

**MINUTE OF MEETING OF THE SCOTTISH RUGBY COUNCIL
HELD AT 4.30 pm ON SUNDAY 28 AUGUST 2022
BY MICROSOFT TEAMS**

Present:

Colin Rigby	(CR)	President
Keith Wallace	(KW)	Vice-President
Alistair Forsyth	(AF)	Borders Regional Representative
David Jamieson	(DJ)	Glasgow North Regional Representative
Murdo Gillanders	(MG)	Edinburgh Regional Representative
Jim O’Neill	(JON)	Glasgow South Regional Representative
Mhairi Hay	(MH)	Referees Representative
Kevin Quinn	(KQ)	Premiership Representative
Ian Rankin	(IR)	Co-opted (URC)
Bob Richmond	(BR)	North Regional Representative
Gerry Tosh	(GT)	National 1 Representative
Neil Sutherland	(NS)	National 2 Representative
Hazel Swankie	(HS)	Midlands Representative

Apologies:

John Halliday	(JH)	Co-opted (Rugby Europe
Ian Carse	(IC)	National 3 Representative)
Gib McMillan	(GM)	Schools Representative

In Attendance:

Angela McCracken	(AM)	Senior Solicitor & Council Secretary
Mark Walker	(MW)	SCOG Secretary
Lorne Crerar	(LC)	Independent Chair of SCOG
[NAME REDACTED]	(XX)	Independent Advisor to SCOG
Ian Barr	(IB)	Immediate Past President

1. Introduction

ACTION

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

The President thanked Council Members and invited guests for joining the Meeting and noted it was a single item agenda to discuss governance.

2. Council’s Standing Committee On Governance (SCOG) update

The President noted that SCOG had now submitted to the Council the documentation it had prepared in relation to the governance proposals. It was for Council to consider that documentation and agree upon the next steps.

The President highlighted that if the Council were supportive of the documentation it would need to be submitted by the Council as a motion for an SGM for the membership to vote upon.

The President outlined the options available to the Council which included: accepting the SCOG paperwork and submitting it as a motion; take further advice before progressing to SGM or rejecting the documentation, or parts thereof.

The President invited the North Regional Representative, as Council appointed Non-Executive Director of SRUL to provide the Council with an update of the discussion had by the Board regarding the documentation.

The North Regional Representative noted that the Board were committed to seeing the governance proposals through to implementation but noted that they had raised a number of areas of concern which it had been suggested should be clarified before implementation. The following points were highlighted:

- The Board were keen that the relevant tax advice was sought to ensure that there were no detrimental tax implications from the implementation of the new structure.
- Key stakeholders, including sponsors and partners, should be considered before any fundamental changes are affected to ensure there are no unintended consequences of the change.
- As SRUL would require to change its company name in the proposed structure, there were a number of logistical and administrative steps that would need to be completed and these should not be under estimated.
- The transfer of monies between the Company Limited by Guarantee and the trading company needed to be considered to ensure these transfer were made lawfully.

The Chair of SCOG noted that negotiations on the documentation of the governance proposals had been ongoing for some time and it was disappointing that these issues had been raised now. The Chair was confident that there were solutions to each of the points raised and were being considered, or had been considered, by the external solicitors throughout this process. It was highlighted that a QC had been engaged at the beginning of the review process to offer a view on tax and no issue had been identified. The Chair also emphasised that if any issue was identified it could be amended ahead of the membership's vote on any such motion.

The President then invited questions from the Council Members. The following points were noted:

- The Glasgow South Representative noted that the documentation set out that no one person could serve on more than one board but as it stood the North and Midlands Representatives would sit on both CRB and SRUL Board. He suggested the documentation was amended to reflect that. It was noted that provision had been made for this to allow for a period of transition and to retain corporate memory within the structure.
- It was noted that the Council had not had long to consider the documentation. The Chair of SCOG appreciated that the Council were being asked for a decision quickly and explained that the documents were lengthy and complicated but reassured the Council that the process had ensured that they reflected what had been in the report that had been approved by the membership.
- In response to a question, the Chair noted that the proposals did mean a change to the company name of SRUL but noted that although the name

would change the legal entity would not so it would retain its corporate entity.

- It was highlighted that if an issue did come to light ahead of the SGM, the Council could amend their motion or withdraw it in its entirety right up to the SGM.

Having considered and discussed the documentation robustly the Council **AGREED** to submit the paperwork to the Company Secretary and call a second SGM to be held at the earliest opportunity to consider and vote upon the details of SCOG's deliberations.

2. AOB

The President closed the Meeting at 5.16pm.

Date of next meeting: 5 September 2022.

APPROVED 27 SEPTEMBER 2022