

DIRECTORS' CODE OF CONDUCT

1 Scope

- 1.1 This Code of Conduct applies to: (i) all RFL (Governing Body) Limited ("**RFL**") directors; and (ii) all members appointed to any sub-committee of the RFL Board (a "**Sub Committee**") (unless the RFL Board determine that an alternative Code of Conduct is appropriate for any Sub Committee) (collectively defined as an "**Office Holder**").
- 1.2 This Code of Conduct is supplemental to and should be read in conjunction with: (i) the Articles of Association ("**Articles**") of the RFL; and (ii) the terms of reference of any Sub Committee, and the definitions in the Articles or terms of reference shall apply here. Where there is any conflict between this Code of Conduct and the Articles and/or the terms of reference, the Articles and/or terms of reference shall prevail.

2 Accountability and Responsibilities

- 2.1 You are accountable to the RFL and must exercise your powers as an Office Holder in good faith and for the benefit of the RFL, its members, employees and the sport of Rugby League. You have important responsibilities as an Office Holder and as such you will be held accountable for your actions and must submit yourself to whatever scrutiny is thought to be appropriate by the RFL Board and/or Sub Committee and co-operate with any person appointed by that Board or Sub Committee.
- 2.2 You must act in accordance with all applicable laws including the Companies Act 2006. An overview of the responsibilities of a Director are set out in the Directors' Briefing Pack.
- 2.3 You acknowledge that it is a condition of your appointment that you provided a Fit and Proper Person Declaration (in the form specified by the RFL) confirming that you were not subject to any of the conditions set out in the Declaration (the "**Disqualifying Conditions**") You shall notify the Secretary if any event occurs which means you are or are reasonably likely to be subjected to a Disqualifying Condition. If you are subject to a Disqualifying Condition you have the right to ask for a dispensation from the prohibition on being a Director: any such request will be considered in accordance with the procedures for breach set out in this Code of Conduct.

3 Confidentiality

- 3.1 You must ensure that you handle Confidential Information in accordance with the law and with regard to the best interests and reputation of the RFL. You must not use such Confidential Information for private purposes or to harm the RFL or to maliciously damage the reputation of others, or disclose Confidential Information to the media or any other third party without the prior authority of the Board or Sub-Committee. This obligation continues indefinitely after you cease to be an Office Holder.
- 3.2 Confidential information is any information which you know or ought reasonably to know is confidential and includes (but is not limited to):
 - i. the details of any matters arising from the Board, any Sub Committee or any other RFL body to which you may become party as a result of your appointment as an Office Holder;
 - ii. financial information relating to the RFL, any commercial partner or prospective commercial partner or any Rugby League club including (but not limited to) management accounts, forecasts, profit and loss accounts and balance sheets, draft accounts, results and other information regarding the performance or future performance of the RFL;

- iii. details of the terms of business and contracts with commercial partners; and
- iv. details of the employees, officers, workers and consultants of the RFL, their skills, capabilities, remuneration or other benefits.

4 Press and Media

- 4.1 You are not entitled to discuss any RFL business with the press or wider media or on any social media channels, unless: (i) it is explicitly part of your remit as an Office Holder or, in the case of Executive Directors, part of your role; or (ii) you are specifically authorised by the Board.
- 4.2 You agree to comply with any RFL communications protocol as notified from time to time. If you receive any enquiries from the press or wider media about the RFL you agree not to comment and to pass on the relevant information as soon as reasonably practicable to the RFL Media Department.

5 Conflicts of interest and Independence

- 5.1 You agree to abide by the Articles of the RFL relating to conflicts of interest and independence. When taking any decision, you agree to act in the best interests of the RFL. You must fully declare all conflicts of interest in advance, in accordance with the Articles.
- 5.2 You may take part in the consideration of questions that come before the Board or Sub Committee unless there is a conflict of interest between any personal or private interest and the RFL's interest in the matter, in which case you should declare it and preclude yourself from participation. As well as avoiding actual impropriety, you should avoid any appearance of it.
- 5.3 Conflicts may arise not just around or in relevant meetings that you attend. A conflict of interest may exist through your external interests, appointments, employment or investments or those of members of your family or associated companies. You must ensure that you notify any actual or perceived conflicts of interest to the Company Secretary through the annual declaration process and on an interim basis if a new issue arises. If you are unsure of whether or not a conflict exists you should raise this with the Company Secretary.

6 Decision Making

- 6.1 It is your responsibility to decide objectively, independently and in good faith what view to take, and how to vote, on any question which the Board or Sub Committee has to decide. In taking such decisions you will act in the best interests of the RFL, exercising reasonable care and skill.
- 6.2 You must not act outside the constitutional framework of the RFL, but work within the concept of collective decision making by the whole Board or Sub Committee. You have the right to argue for your point of view, and express disagreement with colleagues in Board or Sub Committee discussions, but after a collective decision has been taken by the Board or Sub Committee, you should corporately support that decision.

7 Diligence

- 7.1 You must be diligent in exercising your powers and carrying out your duties as an Office Holder, especially (but not limited to): (a) having a good understanding of how the RFL works and the specific environment within which it operates; and (b) preparing for and attending Board, Sub Committee and other meetings (as applicable).

8 Behaviours



- 8.1 You shall actively engage in respectful discussion, debate and voting in Board or Sub Committee meetings (as applicable). This includes contributing positively, listening carefully, challenging sensitively and avoiding unnecessary conflict.
- 8.2 You shall carry out your role as an Office Holder in accordance with the RFL Values. This includes working considerately and respectfully with all.

9 Expenses

- 9.1 You must ensure that your expense claims are submitted in line with any Expenses Policy in place from time to time and are reasonable, accurate and honest and supported by appropriate documentation and that you do not use the RFL's resources for your own, your family or friends' gain.

10 Gifts and Hospitality

- 10.1 You should not accept gifts or hospitality that might reasonably be thought to influence, or be intended to influence, your judgement; or where to do so could bring discredit upon the RFL. You will comply in all respects with the RFL's Anti-Bribery Policy.

11 Betting

- 11.1 You are deemed to be a Participant under the RFL Betting and Related Activity Rules and will comply in all respects with those Rules and any replacement of or amendment to them from time to time.

12 General

- 12.1 No Code of Conduct can be all-embracing and it is necessary to honour the spirit of the Code as well as its letter. Where questions arise which are not covered explicitly by his Code, your behaviour should be honest, ethical, impartial and considerate, and dedicated to the development and good management of the sport of Rugby League and the RFL.

13 Breach

- 13.1 If you are accused of a breach of this Code of Conduct you will submit to the disciplinary process set out in Appendix 1 and abide by the result (subject to any right of appeal included in that process).

I agree to abide by this Code of Conduct:

Signature:

Name:

Date:

Appendix 1

OFFICE HOLDERS' CODE OF CONDUCT

PROCEDURE IN THE EVENT OF AN ALLEGED BREACH

In the event that an Office Holder is an employee of the RFL the relevant disciplinary processes as set out in the employee's contract and RFL policies shall be followed in the first instance. Nothing shall prevent any action being taken pursuant to the Code of Conduct or these procedures following the instigation of an employment disciplinary process.

Where there are reasonable grounds to suspect that an Office Holder has breached the Code, all relevant evidence shall be passed to the Chairman. The Chairman shall then as soon as reasonably practicable commence a three-part process:

1. Decision on whether there should be an Interim Suspension;
2. Investigation and Recommendation;
3. Decision and Sanction.

Each part of the process is more particularly described in paragraphs 1 to 3 below.

All parties involved in an investigation and related proceedings shall act in a spirit of cooperation to ensure that proceedings are conducted expeditiously, fairly and appropriately.

If the allegations / reasonable grounds to suspect a breach of the Code relate to the Chairman then the Senior Independent Director shall carry out the role that would otherwise have been carried out by the Chairman.

1. Decision on whether there should be an interim Suspension

1.1 Where there are reasonable grounds to suspect that an Office Holder has breached the Code, the Chairman shall have the power to order that the Office Holder be suspended on an interim basis from his/her duties as an Office Holder pending an investigation. A non-exhaustive list of factors to be considered when reaching this decision include:

- (a) the strength of the evidence available;
- (b) the seriousness of the alleged breach; and
- (c) whether the Office Holder is to fulfil any duties on RFL business prior to a final decision being reached.

2. Investigation and Recommended Sanction

2.1 The Chairman shall carry out an investigation into all alleged breaches of the Code, which shall include (where practicable) giving the Office Holder an opportunity to answer any allegations made. The Chairman shall be entitled to request any reasonable support in conducting the investigation (including for example but without limitation the assistance of the RFL Compliance team or People department) to assist in the investigation. At the end of any investigation, the Chairman shall provide a written report (the "Report") to the Office Holder which shall include the following:

- (a) details of which section(s) of the Code are alleged to have been breached;
- (b) details of relevant evidence to support the allegation(s);
- (c) the Chairman's conclusion on whether there has been a breach of the Code.

2.2 If the Chairman determines that there has been a breach he may, subject to Paragraph 2.4, recommend a sanction (a "Recommended Sanction") or refer the matter to the full

Board (other than the Office Holder) for determination in accordance with Paragraph 3 below.

- 2.3 The following non-exhaustive list of matters may be taken into account when considering the appropriate sanction:
- (a) the severity of the breach of the Code;
 - (b) the manner in which the Office Holder has acted following the alleged breach, including for example the manner in which the Office Holder has co-operated with the investigation;
 - (c) any other aggravating or mitigating factors; and
 - (d) whether the Office Holder can continue to represent the RFL, including fulfilling his/her duties on the Board, on any relevant committee(s) and/or any other relevant functions within the RFL with integrity and credibility.
- 2.4 A Recommended Sanction may be any sanction other than removal from office.
- 2.5 If a Recommended Sanction is made by the Chairman and the Office Holder does not reject the Recommended Sanction in writing within 14 days of it being made, the Recommended Sanction will be deemed to be accepted. If the Recommended Sanction is rejected by the Office Holder within the timeframe above the matter shall be referred to the full Board in accordance with Paragraph 3 below. Any failure to comply with a Recommended Sanction that is either accepted or deemed to have been accepted shall be a further breach of this Code.

3. Decision and Sanction

- 3.1 If the Chairman refers the matter to the full Board pursuant to Paragraph 2.2 or the Office Holder rejects the Recommended Sanction in accordance with Paragraph 2.5 then a meeting of the Board (other than the Office Holder) (the "Deciding Panel") shall be called to determine whether there has been a breach of the Code and, if so, the appropriate sanction.
- 3.2 Bearing in mind the nature of the matter before them, the Deciding Panel may appoint any person, such as an expert in one of the protected characteristics under the Equality Act, to provide them with guidance on any matter involving the alleged breach including for example but without limitation: (i) whether a breach may have occurred; (ii) the severity of the breach; and/or (iii) if relevant, an appropriate sanction.
- 3.3 The Deciding Panel shall collectively decide, after considering the Report provided by the Chairman, together with any written submissions by the Office Holder (and, if at the Deciding Panel's absolute discretion they consider it appropriate to allow the same, any verbal submissions by the Office Holder) and the views of any third party whose guidance is sought, whether there has been a proven breach of the Code, and on any appropriate sanction.
- 3.4 In the event that an oral hearing is held:
- a) the Chairman shall have the right to appoint other persons to act as his/her advisers during the hearing. Such persons shall not, however, vote on the final decision which shall be the Board's.
 - b) the Chairman may adopt such procedures as he/she considers appropriate and expedient for the just determination of any appeal, and the Board shall not be bound by any enactment or rule of law relating to the admissibility of evidence in proceedings before a court of law.
 - c) the Office Holder appearing before the Board may be accompanied by a representative. Any such representative shall not be permitted to give evidence as a witness. The Chairman may, in his/her discretion, appoint any person to

present the case against the Office Holder. The Chairman may also proceed in the absence of any party, unless he/she is satisfied that there are reasonable grounds for the failure of the party to attend, and shall do so in such manner as he/she considers appropriate.

- 3.5 In reaching a decision the Deciding Panel shall apply the same standard of proof as applies to breaches of the Operational Rules being one of 'reasonable satisfaction'.
- 3.6 Available sanctions may include, but are not limited to, any one or more of: a warning, censure, suspension of any nature and duration, or removal from the Board and/or any other bodies/committees to which the Office Holder has been appointed by virtue of his Office Holder position. The factors that the Deciding Panel shall consider when determining the appropriate sanction are set out in paragraph 2.3 above.
- 3.7 The Office Holder shall be notified of the decision in writing which shall, subject to the provisions of Paragraph 5 below, be final and binding).

4. Confidentiality/Publication of proceedings

- 4.1 Subject to paragraph 4.2 below the investigation and any related proceedings shall be confidential between the RFL and the Office Holder concerned.
- 4.2 The RFL shall have the power to publish in the press, on a website or in any other manner considered appropriate: (i) the outcome of any investigation and related proceedings; (ii) the details of any decision; and (iii) the representations, submissions, evidence and documents created in the course of the investigation and related proceedings. Subject to their duty of confidentiality as set out in the Code, the Office Holder may choose to make a public statement following the published outcome of the disciplinary process.

5. Arbitration

- 5.1 Subject to paragraph 5.2 below any dispute or difference arising out of the Code of Conduct or these procedures shall be referred to a sole arbitrator appointed in accordance with the Arbitration Rules of Sport Resolutions (UK) (a trading name of The Sports Dispute Resolution Panel Ltd – Company No. 3351039) for final and binding arbitration in accordance with the Arbitration Act 1996 and Sport Resolutions (UK)'s Arbitration Rules, which rules are deemed to be incorporated by reference.
- 5.2 Where there has been an alleged breach of the Code of Conduct the Office Holder that is alleged to have committed the breach may not commence an arbitration until such time as the process set out in paragraphs 1 to 4 above has been concluded.