

# MINUTES

## ERL ANNUAL COUNCIL MEETING

### 13<sup>th</sup> November 2021

<b>Location</b>	Meeting took place online via Zoom	<b>Date</b>	13 <sup>th</sup> November 2021
		<b>Times (GMT)</b>	Start: 13.00 End: 14.30

**Present:**

**Full Members (9/11)**      Ralph Rimmer, England (RFL), Luc Lacoste, France (FFRXIII), Orazio D'Arro, Italy (FIRL), Adrian Hall, Jamaica (JRLA), Nayef Abi Said, Lebanon (LRLF), Jon Christie, Russia (RARLC), Vladan Kikanovic, Serbia (SRLF), Krappie Eloff, South Africa (SARLSA) Brian Juliff, Wales (WRL)

**Affiliate Members (9/15)**      Lukas Hergott, Czech Republic (CRLA), Bob Doughton, Germany (NRLD), Jafaru Mustapha, Ghana (GRL), Jean-Pierre Zarb, Malta (MRL), Yamina Abdesselem Morocco (FMRL), Sjoerd Botterblom, Netherlands (NRLB), Ade Adebisi, Nigeria (NRL), Tony Palacios, Spain (AERL), Juan Jasso, USA (USARL)

**Observers (8/15)**      Goran Marjanovic, Bosnia and Herzegovina (BHRLA), Tihomir Simeonov, Bulgaria (BRLF), Jean Du Christ Rusiga, Burundi (BRL), Kajibwami Arsène, DR Congo (CRL), Katerin María Herrera, El Salvador (ARLES), Abdul Karim Forjani, Libya (LRLA), Jovan Petrovic, Montenegro (MERL), Mohamad Sakka, Palestine (PRL), Stuart Hicks, Sweden (SRL)

**Directors**      Graeme Thompson (Interim Chair), Mahdi Choudhury, Alison O'Brien, Luc Lacoste, Brian Juliff

**Apologies Received**      Anne Haigh, Norway (RLN), Paul Nicholson (ERL Director).

**In Attendance**      David Butler (ERL General Manager), Remond Safi (ERL Regional Director – MEA), Jovan Vujosevic (ERL Regional Director – Europe), Romeo Monteith (ERL Regional Director – Americas), Emma Young (IRL Independent Director).

<b>Item</b>		<b>Action</b>
<b>1</b>	<b>Introduction</b>	
1.1	<b>Welcome &amp; Apologies</b>	
	Graeme Thompson (GT) introduced himself as Interim Chairperson and paid tribute to Maurice Watkins CBE who had passed away earlier in the	

year. Maurice had been a Director and Chairperson of the European Rugby League 2012. GT noted the contribution that Maurice had made to the ERL, the knowledge and experience that Maurice brought to the organisation and explained that right up until his death Maurice had played an active role in the running of the company.

The meeting paused for a moment of reflection.

GT continued to also pay tribute to Kobus Botha (Secretary General, South Africa) and Ilir Dashi (Founder & President, Albania) who had also both passed away during 2021.

GT explained that Covid-19 has continued to challenge Rugby League globally and as a result the ERL Annual Council Meeting is again having to take place online, however the organisation is hopeful that it can return to a face to face meeting in 2022.

GT explained that the ERL directors were present in the same room at Medway Park, Gillingham, with David Butler (General Manager) and Remond Safi (MEA Regional Director) as a Board meeting had taken place previously and the Board would be watching the England v France Wheelchair international game later in the day. Jovan Vujosevic (Europe Regional Director) and Romeo Monteith (Americas Regional Director) were joining online.

GT also welcomed Emma Young (IRL Independent Director) to the meeting who had been invited to observe.

GT noted that El Salvador and Montenegro had joined the organisation as Observer Members during 2021 and welcomed them to their first Annual Council Meeting. Additionally, GT advised that South Africa had returned to ERL from the Asia-Pacific confederation and welcomed them back to the fold.

1.2	<p><b>Roll call and confirmation of voting representatives</b></p> <p>David Butler (DB) and Remond Safi (RS) conducted the roll call (as listed above) and confirmed that with 9 full members and 9 affiliate members present, there were 45 of the 59 votes present and thus the meeting was quorate. 30 votes would be required to pass an ordinary resolution and 45 required to pass a special resolution.</p>	
1.3	<p><b>Conflicts of Interest Register</b></p> <p>The most recent Conflict of Interest Register for Board and Staff had been distributed with the papers for the meeting for the members' information. GT gave the opportunity for members to ask any questions on this. No questions were asked.</p>	
<b>2</b>	<b>Minutes of the 2020 Annual Council Meeting</b>	
2.1	<p>The draft minutes of the 2020 Annual Council Meeting were supplied with the papers for the meeting. GT gave the opportunity for members to raise any issues or ask any questions on the minutes. No questions were asked.</p>	

	<p>As such the minutes were approved as a true and accurate record of the meeting, with the motion moved by Ralph Rimmer (England) and seconded by Jon Christie (Russia).</p> <p><b>Action:</b> The 2020 Annual Council Meeting Minutes to be added to the ERL website</p>	DB
<b>3</b>	<b>Matters Arising From Previous Meeting</b>	
3.1	<p>One matter arising from the 2020 Annual Council Meeting had been noted regarding provision of the final report to the EU regarding the ERL's Erasmus+ Project 2016 to 2018. An explanation covering the progress was circulated prior to the meeting and an overview given. GT gave the opportunity for members to ask any questions. No questions were asked.</p>	
<b>4</b>	<b>2020 Annual Report</b>	
4.1	<p>DB reminded members that the 2020 Annual Report had been published on the 11<sup>th</sup> August 2021 and had been supplied with the papers ahead of the meeting.</p> <p>DB summarised some of the highlights of the year, which included:</p> <ul style="list-style-type: none"> <li>• Germany v Netherlands overcoming the odds, with three venue moves in the space of a week, to play the only senior international match in the world.</li> <li>• Several nations managed to complete their domestic championships at both professional and amateur level.</li> <li>• Technical Education was piloted with online delivery in Nigeria and Ghana and 14 coaches completed their Level 1 qualification after the MEA Championships. Dave Hunter (Norway) became the first Level 2 Coaching Graduate.</li> </ul> <p>DB went on to explain that the ERL had published its new strategy covering the 2021 to 2025 period which had three over-arching goals:</p> <ul style="list-style-type: none"> <li>• Competitions: Deliver an inclusive competition framework which will cater for the needs of all nations and their variety of teams, with a focus on profitability and visibility.</li> <li>• Developing Members: Facilitate the growth and sustainability of members with the aim of increasing the number of affiliate and full members of ERL.</li> <li>• Organisational Excellence: To be recognised as the leading confederation in international rugby league and manage in a sustainable and value-led manner.</li> </ul> <p>Nayef Abi-Said (Lebanon) asked about plans for Technical Education.</p>	

DB explained that the Level 1 Coaching Course had recently been reviewed and translations commissioned for French, Spanish and Russian to support the English content. The same exercise is being undertaken for the Level 2 Coaching Course and the Level 1 and Level 2 Match Officials Courses. He explained that the strategy remained to develop educators in each national federation to ensure that technical education could be sustainable and delivered by national federations themselves. He explained that it was planned to discuss an equivalencies framework with nations who have their own qualifications to ensure recognition throughout the world.

Nayef Abi-Said added that more materials for professional development were required and urged England and Australia to make their materials available.

<b>5</b>	<b>Company Finance</b>	
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5.1	<p>GT explained that the ERL Annual Accounts had been circulated to members on the 7<sup>th</sup> July 2021 with a ballot sheet to be returned by 31<sup>st</sup> July 2021. As such the accounts were approved with 48 Votes For, 0 Abstentions, 0 Votes Against, and had been duly filed.</p> <p>GT gave the opportunity for members to ask any questions. No questions were asked.</p>	
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5.2	<p>GT explained that to ensure the best use of finances, the ERL commissions an independent audit of its accounts every three years. An independent audit costs in the region of £7,000. Given the low level of financial activity in 2021 the board were proposing to delay the independent auditing of the accounts and adjust the three year cycle, recommencing with an audit of the 2022 accounts. GT gave the opportunity for members to raise any issues or ask any questions on the minutes. No questions were asked.</p> <p>As such the proposal approved, with the motion moved by Orazio D'Arro (Italy) and seconded Lukas Hergott (Czech Republic).</p>	
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<b>6</b>	<b>Election Of Directors</b>	
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6.1	<p>GT referred to the paper circulated ahead of the meeting detailing the experience of ERL Independent Director Paul Nicholson and explained that Board wished to propose Paul for a further term, which if approved, would end at the AGM in 2023.</p> <p>GT gave the opportunity for members to raise any issues or ask any questions on the minutes. None were raised.</p>	
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As such Paul Nicholson was re-elected to office, with the motion moved by Brian Juliff (Wales) and seconded by Lukas Hergott (Czech Republic).

## **7 Governance Review**

### **7.1 Governance Review Introduction & Process**

GT reminded the members that the 2020 Annual Council Meeting had resolved to instigate a governance review, explaining that this had been a year long purpose and the next section of the meeting was for the members to consider the proposals being put forward as part of that review. GT added that on 3<sup>rd</sup> November a workshop session had taken place for members to learn more so that they could discuss with their boards and that David Butler had conducted some one-to-one workshops with members who could not attend the workshop.

A comprehensive set of papers was distributed prior to the meeting to support the section, but GT asked DB to provide a brief overview of the process.

### **7.2 SIGA Independent Rating and Verification System**

DB explained that ERL has been assessed against the Sports Integrity Global Alliance's Independent Rating and Verification System, an independent kitemark / seal of approval framework to measure sports organisations' performance against good governance.

Independently evaluated by the British Standards Institute, the process involved 2.5 days of auditing throughout the year, which involved the ERL receiving a corrective action plan after the first stage and then being assessed against that plan at the second stage, which also included discussion with members of the company's staff and board, an ERL member - Bob Doughton (Germany) - and Danny Kazandjian (IRL Secretary General) as the ERL is a member of the IRL. A final corrective action plan has been received for ongoing improvements and the company has been awarded a Silver rating, with a compliance score of 97.3%. This can be improved at a future audit. The award will be formally announced on Tuesday 23<sup>rd</sup> November.

### **7.3 Governance Working Group**

DB explained that a Governance Working Group comprised of Bob Doughton (Germany), Tiziano Franchini (Italy), Dean Buchan (Spain), Jon Christie (Russia), Alison O'Brien (England), Anne Lheuillet (France), Dragan Pavlovic (Serbia) and chaired by ERL Independent Director Mahdi Choudhury had been formed and the group had met three times

during the process, including receiving and feeding back on correspondence throughout the year.

This had involved each member of the group raising issues and concerns through a one-to-one process which helped to shape the member survey, allowing them to understand the wider membership's view on a range of topics and help them to shape recommendations to the Board. The Governance Working Group had also been in receipt of the reports from the SIGA SIRVS process to help inform recommendations.

7.4 **Board & Staff Identified Areas For Review**

DB explained that the ERL Board and staff have been engaged in the process all year, with the Board responding to areas of the SIGA corrective action plan, with new policies needing to be implemented and existing policies upgraded to ensure compliance. The Board had taken the member survey very seriously and this had helped to shape some of the recommendations whilst some of the recommendations are made based on the Directors' experience of running the organisation.

7.5 **Recommended Amendments To Articles Of Association**

Before introducing the resolutions, GT gave members the opportunity to ask any questions on the process.

Bob Doughton (Germany) clarified that the SIGA SIRVS process is a new one with European Rugby League being the first organisation to undertake it. He didn't feel that this had been made clear enough at the last AGM. He continued that he felt that at times members were apathetic in their engagement on important topics and he encouraged members to engage in initiatives such as the membership survey and other opportunities for feedback in the future.

GT then asked DB to introduce each resolution, giving members the opportunity comment or ask questions before conducting a vote. *(The wording for each resolution is included as an appendix to these minutes):*

**7.5.1 – General Changes: Resolution (4)** – DB explained the rationale for the changes to accommodate name changes and the need for more gender neutral language in line with ERL's commitment to equality, diversity and inclusion.

No questions or comments were made on the resolution.

The resolution was approved, with 43 Votes For, 2 Abstentions and 0 Votes Against.

At this point Juan Jasso (USA) gave his apologies as he had to leave the meeting.

**7.5.2 – Membership Policy Alignment: Resolution (5)** – DB referred to the document which demonstrated the “tracked changes” being proposed. He explained that the proposals are being made to accommodate the change to the membership policy, to recognise Observers as members of the company and to recognise the voting rights and privileges that only Full and Affiliate Members have within the organisation as a result and to recognise that members have to now be incorporated bodies. He also noted some changes to ensure consistency within the document, such as the use of “constitution” which was being replaced with “Articles of Association”.

No questions or comments were made on the resolution.

The resolution was approved, with 44 Votes For, 0 Abstentions and 0 Votes Against.

**7.5.3 – Number Of Member Votes At Council: Resolution (6)** – DB explained that the membership survey had explored an alternative voting structure for Members at Council although there had been no definitive structure that received support. It had been discussed at the Governance Working Group and members felt that it was fair to increase the votes afforded to Affiliate Members, but not to Observer Members as there is no obligation on an Observer Member to deliver activity. The 4-2-0 proposed gave even differentiation to members based upon the criteria of the membership policy.

Nayef Abi-Said (Lebanon) questioned why the company would want members who do not deliver any Rugby League activity.

GT responded that in some cases, Observer Members need to demonstrate that they have membership of their Continental Federation in order to be able to begin to operate.

Ralph Rimmer (England) stated he would vote against the proposal as he did not think that there was a strong enough mandate for change.

The resolution was approved, with 36 Votes For, 4 Abstentions and 4 Votes Against

**7.5.4 – Regional Voting: Resolution (7)** – DB explained that members of the Governance Working Group had identified a need to explore Members of ERL’s three distinct geographic regions having the ability to vote on matters at Council which were unique to their region. 84% of the

respondents to the membership survey supported this approach. DB explained that the resolution would see a new Article added which gave the Board the power to determine such items for voting.

No questions or comments were made on the resolution.

The resolution was approved, with 44 Votes For, 0 Abstentions and 0 Votes Against.

**7.5.5 - Length of Director Terms & Maximum Number Of Terms: Resolution (8)** – DB explained that presently Director's terms are for two years only and there is no cap on the length of terms. Following feedback from the SIGA process and through investigating best practice in other organisations, coupled with feedback from the membership survey, the ERL Board are proposing to increase the length of a Director's term to 3 years and to introduce a cap on the number of terms a Director can serve to 3 (a maximum of 9 years). Additionally, a two-year period of eligibility after serving 9 years would be introduced to prevent a Director from standing again immediately.

Krappie Eloff (South Africa) asked whether this would mean that the Board would lose experience and corporate knowledge and asked for the risks.

GT replied to explain that the Board had considered this and this has been factored into succession planning and that a rotation would be put into place to ensure that Directors' retirements are phased across the potential 9 year period

The resolution was approved, with 44 Votes For, 0 Abstentions and 0 Votes Against.

**7.5.6 – Size & Composition Of Board: Resolution (9)** – DB explained that the Board has identified the need to increase the size of the Board, with three aims; 1) to better represent the membership; 2) to increase the skills available to the Board and 3) to increase the diversity of the Board. He explained that the increase proposed is one additional Independent Director (four total) and one additional Member Elected Director (three total) with England and France's permanent seats not changing. DB also explained that the proposal included the provision that Directors should be resident for a minimum of 210 days per year in the continent of Europe, but explained that in consultation an unintended consequence of this proposal potentially excluded members based outside of Europe from proposing Directors for election. As such, an amendment to the resolution was tabled, which made provision for Directors' to be resident either in Europe or in the country which nominates them for election.



GT added that, if approved, recruitment would commence with a view to appointing new Directors early in 2022, with all changes implemented by June 2022 at the latest.

Nayef Abi-Said (Lebanon) suggested that the skills of Directors required should be included in the Articles to ensure that a wider range of skills at the Board could be achieved.

GT explained that the Board already undertakes an annual skills assessment (something required by SIGA, but good practice in general) and that the Articles of Association are not the place to record the skills, but the adverts will identify the skills being sought.

Orazio D'Arro (Italy) said that he was against the proposal for residency as it excluded people such as himself who supports the game from outside of Italy and Europe.

The resolution was approved, with 40 Votes For, 0 Abstentions and 4 Votes Against.

**7.5.7 – Chairperson & Vice Chairperson: Resolution (10)** – DB explained that the resolution proposes to make provision that the Chairperson has to be one of the Independent Directors to ensure that there is independence at the very top of the organisation and that the creation of the Vice Chairperson role is being created to provide support to the Chairperson, to provide a conduit to members, directors and staff in the event of conflict with the Chairperson, and that it is being proposed that the Vice Chairperson is drawn from the now five directors nominated by members.

No questions or comments were made on the resolution.

The resolution was approved, with 44 Votes For, 0 Abstentions and 0 Votes Against.

**Action:** The revised Articles of Association to be circulated to members, published on the website and filed with Companies House.

DB

## 7.6 Operational Practice

DB gave an overview of other areas which were being improved as part of the governance review which were not constitutional, which include:

- Conducting the member survey on an annual basis to receive feedback on priorities and services to be able to focus resource appropriately.

- A range of member communications improvements.
- Establishing the best way to ensure that ERL has the ability to access EU funding
- The creation and implementation of a Board Diversity Policy
- Annual Board Review & Independent Evaluation

## 8 Any Other Business

8.1 GT noted that no business had been received ahead of the meeting, but asked if Members had any additional items to raise.

Nayef Abi-Said (Lebanon) re-iterated his points earlier about access to materials to support the development of coaches and match officials.

Ralph Rimmer (England) responded to the point to say that he was hopeful that the governance of the game in the UK was soon to re-align after which he would be better positioned to look into how RL in the UK could work with ERL and its members to share resources and support technical development.

Ralph Rimmer identified that as a result of the resolutions passed today that Graeme Thompson's term as a Director of the ERL would come to an end at the next AGM. Ralph paid tribute to the enormous contribution that Graeme has made to the international game, especially in Europe, and commended Graeme for his integrity and noted Graeme's dexterity in dealing with many varying issues successfully during his time in office and thanked him for his ongoing efforts as Interim Chairperson.

Bob Doughton (Germany) identified that having games broadcast and available in ERL Members' countries was one way that he had identified that could help Members to grow interest in the game and build popularity in the game in Europe and asked whether this was something that Ralph Rimmer could consider how to manage with Super League..

Ralph Rimmer responded that it was something he would take on board as part of the re-alignment discussions with Super League and identify the ways in which support may be provided.

Lukas Hergott (Czech Republic) added that he felt that if there was a streaming platform that could be paid for, that this would have support amongst to allow people to view games.

Jean-Pierre Zarb (Malta) asked whether the European Championships would take place in 2022. DB explained that with the World Cup scheduled for 2022 it is not possible to stick to the original timetable for the European Championships, but a competition calendar is being identified and an update to Members will be provided in due course.

<b>9</b>	<b>Next Meeting</b>	
9.1	<p>GT thanked everyone for their attendance at the meeting but also for their contribution to Rugby League over the year.</p> <p>Details of the 2022 Annual Council Meeting will be provided in due course once options have been confirmed, with a tender process returning from 2023.</p> <p>There being no further business, the meeting closed at 14.30 GMT / 15.30 CET.</p>	

## Appendix – Governance Review Resolutions

### 7.5.1 – “General” Changes

**Resolution For Voting:** “It is resolved to change the existing terms to the new terms outlined in the table below throughout the company Articles Of Association to recognise the new name of the company, the new name of the International Rugby League, correct abbreviation of the FFRXIII organisation and to use gender neutral terminology the articles as part of the company’s commitment to equality, diversity and inclusion:

Existing Term (2017)	New Term (2021)	Reason
Chairman	Chairperson	Gender Neutral Term
FFR	FFRXIII	Corrected Abbreviation
European Rugby League Federation Ltd	European Rugby League Federation Ltd	Company Name Change
RLEF	ERL	Name Change
Rugby League European Federation	European Rugby League	Name Change
RLIF	IRL	Name Change
Rugby League International Federation	International Rugby League	Name Change
RLIF Regulations	IRL Operational Rules	Updated Terminology
<a href="http://www.rlef.eu.com">www.rlef.eu.com</a>	<a href="http://www.europeanrugbyleague.com">www.europeanrugbyleague.com</a>	URL Change
He / His / Him	They / Their / Them / They are	Gender Neutral Terms

### 7.5.2 – Membership Policy Alignment

**Resolution For Voting:** “It is resolved to change the Articles of Association in accordance with the tracked changes highlighted in document ‘Appendix 2’ supplied to members to ensure alignment of the membership policy to the Articles Of Association.”

### 7.5.3 – Number Of Member Votes At Council

**Resolution For Voting:** “It is resolved to amend Article 45 of the Articles of Association to afford Affiliate Members two (2) votes at Council. Article 45 to be amended as follows:

**45** The number of votes held for any resolution by each Member shall be as follows:

Full Member – 4 votes

Affiliate Member – ~~2~~4 vote

Observer Member – 0 votes

For the avoidance of doubt, the change comes into effect on conclusion of the 2021 Annual Council Meeting.”

#### **7.5.4 – Regional Voting**

**Resolution For Voting:** “It is resolved to insert an additional Article (Article 47 – with subsequent Articles being renumbered accordingly) to give the Board the power within the Articles Of Association to restrict voting on a matter specific to one of the distinct regions to the only the members of that region at Council. The new Article shall read as follows:

- 47 If, in the opinion of the Board, a resolution is proposed to Council which affects only the members of one of the company’s three geographic regions; Europe, Middle East & Africa or The Americas, then the resolution shall be proposed for voting upon only by the Members eligible to vote from that region, subject to at least 50% of the Members eligible to vote from that region being present. In the case of equality of votes shall be dealt with in accordance with Article 39 above.

For the avoidance of doubt, the change comes into effect on conclusion of the 2021 Annual Council Meeting.”

#### **7.5.5 – Length of Director Terms & Maximum Number Of Terms**

**Resolution For Voting:** “It is resolved to amend Article 60 of the Articles of Association to change the length of a director’s term from two to three years and to introduce a maximum number of three terms that a director can serve before standing down, with the amended Article to read as follows:

- 60 Subject to Article 64, each Independent and Member Elected Director shall serve for a ~~two~~three year term from the Annual Council Meeting at which ~~he~~they are elected or re-elected to the Annual Council Meeting in the ~~second~~third year after ~~his~~their election, but shall be eligible for re-appointment for a maximum of two further three year terms, a maximum of nine years in total. Having served a maximum term, a director will not be eligible for re-election until a further period of two years has elapsed. -Each year elections shall be held at the Annual Council Meeting to elect Independent Directors and/or Member Elected Directors, as applicable, in place of any Independent Directors and/or Member Elected Directors retiring.

For the avoidance of doubt, directors currently in post or re-elected at the 2021 Annual Council Meeting shall continue to serve until the end of a two-year term.”

## **7.5.6 - Size and Composition Of The Board**

**Resolution For Voting:** “It is resolved that the composition of the Board is increased to become 4x Independent Directors and 5x Member Directors (3x are member elected and 2x are permanent seats – England and France) with Articles 58 changing to read as follows:

- 58 The Directors, who shall all be primarily resident either in the continent of Europe, or the country who proposed them for election, for not less than 210 days per calendar year, shall be:
- (a) Up to one Director nominated by the RFL (the “**RFL Director**”);
  - (b) Up to one Director nominated by the FFR (the “**FFR Director**”);
  - (c) Up to ~~two-three~~ Directors selected by the Council from nominations put forward by the Council Representatives in accordance with Article 60 below (the “**Member Elected Directors**”); and
  - (d) Up to ~~three-four~~ Independent Directors appointed in accordance with Article 60 below

## **7.5.7 – Chairperson & Vice Chairperson**

**Resolution For Voting:** “It is resolved that the Chairperson of the organisation shall be an independent director. The Vice Chairperson shall be drawn from the directors representing members. Article 67 shall be amended to read as follows:

### **CHAIRMAN CHAIRPERSON AND VICE CHAIRPERSON**

- 67 The ~~Chairman-Chairperson and Vice Chairperson~~ shall be appointed from amongst the Directors by the Directors. The Chairperson shall be one of the independent directors. The Vice Chairperson shall be one of the directors representing the Members.

For the avoidance of doubt, a transition period ending no later than 30<sup>th</sup> June 2022 shall be required to implement this change.”