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**SCOTTISH RUGBY LIMITED  
SC132061**

**MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY LIMITED  
HELD ON THURSDAY 1 FEBRUARY AT 12 NOON**

**MONCRIEFF SUITE, SCOTTISH GAS MURRAYFIELD AND BY TEAMS AV**

**Present:**

John McGuigan	(JMcG)	Chair & Independent Non-Executive Director
Shona Bell	(SB)	Chief People & Engagement Officer
Ruth Davidson	(RD)	Independent Non-Executive Director (By teams)
Mike Soutar	(MS)	Independent Non-Executive Director
Hilary Spence	(HSp)	Chief Financial Officer
Hazel Swankie	(HSw)	Non-Executive Director
Alex Whelan	(AW)	Independent Non-Executive Director

**In Attendance:**

Robert Howat	(RH)	General Counsel & Company Secretary
Angela McCracken	(AMcC)	Head of Legal & Governance
Mark Laidlaw	(ML)	Director of Stadium Operations
[NAME REDACTED]	( )	Korn Ferry – Recruitment Consultants (Item 5.1 only)
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[NAME REDACTED]	( )	Korn Ferry – Recruitment Consultants (Item 5.1 only) <i>(online)</i>
Gerry Devine	(GD)	Head of Stadium Operations (Item 5.2 only)
Gav Scott	(GS)	Director of Rugby Development (Item 5.3 only)
Stephen Gemmell	(SG)	Technical Director (Item 5.3 only)
David Edge	(DE)	National Team Manager (Item 5.4 only)(By Teams AV)

**Apologies:**

Mark Dodson	(MD)	Chief Executive
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**ACTION**

**1. INTRODUCTION**

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

The Chair noted apologies had been received from the Chief Executive.

**2. MINUTES OF PREVIOUS MEETING – 14 December 2023**

The Minutes of the Meeting of 14 December 2023 were **APPROVED**.

**3. ACTION LIST & MATTERS ARISING**

As there were a number of presenters attending the Meeting the agenda was rearranged to complete the presentations first and the action list would be dealt with at the following Meeting.

The regular reports were taken as read.

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Each Director confirmed they had no interest which they wished to declare ahead of the Meeting.

R Davidson advised that she was commencing a new podcast in March 2024. This was a political programme unrelated to sport. No conflict was considered to arise. This would be confirmed in writing with the Company Secretary following the Meeting.

**5. PRESENTATIONS****5.1 CEO Recruitment Process – Korn Ferry**

The Chair welcomed representatives from Korn Ferry to the Meeting and noted that since the last Board Meeting the departure of the current CEO had been announced.

It was likely that the CEO would depart the business during the summer.

The Chair set out the process for appointing the recruitment consultants for this search. A number of partners had been invited to tender and Korn Ferry were selected based on the quality of service they offered and the experience they had in the sector. They had been invited to the Meeting to discuss the role with the Board to ensure alignment ahead of going to market.

Korn Ferry provided an update to the Board. The following points were noted:

- The global reach of Korn Ferry was highlighted and the need to consider candidates in and out with Scotland was viewed as important.
- It was acknowledged that Sports Governing Bodies were operating within a complex landscape, and there were key areas which any future CEO would need to have experience and knowledge of. These included globalization, fan engagement, private equity and governance.
- Korn Ferry outlined the work they had undertaken in relation to the skills that make for a “great sports leader”. The ability to rally people behind a shared purpose and identify and empower talent was vital. It would require someone who was experienced at complex stakeholder management.
- The CEO role was both ambassadorial and operational with the need to manage multiple stakeholders. It was not a role all corporate leaders would be able to transition into therefore the selection process was of great importance.
- The need for candidates to have a blend of commercial and sports experience was highlighted.
- The remuneration package for this role was discussed. The package had been benchmarked internally and by Korn Ferry with other similar roles in the market.
- The importance of aligning the candidates with the expectations of the Board was emphasized. Korn Ferry recommended that in advance of making any appointment, the Board should consider how they would evaluate the success of the CEO.

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Questions were then taken from Board members.

Korn Ferry outlined the various stages of the recruitment process and noted that finding a candidate who was agile and self-aware was key. They also emphasized the importance of an effective onboarding process.

Korn Ferry acknowledged that due to the game's unique landscape, a knowledge of the rugby space was important and would lead to a higher chance of success within the role.

They were expecting the candidates to fall within three pools – sports, retail and media, with some candidates being a hybrid of those categories.

Work was underway in finalizing the role spec and starting search mobilization. It was intended that the role spec would be approved by the Nominations Committee by the end of February and a long list of candidates would then be considered by the Committee. It was hoped formal interviews with a panel would commence around the end of March.

The Chair thanked the representatives of Korn Ferry for their presentation and advice. They left the Meeting at 1.20pm.

**5.2 Health and Safety Update – G Devine**

The Chair welcomed the Head of Stadium Operations to the Meeting.

The Head of Stadium Operations provided the Meeting with an update on the work of his department, with the following key points noted:

- There were 4 main components within the responsibilities of his team: occupational health, fire safety, water hygiene and event safety. Actions were being undertaken in each of these areas to identify and address risks.
- The work of the “Zone X” working group was highlighted. (Zone X being the area immediately around the stadium at major events.) The group was chaired by G Devine and was a multiple stakeholder group across the Council and emergency services. The group encouraged a collaborative approach across the stakeholders and was a unique approach in Edinburgh.
- As a result of the Manchester concert bombing, Protect Duty legislation was currently making its way through Parliament. Scottish Rugby was already prepared for this but further detail was still required. Scottish Rugby was engaged in this process and would continue to influence where possible. It was acknowledged that Scottish Rugby's biggest challenge in relation to this legislation was in relation to stewarding, which was provided by a third-party provider.

Questions were then taken with the key points as follows:

- Extensive scenario planning took place on a regular basis. The next exercise was due to take place ahead of the Taylor Swift Concert. The exercise generally involved 80 people from a number of stakeholders and considered different scenarios. The outcome of these exercises informed Scottish Rugby policies and protocols.

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- The Stadium Team continued to work towards being fully compliant with applicable standards but with a Stadium the age and size of Murrayfield in practice new issues would continue to arise and then need to be addressed. Scottish Rugby immediately undertook any steps that were reasonably practicable to address issues.
- The Director of Stadium Operations and Infrastructure updated the Board on the work undertaken by external consultants on stadium condition, with a full-day session to be delivered to the Board on 14 February. Separate sessions would be held with any Director who was unable to attend.
- The Board were assured that if any issue was to occur at a major event, the Director of Stadium Operations was confident that Scottish Rugby's policies, procedure and documentation were all in place.

The Chair thanked G Devine for his update and confirmed he should not hesitate to bring health and safety matters to the Board's attention.

The Director of Stadium Operations was to be invited to attend future Board meetings.

**RH**

*G Devine left the Meeting at 2.05pm*

**5.3 Pathway Update – G Scott and S Gemmell**

The Chair welcomed G Scott and S Gemmell to the Meeting.

G Scott provided the Board with an update on the work being carried out by the Rugby Development Department on the pathway programme. The following points were noted:

- The CRB was working with the Rugby Development Department in creating its next strategy. High level pillars of the strategy were outlined to the Board, including recruitment, experience, data and state schools.
- The domestic game strategy needed to align with the wider organisational strategy. His team were collaborating with Deloitte who were leading on wider organizational strategy.
- The use of other formats of rugby was discussed and it was acknowledged that this might introduce new people into the game. World Rugby were also rolling out a new format that Scottish Rugby would be actively involved with. Details would be circulated following the Meeting.

**GS**

It was recognized that different formats of rugby could make the sport more inclusive and with less risks of injury, but it was acknowledged that pilots should be carried out to ensure that any alternative formats made rugby simpler while still maintaining the integrity of the sport. Data from pilot projects should be circulated.

**GS**

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- The need for clubs to become the centre of the community was also discussed. The Rugby Development Department were actively working with clubs to explore how best they could expand their offering to the community.
- The way in which the concussion risk in rugby was addressed by the sport as a whole needed to change and new ways found to engage with potential players and supporters to promote the positive attributes of the game. The Rugby Development Department were considering how best to capture and aggregate data and use influencers and alternative social media sites.

S Gemmell then provided the Meeting with an update on the High-Performance element of the pathway programme. The following points were noted:

- External consultants [NAME REDACTED] had reviewed the performance pathway, including the SuperSeries tournament, to bring independence and external benchmarking to the process.
- Consultation had taken place with key stakeholders in relation to the shape of the pathway for the next 10 years.
- The Consultants had issued a final report setting out what was required to drive success in all areas of performance and to create a country that sits within the top 5 ranking. The need for an aligned pathway with clarity on what each stage of the process looked like was vital and a maximization of performance environments.
- S Gemmell outlined the key recommendations of the report:
  - ⇒ Re-introduce a Scotland “A”, Glasgow Warriors “A” and Edinburgh Rugby “A” teams to provide more professional opportunities for players to gain exposure to international rugby.
  - ⇒ Formalise a professional game agreement which will introduce a limit on the number of non-Scottish Qualified players in the professional team squads. The details of that limit still required to be worked upon.
  - ⇒ Increase investment in the academy structure to expand the number and age range of players within the academy.
  - ⇒ Disband the SuperSeries tournament and reintroduce the teams into the domestic leagues.

The Board then discussed the proposed end of the SuperSeries tournament at length and the proposed reinstatement of “A” teams at Scotland, Edinburgh and Glasgow levels. It was noted that the concept of “A” teams had previously been stopped due to a lack of time within the season, rather than for performance reasons.

The ability to measure success within any new structure was also discussed. S Gemmell suggested that data tracking could be completed via the SCRUMS system to measure the number of players in the system and the speed at which they were advancing through the pathway.

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The need for effective communication of the proposed changes was highlighted. Outlining what Scottish Rugby was trying to achieve and why the proposal would work must be made clear.

After lengthy consideration and debate, the Board endorsed the proposal to bring the SuperSeries to an end at the end of the current Licence Agreements.

The Chair thanked G Scott and S Gemmell and their teams for the substantial work that had been undertaken in reaching this stage of the process.

#### **5.4 Men's National Team Update – D Edge**

The Chair welcomed D Edge to the Meeting.

D Edge provided the Board with an update on the Men's National Team as they prepared for the 2024 6 Nations. The following points were highlighted:

- Looking back at 2023, the team had a successful year of rugby despite the ultimate result of the World Cup. A full review process had followed the World Cup and a number of learnings had been taken across performance, analysis and operations.
- Connection was of utmost importance to the Team whether that be connection with each other or with their supporters. The players had actively involved themselves with the community to build that connection.
- Mental skills and a performance mindset was an area for improvement. Some resource was already in place for this but more was needed if improvement was to be significant.
- The opportunity for the business and the National Team to become more aligned was identified as an area for improvement and to avoid working in silos.
- The National Team had considered where there were gaps in resourcing needed to drive a high-performance environment and remain competitive that would be included in budget submissions.

Questions were taken from Board members, including in connection with pre-World Cup preparations, events in camp and the overall RWC performance. Context and learning points were outlined to the Board.

The Chair thanked D Edge for his update.

#### **10. AOB & Close**

Progress on recruitment of new independent directors was outlined, with the Chair proposing that Chris Stewart be invited to join as a new non-executive director. This was **APPROVED**.

**JMcG**

Due to the extent of work underway, it was agreed that the Board may also benefit from additional advice and guidance being made available through external consultants on an informal basis, subject to confidentiality undertakings being entered into.

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Time constraints had limited consideration of regular reports. The Company Secretary was asked to prepare a note for circulation to the Board members on any points that would otherwise have been highlighted. **RH**

The Chair thanked the Board Members for their contributions and closed the Meeting.

**APPROVED BY THE BOARD**

**12 March 2024**