



MINUTES

RFL BOARD OF DIRECTORS MEETING

Location RLHQ, Rowsley Street, Manchester, **Date & Time** Tuesday 29th July 2025
M11 3FF 10.00 am

Present Lord Jonathan Caine, Joanna Coates **Meeting** Nigel Wood OBE
Martin Coyd OBE, Abi Ekoku, Robert **Chair**
Graham, Dermot Power, Emma
Rosewarne MBE, Tony Sutton

In attendance Jo Drapier, Sport England
Jamie Jones-Buchanan, RFL
Ed Mallaburn, IMG
Alison O'Brien, Company Secretary
(Acting)
Michelle Maple – Secretariat (minutes)

Item No	Agenda Item	Who
1.0	<p>WELCOME AND APOLOGIES</p> <p>It was agreed that the meeting would be chaired by Nigel Wood OBE. This was proposed by ER and seconded by AE.</p> <p>The Chair welcomed everyone to the meeting. There were no apologies for absence.</p>	
2.0	<p>DECLARATIONS OF INTEREST</p> <p>The declarations of interest previously disclosed were noted. LJC also advised the Board of an association with one of the interested parties in the insurance renewal process and agreed not to take part in any of these discussions.</p> <p>The Chair reported that he had engaged legal advice to help relinquish his 25% shareholding in the Bradford Bulls club.</p>	
3.0	<p>MINUTES FROM THE PREVIOUS MEETING & ACTION TRACKER</p> <p>3.1 Minutes The minutes from the meeting held on 3rd June 2025, and from the Board calls held on 3rd July 2025 and 8th July 2025, were confirmed as an accurate record, subject to one amendment:</p> <p>Board Call 8th July 2025 – Notes to reflect that the appointment of the Company Secretary should be a Board decision as opposed to the Chair’s decision.</p> <p>The summarised minutes of the meeting held on 3rd June 2025 to be published on the RFL website were also approved. AOB agreed to update the website with the latest minutes.</p>	<p>AOB</p> <p>AOB</p>
	3.2 Matters Arising	

	<p>Progress against the action tracker was noted, and updates were provided on the following matters:</p> <ul style="list-style-type: none"> • <u>Player Welfare policies</u> - ER enquired whether the policies had been produced for the Women's game and Wheelchair game. TS confirmed that a single policy was being produced to cover both areas. • <u>Subcommittees</u> – The first meetings of both the cultural and the medical subcommittees had taken place, and terms of reference for both groups were being drafted. • <u>Rugby League Cares</u> – Further to the last Board, TS reported that meetings had taken place with Rugby League Cares, with RJ from RL Commercial also in attendance, to assess whether the scope of welfare work the Charity is tasked with was too broad, and any opportunities to increase their annual income, such as allocating £1 from every Super League Grand Final ticket, a contribution from the Ashes Series and exploring longer-term fundraising rounds. • <u>Board Annual Evaluation</u> – Whilst acknowledging the recent changes to the Board, there was general agreement that a form of evaluation should take place for good practice. RG agreed to consult the RFL's internal auditors to establish whether anything could be undertaken as part of the current agreement. <p>ER requested that completion deadlines be added to the items on the action tracker to ensure these were brought to a conclusion.</p>	RG
4.0	FINANCIAL & FACILITIES MATTERS	
	<p>4.1 2025 Management Accounts and Forecast Outturn RG provided an overview of the RFL's management accounts for the period to 30th June 2025, with key issues highlighted as follows:</p> <ul style="list-style-type: none"> • A positive variance to budget was reported, with the full year forecast in line with the overall budget. This position had improved considerably since the deficit reported at the previous Board meeting. • The report included the latest forecast for RL Commercial against the 2025 budget, including the Magic Weekend reconciliation, projected Wembley outturn and mens Ashes Series forecast. The Executive had significantly reduced central costs wherever possible to deliver to budget, and central events were expected to perform above budget. <p>The Chair enquired whether the RFL covered the salaries for Sport England funded roles before receiving its grant, and whether this posed a risk to the organisation if full compliance with the governance action plan was not achieved. TS confirmed that funding was received usually for six months, in advance and that a meeting was scheduled with Sport England later in the day to discuss the Governance Action Plan actions. The deadline for completing the outstanding actions was November 2025.</p> <p>LJC queried whether the non-compliance related to the lack of an independent chair until March 2026. JD stated that that Sport England was not specifically requesting independence of the chair, although the RFL's Articles of Association did state that this should be a Non-Executive Director, and that there was a misalignment between the open and transparent recruitment process required by Sport England, and the process that members had voted in at the recent AGM. The timeline would be discussed further with Sport England at the meeting later today, and the Chair and TS had also been requested to meet Phil Smith and the Sport England Chair to discuss this issue.</p>	

	<p>The Board expressed concern at the potential risk to the RFL’s cash flow, should there be any issues with non-compliance and receipt of the Sport England central funding. As such, the RFL must achieve adherence with the schedule for compliance with the Code for Sports Governance.</p> <p>ER pointed out that some of the issues were retrospective, and the current Board could only seek to address current areas of non-compliance. JD felt it was important for the current board members to fully document their work to demonstrate the efforts made to adhere to the Code.</p>	
5.2	<p>2026 Budget Planning</p> <p>The Board reviewed some initial budget planning principles for 2026, with key points noted as follows:</p> <ul style="list-style-type: none"> • The share from RL Commercial was expected to remain at similar levels to 2025, or slightly increase given the improved financial performance in 2025. However, the staging of the RLWC in the southern hemisphere in 2026 was expected to adversely affect the budget. • As in previous years, funding to the Championship and League 1 Clubs would be agreed percentage of RL Commercial’s residual value. • Our League Active was expected to grow at a rate of 2% per annum in line with participation targets. • The Sport England development award had been renewed to March 2027 to fund the RFL’s England talent pathway. • Budget agreed for 2026 to aid the development and management of Women’s Super League. • The England Senior programmes budgets had been split for the Men’s, Women’s and Wheelchair teams respectively. • No changes were proposed to the current staffing structure and associated costs. • Insurance costs were budgeted at 2025 levels, with any increase above an agreed amount to be met by RL Commercial. However, the renegotiated combined liability insurance had resulted in a reduction of premium per annum, resulting in a saving that would positively impact the RFL’s receipts from RL Commercial for the Championship and League 1 distributions and the RFL’s profit share. <p>As previously discussed, it was recognised that the World Cup in the southern hemisphere would impact the RFL’s profits. RG felt that a further budget would need to be allocated across the three England programmes, and achieving a breakeven position would be very challenging. Therefore, the initial budget for 2026 indicated a loss.</p> <p>Discussion took place on the membership fee increase and projected revenue. The Executive was considering various scenarios to increase pricing categories, together with the subsequent impact on revenue. MC stated that he would be meeting with representatives from the National Conference League and North West Juniors later in the week to talk about the evolution of the Community Game. Therefore, it would be important to stress the return on investment for the membership fee, such as welfare support and the opportunity to assist development of the international game. Board members were asked to contact RG to indicate if they would be willing to join a working group to discuss membership further.</p> <p>LJC expressed concern that there was no significant movement in the projections for 2028 and 2029, given there were limited opportunities to bring in external income with the lack of a home international series, and suggested that the Board have a deep dive</p>	RG

		<p>session on opportunities to improve this position. The Chair felt it was also important to assess where the sport could come together to achieve some budget economies, and the clubs were expecting the Strategic Review to deliver some recommendations in this area.</p>	
5.0		<p>GRADING</p>	
	5.1	<p>Super League Competition</p> <p>The Board discussed the announcement the previous day that the 12 Super League clubs had voted to expand the competition to 14 teams from 2026 onwards, with the top 12 clubs under the grading system to be joined by a further two clubs recommended by an independent panel, providing the applications met minimum standards criteria. LJC had been asked to chair the independent panel, with additional independent members to be appointed.</p> <p>Board members expressed disappointment that the Super League clubs had not informed them, or other key stakeholders, before the decision was announced in the media. AOB reported that several calls had already been received from Championship and League One clubs, who had been operating on the basis that promotion to Super League would be solely determined by grading.</p> <p>The Chair confirmed that the Super League clubs had met to discuss the size of their competition, which was a matter for them to determine exclusively. However, the additional clubs would only be permitted into the competition if the panel considered them to be sufficiently viable.</p> <p>LJC enquired as to the rationale behind this decision, as the distributions would be reduced with the additional clubs. The Chair stated that Super League clubs felt the current fixtures were unbalanced, with some clubs playing each other three times, and they would prefer a home and away structure without loop fixtures.</p> <p>Whilst acknowledging that the number of Super League clubs was a matter to be determined by that competition, it was recognised that the method for promotion was a decision for the whole game. DP pointed out that the opportunity for the two additional clubs was open to all, providing they could meet the required criteria and prove their sustainability.</p> <p>The Chair informed the Board that these issues of governance were previously addressed by the RFL having a golden share, with the ability to veto Super League club decisions that impacted the whole of the competition. However, this position had changed when the sport split into separate governance structures. It was felt that Super League should have discretion on the right areas, but an improved system was required that showed due respect to the rest of the sport and was in line with good governance practices.</p> <p>LJC confirmed that the clubs wished this to be a one-off process for expansion, and promotion and relegation would be based on grading thereafter.</p> <p>ER asked whether the 13th and 14th clubs would receive a share of the broadcast revenue. ER pointed out that it would be difficult for the two additional clubs to produce a team to compete in Super League with less income.</p> <p>JC requested that a communications channel be set up for the Board for such issues, and that NEDs be added to the invite list for future Super League Structural Review meetings.</p>	<p>TS/ NW</p>
	5.2	<p>2025 Grading</p>	

	<p>The Chair left the meeting for this item, to avoid any conflict of interest relating to Bradford Bulls.</p> <p>AOB provided a detailed overview of the background to grading, the 2025 model and pillars, and the proposed schedule for submissions, scoring and appeals.</p> <p>AE enquired if there was a means by which to reduce the considerable administrative burden on the RFL, and suggested further consideration was required as to whether all clubs had to undergo a detailed audit every year.</p> <p>EM felt that the additional two clubs in Super League added an extra layer of complexity and queried how this process would be determined. TS stated his understanding was that the first 12 Super League clubs would be determined by grading, and the two clubs would be subject to some additional assessment by the independent panel.</p> <p>It was agreed that communication would be issued as soon as possible to clarify that nothing would change with the grading process in light of the expansion decision, however there would be an additional layer of scrutiny for the two aspirant clubs.</p> <p>The Chair rejoined the meeting for the remaining items.</p>	
6.0	GOVERNANCE MATTERS	
	<p>The Board received an update from TS on a number of governance issues.</p> <p>6.1 Appointment of Chair and independent NEDs It was noted that the Nominations Committee had responsibility for Board appointments to ensure that the appropriate skills requirements were met. However, in March the Committee had been unable to fulfil its responsibilities due to the short notice Board resignations and requirement to remain quorate.</p> <p>The Board appointments had been approved at the AGM in July, and all appointments going forward would follow a formal and transparent recruitment process through the Committee. This process would commence in good time ahead of the conclusion of the current Board's co-opted tenures in March 2026.</p> <p>JD asked whether NED recruitment would be staggered to aid succession planning and avoid all directors being renewed at the same time. TS confirmed that the intention was to allow incoming Board members to observe the meetings to enable a transition process. ER requested that this proposal be circulated to the Board if Sport England confirmed they were happy with this approach.</p> <p>6.2 Matters reserved for the Board A document clarifying matters for decision had been previously circulated and approved by the previous Board, setting out any topics for Board decision. The Board was supportive of this approach but wished to keep the document under review.</p> <p>JC asked whether the top ten risks could be circulated as part of every Board pack. DP reported that the Audit and Risk Committee was currently reviewing and reordering key risks, and this is regularly submitted to the Board at each meeting.</p> <p>The Chair enquired if there was a financial threshold for decision making. TS confirmed that a financial handbook was in place confirming approval limits, which could be brought to a future Board meeting for information.</p>	<p>TS</p> <p>RG</p>
6.3	Council	

	<p>TS reported that a single item Council meeting would be convened to vote on the draft resolution produced with assistance from Pinsent Masons, as follows:</p> <p>“It is hereby resolved that the RFL’s Articles of Association permit the co-option of directors by the Board and provide that, if co-opted directors act as chair, they do not need to be an independent person for their coopted term, in order to allow the strategic review work and committee chair Nigel Wood OBE to be the chair of the RFL for the remainder of the co-opted term until March 2026”.</p> <p>DP suggested that the resolution be widened to confirmed that directors would not exceed the maximum of four executives and five non-executive directors. JD also queried whether there was a difference between co-opting an executive or non-executive director. TS agreed to check these points with Pinsent Masons and amend the resolution if required.</p> <p>The Chair felt it was not appropriate for his name to sign off the resolution given it related to him. It was suggested that this be replaced by JC as Senior Independent Director or TS. JC asked for assurance that the statement would not put the RFL in breach of the Governance Code before adding her name to the resolution.</p> <p>JD stated that the description for her Board Observer role was time specific and referred to the AGM on 15 July as an end point. It was agreed that this should be extended to 31st March 2026, and a document confirming this position would be circulated for Board approval.</p>	<p>TS</p> <p>TS</p> <p>TS</p>
7.0	<p>RL COMMERCIAL REPORT</p> <p>The RL Commercial report from RJ was taken as read.</p>	
8.0	<p>CHIEF EXECUTIVE OFFICER’S REPORT</p> <p>The report from TS was taken as read.</p>	
9.0	<p>EXECUTIVE REPORTS</p> <p>The following reports were taken as read:</p> <ul style="list-style-type: none"> • Operational Plan & Insight Report • Finance, Facilities & Central Services Report • Performance, Development & Match Officials Report • Litigation Report <p>It was noted that a People and Culture report had not been provided as VS was currently on sick leave.</p> <p>It was agreed to circulate a performance schedule for the England Men’s team until the end of the year. MC also agreed to share the England Wheelchair schedule.</p>	<p>ML /MC</p>
10.0	<p>BOARD SUB COMMITTEES</p> <p>Reports from the following subcommittees were noted:</p> <ul style="list-style-type: none"> • Brain Health Committee – 3 July 2025 <p>ER felt it would be useful for the Board to receive a regular report from the Inclusion Board.</p>	<p>JJB</p>

11.0	<p>RISKS</p> <p>The following risks were noted from the meeting:</p> <ul style="list-style-type: none"> • Risk to the RFL’s cashflow in the event of withheld Sport England funding and non-compliance with the Code for Sports Governance. • Risk of litigation from Championship clubs following the Super League expansion announcement. 	
12.0	<p>AOB</p> <p>12.1 Ray French The Board acknowledged the sad passing of former player and commentator, Ray French MBE and noted his tremendous and long standing contribution to the sport.</p> <p>12.2 Salford DP enquired as to the latest position with the Salford Red Devils. RG reported that Paul King had received assurances that the owners would meet payroll on Thursday, and the bridging loan had yet to be received. A further update would be received on Friday.</p> <p>12.3 Future meetings LJC suggested that the Board consider more frequent and shorter meetings. It was agreed that alternative dates would be explored, potentially without a full set of executive reports at each meeting. ER added that hybrid meetings were proving challenging and suggested that meetings either be all in person or all remote.</p> <p>AE also asked whether consideration could be given to directors’ terms of engagement given their significant time commitment. TS confirmed that this would need to be determined by the Remuneration Committee.</p>	<p>TS</p> <p>DP</p>
13.0	<p>DATE OF NEXT MEETING</p> <p>10th September 2025</p> <p>There being no further business, the meeting closed at 3.30pm.</p>	