

## SCOTTISH RUGBY UNION

**Minute of Annual General Meeting of the Scottish Rugby Union, held in person and by video conference, on Saturday 13 August 2022 at 10.30am, at BT Murrayfield Stadium, Edinburgh, EH12 5PJ.**

<b>Present</b>	<p>I Barr (President) in the Chair C Rigby (Vice-President), G Thomson, R Frazer, E Hugh, M Gillanders, W Gardner, AJ Forsyth, H Swankie, B Richmond, K Knott, J O'Neil (Members of the Scottish Rugby Council).</p> <p>J Jeffrey (Board Chairman); LE Thomson (Independent Non-Executive Directors); M Dodson (Chief Executive), Hilary Spence (Chief Financial Officer), Shona Bell (Chief People and Engagement Officer) - Members of the Scottish Rugby Board.</p> <p>D Bradbury, E Crozier, G Dixon and J Stevenson (Past Presidents)</p> <p>G Scott (Director of Rugby Development), J Mallinder (Director of Performance), Dr J Robson (Chief Medical Officer), SJH Gemmell (Technical Director), RM Howat (Secretary), G Treasurer (Head of Legal) and A McCracken (Senior Solicitor and Council Secretary).</p> <p>Club, Associate Body and Associate Club area representatives comprising 139 individuals.</p> <p>There were also in attendance: members of the press and members of staff.</p>
<b>Distributed for Meeting</b>	<ul style="list-style-type: none"><li>- <i>Notice of Meeting (including Agenda and Motions)</i></li><li>- <i>Note on procedure at AGM</i></li><li>- <i>Minutes of 2021 AGM</i></li><li>- <i>Minutes of 2021 SGM</i></li><li>- <i>Minutes of 2022 SGM</i></li></ul>
<b>Apologies for Absence</b>	<p>G Tosh (Council Member); A Irvine, R Flockhart, A Lawson, G Masson and I McLachlan (Past Presidents); D McMillan and J Bracewell (Board Members).</p>
<b>Welcome and Opening Comments</b>	<p>The President welcomed all present and confirmed that the Meeting was quorate, there being present more than one third of the total members or representatives entitled to attend and vote.</p> <p>The Meeting was being held on a hybrid basis, with members attending in person at BT Murrayfield and online through a virtual meeting platform.</p> <p>The President intimated apologies, which were as noted above.</p> <p>The President paid tribute to absent friends and those in the rugby community who had passed away during the previous year.</p>
<b>Club Representatives</b>	<p>The President intimated that club representatives must be members of the clubs which they represent.</p>
<b>Notice calling the Meeting</b>	<p>The President referred to the Notice calling the Meeting and proposed that it be taken as read. There was no dissent.</p>
<b>Minutes – 2020 AGM and SGM</b>	<p>The Minutes of the previous Annual General Meeting and the Minutes of two SGMs on 15 December 2021 and 6 June 2022, copies of which had been distributed prior to the Meeting, were approved.</p>

## **President's Report**

The President reflected on the previous year, with particular note of the following points:

- He thanked the people of Scottish rugby throughout Scotland who had helped to get the game back being played after the Covid-19 pandemic.
- The tragic passing of Siobhan Cattigan was highlighted and the impact that had had on many people across rugby in Scotland was acknowledged. The President emphasised the importance of people within clubs looking after each other, to ensure everyone was supported on and off the pitch.
- The importance of player safety was acknowledged. The President thanked Scottish Rugby's Chief Medical Officer and his colleagues for their tireless dedication and care.
- The President thanked the membership for the role they had played in steering discussions on Governance throughout the year. Special thanks were paid to the Chair of the Council's Standing Committee on Governance, L Crerar, for his contribution to the review process and the importance he had placed on collaboration. The President was confident the governance proposals would provide a strong basis for Scottish Rugby to grow and develop going forward.

The President noted that despite the multiple challenges that Scottish Rugby had faced over the past two years, there were also a number of opportunities ahead, including the launch of the state school strategy in September 2022, the growth in the game and the upcoming Women's Rugby World Cup.

As the President's tenure was coming to an end, he noted the immense pride he took from serving the membership.

## **Scottish Rugby Update**

The Scottish Rugby Board Chairman, John Jeffrey, was invited to address the Meeting.

The Chairman provided an overview of the preceding year. Particular reference was made to the following matters:

- The Chairman paid tribute to S Cattigan and noted the affect her passing had had on many people across the game. He highlighted that to Scottish Rugby people's welfare was of paramount importance.

The Chairman acknowledged that the allegations made in the recent press coverage was a sensitive and complex subject which was the subject of possible legal proceedings. As such, Scottish Rugby was not able to respond to the allegations made in the article as much as they otherwise might.

He also highlighted that Scottish Rugby's medical personnel continued to be bound by the obligations of patient confidentiality. He hoped that through time and examination of the facts, a more complete picture would emerge.

- It was noted that under the chairmanship of L Crerar, the Council's Standing Committee on Governance had made good progress with the governance review. The Chairman looked forward to any new framework which improved the effectiveness of the governance of the organisation.
- It was noted that the organisation had reported a turnover of around £58 million, which was back to the pre-pandemic financial position.

The Chairman explained that the AGM had been split into two Meetings to allow for additional time to prepare the audited accounts before they were laid before the membership. It was highlighted that the new Chief Financial Officer, H Spence, and Scottish Rugby's new auditors had raised that the intended timeline for producing these accounts (as set out in the Bye-Laws) was a business risk. Accordingly, the Board had taken the decision to split the AGM, allowing for the election of officers and other matters to take place at this Meeting, and with the fully audited accounts being presented to the membership at the end of September 2022.

- The Chairman highlighted the challenges the organisation had faced in the professional and international game. He noted that going forward there was an expectation of better and more consistent outcomes which required a rise in ambition and associated standards of delivery.

The Chairman thanked the Chief Executive, his team and all Scottish Rugby's people for their commitment to the organisation and the game as a whole

### **Chief Executive's Report**

The Chief Executive, Mark Dodson, was then invited to present his Report.

The Chief Executive noted that Scottish Rugby had bounced back from Covid-19 quicker and stronger than predicted. He highlighted that the business was growing, taking in record levels of investment and the organisation was in the strongest cash position in the Union's history.

#### Global Season

The Chief Executive noted that although progress had been made over the past few years, a balance had to be struck between the economics of a unified calendar and the sporting and welfare benefits it would provide.

The Chief Executive was hopeful that a solution was closer than it had been before and further meetings would establish a framework for the development of a true global season which would place player welfare at the heart of the solution and achieve financial and sporting benefits for all involved.

#### Financials

It was noted that going forward the business of the organisation would be split into two distinct parts: the "core business", which was concentrated on maintaining the sport of rugby in Scotland and would look to generate a small surplus in each year; and the "strategic investment" which would focus on concluding complex investment transactions and ensuring the resultant funds drove transformational investment in rugby in Scotland.

#### Overseas Investments

It was highlighted that Scottish Rugby's investment in Old Glory had been capped at \$1million and the Union was not obliged to make any further contributions. It was noted that while expectations of future growth remained significant, the organisation had taken a cautious approach and had written back the full carrying value of the investment in the financial year to 31 May 2022.

In relation to Stade Niçoise, the relationship had been established to develop players, coaches and support staff whilst gaining a better understanding of the French rugby system. Due to Covid-19, the opportunities from the relationship had been suspended but the relationship remained warm and the Men's National Team would be based from Nice during the 2023 Rugby World Cup.

#### ESG

Environmental, Social and Governance elements were referred in the Annual Report and were recognised as increasingly important elements of Scottish Rugby's strategy. More information would be provided to the membership as work on these elements of the strategy continued.

### Transgender

It was noted that Scottish Rugby was committed to listening and engaging with its relevant stakeholders on this topic as the organisation worked towards a policy outcome.

The Chief Executive acknowledged that the game faced many challenges, and it would require Scottish Rugby's people to work together to find new ways to grow the game from a sustainable base.

### **Championship Report for Season 2021/22**

The President invited D Belmore, Championship Convenor, to present the Championship Report.

D Belmore noted that the Report had been circulated in advance and proposed that it be taken as read. On behalf of the Committee, he thanked the many club volunteers who supported the work of the Committee. He also thanked the Director of Rugby Development and the Competition Department staff and the members of the Championship and Regional Committees.

The President then laid the Report before the Membership.

### **Election of Members of Council**

The President advised that the following representatives had been elected to serve on the Council:

*Premiership* – K Quinn (Marr)

*National 2* – N Sutherland (Lasswade)

*National 3* – I Carse (Orkney)

*Glasgow North League* – D Jamieson (Dalziel)

*Referees Societies* – M Hay

*Schools and Youth* – G McMillan

All appointments were made for a 3-year term (2022/25).

The President welcomed the new members to Council and thanked departing members G Thomson, E Hugh, B Frazer, R Hume, K Knott, J Anderson and W Gardner for their service.

### **Election of Vice President for 2022/23 and 2023/24**

The President advised that two nominations had been received for the position of Vice President – K Wallace (Haddington) and H Swankie (Dunfermline):

The President called for a vote and the voting was as follows:

H Swankie	49
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K Wallace	85
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The President therefore announced that K Wallace, having achieved an overall majority of the votes cast, was duly elected to serve as Vice President for seasons 2022/23 and 2023/24.

### **President for Seasons 2022/23 and 2023/24**

The President advised that in accordance with the Bye-Laws, the AGM would be asked to ratify the elevation of the Vice President to the office of President. He asked the Meeting to approve the appointment of C Rigby as the next President. The appointment was approved.

### **Motions and Amendments**

The President noted that any Motion or Amendment would require to stand or fall as put and could not otherwise be amended at the Meeting.

<b>Motions</b>	The President advised that one Motion had been properly submitted, together with an Amendment. The Motion and Amendment, along with the rationale for each, had been circulated in advance of the Meeting and the President proposed that they be taken as read. There was no dissent.
<b>Majority</b>	The President noted that in accordance with Bye-Law 14.2.3, only clubs were entitled to vote on the Amendment and Motion. A simple majority of those voting was required for Motion and Amendments to succeed.
<b>Motion and Amendment: Debate on the season structure of the Male Adult Season</b>	<p>The President spoke to the Motion on behalf of the Council.</p> <p>He noted that a three-year consultation process had been undertaken on the male adult season structure and the working group had put forward the recommendation which the Council presented to the membership in the Motion for consideration and debate.</p> <p>It was noted that several different structure options had been outlined and debated as part of the consultation process and the league format outlined in the Motion had consistently received membership majority support throughout the process.</p> <p>The President outlined that Orkney RFC had submitted an Amendment to the Motion, seconded by Murrayfield Wanderers RFC.</p> <p>The President then invited I Carse (Orkney RFC) to speak to the Amendment. I Carse applauded Scottish Rugby's wish to make changes to the format of the leagues to improve playing standards. He emphasised that by implementing the structure outlined in the Amendment it would allow for ambitious clubs to remain involved in national league rugby and compete at the highest level. By remaining in national league rugby, it allowed these clubs to attract more players, spectators and sponsors.</p> <p>The President then invited B Frazer (Murrayfield Wanderers), as seconding club, to speak to the Amendment in a personal capacity. B Frazer noted that the recent fixture between Marr and Currie was an example of successful clubs who had climbed through the national leagues to the premiership. He noted that the structure set out in the Amendment did not interfere with the principle set out in the Motion but would allow for more support and encouragement to be given to the clubs throughout the whole of Scotland.</p> <p>The President invited questions.</p> <p>Howe of Fife asked for clarification on the promotion and relegation rules in the new structure. The President noted that this was outlined in the Motion rationale document.</p> <p>There being no further comments, a vote was then taken.</p> <p>The President called for a vote on the Amendment, explaining that a simple majority of those clubs voting was required for the Amendment to be passed.</p> <p>The President declared that the Amendment had been approved, with 89 votes in favour of the amendment and 31 votes against.</p> <p>The President then called for a vote on the Motion, as amended, explaining that a simple majority of those clubs voting was required for the amended Motion to be passed. The President declared that the amended Motion had been carried, with 103 votes in favour of the amendment and 13 votes against.</p>
<b>Any Other Business / Questions from Clubs</b>	<p>The President invited questions.</p> <p>Melrose RFC noted that the initial franchise agreements of the Super6 were approaching the end of their term and asked when Scottish Rugby would be engaging with the Super6 clubs to discuss the future of their involvement in the tournament. The Chief Executive advised that the process of engagement was underway and would continue into the autumn of 2022.</p>

D Ward (Grangemouth RFC) highlighted that the club investment fund applications were increasingly lengthy and complex. He noted volunteers were completing these and requested that this was taken into account when drafting them. The Director of Rugby Development emphasised that he understood the pressure volunteers within clubs were under. He noted that his department would look at how the application process could be streamlined. He noted that as there was government funding involved, often Scottish Rugby were also under an obligation to collect certain information from the clubs as beneficiaries of the funding. He advised his department would look at how this process could be done in order to be as easy, clear and transparent a process as possible.

**Closing  
Remarks**

Incoming President, C Rigby, paid tribute to outgoing President I Barr and presented him with a small token of appreciation for his service to Scottish Rugby. He thanked the clubs for giving him the honour and privilege to serve as President and formally closed the meeting.

**Meeting  
adjournment**

The Meeting, which had commenced at 10.30am was formally adjourned until a later date to be advised, at which time the remaining business would be concluded in Stage 2.

**APPROVED 18.11.23**