



## New Zealand Rugby League Remuneration Committee Charter

### 1.0 Purpose

The purpose of the Remuneration Committee is to regularly review, and recommend changes to, executive remuneration including directors, General Manager (GM), Chief Financial Officer (CFO) and senior management as appropriate, to ensure that it is at an appropriate level, and effectively managed, to best advance the business objectives of the organisation.

### 2.0 Terms of Reference

The Committee shall:

- 2.1 At least annually, and in sufficient time to commission any study, survey and/or advice, review directors fees and determine whether those fees are appropriate and make recommendations to the Board to put forward any proposed increase to be considered by shareholders at the Annual General Meeting;
- 2.2 From time to time review the remuneration package of the GM and make recommendations to the Board on any changes to the GM's remuneration;
- 2.3 At least annually review the GM's performance and establish any performance criteria and individual targets for the GM;
- 2.4 Consider and recommend to the Board any performance bonus to be paid to the GM in accordance with the GM employment contract;
- 2.5 From time to time review the remuneration policy and practices, in respect to the CFO and the senior management team and provide guidance and/or directives to the GM on senior management remuneration;
- 2.6 Attend to any other matter put to the committee for consideration by the Board and, as appropriate, the management of the company;
- 2.7 The Committee may commission any study, survey and/or advice that it sees fit to assist it in its consideration of any matter subject to Board approval as per clause 2.9 before commissioning the required work.
- 2.8 All Committee recommendations shall go to the Board for ratification;
- 2.9 The Committee has no authority to commit expenditure on behalf of the organisation. Any requirement for expenditure must go to the Board for approval.

### **3.0 Membership**

- 3.1 The Remuneration Committee is a committee made up of directors from the NZRL Board;
- 3.2 The members of the Committee will be selected at the NZRL Board meeting following the Annual General Meeting and will hold office for the ensuing year;
- 3.3 The Committee shall have at least two members, one of whom shall be an independent director.
- 3.4 The key relationship between the NZRL Board and management is the relationship between the Chairperson and General Manager. For purposes of transparency, the Chairperson may not be a member of the Committee.

### **4.0 Attendance**

The Committee may invite an advisor or advisors including any member of the management team to attend meetings of the committee to provide information and assistance to the committee as required.

### **5.0 Meetings**

The Committee shall meet at least once per annum.

### **6.0 Quorum**

A quorum for the Committee shall be all members of the Committee.

### **7.0 Records**

The Committee agenda and minutes shall be distributed to all NZRL Board members regardless whether they are members of the committee.