

## Governance Review Recommendations and ARU Board Resolutions

Review recommendation	Implementation	ARU Board Resolution
<p><b>Recommendation 1:</b></p> <p>That the State and Territory Unions continue to be acknowledged as Members of ARU and remain responsible for growing the Game in their own jurisdiction.</p>	<p>Already in Constitution, no substantive change required.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 2:</b></p> <p>That the Australian Super Rugby teams be recognised as also having a key role in the Game, with each current Team (and any future Teams) acknowledged as Members of ARU in their own right.</p>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 3:</b></p> <p>That Members agree to new voting rights determined on the following basis:</p> <ul style="list-style-type: none"><li>○ one vote for each Member Union</li><li>○ one vote for each Super Rugby team as a condition of their licence</li><li>○ one additional vote for each Member Union with more than 50,000 registered players (for a maximum of one additional vote)</li><li>○ one vote for the Rugby Union Players' Association.</li></ul>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>The Board concurs with this recommendation.</p>

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<p><b>Recommendation 4:</b></p> <p>That ARU adopt a skills-based Board comprised of eight Independent (non-executive) Directors.</p>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 5:</b></p> <p>That the following process be adopted for electing and appointing new Directors:</p> <ul style="list-style-type: none"><li>○ a four person nomination committee to be formed each year comprising the ARU Chair and another representative selected by the Board and two representatives selected by the Members</li><li>○ the committee assesses candidates based on their skills and experience and the Board's requirements and makes recommendations on a unanimous basis to Members at the AGM for the election of six Directors</li><li>○ the nominees are put to the Members of ARU at an AGM for approval on a two-thirds vote</li><li>○ in addition to the elected directors, the Directors may appoint up to two other Directors to the Board</li><li>○ that all Directors be appointed for three years and be eligible to serve a maximum of three terms in line with the current terms for the Directors appointed by the Member Unions</li></ul>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>The Board concurs with this recommendation subject to the following amendments:</p> <ul style="list-style-type: none"><li>○ a four person Nomination Committee to be formed each year comprising the ARU Chair, another representative selected by the Board and two representatives selected by the Members. These selected representatives must have no formal association with a Rugby organisation</li><li>○ committee members have a tenure of four years</li><li>○ the Committee assesses candidates based on their skills and experience and the Board's requirements and makes recommendations to Members at the AGM for the election of six Directors</li><li>○ one objective of the Committee should be to promote the maintenance of a strong rugby culture on the Board</li><li>○ the nominees are put to the Members of ARU at an AGM for approval on a two-thirds vote</li><li>○ in addition to the elected directors, the Directors may appoint up to two other Directors to the Board</li></ul>

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<ul style="list-style-type: none"> <li>○ that the Chair of ARU be appointed by the Board with the position to be formally reconsidered every three years.</li> </ul>		<ul style="list-style-type: none"> <li>○ that the Chair of ARU be appointed by the Board with the position to be formally reconsidered every three years. The Chair would have a maximum of two terms, with the capacity to extend the Chair's maximum term as an ARU Director to complete two terms as a Chair</li> </ul> <p>NB: No change to the required implementation.</p>
<p><b>Recommendation 6:</b></p> <p>That the CEO sit on the Board as an Executive Director (or Managing Director) while retaining his or her position as CEO on an <i>ex officio</i> basis.</p>	<p>Already in Constitution, no substantive change required.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 7:</b></p> <p>That the Chair of the Board preside as Chair at AGMs and that the President have no automatic entitlement to attend meetings of Directors.</p>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>This recommendation to be reflected in a new constitution. The Board concurs with this recommendation.</p>
<p><b>Recommendation 8:</b></p> <p>That the positions of President and Vice-President be amended so each serves for a single term of one year.</p>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>The Board did not concur with this Recommendation. Instead, the Board supported amendments to the constitution that delivered the following system:</p> <ul style="list-style-type: none"> <li>○ That the ARU adopt a President, Senior Vice President and Junior Vice President model.</li> <li>○ Office holders progress through offices each two years.</li> </ul> <p>NB: No change to the required implementation.</p>

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<p><b>Recommendation 9:</b></p> <p>That ARU adopt the practice of reporting against ASX Best Practice Recommendations.</p>	<p>Decision by the ARU Board requiring the Company to report against ASX best practice principles (attached) in the Annual Report.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 10:</b></p> <p>That ARU form a joint Board and management stakeholder committee to help manage communications and interactions with key stakeholders including Member Unions, Super Rugby Franchises, sponsors and government.</p>	<p>Decision by the ARU Board to form a new committee in partnership with Management.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 11:</b></p> <p>That ARU continue to pursue the initiative of the current Chair to bring the Chairs of the Super Rugby teams together with CEOs and members of the ARU Board, to provide strategic as well as operational focus to the Super Rugby Commission.</p>	<p>No substantive change required.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 12:</b></p> <p>That ARU work in collaboration with Member Unions and Super Rugby teams to develop a National Charter for Australian Rugby which outlines the roles and responsibilities of all organisations at all levels of Rugby.</p>	<p>ARU Board and Management to lead this process in consultation with Member Unions and Super Rugby Teams.</p>	<p>The Board concurs with this recommendation.</p>
<p><b>Recommendation 13:</b></p> <p>That ARU be acknowledged as the 'keeper of the code' for Rugby in Australia from the grassroots to the elite level.</p>	<p>Special Resolution requiring at least 75% of the votes cast by members entitled to vote.</p>	<p>The Board concurs with this recommendation.</p>

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**Recommendations 14:**

That ARU recommends that Member Unions & Super Rugby teams also adopt 'best practice' governance structures, including an independent skills-based Board.

For consideration by Member Unions and Super Rugby Teams.

The Board concurs with this recommendation.

**Recommendation 15:**

That ARU, through the joint Board and management stakeholder committee, actively identify and pursue opportunities where the objectives of Rugby align with the goals of government.

ARU Board and Management to lead this process.

The Board concurs with this recommendation.

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