Independent Football Regulator

Regulatory Decisions Committee (RDC)

Terms of Reference

Purpose

1. The IFR's Board has established the Regulatory Decisions Committee (RDC) as a committee of the Board. Its purpose is to exercise certain regulatory powers on behalf of the Board, as set out in the Football Governance Act 2025 (the Act) and described in the RDC Functions section below.

RDC Functions

2. The RDC will, with delegated authority from the Board, be responsible for exercising the functions listed below (as also listed in paragraph 20(1) of Schedule 2 of the Act), which may only be delegated to a committee of the IFR's Board:

    a. the function of revoking a provisional operating licence under section 19 (revocation and cessation of operating licence);
    b. the function of making determinations regarding the suitability of prospective and incumbent owners and officers under Part 4 of the Act in cases referred to the RDC by the Supervision Decisions Committee (SDC) (in accordance with the SDC's Terms of Reference); and
    c. the function of making an order under section 38 (disqualification orders) or 43 (ownership removal orders).

3. These functions may not be further delegated by the RDC.

4. The RDC will also be responsible for exercising the following functions:

    a. to give a direction under section 39 or 40 (removal directions);
    b. to give a direction under section 41 (directions relating to unsuitable owners and officers);
    c. to give a direction, or make an order, under section 42 (orders and directions effecting alternative officer arrangements); and
    d. to refuse to grant a provisional operating licence under section 17.

5. Where a request for an internal review is made under section 82 of the Act, the RDC will also be responsible for deciding whether or not the IFR will carry out the review.

6. In line with the IFR's delegation policy and scheme of delegations, other IFR decisions may be referred to the RDC on a case-by-case basis with agreement of the RDC Chair (including by the SDC in accordance with its Terms of Reference).

7. The RDC will also make any relevant associated statutory or other decisions required for the purposes of effectively exercising its functions (including decisions related to extensions of time for IFR functions delegated to the RDC).

Membership

9. The membership of the RDC will ordinarily be comprised of five members:

    a. Three non-executive members of the IFR's Board, including the Chair of the RDC (to be determined by the IFR's Chair or Deputy Chair):
        i. Simon Levine (RDC Chair); Dr. Linda Yueh (RDC Deputy Chair); and Kevin Miles
    b. Two executive members of the IFR's Board:
        i. IFR's CEO; and
        ii. the Director of Supervision (the Deputy Director of Supervision *can* act as a member in the absence of the Director).

10. RDC meetings will also be attended by a member of the IFR's legal team, and additional IFR staff or other persons as necessary for the purposes of facilitating the work of the committee.

11. The RDC will be provided with a secretariat function by the IFR Governance team.

Meetings

10. The RDC will meet at least quarterly. It will also meet as required, to fulfil the functions set out above. The Chair of the RDC may convene additional meetings, as they deem necessary.

11. To be quorate, each meeting of the RDC must include:

    a. its Chair or a Deputy Chair appointed by the Chair (who will chair the meeting); and
    b. at least two other members (one of whom must be a non-executive member).

12. The RDC will seek to make decisions by consensus rather than by formal vote. Where the Chair of the meeting considers that no consensus has been reached, and the decision has not been deferred, the Chair may put the decision to a vote. Each member of the RDC present (whether joining in-person, via video or telephone) is entitled to vote on matters under consideration. Decisions will be made by majority vote. The Chair of the meeting will have the casting vote in the event of a tie.

13. The RDC will work with IFR staff as necessary to ensure that it has all the information it requires to be able to make its decisions.

Conflicts

14. RDC members will have regard to the IFR's policy on conflict of interests.

15. RDC members must disclose all potential conflicts of interest to the RDC's Chair for consideration. The RDC Chair may determine, following consultation with the RDC

Secretariat/Head of Governance whether they deem a potential conflict of interests to require the RDC member to be removed from participation in a particular decision. Where the person with the potential conflict is the RDC's Chair, the IFR's Chair will determine whether the RDC Chair should be removed from participation in a particular RDC decision, following consultation with the RDC Secretariat/Head of Governance.

16. Where a member is removed from participation, the RDC may proceed to make the relevant decision/decisions without that member, subject to the RDC committee being quorate.

17. The RDC secretariat will record and document all disclosures of potential conflicts of interest and any steps taken to manage them.

Notice of Meetings

18. IFR staff will provide the RDC Chair and secretariat with advance notice of matters which might require a decision to be taken by the RDC.

19. Once the RDC has been engaged for the purposes of exercising a specific IFR function, the requirement for and frequency of RDC meetings will be determined by the RDC's Chair.

20. Where relevant, papers and other materials will be circulated to RDC members in advance of each meeting.

21. The RDC secretariat shall make the arrangements for each meeting.

Records of Decisions

22. The RDC Secretariat will make and retain appropriate records of the decisions taken by the RDC.

Electronic Business

23. For a decision to be made by electronic business:

    a. The procedure for taking decisions by electronic business must be followed.
    b. A response must be received from members sufficient to constitute a quorum for the purposes RDC meetings.

24. The procedure for taking decisions by electronic business is:

    a. Papers will be produced clearly setting out the recommendations to the RDC, together with any supporting analysis necessary.

b. The Chair will agree a timeline for a decision to be taken. This will include sufficient time for the RDC to read papers, seek clarification on the issues raised and to confirm their decision.
c. The Secretariat will circulate the papers to the RDC electronically.
d. Questions or points of clarification should be directed to the Secretariat who will arrange for a response to be drafted and circulated to all members in line with the agreed timeline.
e. Members should confirm their decision by the deadline indicated in the timeline.
f. Once this deadline has passed, the decision will be confirmed by the RDC.
g. Decisions made by electronic business will be made in the same way as decisions made at RDC meetings (as described in paragraph 12 above).

Information Requirements

25. For each meeting, the RDC will be provided with the information required to fulfil its functions. The RDC Chair may specify the form and extent of the required information, depending on the nature and urgency of the case.

Reporting

26. For each meeting, the RDC will be provided with the information required to fulfil its functions. The RDC Chair may specify the form and extent of the required information, depending on the nature and urgency of the case.

27. The RDC will formally report in writing to the Board after each meeting (subject to any confidentiality obligations).

28. The RDC will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year, including the identification of significant risks and issues.

Review of Terms of Reference

29. In line with the IFR’s Governance Framework, from time to time the Board will review the RDC’s performance and terms of reference. The RDC may recommend any changes they consider necessary to the Board for approval.