

**SCOTTISH RUGBY LIMITED
SC132061**

**MINUTES OF MEETING OF THE BOARD OF SCOTTISH RUGBY LIMITED
HELD ON FRIDAY 3RD MAY 2024 AT 3 PM**

BY TEAMS AV PLATFORM

Present:

John McGuigan	(JMcG)	Chair & Independent Non-Executive Director
Shona Bell	(SB)	Chief People & Engagement Officer
Ruth Davidson	(RD)	Independent Non-Executive Director
Hazel Swankie	(HSw)	Non-Executive Director
Alex Whelan	(AW)	Independent Non-Executive Director

In Attendance:

Oliver Colling	(OC)	Finance Consultant & Interim CFO
Robert Howat	(RH)	General Counsel & Company Secretary

Apologies:

Mike Soutar	(MS)	Independent Non-Executive Director
Chris Stewart	(CS)	Independent Non-Executive Director

ACTION

1. INTRODUCTION

1.1 Welcome, Quorum & Apologies

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

The Chair noted that the main purpose of the Meeting was to consider and if thought fit, approve a recommendation from the Nominations Committee in connection with the appointment of a new Chief Executive.

Those attending were thanked for making themselves available, with there being no objection to short notice.

Apologies were received from MS and CS due to prior engagements.

No conflicts or interests were declared.

2. MINUTES OF PREVIOUS MEETING

The Minutes of the SRL Board Meeting of 12 March 2024 were **APPROVED**.

3. APPOINTMENTS

3.1 CEO Appointment - Update & Nominations Committee Recommendation

SB summarised the process followed to date. A thorough search had been conducted.

Reference was made to a slide presentation, highlighting the following:

- 7 external recruitment consultancies had been approached, shortlisting 3 firms. The SRL Board had appointed Korn Ferry to conduct the search.
- Korn Ferry were independent, had not been used by SRL before and had a respected sports and media practice, with direct knowledge in the marketplace, having filled a number of senior roles in sporting organisations.
- Korn Ferry had presented to the SRL Board at its 1 February 2024 meeting on the proposed search process.
- The Nominations Committee had finalised the role specification with assistance from Korn Ferry, with a comprehensive search then being undertaken.
- An initial list of around 20 candidates had been developed by Korn Ferry, and then been reduced to a shortlist of 5 people for interview by the Nominations Committee.
- Inclusion and diversity criteria had been key requirements of the search, noting that 40% of the shortlisted candidates were either female or from an ethnic background.
- Selection of candidates had also been informed by the recently identified strategic themes.
- 2 of the shortlisted candidates had withdrawn from the process. Stage 1 interviews had then been conducted with the remaining 3 candidates, with 2 final candidates then progressing to stage 2 interviews.
- The 2 final candidates had also met other stakeholders including some of the other SRL non-executive directors, the Chair of the SRU Board and the SRU President, with feedback having been obtained from each.
- Leadership psychological assessments had been conducted by Korn Ferry and the results reported back to the Nominations Committee. There were no issues of concern in connection with either of the final 2 candidates.
- Both of the final candidates had presented again to the Nominations Committee earlier that week (on 30 April).
- The Nominations Committee had then met and considered both candidates, and had decided to recommend that [NAME REDACTED] be offered the post of Chief Executive of the Company, subject to satisfactory references and Remuneration Committee approval of a remuneration package.
- The Remuneration Committee had met earlier in the week (1 May) and had approved a remuneration package for inclusion in an offer to [NAME REDACTED], if SRL Board approval for an offer was granted.
- A copy of [NAME REDACTED] CV had been circulated. Summary details were outlined.

The Chair and RD confirmed the recommendation being made by the Nominations Committee and provided their insights on the candidate and their suitability for the

position. Both considered that [NAME REDACTED] was an excellent choice for the role and that if not appointed (or did not accept the post if offered), a further search would be needed.

Comments were taken from Board members.

The reasons for the 2 withdrawals were explained. One candidate had decided, on reflection, that it was premature for them to leave their current post. The other did not wish to fully relocate to Scotland.

Those who had met [NAME REDACTED] confirmed that they supported the recommendation. The Chair confirmed that MS and CS, who had sent apologies for the Meeting due to prior commitments, had met [NAME REDACTED] earlier in the process and had confirmed verbally to the Chair that they also supported the recommendation.

SB advised that [REDACTED – PERSONAL DATA] .

Following discussion, and noting that the Remuneration Committee had approved a remuneration package for the role, the Board **APPROVED** the Committee's recommendation and **AGREED** that [NAME REDACTED] be offered the position of Chief Executive of the Company, subject to satisfactory references.

Those Directors who had been unable to attend the Meeting were to be advised of the outcome and asked, for completeness, to confirm their agreement to the appointment in writing. **RH**

Next steps were outlined:

- i) SB to contact Korn Ferry for them to confirm that an offer would be made, subject to references. **SB**
- ii) Verbal offer with outline remuneration package, subject to contract. **SB**
- iii) Discussion/ negotiation of remuneration package, via Korn Ferry. **SB/Rem Com**
- iv) Once package agreed in principle, offer letter to be issued and accepted . **SB**
- v) Appointee to give notice to current employer and negotiate early release, if possible. **[]**
- vi) Long form service contract to be entered into. **SB,MD**
- vii) Ideally, arrangements to be in place in time for the colleague Townhall session on 13 May, and a public announcement to be made shortly afterwards, although this timetable was recognised as ambitious, in the circumstances. **SB**

SB confirmed that a communications plan was being constructed. The continuing confidentiality and sensitivity around the appointment was highlighted.

The Custodian Directors would be advised formally once the offer had been accepted and the current employer informed. **JMcG/
RH**

The Directors were thanked for their input, with appreciation expressed for the work done by the CPEO and Nominations Committee members on the appointment.

The Chair then updated the Directors on the continuing search for a new High Performance Director. Conversations with a potential candidate were due to take place in the following week. This also remained highly confidential.

3.2 Temporary International Representative Appointments

Reference was made to the circulated paper from the Company Secretary.

The departure of Mark Dodson had resulted in vacancies for Scottish Rugby representatives on a number of external boards. Various meetings of these organisations would be happening within the next few months, as well as ongoing business, ahead of a new CEO joining. It was important that Scottish Rugby continued to be represented during the period. Appointments to external bodies were a matter reserved to the SRL Board.

The Nominations Committee had considered the position. A series of temporary appointments was being proposed pending the new CEO and Performance Director's arrivals. These temporary appointments were largely, although not entirely, a continuation of the alternate appointments approved by the SRL Board earlier in the year. Several of these included JMcG.

As a member (and Chair) of the Nominations Committee JMcG had recused himself from discussion on posts for which he was being considered. The Nominations Committee was therefore inquorate and not in a position to make a recommendation on those positions. In these circumstances the matter was being referred directly to the Board.

RD, as the remaining Nominations Committee member, confirmed that the Committee had been made aware of the proposals in advance of the Meeting. RD proposed that the suggested temporary appointments be approved.

Following discussion, and noting the contents of the paper, the Board **APPROVED** the following temporary appointments to external bodies, and to be reviewed by the Nominations Committee within 6 months of approval:

- i) John McGuigan, as a member of the 6 Nations Council, and as a director of New Six Nations Union Limited, New Six Nations Limited and British & Irish Lions DAC;
- ii) Robert Howat, as a director of Celtic Rugby DAC and as a member of the Board of Managers of Washington DC Professional Rugby LLC;
- iii) Alastair Kellock as a director of Pro Rugby Championship DAC; and
- iv) Douglas Struth as a member of the Sporting & Regulatory Committee of Pro Rugby Championship DAC.

It was also **AGREED** that appointments to committees or working groups within the external bodies could be approved by the Chief Executive, whom failing by the Chair.

The Custodian Directors were to be advised of these temporary appointments at the forthcoming Joint Meeting of the SRU and SRL Nominations Committees on 13 May 2024. **RH**

4. AOB & CLOSE

The Meeting closed at 3.40pm.

**APPROVED BY THE BOARD
21 JUNE 2024**