

## APPROVED BY MEMBERS SCOTTISH RUGBY UNION

**Minute of a Special General Meeting of the Scottish Rugby Union, held in person and by video conference, on Monday 6 June 2022 at 6pm, at BT Murrayfield Stadium, Edinburgh, EH12 5PJ.**

- Present** I Barr (President) in the Chair
- C Rigby (Vice-President), G Thomson, G Tosh, E Hugh, B Frazer, M Gillanders, J O'Neill, A Forsyth, H Swankie, B Richmond, K Knott, G McMillan (Members of the Scottish Rugby Council).
- J Halliday and I Rankin (co-opted Members of the Scottish Rugby Council).
- J Jeffrey (Board Chairman); L Thomson, J Bracewell (Independent Non-Executive Directors); M Dodson (Chief Executive), H Spence (Chief Financial Officer), Shona Bell (Chief People & Engagement Officer) – Members of the Scottish Rugby Board.
- A Irvine, B Duffy, R Flockhart (Past President)
- Club, Associate Body and Associate Club area representatives comprising a further 105 individuals entitled to attend and vote.
- There were also in attendance: members of staff and Past Presidents.
- Distributed for Meeting** *for Preliminary Meeting Notice dated 6 May 2022 including Motion; further Meeting Notice dated 30 May 2022; and Report entitled " A Submission to SRU Member Clubs by the SRU Standing Committee on Governance" dated 29 May 2022.*
- Apologies for Absence** *for D McMillan (Board Member), W Gardner (Council Member), G Hastings (co-opted Council Member).*
- Welcome, Quorum & Opening** At 6.02 pm the President confirmed that the Meeting was quorate, having more than one third of the representatives entitled to attend and vote present, and opened the Meeting.
- The President welcomed all those present and attending and introduced those accompanying him on the platform: Colin Rigby (SRU Vice-President), Professor Lorne Crerar (Independent Chair of the Standing Committee on Governance), and Angela McCracken (Secretary to the Scottish Rugby Union Council).
- John Jeffrey (Chair of the Scottish Rugby Board) and Mark Dodson (Chief Executive) were also attending the Meeting.
- The President intimated apologies, which were as noted above.
- The Meeting was being held on a hybrid basis, with Members attending in person at BT Murrayfield and online through a virtual meeting platform.
- Members were advised that the virtual meeting platform included a facility for submitting questions or comments electronically or by an audio link.
- The President intimated that club representatives must be members of the clubs which they

represent.

**Notice of the Meeting** The President referred to the Notice calling the Meeting, which is filed with this Minute, and proposed that it be taken as read. There was no dissent.

**Motion** The President advised that the only item of business was a Motion submitted by the Scottish Rugby Union Council, seeking approval from Members for a series of governance proposals arising from the work of the Council's Standing Committee on Governance. No amendments had been submitted.

The President explained the voting process that would be followed and confirmed that the votes would be tallied electronically by the meeting facilitator, Lumi, before the result was announced and displayed on-screen. The Motion would require a simple majority of those voting to vote in favour, for it to succeed.

The President made a number of remarks relating to the Motion.

He explained that the Council's Standing Committee on Governance - "SCOG" – had consulted with the Members on a number of occasions in advance of the Meeting, as well as engaging with external advisers, and had held various meetings with club forums. These had been invaluable in framing and refining the Motion before the Members.

The Motion set out SCOG's ambition for a new Scottish Rugby Union to build on the successes of the past. It also recognised there had been weaknesses but made the organisation ready for the future.

He confirmed that if Motion was not passed, the current constitutional arrangements would continue in the same form as at present.

If the Motion was passed, it would give the Council and SCOG the authority to proceed to prepare the paperwork to create the structures and transition arrangements needed to bring about the changes outlined in the Motion and recommended by SCOG to all member clubs. That documentation would then be put to the Members for detailed consideration, approval and subsequent implementation at a second SGM. It was hoped this might be held at or about the time of the Union's 2022 AGM scheduled for 13 August 2022.

He noted that these documents had not been prepared speculatively in advance of the Meeting – SCOG had wanted first to present the Motion to the membership for its consideration and debate.

The President thanked all those contributing to the consultation process and Professor Crerar and the members of SCOG for their continuing hard work and dedication. He then invited Professor Crerar to address the Meeting.

Professor Crerar, as Independent Chair of SCOG, referred to the circulated Motion and Rationale, and the Report which had been prepared by SCOG and provided to the Members in advance of the Meeting. These set out and explained the proposals in detail. He commended the proposals and the Motion to the Members and confirmed that he would be happy to take any questions.

The President then invited questions from the floor and those attending online, requesting that these be kept to questions about the Motion and business of the Meeting.

Ed Crozier (Cartha Queen's Park) - messaged electronically - asked when the appointment of the Chair of Scottish Rugby Union Limited was due to be dealt with. The President advised that this would be a matter for Scottish Rugby Union Limited.

No further questions were submitted.

The President then proposed the Motion, in the form circulated to Members, on behalf of the Scottish Rugby Union Council.

**Voting**

The Members were invited to vote on the Motion.

The votes cast from 118 possible votes, were as follows:

For:	109 (95.61%)
Against:	5 (4.39%)
Withheld:	1

The President declared that the Motion had been carried.

**AOB & Meeting  
Close**

The President thanked all those attending for their participation. There was no other business.

The Meeting closed at 6.17pm.

**APPROVED BY MEMBERS AT AGM - 13 August 2022.**

**SCOTTISH RUGBY UNION**  
**SPECIAL GENERAL MEETING 6 JUNE 2022**

**MOTION PROPOSED BY THE SCOTTISH RUGBY COUNCIL**

THAT:

Having received an interim report and presentation from the Standing Committee on Governance (“**SCOG**”) under the chair of Professor Lorne Crerar CBE FRSE, the Scottish Rugby Council (“**Council**”) propose to the meeting that the following motion be passed by majority vote:

- A. That, a company limited by guarantee (“**CLG**”) - to be called Scottish Rugby Union Limited, and known thereafter as “Scottish Rugby Union” – be formed to wholly replace the unincorporated association currently known as the Scottish Rugby Union (the “**Union**”), as constituted in terms of the Union's Bye-Laws as amended on 15 December 2021, and that the Union's operating company, presently called Scottish Rugby Union Limited (registered company number SC132061) (“**SRUL**”), change its name to Scottish Rugby Limited (or such other like name as agreed with SRUL, subject to any necessary regulatory consents including the name change); *and*
- B. That, the membership of CLG be the same as the membership of the Union on the date which CLG replaces the Union (the “**Effective Date**”), and that such initial members of CLG will belong to the same membership categories and hold the same voting rights as they did as members of the Union, with the exceptions that: (i) the inclusion of Council members and Trustees within the *ex officio* category of membership and Council members' voting rights will cease upon CLG replacing the Union; and (b) the members of the Board of the CLG and the members of the CRB (as defined below) will become *ex officio* members of CLG without voting rights; *and*
- C. That, (i) the whole assets, rights, goodwill, intellectual property, licences, liabilities and undertakings of the Union held by the Union, or held for and on behalf of the Union by the Trustees currently acting under the Trust constituted by Deed of Trust dated May 1911 (the “**Trust**”) immediately prior to the Effective Date be transferred to, or held by, CLG on the Effective Date, including the right for CLG and its successors to carry on the whole undertakings currently carried on by the Union, for no consideration, all in terms of a Transfer Agreement to be set out between the Union and CLG and to be approved in due course by the members of the Union; and (ii) subject to such approval, that the Trust then be wound up; *and*
- D. That, the initial Board of CLG following the Effective Date consist of 8 Directors - to be known as “Custodian Directors” and comprising:
  - a. an independent Chair (initially appointed after a nomination process agreed with the Council, as soon as possible following the incorporation of CLG or, if there is insufficient time before the Effective Date for the appointment to be made, to be selected and appointed by the CLG itself, for an interim period of up to 12 months),
  - b. the President and Vice President of the Union (and subsequently of CLG) each as elected by members,
  - c. the immediate Past President (the “**IPP**”),
  - d. 2 individuals to be elected by the members at a future SGM (“**SGM2**”) proposed to be held at or around the time of AGM 2022 following a nominations process to be agreed with the Council, and
  - e. 2 independent “non-executive” members to be selected before the Effective Date and appointed by CLG immediately following the Effective Date, following a nominations and selection process agreed by Council and involving external recruitment consultants or, if there is insufficient time before the Effective Date for those appointees to be identified by the Council, to be selected and appointed by the CLG

itself after the Effective Date after conducting a selection process involving external recruitment consultants,  
all be appointed, *and*

- E. That, CLG shall authorise and delegate to SRUL the running of the business of Scottish rugby in its entirety (other than as provided for herein), the whole of its commercial affairs and interests, including the management of assets and the administration of professional rugby (including matters relating to and arising from CLG's commitment to international rugby); *and*
- F. That, in order to ensure an open, accountable and transparent working relationship between CLG and SRUL, the two parties will enter into a formal Relationship Management Agreement ("RMA") which will set out, among other things, the nature of the relationship between them, provide for the matters reserved to CLG for approval, and set out CLG's supervisory role in their capacity as representatives of the owners, thus enabling CLG to act in a constructive and informed manner in exercising its oversight function; *and*
- G. That, to oversee the implementation of the strategic vision, mission and development of the domestic game, a board or committee will be formed to be known as the Club Rugby Board (the "CRB") under the chair of the Vice President. The membership of the CRB will also include those members of the Council elected by each fora constituency/society and in office immediately prior to the Effective Date, and the Director of Rugby Development (or equivalent) of SRUL; *and*
- H. That, CRB will work in collaboration with the Rugby Development Department of SRUL to develop and oversee the implementation of a strategy for the domestic game, as part of an annual and /or longer term strategy approved by CLG. The activities falling under the remit of the CRB will be resourced with an annual budget – currently proposed at a sum being equivalent to not less than 15% of the average of SRUL's annual turnover as per their audited statutory accounts in the preceding four financial years, the allocation of which will be determined by the Rugby Development Department in conjunction with CRB; *and*
- I. That, to implement the effective oversight, management and development of the domestic game, an RMA will be entered into between CLG and SRUL which sets out the responsibilities to be delegated to the CRB for undertaking the oversight, management and development of the domestic game on behalf of members. In addition, CLG and CRB will enter into a Memorandum of Understanding in which CLG will set out its expectations of CRB, and CRB's operational obligations; *and*
- J. That final form documentation relating to this motion be presented at general meeting for final approval of the members.