

**REDACTED FOR PUBLICATION
SCOTTISH RUGBY UNION
SC748672**

MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY UNION

**THURSDAY 30th NOVEMBER AT 1.15 PM
HELD IN-PERSON AND BY TEAMS AV PLATFORM**

BOARDROOM, SCOTTISH GAS MURRAYFIELD

Present:

Lorne Crerar	(LC)	SRU Chair and Custodian Director
Ian Barr	(IB)	Immediate Past-President & Custodian Director
Cheryl Black	(CB)	Custodian Director
David Grevemberg	(DG)	Custodian Director (by Teams AV)
Maxine Manditsch	(MM)	Custodian Director
Alison Milne	(AM)	Custodian Director
Colin Rigby	(CR)	President and Custodian Director
Keith Wallace	(KW)	Vice-President and Custodian Director

In Attendance:

Mark Dodson	(MD)	SRL Chief Executive
Robert Howat	(RH)	SRU Company Secretary
Laura Mahadea	(LM)	Minute Taker
John McGuigan	(JM)	SRL Chair
Hilary Spence	(HSp)	SRL Chief Financial Officer

1. INTRODUCTION

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

There were no apologies.

The Chair noted that the meeting had initially been diarised for and had been postponed due to illness of Board members - those attending were thanked for making themselves available for the rearranged date.

The appointments of AM and MM as Custodian Directors had been ratified unanimously at the recent AGM. AM and MM were congratulated on their ratification by the members.

2. MINUTES

The Minutes of the previous Meeting (19 October 2023) had already been approved by the Custodian Directors.

3. ACTION LIST & MATTERS ARISING

The contents of the action list from the previous meeting of 19 October 2023 were noted. Most actions had been completed, relating mainly to the year end and AGM.

Of those remaining:

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- i) the Super 6 review outcomes formed part of the strategy process;
- ii) the new Chair of the SRL Remuneration Committee would be asked to attend the next Quarterly Reporting Meeting (in 2024);
- iii) Joint meeting on International Representatives – a meeting had been arranged;
- iv) Risk Register – dates would be identified for a briefing session in the New Year.

4. SRL Chair Report

4.1 SRL Chair Overview

JM referred to the circulated paper which was taken as read and commented on recent activity, and with questions taken during the report.

- An update was provided on the Cattigan Family matter, including the statement made by JM at the recent AGM, communications with the Cattigan family, a recent charity collection in Siobhan Cattigan's name, media follow-up and conversations with various employees after the statement was released.

It was agreed that the Joint Working Group should continue meantime so as to conclude on any remaining actions and lessons learned.

- Following on from the publication of the Annual Report, and recognising the complexity of the financial statements and importance of having a sustainable financial model for the organisation for the long term, further work was being commissioned from external advisers to examine the current financial position and future forecasts in more detail. This would help to improve understanding and inform the strategic planning decisions that would be needed at the conclusion of the strategy review process and assist in achieving an aligned approach across the entire organisation.
- Jim Mallinder, Director of Performance Rugby had decided to retire in Summer 2024. Recruitment for a replacement and associated skillset and experience needed would be influenced by the output from the strategy discussions.
- On SRL NED recruitment, over 60 applications had been received and were being narrowed down by the SRL Nominations Committee to a shortlist for interviews. Those would be held within the next several weeks, with a view to appointments being made before Christmas, if possible.
- Bob Richmond had completed his term on the SRL Board, retiring at the recent AGM. This had created vacancies on SRL Board Committees which would also be considered by the SRL Nominations Committee and SRL Board.
- [REDACTED – COMMERCIALY CONFIDENTIAL]

4.2 SRL CEO Report

The CEO referred to the circulated paper, which was taken as read and commented on a number of further points, with questions taken in the course of the discussion and covering:

- A post Rugby World Cup review had taken place with players, coaches and off-field employees to look at performance and the overall mental ability and strength of the team ahead of Six Nations.

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- Netflix Documentary – A first review of the documentary footage – titled “Six Nations – Full Contact” - was due to take place at the beginning of December, with broadcast scheduled for late January 2024.
- Ticketing – there had been a £400k shortfall in ticketing revenue following the Summer Tests which would likely be recovered through Six Nations ticket sales allocation and categories.
- [REDACTED – COMMERCIALLY CONFIDENTIAL] A contract approval request would be taken to the SRL Board in December.
- Commercial matters – [REDACTED – COMMERCAILLY CONFIDENTIAL]. The Board would be updated as this progressed.
- Nations Cup – the new tournament had recently been approved by World Rugby. It was considered to be a positive step towards increasing revenue for the sport as a whole and future investment in the development of international rugby. The CEO explained the intended structure and potential teams participating. Various changes had taken place within the management teams in 6 Nations over the course of the year, with Tom Harrison (ex ECB) now the CEO.

In response to questions it was noted that:

The EPCR General Assembly was a meeting of the members of EPCR – being the 6 unions and SARU and the 3 leagues. This was held twice per year, with the main regular items being approval of the EPCR budget and annual financial statements. Some elements, such as material changes to tournament structure, which required unanimity among the members, also fell to the General Assembly to consider, although none had been at the most recent meeting. EPCR business was otherwise dealt with by the EPCR Board, on which Scottish Rugby was not separately represented.

The use of geographic pools in URC for the purpose of EPCR Champions Cup qualification was ending and returning to meritocracy. This was less of a concern now than it had been when the SA teams were introduced into URC (and EPCR). The geographic pools had provided a degree of continuity and protection while the SA teams were integrated into the competitions.

Relationships with Scottish Gas were good. Around 10 clubs had been visited with their first premises reviews conducted. The Vice-President advised that more clubs were keen to be involved, with around 100-120 having premises likely to qualify. The plan remained to address all of these through the life of the contract.

It was suggested that a regular impact report would be helpful for both parties, as part of monitoring progress.

The 6 Nations role in the Nations Cup remained strong, with particular influence over the Autumn element, which would be controlled through 6 Nations. Various conversations continued on how best to exploit the commercial opportunities of the new tournament and broadcast values involved. The same number of games would be played as for Autumn tests but with more consistent and better quality. Central broadcast rights and tournament sponsorship would be sold by 6 Ns but ticket revenues retained by SRL. Commercial income was expected to be improved by the new competition.

4.3 SRL CFO Update

The CFO referred to the circulated paper with updated management accounts information for the period to end October 2023, which was taken as read.

Further financial analysis and forecasting was being undertaken to support the strategic planning process. Reporting and discussion would then follow once that work was completed.

4.4 *Material Matters*

Reference was made to the circulated papers, with the following highlighted

(i) *Acquisition or disposal of any interests in any real estate*

Although not an acquisition of an interest in property, approval would be sought from the SRL Board at its 14 December meeting to enter into a new lease for Scotstoun stadium.

(ii) *Acquisition or disposal of any interest in any equity or debt securities in any company*

[REDACTED - COMMERCIALY CONFIDENTIAL]

(iii) *Any ongoing or threatened litigation or arbitration, over £125k or material in nature*

The Cattigan family matter had been commented on earlier in the meeting.

There were no other material matters to report.

5. **Committees and Working Groups**

5.1 *CRB Update*

KW confirmed that the Club Rugby Board have had various meetings to review and discuss the Rugby Development Strategy. Good data had been obtained from SCRUMS, which was assisting the consultants involved. Club input had been obtained from the club conference in the Summer, the more recent club roadshows and questionnaires, including the questionnaire on social investment return.

In connection with the questionnaires it was confirmed that the questionnaires were open to a wide audience including a younger demographic, with a good spread of returns so far.

Discussion on pathways continued on timetable, with a recent presentation to the CRB from the Technical & Operations Director.

It was confirmed that CRB member appointments were progressing and should be completed shortly. The female mix on the CRB remained low although on a more positive note more women, including younger women, were now taking leading roles in clubs.

The next Club Day/ Club Conference had been scheduled for 25 May 2024.

5.2 *Inclusion, Diversity & Complaints Working Group*

DG gave a brief update and confirmed that a final round of meetings was due to take place shortly, following which recommendations from the Working Group would be made to

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both the SRL and SRU Boards. Account was being taken of reports and information about the situation in other unions.

5.3 *Cattigan Family Working Group*

This had been discussed earlier in the Meeting.

5.4 *Joint Nominations Committee / International Representatives*

The Joint Nominations Committee were due to meet shortly to discuss the processes and appointments of International Representatives. An update would be provided on the outcomes of that meeting in due course.

5.5 *Standing Committee on Governance*

LC confirmed that SCOG had met at the end of last month. Workstreams had been identified for progress and reporting in the New Year.

6. **AGM & Outcomes**

The Company Secretary gave a brief update on the recent AGM voting outcomes.

The meeting quorum was 100, being one third of the members' representatives entitled to attend and vote. Representatives had attended in-person, online and by proxy. The peak number of representatives had been 114.

All of the resolutions had been passed, with no votes against.

It was noted that all information in relation to the voting outcomes was available on the Scottish Rugby website.

As a result of the approval of the 2 special resolutions, SRU's Articles of Association had been updated. This now enabled the change in year-end approved in principle earlier in the year to be approved by the SRU Board.

The Company's Articles of Association having been amended by special resolution of the members, the Custodian Directors then **RESOLVED THAT** the Company's accounting reference date be changed from 31 May to 30 June, with the change to take effect for the financial year then running to 30 June 2024.

Notification to Companies House should follow in due course, once subsidiary company alterations had also been made.

The Chair of the SRU Board asked for his thanks to be noted in relation to the set up and smooth delivery of the AGM by the Legal Team and Events Team.

7. **AOB**

The Chair thanked those attending for their contributions.

There was no other business and the meeting closed at 2.16pm.

The next SRU Board Quarterly Reporting Meeting would be held on Thursday 28th March 2024.

APPROVED BY THE SRU BOARD
19 FEBRUARY 2024