

**REDACTED – FOR PUBLICATION****SCOTTISH RUGBY UNION LIMITED****MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY UNION LIMITED  
HELD AT ON THURSDAY 27 OCTOBER 2022 at 1.30 PM****BY TEAMS AUDIOVISUAL PLATFORM****Present:**

|                  |        |  |
|------------------|--------|--|
| John Jeffrey     | (JJ)   | Chairman   |
| Colin Rigby      | (IB)   | President  |
| Mark Dodson      | (MD)   | Chief Executive  |
| Shona Bell       | (SB)   | Chief People and Engagement Officer                        |
| David McMillan   | (DMcM) | Independent Non-Executive Director                         |
| Murdo Gillanders | (MG)   | Council Nominated 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 (Item 3 onwards) |

**In Attendance:**

|                 |      |                                     |
|-----------------|------|-------------------------------------|
| Robert Howat    | (RH) | General Counsel & Company Secretary |
| [NAME REDACTED] | ( )  | [ JOB TITLE REDACTED ]              |
| Julian Momen    | (JM) | Chief Commercial Officer            |
| Keith Wallace   | (KW) | Vice-President (Observer)           |

**ACTION****1. INTRODUCTION**

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

The Chairman noted that Julia Bracewell, Independent Non-Executive Director, had tendered her resignation immediately after the AGM held on 28 September 2022, citing a potential conflict of interest in continuing in post, taking account of reservations she had expressed about aspects of the governance reforms.

Ms Bracewell had served on the Board for an initial 3 year term, with that being extended earlier in the year for a further 3 years, with the unanimous support of the Board. The Chairman expressed his appreciation for Ms Bracewell's service and contribution to the Board and Scottish Rugby during her term in office.

The Chairman noted that at the time of Ms Bracewell's departure 45% (5 of 11 directors) of the Board had been female, indicative of the Board's commitment to inclusion and diversity.

**2. MINUTES OF PREVIOUS MEETINGS**

The full and redacted Minutes from the Board's Meeting of 15 September 2022 had previously been approved by the Board by separate resolution, electronically.

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**3. ACTION LIST**

- (i) *Website issues – separate report to be circulated* – included in the papers.

The contents of the paper were noted, with confirmation that controls had been improved and now rested with the IT Department rather than within the marketing/commercial team. Continued reinforcement of the importance of good password security practices was also needed.

It was also suggested by a Board member that churn in employees represented a risk in connection with passwords or system access, and that more regular reporting and checking on joiners and leavers would assist in mitigating that. The CFO agreed to check further on frequency of notification of changes and speed of response to requests to restrict access. **HS**

- (ii) *Information and update on insurance renewal terms* – included in Company Secretary's Report.

**4. PEOPLE**

**4.1 People Matters**

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

The main points highlighted were:

- Gender Participation - this was discussed later in the Meeting (*Item 5.6.1*).
- Commercial Sales – it was intended to introduce a new self-funding incentive scheme specific to the sales team, as part of their remuneration packages, in order to focus on and drive revenues.

A paper on the suggested scheme would be prepared and circulated to the Remuneration Committee for briefing purposes, in advance of introduction. **SB**

It was confirmed that this was separate from any Company-wide scheme and would not involve Executive participation. Based on current projections, and against the objective of generating a breakeven or small surplus at EBITDA, it was unlikely that the Company-wide scheme would trigger.

The Board members discussed the context briefly, noting the CEO's view that it was unusual, and a potential disadvantage, when focussing on increasing revenue and recruiting and motivating a sales team to outperform, not to have some kind of specific incentive in place.

It was agreed that the topic would be debated within the Remuneration Committee, noting also that "creep" into purely operational matters should be avoided. **SB, DMcM**

**4.2 Safeguarding**

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

#### 4.3 *Health and Safety*

The Health and Safety Report was taken as read, with no questions posed.

### 5. **BUSINESS**

#### 5.1 **CEO Update**

##### 5.1.1 *WRWC*

The CEO commented on performances in the recent Rugby World Cup held in New Zealand.

Results had demonstrated that the team were competitive with 2<sup>nd</sup> tier opponents but losing out to the top tier teams. There was significant room for development, particularly in the kicking game and attack, and results reflected these development areas. The player base and pipeline were improving gradually.

The attitude of the squad and coaches had been commendable, performing with real purpose, particularly against a challenging background to their preparations. The Prime Minister of New Zealand had also praised the positive attitude shown by the team.

##### 5.1.2 *High Performance & National Team*

The CEO commented on preparations for the forthcoming game against Australia, including injuries and squad strength and addressed questions from Board members on recent media comments about squad selection. Squad selection remained a matter for the National Team Head Coach and coaching team.

Looking ahead, the development of the coaching pipeline continued, with a detailed update **MD** to be brought to the Board in December.

##### 5.1.3 *Brain Health / Head Injuries – Women’s Game*

Aberdeen Grammar had been in touch with the Company in connection with questions specific to the risk of concussion and head injuries in the women’s game, and whether aspects of this were enhanced for women. They had commissioned a report from a medical consultant who had collated and commented on a number of papers and studies published in medical journals.

Much of the report and observations were thought worthy of further examination, and a working group was being set up, to include the CEO, the Chief Medical Officer, other medical experts and with medico-legal input.

There had been an initial meeting with the President of Aberdeen Grammar, their medical consultant and various Scottish Rugby personnel. A further meeting, to include the wider working group members, was being arranged for early / mid-December.

This was a developing area and even if there continued to be uncertainty, it was advisable for Scottish Rugby to be proactive in improving understanding of the risks for women.

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Reporting following the release of a recent medical study had demonstrated the headline-only based approach adopted by some parts of the media, and emphasised the need to apply a measured and informed approach to an important area.

Care was needed in the language used in communications so as to properly inform about risks, but without creating unnecessary concerns, then leading to detrimental effects on participation. The work commissioned by Aberdeen Grammar was being taken seriously and their constructive approach in the meetings held so far had been welcomed. World Rugby had been advised and would be involved.

Although discussions were being held in private there had been some media interest. A suggestion from one journalist that Scottish Rugby had commissioned Aberdeen University to conduct a study was wrong and had been corrected. The media team were speaking with Aberdeen Grammar in connection with any other media interest or releases the club might wish to make.

The steps being taken to set up a working group and take the matter forward were welcomed by the Board, recognising that even if elements of this remained uncharted territory or there might not yet be complete consensus among medical experts on what the studies conducted to date demonstrated, further examination might provide an evidence-base for future action. It was also noted that the President of Aberdeen Grammar had also spoken separately with the Senior Independent Director.

## 5.2 **Commercial Report**

The Chief Commercial Officer referred to his Report, which was taken as read.

Questions were then taken from the Board members and addressed as follows:

*Update on New Tikserve App* – this was an important step – Stage 1 - on the pathway of the strategic data and digital initiative. Implementation had been well-managed, with knowledge gained from the experiences of RFU and WRU, who had also introduced the App.

Data generated by the App to date was then shared:

**[REDACTED – COMMERCIALLY CONFIDENTIAL]**

The ticket QR Codes would go live later that day. The Ticket Office would be contacting those people who had not downloaded so far.

It was confirmed that 39 people had intimated that they did not wish to use the App and would be offered refunds, if desired.

*COP (Commercial & Operational Planning)* -the new system introduced by the CCO for the Commercial Team was explained. The process was similar to that used in FMCG businesses – outputs generated from the sales meeting were passed to the operations team for a response then the 2 teams would get together to action and take forward key activity.

This was improving transparency, with the objective of having fewer meetings and moving away from meetings being used for updating and towards being action and output driven. The process was in its first cycle and performing satisfactorily but with room to improve. it would take several months for this initiative to fully bed in.

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*Alcohol sponsorship* – the risk of reduced sponsorship revenues in future, if there was to be a restriction in Scotland on alcohol advertising and sponsorship in sport, and the pipeline for alternative sponsors, was discussed.

The CCO outlined the revenues generated from current sponsors in the alcohol industry and confirmed that work was being done to broaden the sponsor base.

The CEO also commented on the potential timeframes and confirmed that the Company was speaking with the Scottish Government so as to remain fully informed. As a result of the timescales involved and sponsor diversification initiatives, including at URC and 6 Nations, the risk to Scottish Rugby was not thought to be significant.

### **5.3 Finance Report**

#### **5.3.1 CCTV Upgrade - Update**

This was a significant project previously approved by the Board. 150 new cameras had now been installed, providing a significant improvement in coverage and much better quality images. The Autumn Tests were the first major games for which the new system was being used. It was hoped, in addition to safety and security benefits, that the new system would assist in saving costs in future, including for the forthcoming 6 Nations.

#### **5.3.2 Investment in data/digital strategic initiative**

The CFO advised that a separate capital expenditure paper would follow, seeking Board approval to progress with obtaining quotations against aspects of work identified (c£300k) identified within the c £1m allocated for potential spend as part of the data and digital strategic initiative.

#### **5.3.3 September 2022 Management Accounts / Financial Forecasts**

Reference was made to the circulated management accounts and commentary. The CFO highlighted the following:

**Revenues** - revenues for the year looked to be reasonably strong, being in a range of [REDACTED - COMMERCIALLY CONFIDENTIAL] at this stage, targetting flat EBITDA for the current year, and creating a robust 4 year cost model for the longer term.

Income from direct URC and EPCR distribution was expected to be less than in 21/22 – in aggregate by around [REDACTED - COMMERCIALLY CONFIDENTIAL] with the shortfall being made up from enhanced revenues elsewhere within Scottish Rugby.

In response to questions from Board members, the CFO confirmed that Glasgow Warriors would need to meet the travel costs for the reorganised match in South Africa (the postponement due to extensive illness within the squad preventing the fixture from being fulfilled). This was estimated to be around £70k - £100k including accommodation. The CEO advised that this would be considered at URC on the basis that it was likely that something similar would occur in future for other teams.

He also explained that Covid had interrupted the usual broadcast cycles, and URC sponsorship revenues for 22/23 had fallen below expectations. Values within EPCR had also

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fallen, particularly in the UK and French markets, affecting the EPCR distribution to URC and therefore its revenues. [ **REDACTED – COMMERCIALY CONFIDENTIAL AND THIRD PARTY CONFIDENTIAL INFORMATION**]

Due to rights aggregation and centralised selling by 6Nations, URC and EPCR, control over rights sat within those organisations. Reduced central revenues therefore placed increased pressure on Scottish Rugby and the other participating leagues/ unions.

He explained that the downturn was expected to be short term, with a correction in the next cycle of TV broadcast contracts due to increased dynamism and competition for rights in the broadcast market by larger players. For example, Viaplay had recently acquired Premier Sports, a joint venture had recently been created between Warner Bros Discovery and BT Sport combining the assets of BT Sport and Eurosport; Sky were keen to create a single rugby channel, and there was continuing interest from DAZN, among others.

Data gathering was an increasingly important element.

URC was thought to be working better than EPCR from a supporter, commercial and rugby perspective, with the four South African franchises now fully integrated in the tournament. The EPCR Board were being asked to consider more attractive formats for the EPCR tournaments. The introduction of the 4 South African franchises to the 22/23 EPCR competitions should give a boost to EPCR revenues.

Crowds seen on TV at URC matches in South Africa appeared sparse but this was largely due to the size of the stadiums being used. Although attendances at PRL matches were down on previous years, numbers were good at Edinburgh Rugby, with a minor drop-off being experienced at Glasgow Warriors. Some issues continued to be experienced in Wales.

**Costs** – the CFO highlighted that costs were being examined closely as part of the move to a sustainable long-term business model and the desire to be able to provide a robust and accurate forecast for the year and on a 5-year basis.

Action was being taken to cut costs, targeting a flat EBITDA position for the year and including reducing travel costs, freezes on recruitment other than for essential posts, close examination of headcount and various other initiatives.

The new financial systems were providing better visibility on costs. New standardised cost templates were being introduced for matches and events to assist in cost control and improving profitability.

The CEO emphasised the importance of the financial position and objective of achieving a sustainable business model. Strict cost management was a fundamental part of that, with various cost-saving measures being contemplated. Further information on possible initiatives and implications would be provided to the Board in December for discussion, and then for implementation in January 2023.

### 5.3.3 *Website issues*

Addressed earlier in the Meeting. *(Item 3 – Action List)*

### 5.3.4 *Mandates and approval levels*

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A separate paper would be circulated shortly for Board approval for the purpose of updating spending authorisation levels within the organisation. **HS**

**5.4 Stadium Operations**

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

**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 referred to his Report, which was taken as read.

**5.6.1 Draft Gender Participation Policy**

The Company Secretary referred Directors to the summary of activity in relation to consultation on and consideration of the new Gender Participation Policy, before handing over to the Chair of the ESG Committee (LT) and Chief People & Engagement Officer to comment.

LT explained the work undertaken over a number of months by the ESG Committee. Participation of transgender athletes was a difficult and sensitive area and it was recognised that whatever conclusions were drawn, the organisation may still be subject to criticism, as other sporting bodies had been. The Committee had taken the view that it was very important to hear from those most directly involved and affected and although this was small number in Scotland, this had been done. The ESG Committee had then taken on the task of considering the literature, studies and approach adopted in other sports and by other Unions.

The draft Policy document was in a preliminary form and included changes from the current position. It made a clear distinction between contact and non-contact variants of the sport and continued to emphasise that the safety and welfare of players remained paramount. Evidence continued to evolve and the Policy would need to be subject to continuing review, with a lot still to be learned.

LT asked that following the discussion at the Meeting, the ESG Committee be authorised to finalise and approve the final wording on behalf of the Board before then deciding on timing for release and implementation.

The CPEO also commented, explaining that there did not appear to be a right or wrong answer to the issue - inclusion and participation in the game were very important but also had to be considered against the need to protect player safety and welfare. There were many differing views and significant efforts had been made to consider the issue fully and carefully and consult widely before reaching conclusions.

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It was likely that the draft Policy would be in a final form for the ESG to consider and approve for publication in early December, after the Autumn Tests, with a desire to ensure the Policy and work done were communicated in an open and honest way.

Following consideration of the extensive work done and proposals, the Board supported the principles and approach set out in the draft Policy and **AUTHORISED** the ESG Committee **LT, SB** to progress to finalise and approve the Policy on behalf of the Board, as requested.

The Chairman noted that the work done had been thorough, balanced and evidence-based. He thanked LT for her leadership on the issue and the ESG Committee members and employees involved for the significant work done in a complex and sensitive area.

*5.6.2 Governance Reforms – Update and Approvals*

The Company Secretary referred to his report. Approval had been given at the SGM on 28 September for various new constitutional documents, including the Relationship Management Agreement and Memorandum of Understanding to be entered into between the new company limited by guarantee and the Company.

In addition, and following on from the provisions of the RMA in connection with costs, an Intra-Group Services Agreement and Intra -Group Loan Agreement had been prepared by the Company's solicitors and agreed with the solicitors acting for SCOG. It was understood that the content was acceptable to SCOG and that this was sufficient to appropriately record the approach to be adopted to responsibility for and payment of costs between the two entities.

Approvals to enter into this and the other documentation needed to complete in time for the intended effective date of 1 November 2022 were now being sought.

The Company Secretary confirmed that tax matters had been examined in detail with external professional advisers, including the Company's tax advisers. There were not considered to be any issues in connection with stamp duty, and risk associated with corporation tax or to utilisation of accumulated tax losses was considered to be low.

CGT had been considered separately due to there being a technical disposal of shares through a transfer from the Trustees to the new company limited by guarantee. There was no risk to the Company itself but thought had also been given, for completeness, to the position of the new company limited by guarantee, the current unincorporated Union, the Trust and the members of the Union as the various holders and beneficiaries of the shares themselves.

Some risk had been identified due to aspects of the wording of legislation applying to schemes of reconstruction. Both sets of solicitors involved and Senior Counsel had considered the proposed arrangements to fall within the scope of the legislation. It was recognised however that the legislation had been designed for corporate entities with conditions relating to mirroring share classes and membership, rather than the situation of an unincorporated association such as Scottish Rugby Union incorporating and retaining a series of voting and non-voting membership categories. The ultimate beneficial ownership position before and after the transaction remained the same, even although there were some changes in the offices held by some individuals falling under the jurisdiction of the Union before and after the effective date.



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This was not considered by legal advisers and SCOG to be sufficient of a risk to delay implementation of the transaction.

However, although the external tax advisers had concurred that the arrangements fell within the spirit of the legislation, they had recommended that for complete certainty non-statutory tax clearances could be sought from HMRC, with reasonable prospects of a positive outcome. Various other steps could also be taken to mitigate the risk of a CGT liability arising. Their detailed report was awaited.

The contents of the circulated documentation were considered. It was requested that the Intra-Group Services Agreement be amended to remove reference to the appointment of directors to the Company's Board by the new Union being part of the services. That was considered to be a right of the Union and any such directors would be remunerated, and the associated cost borne by the Company, as would be the case for any other NEDs on the Company's Board at the time.

If these appointments were made, care should also be taken to ensure that the costs of those NEDs, even if not appointed by the Company itself, were not passed through to the Union, to ensure that the costs of the Union falling to be accounted for under the Intra-Group Loan Agreement and/or Services Agreement were kept as low as possible.

The Company Secretary was asked to put that suggested change forward to SCOG's advisers for approval. **RH**

It was further noted that the President and Vice-President were the only Custodian Directors intended to be remunerated, through an honorarium. It was understood that the reason for this was a recognition of the additional commitment and responsibilities attaching to those offices, separately from that of the other Custodian Directors. Subject to that exception, the new Union's Articles of Association were explicit in stating that no remuneration was payable by the Union to the Custodian Directors for acting in that role.

Following detailed consideration, and having had regard, among other things for

- (i) the extensive work undertaken and advice received from independent external advisers;
- (ii) the contributions provided by Board members as part of the consultation and subsequent processes in reviewing proposals and documentation; and
- (iii) the fact that the members of the current Scottish Rugby Union had voted overwhelmingly at the Special General Meeting held on 28 September 2022 to approve the restructuring documentation,

the Directors concluded that entering into the proposed documentation and taking associated implementation steps was, in good faith, the approach most likely to promote the success of the Company for the benefit of its members as a whole.

Accordingly, the Directors then **AGREED:**

**THAT** authority be given to any 2 Directors, or any Director in the presence of a witness, or any Director and the Company Secretary, to sign the following documents approved by the members of Scottish Rugby Union at the Special General Meeting held on 28 September

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2022, or, in the case of items (c) and (d) in the forms tabled (subject to the amendment discussed in the Board Meeting) on behalf of the Company:

- (a) the Relationship Management Agreement between the Company and Scottish Rugby Union (the new company limited by guarantee);
- (b) the Memorandum of Understanding between the Company and Scottish Rugby Union (the new company limited by guarantee);
- (c) the Intra-Group Services Agreement between the Company and Scottish Rugby Union (the new company limited by guarantee); and
- (d) the Intra-Group Loan Agreement between the Company and Scottish Rugby Union (the new company limited by guarantee).

Further, **AUTHORISATION** was given to the Company Secretary to circulate written special resolutions to the members of the Company for approval and providing for:

- (a) the name of the Company to be changed from Scottish Rugby Union Limited to Scottish Rugby Limited; and
- (b) the current articles of association of the Company to be amended by deletion in their entirety and their replacement by new articles of association in the form agreed by the members of Scottish Rugby Union at the SGM held on 28 September 2022.

Subject to such approvals having been given, the Company Secretary was authorised and instructed to make such entries and returns in the Company's books and to the Registrar of Companies as may be necessary.

A full note on the costs of the governance review and anticipated costs of the new structure was requested in order for the Board to gain a more complete understanding of the scale of the one-off costs incurred and any additional recurring costs of the structure in future. Recognising that significant legal, professional and other costs had already been incurred, there was a desire to keep any further costs to a minimum.

**RH,  
HSp**

### **5.6.3 Litigation and Disputes - CONFIDENTIAL AND LEGALLY PRIVILEGED**

The Company Secretary referred to the circulated Report updating the Board on litigation and disputes.

**[REDACTED - CONFIDENTIAL AND LEGALLY PRIVILEGED INFORMATION ]**

## **6 RUGBY**

### *6.1 Rugby Development*

The Rugby Development Report was taken as read, with no questions.

### *6.2 Performance Rugby*

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The Performance Rugby Report was taken as read, with no questions posed. The CEO had covered a number of Performance Rugby matters in the course of his own Report. *(Item 5.1)*

**7. STAKEHOLDER & BOARD COMMITTEE ITEMS****7.1 Governance/SCOG Update**

The President confirmed that the Council had met in the preceding week to consider the approach to recruitment for Custodian Director posts. Diversity and inclusion were at the forefront of their thinking. Carlyle Associates had been appointed to assist with identifying potential candidates.

The Vice-President and Rugby Development Director had met to discuss how the CRB could best oversee club rugby and perform its responsibilities under the new arrangements.

The CRB role was viewed as being narrower and deeper than that of the Council. Council was also meeting that evening for the purpose of various final authorisations and approvals needed to implement the governance reforms. Ticketing and various other rights that might accompany CLG Board and CRB membership would also be discussed.

The President had attended the Youth Panel recently - this had been very encouraging - and the President suggested that members of the Executive might wish to attend, in rotation, over the coming months

The President concluded by commenting both as President and a non-executive director of the Company. This was his last meeting as a director of the Company. He recognised that the governance process had been a long one with much debate but its conclusion was an opportunity to reset relationships. He looked forward to a fresh and collaborative start to the new structures with a focus on the greater good.

He thanked the Executive, his fellow Board members and wider colleagues for their contribution to the process and their support during his tenure on the Board.

The Chair thanked the President for his remarks and echoed the sentiments expressed.

**7.2 ESG Committee - Meeting of 22 September 2022**

LT, as Chair of the ESG Committee, reported on the Committee's meeting of 22 September 2022. The main item of business had been the Gender Participation Policy, which had been discussed earlier in the Board Meeting.

Board members were reminded that the rearranged Safeguarding Conference was due to take place on 19 November 2022, with all Board members welcome to attend.

**7.3 Audit & Risk Committee - Meeting of 13 October 2022**

LT, as Chair of the Committee, reported on the business of the Committee's meeting held on 13 October 2022.

In particular, the Committee had considered some updates to the Company's Risk Register, highlighting for the Board's attention the Red level risk relating to continuity and stability

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of the Board, due to the extent of changes in non-executive directors that was taking place and would be occurring over the next several months. Reassurance to sponsors, contracting partners and other stakeholders would be needed. There were no changes in the Executive, with departures purely among the NEDs .

This created greater risk for the organisation when the retained knowledge-base and corporate memory would rest almost entirely with the executive members of the Board for a period. The Committee had agreed that this should be brought to the Board's attention.

The Committee had also considered proposed amendments to the Committee's Terms of Reference to take account of the effect of the governance changes, such as the dissolution of the Council and the creation of the company limited by guarantee as a separate entity governed by the Companies Act.

A copy of the proposed changes had been included in the papers, with the amended Terms of Reference being recommended to the Board for approval.

The proposed amended Terms of Reference of the Company's Audit & Risk Committee were considered and then **APPROVED**, to take effect on 1 November 2022.

The Chair of the Committee was thanked for her Report.

**8 AOB**

The Chief Executive advised the Board that he had received a message from FIR during the Meeting intimating the sad death of Alfredo Gavazzi, former President of the FIR. The Chairman expressed his personal sadness and condolences and those of the Board, at this news.

The Chairman thanked the departing directors - Colin Rigby and Murdo Gillanders - for their service on the Board. On behalf of the Board, he also looked forward to collaborative working with the board of the new Union.

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

**APPROVED BY THE BOARD****24 NOVEMBER 2022**