board and Committee Structure**

It’s important to understand the role and function of the Board and our Committees and how they interact with our executive team.

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**Committees**

We currently have three committees:

* Audit & Risk (New);
* Cross Country & Road Running; and
* Track & Field.

These committees represent only a small part of our sport and do not ensure that equal support is given to across the organisation nor do they provide the level of governance oversight the Board needs to meet all of its governance obligations.

The creation of additional committees will greatly benefit our sport and better support our athletes, clubs and staff. Terms of reference for each committee are being developed and will be published in advance of the EGM. These will include protocols to maximise the opportunities for a diverse pool of members to participate in our committees, and participate in the governance of our sport.

Annex 1 to this paper includes high level details of the purpose and function of each committee as well as indicators of potential committee composition.

**We encourage and invite expressions of interest from members across all aspects of our sport who wish to be involved in any of our committees.**

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**The Board**

As a consequence of the changes to Committee structure, the Board composition must also be amended. This is to ensure we retain a manageable board composition and that is in line with Sport Governance Codes. These recommend a maximum board size of 12, to include 4 independent members.

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proposed committee structure

***It is important to note that all committees will collaborate and work together as one team. Cross-representation is expected between some committees. However, it must not be the same people on all committees.***

The proposals below are not fixed and we welcome your feedback. Please note that the final structure and terms of reference for the committees will be considering:

* The need to limit individuals being members of multiple committees, limits will be devised.
* The need to ensure staff time is not disproportionately affected by attending additional meetings.
* The challenge of obtaining enough volunteers to fill all of the committees – however we want to create opportunities for volunteering in our sport!
* Remote attendance at meetings to increase participation (Note – this is now possible as a motion to permit virtual/hybrid meetings was passed at the AGM on 12.12.22).

**1. COMPETITIONS & EVENTS COMMITTEE**

**Function:** High level oversight of all of ANI competitions ensuring they contribute to ANI’s strategic aims and are financially sustainable. It will have oversight across all disciplines, including agreeing calendar of fixtures, issuing event licences, approving business cases, review and evaluation of fixtures and nominating discipline specific selectors for selection meetings.

**Strategic Aims:**

The purpose of this committee will be to ensure Athletics Northern Ireland’s ongoing operational delivery of events & competitions is in line with:

* Athletics NI Strategic aims and objectives under the area of Competition & events
* Sport NI “Power of Sport Strategy”
* Local Authority strategic plan in particular Belfast City Council’s future Strategy with Mary Peter Track as a key stadium/facility for hosting competitions & events.
* Department of Communities Active Living Strategy
* Other Home Country & AI fixtures
* The needs & expectations of our key stakeholders

**Composition:**

The Elected Chair will have prior knowledge of Athletics Events & Competitions and experience leading a committee/organisation. Skilled in communication, facilitation & decision making & budget management in Sports Events & or Competition Management.

Other members to include (but not limited to):

* Events Manager (or rep from Event staff)
* Chair/member of the T&F committee
* Chair/member of the Endurance Committee
* Member of Coaches & Officials committee
* Reps from Masters, Ultra, Mountain and Schools

**1A ENDURANCE SUB-COMMITTEE**

**Function:** Day to day Delivery of Championships, ANI events and liaising with other competition providers and facilities. To liaise with all other groups/committees i.e. Officials, facilities and competition to ensure the smooth running of events.

**Composition:**

* Elected Chair with relevant knowledge and experience
* Staff: Coaching, Development and Performance
* Reps from Masters, Ultra, Mountain and Schools
* Race organiser rep for various disciplines
* Others members as required – number TBC.

**1B TRACK & FIELD SUB-COMMITTEE**

**Purpose:** Day to day Delivery of Championships, ANI events and liaising with other competition providers and facilities. To liaise with all other groups/committees i.e. Officials, facilities and competition to ensure the smooth running of events.

**Composition:**

* Elected Chair
* Staff: Coaching, Development and Performance
* Reps from Masters and Schools
* Others members as required – number TBC.

**2. DEVELOPMENT & PARTICIPATION COMMITTEE**

**Purpose:** Ensuring the entry level of our Sport is vibrant, diverse and thriving throughout Northern Ireland.

**Strategic Aims:** To ensure Athletics Northern Ireland’s ongoing operational delivery is in line with:

* Athletics NI’s Strategic aims & objectives in the areas of Development & Participation
* Sport NI Strategic Outcome 1 “People adopting and sustaining participation in sport and physical activity”
* Athletics Unified Strategic Goals:
  + Goal 2: A world-renowned infrastructure of athletics and running clubs, competitions, coaches and officials that retains over 250,000 registered athletes across the UK by 2032&
  + Goal 3: Athletics, running and pushing\* is the nations’ choice to stay active: 9 million regular participants by 2032
* Department of Communities Active Living Strategy
* The needs & expectations of our key stakeholders

**Composition:** Elected Chair with key experience in leading a committee/organisation or Task & Finish Group. Skilled in communication, facilitation & decision making in Sports Development or another sector but with a specific knowledge/interest in Athletics.

Other members should represent:

* ANI Senior Manager
* Member(s) of Coaching/officials/facilities sub-comm(s)
* Clubs
* Coaches/Officials/Volunteers at appropriate levels
* Schools/Universities
* Running Groups/Events including Parkrun and RunNI
* Youth Athlete Rep

**2.A COACHING, OFFICIALS & FACILITIES SUB-COMMITTEES**

**\*These may initially form as one/two committees with a view to splitting into separate groups in the future.**

**Purpose:** To provide accountability through support and challenge for the development of plans for coaching, officials and facilities to enhance performance at all levels. Support and encourage volunteer base by maximising recruitment, development, retention and participation opportunities through active engagement and partnership with athletes, volunteer coaches, officials, clubs, schools, universities and facilities providers etc. Note this subcommittee will require significant connections to wider networks of coaches, athletes, officials etc.

**Strategic Aims:**

* To be responsible for the oversight of all competitions, training venues, and selection of athlete development in this group.
* To review and evaluate all performances against targets.
* To monitor and evaluate all athletic provision across Northern Ireland.
* To prioritise and help with recommendations and to support sourcing for funding as necessary.
* To ensure Athletics NI are aware of the specific needs of our various volunteer group

To ensure all Facilities used for all competitions are of the required standard

Composition:

* Chair (who will also represent sub-committee on Development and Participation Committee)
* 2 representative from clubs, coaches, officials, facilities
* Staff: Coaching, Development and Performance
* Others as required, number to be confirmed

**3. PERFORMANCE PATHWAY COMMITTEE**

**Purpose:** To ensure effective support is in place & adequately resourced along the Performance pathway to assist athletes whose ambition is to achieve performance success and enable them to maximise their true potential. To provide openness and transparency through the various Performance Pathways and will deliver improved performance through analysis and review.

**Strategic Aims:**

The purpose of this committee will be to ensure Athletics Northern Ireland’s ongoing operational delivery is in line with:

* Athletics NI’s Strategic aims & objectives in the area of Performance Pathway (High Performance & Talent Development)
* Sport NI Outcome 2: Our athletes among the best in the world
* Athletics Unified Goal 1 - In 2032, GB & NI will have a representative in every discipline at all senior international events. In 2032, 95% of the Paralympic team will reach their final.
* Department of Communities Active Living Strategy
* Athletics Ireland’s High Performance Strategy
* The needs & expectations of our key stakeholders

**Composition:**

Elected Chair with prior knowledge of Performance and leading a committee/organisation or task & Finish Group. Skilled in communication, facilitation & decision making in Sports Development/High Performance

Other members will represent the following groups:

* ANI Senior Manager
  + Academies Manager &/or Endurance Coordinator ad hoc
* High Performance Athlete
* High Performance Coach
* Emerging Talent athlete
* Emerging Talent coach
* Paralympic Athlete/Coach
* High Performance Specialist (Former or current SNI HP Rep)
* Sport Science Sport Medicine Rep
* Emerging Talent Parent with knowledge of Sport Development

**3.A SELECTION SUB-COMMITTEE**

**Purpose:** To be responsible to the athletics community and ANI for the selection of athletes, coaches and teams and to be accountable for the funding costs either to competition or training venues. To act in an open and transparent way at all times and in line with the principles of good governance when making these selections.

**Composition:** Made up of identified members of the Performance Pathway Committee plus relevant event endurance/road/xc/T&F event group specialists which could be subcommittee members, other staff members or independent coaches depending on the needs of the relevant competition / programme selection is for.

4. **AUDIT & RISK COMMITTEE**

**Purpose:** The role of the Audit and Risk Committee is to assist the Board fulfil its governance role through advice and recommendations by providing oversight and act as a check and balance to the monitoring of Athletics Northern Ireland’s financial affairs.

**Composition:**

* Treasurer to act as Chair.
* CEO
* Chair of the Board
* Additional Board member
* independent members with a strong background in financial management, risk and/or compliance.

**Worked Example of Operation of Competition and Events Committee**

Committee will have responsibility for an annual fixture planning workshop. For this specific tasks additional representatives who are not core members of the Competition and events committee will be required.

**Background:** Fixture planning can often be last minute resulting in congestion, uneven distribution of events and un-manageable administrative and officiating workloads.

**Task**: To overcome these operational challenges it is proposed to hold an inclusive and transparent fixtures planning workshop(s). This will be the opportunity to agree dates and develop a manageable competition schedule meeting the needs of athletes, coaches, officials and facility providers.

**Action:** To enable this co-design process to operate

* + Invitations will be issued to all clubs, competition providers wishing to promote competitions
  + Invitations to nominate attendees will be issued to:
    - Development and Participation Committee to send a coaching representative, officials representative, facilities representative
    - Performance Subcommittee will be asked to send a representative
    - Track and Field Sub-committee will be asked to send a representative
    - Endurance Subcommittee will be asked to send a representative
    - Selection committee will be asked to send a representative, which will give them early sight of selection processes required during the year

**Result:** To agree and publish a final competition schedule each year, including dates for selections for international competitions which ANI plan to send teams, with a view that only in exceptional circumstances will changes be made.