

**SCOTTISH RUGBY LIMITED**

**MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY LIMITED  
HELD ON THURSDAY 2 FEBRUARY 2023 AT 10 AM**

**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 (from 4.1)
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:**

Gillian Treasurer	(GT)	Head of Legal (Minute Taker)
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**Apologies:**

Robert Howat	(RH)	General Counsel & Company Secretary
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**ACTION**

**1. INTRODUCTION**

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

Apologies were noted from RH.

**2. MINUTES OF PREVIOUS MEETINGS**

The full and redacted Minutes from the Board's Meeting of 8 December 2022 had previously been approved by the Board by separate resolution, electronically.

**3. ACTION LIST**

**From 8 December 2022**

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

A further update on this would be provided at the next Board meeting.

(ii) *CPEO to check status of delay and backlog of PVG Applications and reasons for backlog*

This query had been resolved and the CPEO had addressed it with HSw prior to the Meeting.

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

Further information on this matter would be provided later in the Meeting. The Scottish Rugby Union Board would be made aware of the costs at its next meeting. These costs would be monitored on an ongoing basis.

(iv) *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

#### 4.1.1 People Report

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

The following points were highlighted:

- *SRL Board recruitment* – the CEO and CPEO had met with an external recruitment consultancy, with a number of candidates being considered for vacant SRL Board positions.
- *Scottish Union Board* – Cheryl Black and David Grevemberg had been appointed as Custodians, with an induction session taking place the following week. A campaign would be launched during the Six Nations to find candidates for remaining Custodian positions. Advertisements would be displayed on billboards, in programmes and on social media channels in order to get as diverse a reach as possible.
- *Confidential – Employment – [REDACTED – DATA PROTECTION]*
- A follow up session to the “Don’t Be That Guy” campaign was due to take place later in the month, in conjunction with Police Scotland.
- *Gender participation policy* – Scottish Rugby’s Gender Participation Policy had been launched, following a very thorough consultation process. All interested parties had been contacted again prior to the policy being launched, and Scottish Rugby had committed to continuous review.

#### 4.1.2 Voluntary Redundancy Scheme

The CPEO referred to the section in her Report regarding a proposed Voluntary Redundancy Scheme.

It was explained that due to expected cost challenges across the business in the following 3-5 years, a voluntary redundancy scheme was one measure which may contribute towards

cost savings. The proposed scheme would offer two times the statutory redundancy value to interested individuals.

The CPEO noted that the scheme had been highlighted at a recent “town hall” meeting for all Scottish Rugby colleagues, and it had been explained that it may present a positive opportunity to individuals, depending on their specific circumstances. The announcement had caused some nervousness in the business, as it was not a scheme which was used frequently within Scottish Rugby, but the CPEO explained that it was a common scheme used widely in other businesses. It was hoped that being honest and transparent would give people confidence in the scheme.

It was noted that all requests for voluntary redundancy would be reviewed and may be turned down if the role and skillset needed to be retained by the business. A question was asked regarding whether there was a set number in mind for voluntary redundancies in order for the scheme to make a meaningful impact on cost savings. It was explained that various factors such as length of service and salary would contribute in different ways, and the scheme was one of a number of measures which it was hoped would contribute towards overall cost savings for the business.

If the scheme was approved, the CPEO would issue a communication to colleagues during the following week and open up a short window for applications thereafter.

**Approval was sought** from the Board to authorise the Executive Directors to proceed with opening and administering a Voluntary Redundancy scheme on the basis of the terms outlined in the People Report and by the CPEO. This was **APPROVED**.

#### 4.2 *Safeguarding*

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

### 5. **BUSINESS**

#### 5.1 **CEO Update**

##### 5.1.1 *Confidential – Employment*

[REDACTED – MATTERS RELATING TO EMPLOYMENT]

##### 5.1.2 *Media reporting*

The CEO referred to recent media reporting around sexism and misogyny, specifically in relation to Liberton RFC.

It had been reported in the media that there was a widespread problem with such discrimination in the community game. Scottish Rugby had put women as the centre of its strategy and wanted more women to be part of the game. There was a desire to be front and centre in promoting women within the sport and taking the clubs on the journey too.

Sexism and misogyny were societal problems, and therefore they were rugby problems, and it was important that the organisation flushed out any issues and made things better for everyone.

It was noted that there had been a number of good news stories around the female game, and particularly the massive growth in the game in certain districts. However, there was a desire to take ownership of any issues which were identified, and nobody wanted to minimise or deny any concerns raised. The Club Rugby Board had an important role in setting standards for clubs to follow to ensure that the club game was as inclusive and diverse as possible.

Thought would be given by the Club Rugby Board, in consultation with the Executive, to a means for people to contact Scottish Rugby with any concerns or issues they have experiences with discrimination. It was important that it was really easy and clear for people to raise complaints, and Scottish Rugby would take those very seriously, in a way that was modern and forward thinking.

## **5.2 Commercial Report**

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

## **5.3 Stadium Operations and Health and Safety**

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

The recent announcement that Beyonce would be performing at the stadium in the summer had been well received and was a great endorsement of the stadium on a global scale.

## **5.4 Finance Report**

The CFO referred to the Finance Report, which was taken as read.

Work was continuing to further understand Scottish Rugby's cost base and work towards a sustainable business model. Costs were continuing to be proactively managed as much as possible. It was noted that January had been a quiet month for costs but those would increase as high-performance activity started for the Six Nations tournament.

Further education would be provided throughout the business on budgeting and forecasting for future planned activities.

The CFO was thanked for her clear and concise reporting. It was noted that the implementation of the Netsuite system had provided lots of useful additional data and clear business oversight.

## **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 Head of Legal referred to the Company Secretary's Report which was taken as read.

### 5.6.1 *Legal Update*

[REDACTED – CONFIDENTIAL AND LEGALLY PRIVILEGED]

## 6 **RUGBY**

### 6.1 *Rugby Development*

The Chief Executive referred to the Rugby Development Report, which was taken as read.

There was some discussion regarding tackle height trials, which had been endorsed by the Club Rugby Board at its recent meeting. Final details were still to be established, with extensive stakeholder consultation planned. It was noted that these changes would apply to the domestic game and not the elite game, to address potential safety concerns due to differences in skillset and body shapes between the two levels.

### 6.2 *Performance Rugby*

The Chief Executive referred to the Performance Rugby Report, which was taken as read. It was noted that both professional teams had qualified to the last 16 of their respective European tournaments. This was a great result, and everyone was hopeful that both teams could progress further.

## 7 **AOB**

The Chief Executive gave a brief update on the filming of an upcoming Six Nations Netflix documentary series. Some filming had already taken place in camp with the national team.

DM noted that it was his last Board meeting before his term of office came to an end on 28 February. DM explained how proud and grateful he was to have worked with some brilliant people, noting that the directorship had presented a real learning opportunity for him.

The Chair stated that DM had contributed so much during his six years as a Director, including as the Chair of the Investment Committee since its inception, where he had contributed to discussions around private equity investment into Six Nations and URC. Thanks were offered to DM by all Board members for his positive contributions.

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

**APPROVED BY THE BOARD  
16 MARCH 2023**