

REMUNERATION COMMITTEE

TERMS OF REFERENCE

DEFINITIONS

- “The Board” means the International Rugby League Limited Board of Directors
- “The Committee” means the Remuneration Committee.

1. INTRODUCTION

IRL is committed to a formal and transparent procedure for developing policy on executive and consultant remuneration. To that end the Board has established a Remuneration Committee which makes available its terms of reference, explaining its role and the authority delegated to it by the Board.

2. PURPOSE AND OBJECTIVE

- 2.1 Determine and agree with the Board, the framework or broad policy for the remuneration of the IRL executives and consultants. No Director shall be involved in any decision as to their own remuneration.
- 2.2 In determining such policy the Committee must take into account factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company.
- 2.3 Review the on-going appropriateness and relevance of the remuneration policy.
- 2.4 Approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes.
- 2.5 Determine the policy for, and the scope of any appropriate pension arrangements.
- 2.6 Ensure that contractual terms on termination, and any payments made, are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 2.7 Within the terms of the agreed policy and in consultation with the Board determine the total remuneration package of each executive and consultant including bonuses, if any, incentive payments, benefits and pension.
- 2.8 In determining such packages and arrangements give due regard to any relevant legal requirements and at all times to consider any best practice.
- 2.9 Take account of sector remuneration levels to ensure the company is competitive and able to recruit executives of the required competency.
- 2.10 Review and note annually the remuneration trends across the company.
- 2.11 Oversee any major changes in employee benefits structures throughout the company.
- 2.12 Agree the policy for authorising claims for expenses from the executive and consultants.



3. OPERATING GUIDELINES

- 3.1 Members shall be appointed by the Board. The Committee shall be made up of two or three members, one of whom is the Chair of IRL. At least two members shall be independent Directors.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the senior IRL executive or external advisors may be invited to attend for all or part of meetings as appropriate.
- 3.3 Appointments to the Committee shall be for a period of up to two years.
- 3.4 The Board shall appoint the Committee Chair, who shall not be the IRL Chair.
- 3.5 The Committee Chair or their nominee shall act as secretary to the Committee.
- 3.6 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee of which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Committee.
- 3.7 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.

4. ORGANISATION

- 4.1 The Committee shall meet at least once each year in or around December and at other such times as the Committee shall require.
- 4.2 Meetings of the Committee shall be summoned by the Chair or at the request of any of its members.
- 4.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person required to attend no less than 5 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate at the same time.
- 4.4 The Chair of the Committee acting as secretary to the Committee shall minute the proceedings and resolutions of the Committee meetings including the names of all those present and in attendance.
- 4.5 Minutes of Committee meetings shall be circulated promptly (within two weeks of the meeting) to all members of the Committee and once agreed, shall be made available to all other members of the Board.
- 4.6 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

5. SCOPE

- 5.1 Remuneration for the staff and consultants retained by the IRL to undertake day to day running of the IRL. This does not include the running of events which is a delegated authority to executives and other affiliated organisations.
- 5.2 The Committee is authorised by the Board to seek any information it requires from any employee of the company or contracted consultant in order to perform its duties.
- 5.3 In connection with its duties the Committee may request that the Board consent to authorise the Committee to obtain at the company's expense any outside legal or other professional advice. Such consent not to be unreasonably withheld.

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