



WHOLE GAME BOARD - TERMS OF REFERENCE

Constitution

The Board of the RFL (Governing Body) Limited (the “**Board**” and the “**RFL**” respectively) has approved a Professional Game Board as a sub-committee of the Board (the “**Committee**”).

The Terms of Reference of the Committee were approved by the Board on 25 March 2020 and are set out below.

1.0 Scope and Summary of Purpose

- 1.1 The purpose of the Committee is to consider and make non-binding recommendations to the Board in relation to the regulation and operation of the Game on matters that directly or indirectly have impact on rugby league clubs who play in: (i) the Super League; and (ii) the Championship and League 1 and which may have a whole game impact (including potentially on the Community Game). The overriding aim being to drive the Game’s objectives.
- 1.2 The vision of the Committee is for: (i) there to be enhanced trust between different parts of the Game; (ii) the Game to move forward collectively; (iii) all parts of the Game to better understand the impact of decisions it makes on other parts of the Game; and (iv) there to be better communication between different parts of the Game: the intention being that having dialogue between the different tiers of the Game will ensure that there is an understanding of the wider impact of any regulation, practice or proposed changes.
- 1.3 Any recommendations from the Committee shall be considered by the Board alongside any recommendations from other committees and groups including the Laws Committee, the Player Welfare and Education Forum, the Clinical Commissioning Group, the Players’ Union working group, the Community Board, and club forums. From time to time the RFL may request that the Committee and/or any of the other committees or groups consider and give a view on matters being considered by any other committee or group.
- 1.4 The Committee is an advisory group only and shall not be entitled to bind the RFL in any way.
- 1.5 These Terms shall only be amended by the Board.

2.0 Membership

- 2.1 The Committee shall comprise (“the Committee Members”):
 - 2.1.1 three (3) Super League representatives, who shall be nominated in writing by Super League (Europe) Limited (“SLE”). A Super League representative shall be a person who is a director or officer of a Rugby League club in membership of SLE or a director or officer of SLE;
 - 2.1.2 three (3) Championship and League 1 representatives who shall be nominated by the Championship and League 1 Clubs from time to time. A



Championship and League 1 representative shall be a person who is a director or officer of a Rugby League club participating in those competitions;

2.1.3 three (3) representatives who shall be nominated by the Community Board from time to time. A Community Board representative does not need to be a member of the Community Board. In selecting representatives, the Community Board shall ensure there is appropriate representation of the whole Community Game including youth and junior clubs and leagues;

2.1.4 three (3) RFL representatives who shall be nominated by the RFL from time to time. An RFL representative shall be a person who is a director or senior executive of the RFL.

2.2 In addition the Committee may co-opt such other persons as determined by it onto the Committee provided that whilst he/she shall be entitled to receive notice of, attend and speak at meetings of the Committee he/she shall not be entitled to vote on any matters at meetings of the Committee.

2.3 The Super League and Championship and League 1 Committee Members shall seek to represent the views of the Super League Clubs and the Championship and League 1 Clubs respectively and will consult with the same on matters covered by the Committee. The Community Game Committee Members shall seek to represent the views of the Community Game.

2.4 Each Committee Member shall hold office for so long as SLE, the Championship and League 1 Clubs (as applicable), the Community Board or the RFL wishes provided that the maximum term for any Club or Community Board representative shall be 6 years.

2.5 It is condition of each Committee member's appointment that he/she has signed a copy of the Sub-Committee members' Code of Conduct.

3.0 **Chair**

3.1 The Chair of the Committee shall rotate amongst the Members (as agreed by the Committee).

4.0 **Secretary**

4.1 The Company Secretary or his or her nominee shall act as the secretary of the Committee.

5.0 **Meeting Structure**

5.1 Meetings shall be held as a minimum four times a year (for the avoidance of doubt, the Committee may meet more frequently). The Chair or two Committee Members may, and on the written request of the Chair or such Committee Members, the Committee Secretary shall, at any time, summon a meeting of the Committee by written notice served upon all Committee Members.

5.2 Where practicable, agendas and papers will be circulated at least one week in advance of Committee meetings. Committee members may at any time request the addition of agenda items via the Chairperson of the Committee and the Company Secretary.

- 5.3 The quorum at any meeting of the Committee shall be 1 Super League Committee Member, 1 Championship and League 1 Committee Member, 1 Community Game Member and 1 RFL Committee Member.
- 5.4 The Chair shall preside as chair at all meetings of the Committee at which he/she shall be present, but if he/she is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside, those Committee Members present shall choose one of the other Committee Members to preside at that meeting.
- 5.5 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 5.6 Questions arising at any meeting shall be decided by simple majority and in cases of equality of votes, the Chair of the meeting shall not have a second or casting vote.
- 5.7 All or any of the Committee Members may participate in a meeting of the Committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

6.0 Authority

- 6.1 The Committee is authorised by the Board to:

- Investigate any activity within its Terms of Reference;
- Seek external input as it considers necessary;
- Make recommendations to the RFL Board on any area within its remit,

provided that it shall not be entitled to incur any expenditure on behalf of the RFL (unless approved in advance in writing by the RFL Board or relevant RFL Executive Board member) or bind the RFL in anyway.

7.0 Reporting

- 7.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee and shall circulate the minutes of meetings of the Committee to all members of the Board.
- 7.2 The Chair shall report formally to the Board on its proceedings and on all matters within its duties and responsibilities upon invitation.
- 7.3 The Committee shall annually review its terms of reference and its own effectiveness and recommend any appropriate changes to the Board.
- 7.4 A representative of the Committee shall attend the Annual Council Meeting of the RFL to answer questions which relate to the work of the Committee. In addition, the Committee shall prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities. Such a report should specifically include:
- 7.4.1 a summary of the role of the Committee;
- 7.4.2 the names of all members of the Committee during the period;



- 7.4.3 the number of Committee meetings and attendance by each member; and
- 7.4.4 the way the Committee has discharged its responsibilities.

APPENDIX

SUB COMMITTEE MEMBERS' CODE OF CONDUCT

1. Scope

- (a) This Code of Conduct applies to all members of the Whole Game Board (an “**Office Holder**”).

2. Accountability and Responsibilities

- (a) You must exercise your powers as an Office Holder in good faith and for the benefit of the RFL, its members, and the sport of Rugby League.
- (b) You acknowledge that it is a condition of your membership of the Committee that you provide a Fit and Proper Person Declaration (in the form specified by the RFL) confirming that you are not subject to any of the conditions set out in the Declaration (the “**Disqualifying Conditions**”). You shall notify the Secretary if any event occurs which means you are or are reasonably likely to be subjected to a Disqualifying Condition. If you are subject to a Disqualifying Condition you have the right to ask for a dispensation from the prohibition on being a Committee member: any such request will be considered by the RFL Board (whose decision shall be final).

3. Confidentiality

- (a) For the purpose of this clause, Confidential Information means information that is either marked confidential or which by its nature would be assumed by a reasonable person to be confidential.
- (b) You must ensure that you handle Confidential Information obtained solely as result of your membership of the Committee in accordance with the law and with regard to the best interests and reputation of the RFL. You must not use Confidential Information for private purposes or to harm the RFL or to maliciously damage the reputation of others or disclose confidential information to the media or any other third party without the prior written authority of the RFL. This obligation continues indefinitely after you cease to be an Office Holder.

4. Decision Making, Conflicts of interest and Independence

- (a) When taking any decision as part of the Committee, you agree to act in the best interests of the RFL and the sport in general.
- (b) You must fully declare all conflicts of interest in advance. As well as avoiding actual impropriety, you should avoid any appearance of it.
- (c) You have the right to argue for your point of view, and express disagreement with colleagues during discussions, but after a collective decision has been taken you should support that decision in your capacity as a member of the Committee.

5. Behaviours

- (a) You shall actively engage in respectful discussion, debate and voting in meetings. This includes contributing positively, listening carefully, challenging sensitively and avoiding unnecessary conflict.

- (b) You shall carry out your role as an Office Holder in accordance with the RFL Values. This includes working considerately and respectfully with all.

6. General

- (a) No Code of Conduct can be all-embracing and it is necessary to honour the spirit of the Code as well as its letter. Where questions arise which are not covered explicitly by his Code, your behaviour should be honest, ethical, impartial and considerate, and dedicated to the development and good management of the sport of Rugby League and the RFL.

7. Breach

- (a) Any allegation of a breach of this Code of Conduct, will be considered by the Chair who may, at his discretion, terminate your membership of the Committee. You will be given the right to make representations to the Chair in relation to any such allegation.
- (b) There shall be a right of appeal against such a decision to the RFL Board.