



## NOMINATION COMMITTEE TERMS OF REFERENCE

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### Constitution

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

The Terms of Reference of the Committee were approved by the Board on 23 August 2019 and are set out below (replacing the Terms of Reference previously in force).

### Scope

The Committee is concerned with the business of the entire RFL Group of companies and its authority extends to all matters relating to the RFL and its business units and subsidiaries (the “**Group**”).

### Summary of Purpose

The principal purposes of the Committee are to:

- (A) Ensure that there is a formal and transparent procedure for appointing new directors, re-appointing directors to the Board of Directors and appointing senior executives (being the Chief Executive Officer and any executive it is envisaged will have a basic salary of £100,000 or more); and
- (B) Keep under review the composition of the Board and Board sub-committees and make recommendations to the Board in relation to the same.

### 1.0 Membership

- 1.1 The Committee shall be appointed by the Board and shall comprise not less than three members two of whom shall be independent non-executive directors.
- 1.2 The Chairman of the Board will be the Committee Chairman save that the Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
- 1.3 The Chairman of the Committee can co-opt additional members from time to time to enhance the effectiveness of the Committee.
- 1.4 It is condition of each Committee member’s appointment that he/she has signed a copy of the Directors’ / Sub-Committee members’ Code of Conduct.

### 2.0 Secretary

- 2.1 The Chairman or his or her nominee shall act as the secretary of the Committee.

### 3.0 Meeting Structure

- 3.1 Meetings shall be held as a minimum of twice a year.
- 3.2 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 Committee Secretary.
- 3.3 The quorum at any meeting of the Committee shall be 2
- 3.4 In the absence of the Chairman (or where in accordance with paragraph 1.2 the Chairman is not able to chair the meeting) the remaining members present shall elect one of themselves to chair the meeting.

#### 4.0 **Authority**

- 4.1 The Committee is authorised by the Board to:
  - 4.1.1 investigate any activity within its Terms of Reference.
  - 4.1.2 seek any information that it requires from any employee of the Company and all employees are directed to cooperate with any request made by the Committee.
  - 4.1.3 obtain any necessary outside legal or independent professional advice (subject to the prior approval of the Board or relevant Executive Board member), and secure the attendance of external parties with relevant experience and expertise if considered necessary.

#### 5.0 **Responsibilities**

- 5.1 The Committee shall:

##### **Appointment of Directors / Senior Executives**

- 5.1.1 Before considering any appointment, evaluate the balance of skills, knowledge, experience and diversity (in line with the Sports Governance Code) on the Board (or Executive) and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 5.1.2 Ensure that in considering appointments the requirements of the Sports Governance Code are fully complied with including by considering candidates from a wide range of backgrounds and from both inside and outside the sport;
- 5.1.3 Ensure that all candidates for the position of director comply with the eligibility criteria in the Articles and the Directors Code of Conduct;

- 5.1.4 Ensure that the overall composition of the Board complies with the Sports Governance Code (including the requirement that at least 25% of the Board are independent (as defined in the Code) non-executive directors;
- 5.1.5 Be responsible for nominating for the approval of the Board (and, in the case of non-executive directors, ultimately appointment by Council), candidates to fill Board vacancies as and when they arise;
- 5.1.6 Ensure that the non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
- 5.1.7 Ensure that all directors sign the Directors' Code of Conduct;
- 5.1.8 Give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the RFL and what skills and expertise are therefore needed on the Board (and Executive) in the future;
- 5.1.9 Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

#### **Composition of the Board and Board Sub-Committees**

- 5.1.10 Regularly review the structure, size and composition (including skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes; and
  - 5.1.11 On an annual basis review the structure, size and composition (including skills, knowledge and experience) of each Board Sub-Committee and make recommendations to the Board with regard to any changes.
- 5.2 In considering its remit the Committee shall take into account that remuneration for all directors and senior executives (and other employees) is made from Rugby Football League Limited (a trading and wholly owned subsidiary of the RFL). The Board of the 2 organisations are the identical. In addition, certain of the executive directors of the RFL are also directors of other group companies. The RFL also has the right to appoint an individual to the Board of Super League (Europe) Limited as a non-executive director.

## **6.0 Reporting**

- 6.1 The Secretary of the Committee shall minute the proceedings and decisions of all meetings of the Committee and shall circulate the minutes to the members of the Committee. Once agreed by the members, the minutes shall be circulated to all members of the Board.



- 6.2 The Chairman shall report formally to the Board on its proceedings on its proceedings on all matters within its duties and responsibilities upon invitation.
- 6.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.4 The Committee shall annually review its terms of reference and its own effectiveness and recommend any appropriate changes to the Board.
- 6.5 The Chairman 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 for inclusion in the annual report and accounts. Such a report should specifically include:
  - 6.5.1 a summary of the role of the Committee;
  - 6.5.2 the names and qualifications of all members of the Committee during the period;
  - 6.5.3 the number of Committee meetings and attendance by each member; and
  - 6.5.4 the way the Committee has discharged its responsibilities.