

Corporate Governance Charter

Rugby League Brisbane Limited

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Definitions

ARL Commission means Australian Rugby League Commission Limited ABN 94 003 107 293.

ASIC means the Australian Securities and Investments Commission.

Board means board of Directors of the League.

Chairperson means the chairperson of the Board.

Charter means the charter adopted from time to time with respect to each Committee, as applicable to that Committee.

Clubs means incorporated rugby football league clubs that participate in the competition operated by the League.

Committee means a committee created by the Board under the Constitution and this Corporate Governance Charter.

Constitution means the constitution of the League.

Corporate Ethics Policy means the policy set out in Section 3 setting out directors' duties given their position with the League.

Corporate Governance Charter means the policies, procedures and Charters set out in this document.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a director of the League.

Division means the relevant division of the QRL.

Game means the game of rugby league football conducted throughout the State of Queensland and any other jurisdiction that the ARL Commission may delegate from time to time.

Governance Principles means the Sports Governance Principles (March 2012) and the Mandatory Sports Governance Principles (June 2015) produced by The Australian Sports Commission as amended or replaced from time to time.

League means Rugby League Brisbane Limited.

Local Area means the area of administered by the League as determined from time to time by the QRL.

Manager means the person (if any) engaged in the role of the manager of the League.

NRL means National Rugby League Limited ABN 23 082 088 962.

QRL means Queensland Rugby Football League Limited ABN 65 009 878 013.

Standing Rules means the general and procedural rules of each Committee set out in Section 8 of this Corporate Governance Charter.

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Section 1 Principles of Corporate Governance

1.1 Board of Directors

(a) General

This document sets out the main principles adopted by the Board of Directors of the League to implement and maintain a culture of good corporate governance both internally and in its dealings with outsiders.

The Board is the custodian of the culture and values of the Game and is committed to setting behavioural standards by example. The Board of the League is committed to administering the policies and procedures with openness and integrity, adhering to the mission statement of the QRL, pursuing the true spirit of corporate governance commensurate with the League's needs.

The matters set out in this document are subject to the Corporations Act and the Constitution.

The purpose of preparing and disclosing the matters set out in this document is to:

- (1) formalise procedures to ensure the League and the Board act in a transparent and appropriate manner in their respective internal and external dealings;
- (2) ensure that appropriate checks, balances and procedures are in place to monitor the operations of the League and those charged with its management; and
- (3) provide stakeholders with a transparent method to evaluate the performance of the League from a corporate governance perspective.

In preparing and implementing these strategies, the League and the Board are mindful of the Governance Principles.

(b) Functions, powers and responsibilities of the Board

Generally, the powers and obligations of the Board are governed by the Corporations Act and the general law.

Without limiting those matters, the Board expressly considers itself responsible for the following:

- (1) ensuring compliance with the Corporations Act and all other relevant laws;
- (2) providing leadership and developing, implementing and monitoring strategic operational and financial objectives for the League and the overall performance of the League;
- (3) appointing appropriate staff, consultants and experts to assist in the League's operations;
- (4) ensuring appropriate financial and risk management controls are implemented;
- (5) setting, monitoring and ensuring appropriate accountability and a framework for remuneration of Directors and executive officers;
- (6) implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;

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- (7) implementing and overseeing the League's risk management framework to enable risk to be identified, assessed and managed and to set the risk appetite the Board expects management to operate within;
- (8) appointing the Chairperson;
- (9) approving the appointment and, where appropriate, removal of members of management other than the Manager which is to be dealt with in accordance with paragraph 1.4;
- (10) monitoring the effectiveness of the League's governance practices;
- (11) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- (12) approving the annual budget;
- (13) liaising with the League's external auditors;
- (14) approving and monitoring financial and other reporting systems of the League (including external audit) and the integrity of these systems; and
- (15) appointing and overseeing Committees where appropriate to assist in the above functions and powers.

1.2 Director Acknowledgement Form

Within 30 days of the appointment of a Director, the relevant Director must complete and provide to the League the duly signed Director Acknowledgement Form as set out in Section 10.

1.3 Chairperson

The Chairperson is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings.

1.4 Manager

The Manager is responsible for running the day to day affairs of the League under delegated authority from the Board and to implement the policies and strategies set by the Board. In carrying out his or her responsibilities, the Manager must report to the Board in a timely manner and ensure that all reports to the Board are clear and accurate.

The Manager shall be an employee of the QRL and is to be employed on terms and conditions (including as to remuneration) as determined by the QRL. The QRL will be responsible for performance management of the Manager, subject to feedback from the Board.

The Manager has the powers, duties and authorities, delegated to them by the Directors and is subject to the direction of the Directors of the League.

1.5 Company Secretary

The role of the Secretary of the League is to support the effectiveness of the Board and the Committees. The Manager may also fill the role of Secretary.

In carrying out his or her responsibilities, the Secretary of the League is accountable directly to the Board in the performance of this role which includes, without limitation:

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- (a) advising the Board and the Committees of governance matters;
- (b) monitoring compliance with Board and Committee policy and procedures;
- (c) coordinating the timely completion and despatch of Board and Committee papers;
- (d) ensuring that the business at Board and Committee meetings is accurately recorded in the minutes; and
- (e) helping to organise and facilitate the induction and professional development of Directors.

1.6 Independent Advice

A Director may seek independent advice, including legal advice, where he or she believes it is necessary to properly discharge his or her duties as a Director. The League will pay for the reasonable cost of this advice provided that the Director has obtained the prior written approval of the Chairperson (including for the cost of the advice).

1.7 Code of Conduct

The standard which the Board, management and employees of the League are encouraged to comply with when dealing with each other, stakeholders and the broader community is set out in Section 2.

1.8 Corporate Ethics

The League has adopted, under Section 3, a Corporate Ethics Policy setting out, in addition to these principles, the obligations of integrity and honesty on each member of the Board.

1.9 Committees

- (a) As set out in subclause 1.1(b), one of the functions of the Board is to form and monitor any special purpose Committees established to review certain aspects of the operations of the League, having regard to the principles under this Section 1.
- (b) Several Committees will be established to support the Board. Members of Clubs and Club Executives are welcome to nominate to sit on a Committee. Membership will be decided by the Board based upon the skills required for each Committee and also considering the need to get fair representation the Clubs within the Local Area.
- (c) The chairperson of each Committee will be a member of the Board.
- (d) As a guide, an active committee member should expect to be commit about 2-3 hours per week to supporting Committee work. The Chairperson should expect to put in about 5-10 hour per week as they will be engaging with management more frequently. This time commitment is expected to be more in the first 12 months of operation until processes are embedded so initially Committee members may be very busy. Training and support will be offered to Committee members.
- (e) The League has established the following Committees for this purpose:
 - (1) Finance, Audit and Risk Management Committee;
 - (2) Governance and Compliance Committee;
 - (3) Competitions Committee; and

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- (4) Game Development Committee.
- (f) The Charters of each of these Committees are set out in this document.
- (g) In addition, the League may in the future (if the Directors consider that the League is of a size or its affairs of such complexity as to justify their formation) establish further committees.
- (h) Nomination forms are available and, initially will be in the form set out in Section 9.
- (i) Membership applications will be assessed against the skills required for each Committee and also considering the need to get fair representation of the Clubs within the League. Above all integrity, goodwill and demonstrated leadership qualities to promote the Game and values of the QRL are required. The Board will make the decision on committee members after first making a short list of suitable candidates.

1.10 Allocation of funds

It is acknowledged that the League previously consisted of two separate incorporated associations being Greater Brisbane Junior Rugby League Inc. and Brisbane Second Division Rugby League Incorporated. These associations amalgamated and then the amalgamated association transferred its incorporation to form this company limited by guarantee.

During the amalgamation process it was identified by the stakeholders that certain funds had been raised for the purposes of activities of each of the previous separate incorporated associations. It was agreed that these amounts should be quarantined and only used for the particular purposes for which they were raised. That is, funds raised by the junior league should be used for activities that primarily benefit the junior league and funds raised by the senior league should be used for activities that primarily benefit the senior league. As at the date of this Charter, these amounts have been identified as follows:

- (a) Junior funds for the purpose of facilities – \$100,000.00;
- (b) Junior funds for the purpose of projects – \$315,000.00;
- (c) Junior funds for the purpose of Rugby League Brisbane – \$80,000.00;
- (d) Junior funds that are to be held as contingency funding - \$100,000.00;
- (e) Senior funds for the purpose of facilities – \$50,000.00; and
- (f) Senior funds for the purpose of projects – Nil.

The Board must consider the recommendations of the Finance, Audit and Risk Management Committee in relation to the use of these funds and ensure that they are applied by the Board for:

- (a) in relation to the above funds raised by the junior league for the purposes of facilities, activities that primarily benefit the junior league with respect to its facilities or future facilities;
- (b) in relation to the above funds raised by the junior league for the purposes of projects, activities that primarily benefit the junior league with respect to its projects or future projects;
- (c) in relation to the above funds raised by the junior league for the purposes of Rugby League Brisbane, activities that primarily benefit Rugby League Brisbane;

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- (d) in relation to the above funds raised by the junior league for the purposes of contingency funding, general activities relating to the junior league;
- (e) in relation to the above funds raised by the senior league for the purposes of facilities, activities that primarily benefit the senior league with respect to its facilities or future facilities; and
- (f) in relation to the above funds raised by the senior league for the purposes of projects, activities that primarily benefit the senior league with respect to its projects or future projects.

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Section 2 Code of Conduct

2.1 Introduction

This code of conduct sets out the standard which the Board, management and employees of the League are encouraged to comply with when dealing with each other, stakeholders and the broader community.

2.2 Commitment of Board and Management to Code of Conduct

The Board endorses this code of conduct. The Board are committed to not only complying with the League's legal obligations but also to acting ethically and responsibly.

2.3 Objects and Goals

The League aims are to:

- (a) promote the values of the Game;
- (b) promote positive player and stakeholder behavioural standards which uphold the values of the Game;
- (c) establish and operate structured junior and senior rugby league football competitions in the Local Area in which League Members and their registered players can participate;
- (d) encourage and foster the sport of rugby league football in the Local Area;
- (e) promote and encourage either directly or indirectly the physical, cultural and intellectual welfare of all persons in the community and in particular, the rugby league football community in the Local Area;
- (f) promote and encourage either directly or indirectly sport and recreation, particularly rugby league football, in the interests of the social welfare of all persons in the Local Area;
- (g) ensure that rugby league football at the League and in the Local Area is conducted in accordance with the rules and practices adopted by the QRL from time to time;
- (h) abide by and comply with all rules, by-laws, decrees, resolutions and ordinances made by the QRL and the ARL Commission and any other administrators of rugby league football approved by the ARL Commission;
- (i) work closely with the NRL game development officers and other personnel in developing the Game;
- (j) work closely with the NRL clubs and clubs in other QRL competitions in the Local Area to ensure clear pathways are established for players who wish to pursue that direction;
- (k) act in the best interests of the Game; and
- (l) do all such acts and things as are necessary, incidental, conducive or subsidiary to all or any of the above objects.

2.4 Obligations relative to fair trading and dealing

The League will deal with others in a way that is honest and fair and will not engage in deceptive practices. The League is committed to complying with all laws and regulations and

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acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

The League believes that a fraudulent or corrupt act could significantly impact on the confidence of the League's stakeholders and significantly diminish the League's reputation and the reputation of the Game. Accordingly, the League has a zero tolerance policy to fraud and corruption and will thoroughly investigate and apply the full force of the law where sufficient evidence is obtained.

All Directors and employees of the League must exercise reasonable care and diligence in the prevention of fraud or corruption by or against the League.

All Directors and employees of the League must:

- (a) understand and comply with this Code of Conduct;
- (b) comply with any reporting and approval processes for gifts, entertainment or hospitality implemented by the Board from time to time;
- (c) immediately report to the Chairperson or Manager if they uncover or suspect an incident of fraud or corruption.

The League will comprehensively investigate all suspected incidents of fraud or corruption using the principles of independence, objectivity and the rules of natural justice. The League is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute fraud or corruption or raises a genuine concern in respect of any such conduct.

2.5 Conflicts of interest

The Board and employees of the League must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interests of the League (excluding those matters which may be subject to legal professional privilege). Where a real or apparent conflict of interest arises the matter should be brought to the attention of the Chairperson in the case of a Director or Manager in the case of an employee, so that it may be considered and dealt with in an appropriate manner for all concerned.

2.6 Compliance with Code of Conduct

Any breach of compliance with this code of conduct is to be reported directly to the Manager, or Chairperson, as appropriate. Non-compliance with this code of conduct may result in disciplinary action.

2.7 Periodic review of Code of Conduct

The League will monitor compliance with this code of conduct periodically by liaising with the Board and staff especially in relation to any areas of difficulty which arise from the code of conduct and any other ideas or suggestions for improvement of the code of conduct. Suggestions for improvements or amendments to the code of conduct can be made at any time.

2.8 Code of Conduct for Directors, employees and contractors

The League will endeavour to ensure that the above principles in this code of conduct are implemented and adopted by Directors, employees and contractors of the League by importing the following principles into the terms of such engagements. Specifically, Directors, employees and contractors will be encouraged and expected to:

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- (a) act in the best interests of the League;
- (b) actively promote the highest standards of ethics and integrity in carrying out their duties for the League and act honestly;
- (c) comply with the laws and regulations that apply to the League and its operations;
- (d) not knowingly participate in any illegal or unethical activity;
- (e) disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and not enter any arrangement or participate in any activity that would conflict with the League's best interest or which they believe could compromise in any way the reputation or performance of the League;
- (f) respect confidentiality of all information of a confidential nature which is acquired in the course of the League's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
- (g) deal with the League's stakeholders and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the League operates;
- (h) report any breach of this code of conduct to management, who will treat reports made in good faith of such violations with respect and in confidence;
- (i) attend meetings on time, well prepared and having attended to the pre-reading;
- (j) attend all scheduled board meetings. Absence from two consecutive meetings without prior approval, which will only be granted in extenuating circumstances, may result in a show cause notice from the Chairperson as to why their membership should not be reviewed; and
- (k) notify the Chairperson in advance of any anticipated absence from a scheduled meeting and seek to be excused from attending.

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Section 3 Corporate Ethics Policy

3.1 Introduction

Directors are subject to certain stringent legal requirements regulating their conduct, both in terms of their internal conduct as Directors and in their external dealings with third parties both on their own behalf and on behalf of the League.

To assist Directors in discharging their duty to the League in compliance with the relevant laws to which they are subject, the League has adopted a Corporate Ethics Policy (**Policy**).

This Policy sets out rules binding Directors in respect of a Director's legal duties as an officer of the League.

3.2 Directors' powers and duties

Each Director is required to comply strictly with the legal, statutory and equitable duties as an officer of the League. Broadly, these duties are:

- (a) to act in good faith and in the best interests of the League;
- (b) to act with due care and diligence;
- (c) to act for proper corporate purposes;
- (d) to avoid conflicts of interest or duty; and
- (e) to refrain from making improper use of information gained through the office of Director, or taking improper advantage of the office of Director.

3.3 General

Directors owe a variety of duties to the League which may affect the appropriateness of their attendance at, and participation in, meetings of the Board. These duties arise as a result of the general law and also under the Corporations Act.

The Directors should be aware that if they breach their fiduciary duties to the League, they may be liable to account to the League for any profit they derive or to indemnify the League against any loss their breach has caused.

Breaches of the Corporations Act duties may also give rise to an action for damages, fines and penalties or disqualification.

(a) Common law fiduciary duties

A director is said to be in a fiduciary, as opposed to an arm's length, relationship with the League. As such a Director will owe various fiduciary duties to the League which underlie matters relating to the conduct of a Director, including attendance at, and participation in, meetings. The positive duties of a Director include the duty to act in good faith in the best interests of the League, to act for proper corporate purposes to give adequate consideration to matters for decision and to keep discretions unfettered.

(b) Corporations Act

A Director will also be subject to duties imposed by the Corporations Act. They include the duty to exercise care and diligence, to exercise their powers in good faith and for a proper purpose and not to misuse their position or information obtained from their

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position to gain an advantage for themselves or others or cause detriment to the League.

3.4 General duties of Directors

(a) General law duty - to act for proper corporate purposes

The duty to act for proper corporate purposes requires Directors to exercise the powers granted to them for the purpose for which they were given, not for collateral purposes.

(b) General law duty - to give adequate consideration and duty not to fetter a director's discretion

The duty to give adequate consideration to matters for decision and to keep discretions unfettered requires Directors to give adequate consideration to matters when exercising their discretion. They must take positive steps to inform themselves about matters and not simply acquiesce in the decision making process.

(c) Care and diligence

(1) General law and Corporations Act duty - to act with a reasonable degree of care and diligence in exercising a director's powers and discharging a director's duties

Under the Corporations Act, a Director must exercise the Director's powers and discharge the Director's duties with the degree of care and diligence that a reasonable person would exercise if that person:

- (A) was a director of a company in the same circumstances as the League; and
- (B) occupied the same office and had the same responsibilities as the Director.

Apart from the Corporations Act obligation, a failure of a Director to act with a reasonable degree of care and diligence is also likely to be considered negligent.

(2) Business Judgment Rule

The Corporations Act provides for a mechanism for a Director to avoid a breach of the Director's duty of care and diligence where certain parameters are met. This is known as the "business judgment rule". All Directors are expected to be familiar with this rule.

In summary, a Director who makes a business judgment is taken to meet the duty of care and diligence (whether under statute or the general law) if the Director:

- (A) makes the judgment in good faith and for a proper purpose;
- (B) does not have a material personal interest in the subject matter of the judgment;
- (C) informs himself or herself about the subject matter of the judgment to the extent he or she reasonably believes to be appropriate; and

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- (D) rationally believes that the judgment is in the best interests of the corporation.

The Director's belief that the judgment is in the best interests of the League is a rational one unless that belief is one that no reasonable person in the Director's position would hold.

A "business judgment" is any decision to take or not take action in respect of a matter relevant to the business operations of the League.

While the business judgment rule assists Directors to avoid a breach of their duty of care and diligence under both the Corporations Act or under the general law, it does not relieve breaches of the other duties of Directors, whether under the Corporations Act or otherwise, described above.

(d) **Act in good faith**

There are general law and Corporations Act duties:

- (1) to act in good faith in the best interests of the League;
- (2) to act for a proper purpose;
- (3) not to improperly use the Director's position; and
- (4) not to improperly use information obtained by virtue of the Director's position.

The duty to act in good faith in the best interests of the League requires Directors to use their discretion honestly and with reasonable care and diligence for the purposes for which it was conferred. A Director must not promote his or her personal interest by making or pursuing a gain in circumstances in which there is a conflict, or a real possibility of a conflict, between his or her personal interests and those of the League. Additionally, a Director must not act to promote the interest of a third person where there is a conflict, or a real possibility of conflict, between their fiduciary duties to the League and any duties owed to the third person.

3.5 Avoiding conflicts

(a) **Attending and participating in Board meetings**

The duties in relation to conflict are of particular importance when a Director is considering whether or not he or she should attend and participate in Board meetings.

This rule requires a Director to avoid situations in which there is a "real and sensible possibility" of conflict between the Director's personal interests and the League's interests. This duty is also of particular significance where Directors hold multiple directorships. While merely holding multiple directorships is not a breach of the rule against conflict, the rule will be breached if the Director discloses confidential information which the Director has gained as a result of another directorship they hold.

Consequently, if a Director has a conflicting personal interest, whether direct or indirect, in a matter to be discussed at a meeting of the Board, they should first disclose this matter to the Board and then consider whether participating in the matter would result in a breach of their fiduciary duties.

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(b) **Material personal interest**

A Director who has a material personal interest in a matter that relates to the affairs of the League is required to disclose this to the League.

Directors who have a material personal interest in a matter generally must not attend a meeting of the Board while that matter is being considered or vote on the matter. There are some exceptions to this but caution must be exercised to ensure that the conflicted Director does not participate where such participation would be in breach of his or her fiduciary duties or the duties imposed by the Corporations Act.

(c) **Common directorships**

These duties become particularly relevant where companies have directors in common and a decision involving a potential conflict of interest is required to be taken by one of the companies. In this case, it will generally be prudent for a director who is on the board of both companies not to participate in the decision making process of either company on that matter.

3.6 Confidentiality

The Directors will have access to any information which the Directors may consider necessary to perform their responsibilities and exercise their independent judgment when making decisions. All information received by a Director in these circumstances must be considered confidential and at all times remains the property of the League.

Any confidential information of the League acquired by a Director during the Director's appointment must not be disclosed by the Director, or the Director must not allow it to be disclosed, to any other person unless the disclosure is authorised by the Chairperson or is required by law or regulatory body.

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Section 4 Finance, Audit and Risk Management Committee Charter

4.1 Committee members

The composition of the Finance, Audit and Risk Management Committee (**FARM Committee**) and the number of members are as determined by the Board from time to time. However, it is intended to be constituted by:

- (a) 4-5 members including at least one member of the Board who is to act as the Chairperson of the FARM Committee; and
- (b) members that reflect a cross-representation of the zones in the Local Area.

4.2 Skill Set required

Financial management or accounting skills, past experience managing the financial governance of a non for profit association or a commercial business. Would be expected to have some qualifications in financial management and be familiar with financial reporting obligations of corporate entities.

4.3 Committee Scope

Actively manage the finances of the League to ensure robust financial management processes are developed and followed, the finances of the League are managed responsibly and transparently, funds are expended in accordance with protocols (including funds quarantined on the creation of the League) and that Members of the League are given adequate guidance and support to operate as financially viable entities.

The FARM Committee is responsible for forecasting capital expenditure and shall work with the Game Development Committee to support their efforts to grow the game within the League.

4.4 Function and interaction with board and management

Functions	Board	Committee	Management
Develop annual budget for submission to the Board (which then considers, accepts and provides to the SEQ Division)	Approve to provide to the SEQ	Actively review and work with the Manager to finalise	Develop with input from the Committee
Establish policies and procedures for clubs including cash handling policies; monthly bank account reconciliation processes; minimum financial standards; minimum financial software; best practice accounting procedures including requiring two	Identify gaps in conjunction with the Committee. Approve policies	Identify policy gaps and share individual expertise to assist Management to write policies.	Work with Committee to write policies

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Functions	Board	Committee	Management
signatures for cheques over \$250; the keeping of asset registers.			
Conduct Club health checks and develop club financial management capability	Review Reports	Provide assistance to clubs identified in the health checks as requiring guidance and support	Conduct health checks and implement programs to build capability
Identify projects for capital expenditure (CAPEX) and opportunities to offset with grants.	Consider recommendations from the Committee and Approve. Submit to SEQ if funding required beyond League funds	Identify and assess the merits of various projects requiring capital expenditure	Provide a hands on insight to potential projects
Identify recurrent costs (for budgeting) and review as required	Approve	Review recurring costs	Monitor expenditure, keep it to budget, identify opportunities to reduce (for example discounts on bulk recurring orders on uniforms)
Forecast cash flows to accommodate peak expenditure periods	Review and Approve	Involved to adjust and review	Develop based on previous years
Recommend funds expenditure by the League (Board approves) and monitor the Board established payments authority with League Manager to enable invoices to be paid.	Approve expenditure	Consider projects for funds expenditure to recommend to the Board	The Board may set a limit for operating expenses to be paid by Management
Be aware of grant availability and oversee applications, the spending of granted money and acquittals	Note	Identify opportunities	Prepare applications and submit, acquit grants
Financial statements and conduct of audit by qualified auditor	Sign off and submit to SEQ Division	Review auditor comments, meet with auditor, endorse audits report	Assist to prepare financial statements. Meet with auditor. Supply auditor financial records as required.
Work with Division Board Finance Manager	Communicate with Division Finance Manager on Division grants, budget and reporting	n/a	Applicable in relation to and invoicing or receipt of funds from the Division (eg grants/sponsorship)
Establish policies and	Sign off on reports	Review reports	Assist to prepare

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Functions	Board	Committee	Management
procedures for reports to identify expenditure as it relates to different aspects of the League including in relation to junior activities and senior activities expenditure			financial statements.

4.5 Reporting

- (a) Proceedings of all meetings are minuted and signed by the chairperson of the Committee (in this Section, **Committee Chairperson**).
- (b) The Committee, through the Committee Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting regarding the determinations and conclusions of the Committee at its meetings. Minutes of all Committee meetings (and circular resolutions of the Committee) are to be circulated to the Board.
- (c) In addition, the Committee Chairperson must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Committee's activities during the year.

4.6 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.

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Section 5 Governance and Compliance Committee

5.1 Committee members

The composition of the Governance and Compliance Committee and the number of members are as determined by the Board from time to time. However, it is intended to be constituted by:

- (a) 4-5 members including at least one member of the Board who is to act as the Chairperson of the Governance and Compliance Committee; and
- (b) members that reflect a cross-representation of the zones in the Local Area.

5.2 Skill Set required

Experience in managing organisations, particularly in the area of compliance obligations, past league judiciary experience, lawyer senior manager. Suitable candidates without experience could be mentored and/or trained (eg ACID courses) as long as there is also enough experience on the Committee to support their development and to provide balance.

5.3 Committee Scope

Provide guidance to affiliated Clubs within the League on the compliance requirements involved in running a rugby league competition and to provide leadership to the Clubs on sound governance for the administration of the game from club level to the League competition. The Committee will also provide an oversight function to support Clubs with compliance requirements with QRL rules and government regulations. There will be some overlap with the FARM Committee on risk and audit issues.

5.4 Function and interaction with board and management

Functions	Board	Committee	Management
Be the first point of contact for Manager on compliance related issues. Develop procedures where gaps are identified.	Provide oversight to Committee. Funnel compliance requirements from QRL to League.	Provide clear guidance on compliance issues, develop compliance procedures.	Work with Committee to establish central consistent voice on compliance issues. Take matters to Committee from clubs is guidance required.
Develop procedures where gaps are identified to assist improving capability and reducing risk	Identify gaps in conjunction with the Committee, Approve Procedures.	Identify gaps and share individual expertise to assist Management to write policies.	Work with Committees to write procedures
Understand club affiliation requirements and assist clubs to reach these through guidance	Note and Approve	Inform management of any changes to affiliation requirements	Working with clubs to support those who need to build capability in club governance and administration. Make recommendations to the Committee to support individuals clubs were required via targeted capacity building.

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Functions	Board	Committee	Management
Maintain compliance registers with recurring tasks such as insurance due dates, blue card checks, child safety legislation requirements, grant acquittal date, audits, coach accreditation, etc	Review and Note	Review, assist with skills to establish registers in first instance	Maintain the registers
Maintain a Training Register to ensure that coaches, league safe etc meet training and accreditation requirements. Work with Game Development Committee to support their work in this area.	Provide oversight. Link with Game Development Committee. Ensure consistency with QRL rules. Identify best practice.	Review, assist with skills to establish registers in first instance	Maintain the registers
Work with FARM Committee to ensure that financial audit complies with ASIC requirements	Review and approve audit	Work with FARM Committee on audit. Ensure as a compliance matter that audit meets all requirements.	Assist to prepare financial statements. Meet with auditor. Supply auditor financial records as required.
Work with Game Development Committee to support their work in this area	Promote engagement	Seek to establish relationships and cross fertilise ideas	Act as a conduit between committees.
Maintain a Register of judiciary hearings to monitor penalties and maintain penalties database. Appoint and train judicial officers.	Review judiciary findings and ensure consistency of outcomes. Support training. Liaise with other SEQ League Boards and the SEQ on outcomes to establish consistency across the Division and Queensland.	Establish panel of suitable judiciary officers and review regularly. Determine level of competency required for judiciary. Support training. Take an active role in conduct of judiciary hearings, support officers. Establish a guide to assist officers with appropriate fines or punishments.	Prepare charge sheets, Appoint judiciary from Panel, organise hearings, complete all required documents. Prepare monthly brief for Committee and Board on judiciary outcomes.
Maintain a WHS Register	Review and Note Register	Actively review register. Identify emerging risks.	Establish Register and maintain entries

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Functions	Board	Committee	Management
Maintain a Risk Register and identify risk treatments to reduce corporate and player risk as low as reasonably possible	Review and Note Register	Actively review register. Identify emerging risks.	Establish Register and maintain entries
Monitor payments including referees, players, other officials	Recommend referee payment increases to SEQ Division for approval.	Review referees payments and recommend increases as required. Review player payments and recommend to the Board	Engage with Referees Association. Review payment and clubs with financial stress linked to payment of premiums to players.
Develop criteria for seeking and reviewing candidates for a position on the Board, including implementation of processes to assess the necessary and desirable attributes of Board members including relevant expertise and other specialised knowledge and technical, professional and social skills most likely to result in superior performance in exercising the duties and discharging the obligations and responsibilities as a member of the Board or a Committee established by the Board	Review and adopt criteria.	Maintain active networks within the community. Develop draft criteria for review and adoption by the Board.	Support function
Implementing a program for inducting new Directors and providing appropriate professional development opportunities for Directors to develop and maintain the skill and knowledge required to perform their roles effectively	Review and Adopt policy	Develop an Induction and Professional Development Policy for review and adoption by the Board	Manager may provide administrative support

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Functions	Board	Committee	Management
Reviewing and making recommendations in respect of Board succession planning generally and ensuring there are plans in place to manage the succession of management	Board action	Utilise networks to identify potential Board members. Work with other Committees to identify suitable Committee members	Support function
Reviewing the remuneration policies and practices of the Company and making recommendations to the Board in relation to remuneration of Directors	Board to consider and approve	Develop recommendations	n/a
To assist the Board in the investigation of alleged breaches by Members of the Constitution, Rules and this Charter	Consider recommendations and make findings	Consider evidence and reports and make recommendations to the Board	Provide administrative support and prepare reports to Committee on alleged breaches

5.5 Reporting

- (a) Proceedings of all meetings are minuted and signed by the chairperson of the Committee (in this Section, **Committee Chairperson**).
- (b) The Committee, through the Committee Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting regarding the determinations and conclusions of the Committee at its meetings. Minutes of all Committee meetings (and circular resolutions of the Committee) are to be circulated to the Board.
- (c) In addition, the Committee Chairperson must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Committee's activities during the year.

5.6 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.

Corporate Governance Charter

Section 6 Competitions Committee

6.1 Committee members

The composition of the Competitions Committee and the number of members are as determined by the Board from time to time. However, it is intended to be constituted by:

- (a) 4-5 members including at least one member of the Board who is to act as the Chairperson of the Competitions Committee; and
- (b) members that reflect a cross-representation of the zones in the Local Area.

6.2 Skill Set required

Experience in administering the Game at Club or League level, past player, coach, referee, marketing professional, ISC or NRL club member, NRL GDO Area Manager (or their delegate).

6.3 Committee Scope

To provide a coordinated approach to running the competition within the League, ensure that senior and junior competitions are coordinated, review and deliver representational programs to ensure they support player development

6.4 Function and interaction with board and management

Functions	Board	Committee	Management
Establish the pre-season competition/ and Carnivals or a grading system	Review and approve. Forward to SEQ Board for noting.	With the Manger, review and settle	Draft competition calendar for Committee review. Work with SEQ Manager as required to avoid clashes with other SEQ Leagues.
Establish season competition for juniors and seniors including the draw and the finals series	Review and approve. Forward to SEQ Board for review.	With Manger review and settle	Draft competition calendar for Committee review. Work with SEQ Manager as required to avoid clashes with other SEQ Leagues.
Set key dates by Oct 30 for calendar for next football year (eg season start, finals, awards dinners)	Review and approve. Forward to SEQ Board for review.	Work with manager to review draft calendar.	Draft competition calendar for Committee review. Consult with clubs. Work with SEQ Manager as required to avoid clashes with other SEQ Leagues.
Determine representative competitions in consult with Game Development Committee	Work with SEQ Board to provide feedback on representational programs	Support management. Actively review arrangements for representative programs.	Manage the representative competitions to ensure they are run consistently with SEQ and QRL requirements

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Functions	Board	Committee	Management
Review competition at end of each football year	Actively review and make decisions for next year	Review and make recommendations to Board	Seek feedback from clubs, players, coaches, referees and other stakeholders on the competition to ensure continual improvement. Feed that up to the Committee and make recommendations for any improvements.
Review competition rules at end of each season	Work with SEQ Board for a Divisional review of senior and junior rules. Highlight any local issues to be addressed via by laws	Engage clubs for feedback and provide recommendation to the Board. Highlight any local issues to be addressed via by laws	Provide Support, organise the club feedback process (eg meetings)
Work with local high schools with rugby league programs to establish synergies between the club and school programs to benefit players	Develop strategy to address issues where High school programs cut across club participation	Develop strategy to address issues where High school programs cut across club participation	Work with GDOs and actively engage high schools with league programs – follow Board strategy
Engage with referees to support their involvement in the local competition	Promote relationship, engage with referees.	Actively engage with Referee's Association to establish a health relationship	Actively engage with Referee's Association to establish a health relationship
Manage player and volunteer welfare	Actively promote player welfare	Actively promote player welfare. Identify gaps or shortcomings through communication with Clubs and stakeholders.	Actively promote player welfare. Identify gaps or shortcomings through communication with Clubs and stakeholders.

6.5 Reporting

- (a) Proceedings of all meetings are minuted and signed by the chairperson of the Committee (in this Section, **Committee Chairperson**).
- (b) The Committee, through the Committee Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting regarding the determinations and conclusions of the Committee at its meetings. Minutes of all Committee meetings (and circular resolutions of the Committee) are to be circulated to the Board.

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- (c) In addition, the Committee Chairperson must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Committee's activities during the year.

6.6 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.

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Section 7 Game Development Committee

7.1 Committee members

The composition of the Game Development Committee and the number of members are as determined by the Board from time to time. However, it is intended to be constituted by:

- (a) 4-5 members including at least one member of the Board who is to act as the Chairperson of the Game Development Committee; and
- (b) members that reflect a cross-representation of the zones in the Local Area.

7.2 Skill Set required

Experience in administering the Game at Club or League level, past player, coach, referee, marketing professional, ISC or NRL club member, NRL GDO Area Manager (or delegate).

7.3 Committee Scope

To provide strategic vision to identify opportunities for the expansion of the Game within the League. Regularly review Club financial viability to identify and provide appropriate means of support where it is warranted and in conjunction with the FARM Committee, to ensure the Game continues to be the game of choice for families.

7.4 Function and interaction with board and management

Functions	Board	Committee	Management
Identify opportunities to grow the game in new areas within the League	Support game developmental and expansion via funds allocation and visible presence of the game	Be active in the League area via Clubs to be aware of opportunities.	Actively engage with the Community and the local council to proactively identify opportunities to grow the game.
Work closely with NRL game development officers (a GDO should be on the Committee)	Support Committee work. Feed League goals to SEQ Board and to QRL and NRL as required.	Work with GDOs via Committee meetings to align NRL and League goals	Establish close relationship with GDOs to ensure effort is directed at League game development objectives
Review club health checks and work with clubs to ensure their continued viability	Note health check outcomes, engage with Clubs requiring support, identify where Clubs may need additional expertise on their Executive.	Establish annual health check procedures with triggers to identify vulnerable clubs. Work with FARM and Governance Committees on minimum requirements.	Office to work with clubs to ensure vulnerable clubs identified in annual health checks are identified and supported. Establish annual health check process and ensure it is carried out.

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Functions	Board	Committee	Management
Establish coach development programs to ensure all coaches are supported and trained so they can perform their coaching roles.	Actively promote coach development programs in the Local Area and work into the SEQ and QRL programs to enhance coach development	Actively source best practice in coach development and develop programs to roll out into to the Local Area	Be a champion of coach development and work to support the Committee
Develop and establish player welfare and education programs to ensure all players are enriched by the game	Actively promote player welfare programs in the Local Area and work into the SEQ and QRL programs to enhance player welfare	Actively source best practice in player welfare and develop programs to roll out into to the Local Area	Be a champion of player welfare and work to support the Committee
Develop and promote a positive player behaviour model to establish minimum levels of player behaviour	Actively promote positive player behaviour programs in the Local Area and work into the SEQ and QRL programs to draw the best examples of upholding player behaviours	Actively source best practice in positive player behaviour programs to roll out into to the Local Area	Be a champion of positive player behaviour and work to support the Committee
Work with Competitions Committee to ensure competitions/carnivals etc take growth opportunities into account (including their efforts with local high schools)	Approve schedules, inform SEQ Division to ensure consistency across the Leagues	Work with Manager to review draft competition calendar and recommend to the Board	Ongoing task. Manager best placed to monitor competitions schedule and how this works with the local community.
Run special events (eg marketing/ promotional)	Approve special events, engage SEQ Division for support, actively promote special events	Consider opportunities to run events, use networks with the local community, work with GDO	Make recommendations to the Committee
Work with ISC/NRL clubs in the League	Foster relationships, actively network	Foster relationships, actively network	Establish close links with ISC and NRL clubs in the League area to identify ways to strengthen links and clarify player pathways.
Promote the continued development of opportunities for female participation in sport.	Engage Division and Women in League Committee to ensure goals are attained	Identify local opportunities (an obstacles) to increase the participation of females in the game (at all levels and roles)	Work with GDOs, QRL Women in League Committee

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7.5 Reporting

- (a) Proceedings of all meetings are minuted and signed by the chairperson of the Committee (in this Section, **Committee Chairperson**).
- (b) The Committee, through the Committee Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting regarding the determinations and conclusions of the Committee at its meetings. Minutes of all Committee meetings (and circular resolutions of the Committee) are to be circulated to the Board.
- (c) In addition, the Committee Chairperson must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Committee's activities during the year.

7.6 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.

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Section 8 Standing Rules of Committees

8.1 Application

These Standing Rules apply to, and are deemed to be incorporated into the Charter of each Committee, except where the terms of these Standing Rules conflict with those of the relevant Charter.

8.2 Composition

- (a) Committee members are appointed by the Board.
- (b) The term of appointment as a member is for a period of no more than one year, with Committee members generally being eligible for re-appointment. The Board in appointing and re-appointing Committee members will endeavour to achieve some continuity of the membership of each Committee.
- (c) Membership of each Committee should be confirmed annually by the Board at the Board's first meeting following its annual general meeting.
- (d) Each Director may attend Committee meetings but will have no voting rights unless he or she is a member of the relevant Committee.

8.3 Chairperson

- (a) The chairperson of each Committee is selected by the Board with the intention being that the chairperson is to be a director which has been appointed to the relevant Committee.
- (b) Should the chairperson be absent from a meeting and no acting chairperson has been appointed, the members of the relevant Committee present at the meeting have authority to choose one of their number to be chairperson for that particular meeting.

8.4 Meetings

- (a) Each Committee will meet at such intervals as required to fulfil its obligations.
- (b) In addition, the chairperson of a Committee is required to call a meeting of that Committee if requested to do so by any member of that Committee, the Chairperson or another Board member.
- (c) A quorum will consist of two members.
- (d) The chairperson of each Committee will report to the Board following each meeting of that Committee on the decisions made by the Committee.
- (e) Meetings may be held in any location and may be held by means of teleconference or videoconference.

8.5 Review of Charter

- (a) Each Charter is to be reviewed annually by the relevant Committee to ensure it remains consistent with that Committee's authority, objectives and responsibilities.
- (b) Significant changes to the Charter must be recommended by the relevant Committee and approved by the Board.

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8.6 Duties and responsibilities

- (a) The duties and responsibilities of a member of each Committee are in addition to those duties set out for a Director of the Board.
- (b) The duties and responsibilities of a member of each Committee are set out in each Charter.

8.7 The Role of a Committee Member

(a) Overview

The position of member of a League committee is a voluntary and honorary role and members are expected to bring necessary skills, knowledge and effort to support the committee in fulfilling its role. However it is also a fulfilling role and great opportunity to be involved and to ensure that the game is administered in the best interests of rugby league and in accordance with the QRL's values.

Committee members are required to be active and to take on tasks such as:

- (1) attending Committee meetings;
- (2) meeting with clubs or potential sponsors as required;
- (3) preparing a report to the Committee;
- (4) assisting with decision making to send recommendations to the Board;
- (5) engaging with the community and seeking stakeholder (eg coaches/managers/clubs) feedback/views.

A Committee member occupies a position of trust, confidence and influence within the Committee which in turn supports the Board. It is important that members conduct themselves in a transparent and consultative way that will maintain and enhance that trust, confidence and influence. Committee members will be expected to uphold the values of the game which are:

- (1) Inclusiveness
- (2) Teamwork
- (3) Courage
- (4) Excellence

Committee members are expected to reflect these values in their interactions with each other and with League stakeholders. The QRL Mission Statement to bring people together and enrich their lives will be uppermost at all decision making.

(b) Obligations

- (1) You must not disclose confidential information gained at meetings and ensure that privacy of individuals is respected (observe privacy principles).
- (2) You must disclose any potential conflict of interest.
- (3) Your decision making must be fair and consistent, based on all relevant information and honest, open and impartial.

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- (4) You must act professionally at all times in the performance of committee duties, exercising skill, care and diligence.

Committee members should:	Committee members should not:
Attend meetings wherever possible	Consider meeting attendance optional
If unavailable to attend, provide a written apology to the Chair prior to the meeting	Be a 'no show'
Read relevant materials and papers in advance of the meeting	Turn up unprepared
Provide thoughtful and timely input	Ignore emails circulated between meetings
Work toward fulfilling the committee objectives	Run their own agenda
Carry out tasks assigned by the chair	Commit to contributing and then not follow through
Respect the role of the Board Chair, SEQ Chair and QRL Chair as primary public spokespeople for the game.	Represent personal views as the views of the League
Focus on the League's best interests	Pursue personal, stakeholder or firm interests

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Section 10 Director Acknowledgement Form

Name	
Address	
Date of Appointment	

I, the above named director, having been duly appointed as a director of Rugby League Brisbane Limited (**League**) hereby confirm that I have read and agree to comply with Constitution of the League and the Corporate Governance Charter of the League.

Signed

Date