

STRATEGY COMMITTEE – TERMS OF REFERENCE

DEFINITIONS

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

1. PURPOSE & OBJECTIVE

- 1.1 To serve in an advisory and expert capacity to the Board in all matters relating to the organisation’s long term strategy, including any risks associated with and the reasonable feasibility of a proposed strategic plan.
- 1.2 To consider the IRL's approach to its governance structure in an ever-evolving international context, and to ensure that the IRL retains a forward-thinking, modern approach to governance that supports its strategic intent.

2. SCOPE

- 2.1 To oversee the design and drafting of any strategy documentation before making recommendations to the Board.
- 2.2 To monitor, through close collaboration with management, the implementation of the strategy at appropriate intervals.

3. OPERATING GUIDELINES

- 3.1 Quorum shall be a simple majority of the number of the Committee’s members. 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.
- 3.2 The Committee shall meet as many times as appropriate to fulfil its purpose.
- 3.3 Meetings of the Committee shall be convened by the chair of the Committee.
- 3.4 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 10 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate at five days prior to a meeting.
- 3.5 The chair of the Committee, or appointed secretary, shall minute the proceedings and decisions of the Committee meetings including the names of all those present and in attendance.
- 3.6 Minutes of Committee meetings shall be circulated promptly (within two weeks of the meeting) to all members of the Committee.
- 3.7 Members shall have one vote each. The Committee chair shall have the deciding vote in the event of a tie.

4. MEMBERSHIP

- 4.1 The IRL shall appoint a chair and a secretary, who may also be a Committee member.
- 4.2 Members shall be appointed by the Board. The Committee shall be made up of a minimum of three members, one of whom will be an independent Director of IRL.
- 4.3 Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite such other person to its meeting as it deems



necessary, including persons to provide expert advice as considered necessary by the Committee.

- 4.4 Committee members may not appoint an alternate to attend on their behalf.
- 4.5 Appointments to the Committee shall be for a period of up to two years. Members may be reappointed upon the expiry of their term.
- 4.6 The Board can remove any Committee member through a resolution duly passed at a Board Meeting. Committee members are automatically removed if they cease to be a Board member or staff member of IRL.

5. DUTIES

- 5.1 The Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.
- 5.3 In performing their duties and functions described in these TOR each Committee member shall act in the best interests of the game of rugby league, in accordance with their fiduciary duties and in accordance with IRL's articles, rules and policies.

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