

**MINUTE OF MEETING OF THE SCOTTISH RUGBY COUNCIL  
HELD AT 5.30PM ON MONDAY 24 FEBRUARY 2022  
HELD BY MICROSOFT TEAMS**

**Present:**

Ian Barr	(IB)	President
Colin Rigby	(CR)	Vice-President
Alistair Forsyth	(AF)	Borders Regional Representative
Murdo Gillanders	(MG)	Edinburgh Regional Representative
Jim O'Neil	(JON)	Glasgow South Regional Representative
Ian Rankin	(IR)	Co-opted (United Rugby Championship)
John Halliday	(JH)	Co-opted (Rugby Europe)
Kenneth Knott	(KK)	Referees' Representative
Gerry Tosh	(GTo)	National 1 Representative
Bob Richmond	(BR)	North Regional Representative
Bobby Frazer	(BF)	National 3 Representative
Eric Hugh	(EH)	National 2 Representative
Hazel Swankie	(HS)	Midlands Representative

**Apologies:**

Gavin Hastings	(GH)	Co-opted (British & Irish Lions)
Willie Gardner	(WG)	Glasgow North Representative
Rosy Hume	(RHu)	Women's Forum Representative
Gordon Thomson	(GTo)	Premiership Representative

**In Attendance:**

[NAME REDACTED]	(XX)	Senior Solicitor & Council Secretary
Lorne Crerar	(LC)	Chair of SCOG
Mark Walker	(MW)	Secretary of SCOG

**1. Introduction****ACTION**

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

The President welcomed L Crerar and M Walker to the Meeting.

**2. Update from SCOG**

The President noted that the purpose of the Meeting was to allow L Crerar to provide the Council with an update on progress of the Council's Standing Committee on Governance (SCOG) and outline the proposed next steps and associated timetabling.

L Crerar provided the Council with an update, the following points were noted:

- Since SCOG's reconstitution, the group had met fortnightly to progress matters. L Crerar was impressed with the members of the group and the broad range of views they brought to the governance review.
- L Crerar had reviewed all historical Minutes of the group and had considered the feedback received from the Clubs and other stakeholders as part of consultations one and two.

- L Crerar was confident that SCOG would reach a set of proposals that would meet the needs of Scottish Rugby as a whole.
- As part of the consultation process, L Crerar had met with each SCOG member on a one-to-one basis for their insight and perspective. He had also had a lengthy debrief with previous SCOG Chair, G MacColl QC.

He had also had two productive and encouraging meetings with Scottish Rugby's external solicitors as well as meetings with Scottish Rugby's General Counsel. It was noted L Crerar had assigned a lawyer from his firm to assist with the governance review who would remain involved until conclusion.

- In relation to SCOG's direction of travel, L Crerar noted that there were two main components to the review; the first was the legal structure needed to ensure oversight and influence on SRUL and a responsibility to report to the membership. The second element was the division of the professional and club games. It had been agreed by SCOG that a sub-Committee of SCOG, chaired by B Frazer, would review the second element.
- With regard to the legal structure, L Crerar noted that when he took over as Chair of SCOG the second consultation document had already been released and had identified a company limited by guarantee as the way forward. However, he had nevertheless considered a number of different entity options for "TopCo". **[REDACTED – COMMERCIALLY SENSITIVE]**.

**[REDACTED – COMMERCIALLY SENSITIVE]**. He highlighted that the new structure should be a different set up that would provide a different approach to and level of oversight from that provided currently.

- It was noted that SCOG were meeting again in the coming days to discuss the details of the composition of the TopCo Board and its remit. Thereafter SCOG would be in a position to make recommendations that would be capable of robust intellectual challenge and would meet the needs of all key stakeholders.

L Crerar highlighted that once these recommendations had been reached he would return to update the Council and hoped to receive their support.

The President then provided the Council with an update on the work of the SCOG sub-group which was reviewing the Club Rugby Board (CRB) proposals. The following points were noted:

- As part of Proposal 2 in relation to the CRB, the formation of the CRB had the specific remit for the strategic mission of the club game and it had been proposed that the CRB would have responsibility for the distribution of funds. It was envisaged that the CRB would work in collaboration with the Rugby Development Department and it had been proposed that 15% of total revenues of Scottish Rugby be allocated to the Club game.
- From reviewing the feedback of consultation two, the majority of members had supported the principle of the CRB but had raised issues with a number of different matters including: the potential for conflict between the CRB

Chair and the President; whether the CRB should have non-executive directors; whether there was a need for both the CRB and Area Rugby Boards and the overlap between the CRB and Professional Game Board (PRB).

It was noted that clarity was also required on what “total revenues” meant in relation to the proposed allocation of 15% to the Club game.

- The President noted that initial feedback suggested that some of the members who had provided feedback in the consultation were not in favour of regionalised area rugby fora and SCOG had recognised that this was an area that needed further detailed consideration.

The President recorded his thanks to the Clubs who had taken the time to provide SCOG with feedback throughout consultations one and two and acknowledged that the Clubs were seeking further refined thinking on the CRB, which SCOG was committed to carrying out.

B Frazer, the Chair of the new SCOG sub-group, noted that SCOG had not yet reached final recommendations on the CRB elements but would do so at their forthcoming meetings with a view to coming back to the Council with a draft proposal for their endorsement.

B Frazer reiterated that SCOG had recognised the review could be broken down into two parts, with the company structure being dealt with first and implemented at the AGM (subject to member approval).

It was noted by B Frazer that SCOG were currently considering how best to divide the review. **[REDACTED – COMMERCIALY SENSITIVE]**.

During questions the following points were noted:

- The URC Representative asked whether the feedback from the consultations was going to be made available. L Crerar noted that the data had been collected by SCOG as data collector which meant there were data protection obligations to be considered. He had taken advice and believed that the feedback could be provided to the Council (as SCOG was a Council sub-Committee) but not any further. SCOG would however be able to provide a summary of the feedback received which would provide an underpinning narrative to SCOG’s proposals.
- The Glasgow South Representative was heartened by the update and believed the initial direction of travel appeared to ensure adequate representation of the game.
- It was asked when the Clubs would be updated on the work of SCOG. L Crerar confirmed that following SCOG’s upcoming meetings it was intended that a communication would be issued to Clubs.
- The Rugby Europe Representative raised concern that there could be potential conflict between the proposed TopCo and SRUL which could have an effect on decision making and cause other issues.

L Crerar noted that once the detailed proposal had been finalised he was confident the Rugby Europe Representative would be reassured by the interaction and purpose of each of the bodies.

L Crerar highlighted that in his opinion the current system of governance was not working and although Scottish Rugby may be a well -performing organisation, if it was perceived that it did not consider the interests of all key stakeholders then it could not be considered good governance.

He noted that the documentation to be put in place between the entities would set out the obligations of each party and would not allow for personal agendas.

He noted that this would be a move away from the language and issues of the past and would implement a system that meet the needs of all stakeholders.

- B Frazer noted that he was happy to present to any fora on the work of SCOG, should they be interested.
- It was asked whether SCOG would be meeting with the Regional Council representatives who are not SCOG members. B Frazer confirmed that he saw no issue in doing so but would confirm with SCOG at its next Meeting.

The President thanked L Crerar and M Walker for attending and providing an update and advised the Council that a further Meeting would be arranged once SCOG had reached a set of recommendations.

With all business concluded, the President closed the Meeting at 6.20pm

**APPROVED: 22 MARCH 2022**