

PRIVATE & CONFIDENTIAL**SCOTTISH RUGBY LIMITED****MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY LIMITED
HELD ON THURSDAY 8 DECEMBER 2022 AT 1.30 PM****BOARDROOM, BT MURRAYFIELD
AND BY TEAMS AUDIOVISUAL PLATFORM****Present:**

John Jeffrey	(JJ)	Chairman
Mark Dodson	(MD)	Chief Executive
Shona Bell	(SB)	Chief People and Engagement Officer
David McMillan	(DM)	Independent Non-Executive Director
Bob Richmond	(BR)	Council Nominated Non-Executive Director
Hilary Spence	(HSp)	Chief Financial Officer
Hazel Swankie	(HSw)	Council Nominated Non-Executive Director
Lesley Thomson	(LT)	Senior Independent Non-Executive Director

In Attendance:

[REDACTED – DATA PROTECTION]	([REDACTED])	[REDACTED] (Minute Taker)
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Apologies:

Robert Howat	(RH)	General Counsel & Company Secretary
Julian Momen	(JM)	Chief Commercial Officer

ACTION**1. INTRODUCTION**

The Chairman noted that a quorum was present and opened the Meeting.

Apologies were noted from JM and RH.

The Chair referred to the new format of Board papers, which had been implemented prior to the Meeting. All feedback was welcomed, and it was hoped that more concise Board papers would lead to increased efficiencies in discussions and decision making.

2. MINUTES OF PREVIOUS MEETINGS

The full and redacted Minutes from the Board's Meeting of 27 October 2022 had previously been approved by the Board by separate resolution, electronically.

Minutes from the Board's Meeting of 29 November 2022 would be circulated for approval in the following days.

3. ACTION LIST

With the exception of those detailed below, all actions on the list had been completed:

From 27th October 2022

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(i) Website issues – check on frequency of system access for joiners and leavers

The CFO noted that a new server management system had been installed, which would assist with terminating access to systems following a departure. It was agreed that this item would be kept on the actions list to monitor ongoing work in this area.

(ii) Coaching pipeline update at December Board meeting

The CEO would provide a further update on this later in the Meeting.

(iii) Note on costs of governance review and costs of new structure in future

Costs incurred to external solicitors and auditors, and internal costs and time incurred would be set out in future management accounts. Structures had been put in place to compile and report on all costs incurred.

From 29 November 2022

(i) Finance system - Union/ CRB costs - report to A&R Committee

This would be on the agenda at the next Audit and Risk Committee meeting, and discussions on this matter would be reported back to the Board.

4. PEOPLE

4.1 People Matters

Condolences

The Chief People and Engagement Officer had a number of sad matters to report to the Board.

Jim Taylor MBE, former Glasgow Warriors employee with many years of service, had passed away at the weekend. Board members expressed their condolences to Jim's friends and family, and to Glasgow Warriors, who had lost a friend to all and a loyal servant to the game.

Scottish Rugby's Health & Safety Manager, Derry Morrice, had suddenly passed away in November. Derry had been a much-loved member of the operations team and support had been offered to his direct colleagues. The CPEO offered condolences to Derry's family and friends on behalf of the Board. Derry's funeral would take place on Friday 17th December.

Further condolences were offered to the family of Doddie Weir OBE following his passing in November. Scottish Rugby's Head of Stakeholder Engagement would work with the CEO and Chair to decide a fitting tribute to Doddie's life and fundraising achievements. A memorial service was being held for Doddie on Monday 19th December, and any Board member wishing to attend should contact the Chair directly.

People Report

The CPEO referred to the People Report, which was taken as read.

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The following points were highlighted:

- *Intranet* - A new employee intranet had launched earlier in the day, which had content and helpful information from across the business. Lots of feedback had been received that internal communications needed strengthened across Scottish Rugby and it was hoped that the intranet would evolve through time and become an interactive resource to help people stay connected.
- With support from several Scottish Rugby colleagues, Joe Scott Plummer from Kelso, who had suffered from MND, was hosted at a match during the Autumn Nations Series. Joe, along with friends and family, were given access to the indoor TV studio, which was not in use for the match. Joe had a fantastic day, and had sadly recently passed away. The Chairman offered condolences to Joe's family and friends on behalf of everyone at Scottish Rugby.
- *ESG* – lots of positive work was being undertaken in the area of social responsibility.

There followed a period of questions, with the following topics discussed:

- i) *Headcount* – it was noted that there had been increased headcount over the last 12 months. In light of organisation wide efforts in cost control, the Executive team would be closely monitoring headcount replacement or recruitment, with an increased focus on recruiting the skillsets required for digital and data, which would remain a key focus for the business in the years to come.
- ii) *Cost of living* – The People Team were looking at various initiatives to help employees with the cost of living crisis. Upcoming 'listening group' feedback sessions would allow people the opportunity to put forward ideas and establish which initiatives would be the most helpful.

4.2 *Safeguarding*

The Chief People and Engagement Officer referred to the Safeguarding Report, which was taken as read.

Some queries had been raised regarding a backlog with PVG applications, and the CPEO **SB** offered to look into the source of the delay.

The Lead Safeguarding Officer would be leaving Scottish Rugby at the end of December. Their deputy would be promoted to take over this role, and recruitment would be undertaken to find a new colleague to join the team.

5. **BUSINESS**

5.1 *CEO Update*

5.1.1 *Coaching Pipeline Update*

The CEO provided an update on the high-performance coaching pipeline, and would return to the Board early in 2023 to provide further information.

[REDACTED – DATA PROTECTION]

PRIVATE & CONFIDENTIAL**5.1.2 Events**

The CEO discussed potential future events at the stadium.

[REDACTED – COMMERCIAL CONFIDENTIALITY]

5.2 Commercial Report

The CEO referred to the Commercial Report, which was taken as read.

Approval – Contract extension

[REDACTED – COMMERCIAL CONFIDENTIALITY]

Approval sought:

That the Company be and is authorised to enter into an extension of the agreement [REDACTED – COMMERCIAL CONFIDENTIALITY] on the terms outlined and that authority was given (i) to the Managing Director of Glasgow Warriors to negotiate and finalise the detailed terms of the extension; and (ii) to any 2 Directors, or to any Director in the presence of a witness, to sign the extension on behalf of the Company.

This was **APPROVED**.

5.3 Stadium Operations and Health and Safety

The CEO referred to the Stadium Operations Report, which was taken as read, with no questions posed.

The Autumn Nations Series matches had been very successful from an operational perspective, with the new Tixserve ticketing app in particular being a success. The ticketing team were thanked for their hard work in implementing this.

5.4 Finance Report**5.4.1 Revenue**

The CFO highlighted the current revenue position, noting a strong performance from ticket sales for the Autumn Nations Series.

[REDACTED – COMMERCIAL CONFIDENTIALITY]

The sponsorship market was perceived as being less buoyant than in previous years, so new and innovative methods of revenue generation would be sought with commercial partnerships.

5.4.2 Costs

Greater cost management would be required to increase the probability of positive year end results.

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5.4.3 Events

The CFO presented some slides to the Board setting out information around recently held events. It was noted that the new finance system provided granular insight into money generated by each event.

In future, events would be run with financial outcomes in mind. In particular, further thought would be given to the identification of a new operating model for women's events so that there was greater balance between costs and revenues.

Stadium development discussions were ongoing, with an external consultant being appointed to produce an interim report for circulation to the Board in February. A new Director of Stadium Development and Operations would be joining the business in January and would take overall responsibility for identifying stadium upgrade opportunities.

5.5 Communications, Media and External Affairs

The Chief People and Engagement Officer referred to the circulated Report, which was taken as read, with no questions posed.

5.6 Company Secretary's Report

The Company Secretary's Report was taken as read with no questions posed.

6 RUGBY

6.1 Rugby Development

The Rugby Development Report was taken as read.

Club Rugby Board meetings had commenced. Positive feedback had been received, and lots of work was ongoing to make it as effective a forum as possible.

6.2 Performance Rugby

The Chief Executive referred to the Performance Rugby Report, which was taken as read. The following points were discussed:

- i) *Professional Teams* – Edinburgh Rugby and Glasgow Warriors had had mixed starts to the season, and would be looking to build and improve on this going into the new year.
- ii) *Women's Contracting* – the women's contracting process had concluded and had been well received. 29 players were contracted as of 1st December. Other than three players who had signed for GB7s and another player who had retired, all other players had accepted their contract offers. A Celtic Cup competition was being formulated for the following year in conjunction with the WRU and IRFU. Other opportunities for competitions within the women's game were continually being explored.
- iii) *Facilities* - a specific issue relating to existing facilities in the Borders Academy was highlighted, with limited gym space creating challenges for the

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development of players (male and female) within the region. It was felt that player development in the area was being hindered by restricted access to and extent of facilities. The current model did not allow for growth of the age grade programmes or the female game (to illustrate this point, it was highlighted that there were currently no female players from the Borders in the performance pathway programme).

[REDACTED – COMMERCIAL CONFIDENTIALITY].

There was a period of discussion regarding the women’s game at club level, and LT enquired as to who had responsibility for this on the Club Rugby Board.

Some Board members felt that it was a responsibility of each member of the CRB to promote and grow the women’s game, and it was noted that it had been difficult to fill the Women’s Rep vacancy on the Council. It was felt by all that further efforts should be made to get greater female representation at all levels of the game.

LT suggested that in the interests of advancing inclusion and diversity within Scottish Rugby, it was her opinion that the CRB should be gender balanced, and LT, in her role as Chair of the ESG Committee, would pick this up directly with the Chair of the CRB.

It was noted that there had been a tremendous uptake in women’s rugby in Caledonia North, with seven new teams being created, but some areas, such as the Borders, had had less success in attracting women to the sport. Scottish Rugby’s growth and participation fund had made grants available to improve facilities for women’s rugby, but there had been a slow uptake on these grants.

The CEO would have further discussions with the Director of Rugby Development to identify ways to encourage clubs to grow the women’s game.

7. STAKEHOLDER & BOARD COMMITTEE ITEMS

7.1 Nominations Committee Meetings of 28 November and 8 December

A meeting had been held earlier that day, to discuss the recruitment of new Independent Non-Executive Directors. Candidates would be sought with skillsets covering ESG, finance and data and digital.

7.2 Remuneration Committee Meeting – 5 December

DM, as Chair of the Remuneration Committee, was invited to provide an overview of the Committee meeting held earlier that week.

A number of topics had been discussed:

- i) *Salary benchmarking* – last year’s salary benchmarking survey would be extended at a lower cost and with greater functionality.
- ii) *Employment matters* – [REDACTED – DATA PROTECTION].
- iii) [REDACTED – EMPLOYMENT MATTERS].

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- iv) *Employee Benefits* – An employee cashback platform would be launching later in the month which would provide discounts and cashback for everyday purchases. [REDACTED – EMPLOYMENT MATTERS].
- v) *Player market* – [REDACTED – COMMERCIAL CONFIDENTIALITY].

8 AOB

With no further business being raised, the Chairman thanked everyone for their input and closed the Meeting.

APPROVED BY THE BOARD

10 January 2023