

**REDACTED FOR PUBLICATION
SCOTTISH RUGBY LIMITED
SC132061**

**MINUTES OF MEETING OF THE BOARD OF SCOTTISH RUGBY LIMITED
HELD ON 2nd AUGUST 2024 AT 3.35 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
Chris Stewart	(CS)	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
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ACTION

1. INTRODUCTION

1.1 Welcome, Quorum & Apologies

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

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 due to a prior engagement.

No conflicts or interests were declared.

3. CEO APPOINTMENT - UPDATE & NOMINATIONS COMMITTEE RECOMMENDATION

JM advised, as Chair of the Nominations Committee, that a final candidate for the position of Chief Executive - [NAME REDACTED] - had now been identified, working with Korn Ferry.

The Nominations Committee had met earlier in the day and was recommending appointment and seeking Board approval to proceed.

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The chair of the business in which [NAME REDACTED] worked was aware of the situation. It was hoped that [NAME REDACTED] would be available in around 3 months but this may be up to 6 months if required to serve a full notice period.

Under reference to a series of slides SB then summarised the steps taken since May. A thorough process had again been followed.

- Korn Ferry had revisited the market and considered a number of other potential candidates.
- A long list had been developed by Korn Ferry and interviewed, and then been reduced by the Nominations Committee to a shortlist of 4 people for interview. Selection of candidates had continued to be informed by the recently identified strategic themes.
- The preferred candidate had then been identified.
- Leadership psychological assessments had been conducted by Korn Ferry and the results reported back to the Nominations Committee. There were no issues of concern.
- The candidate had met with SRL non-executive directors and 2 Custodian directors, with feedback received from them and the candidate.
- The Remuneration Committee had agreed the proposed remuneration package range and parameters.
- Informal and formal references had been obtained via Korn Ferry and reviewed by the Nominations Committee.
- The Nominations Committee had met earlier in the day and was now formally recommending that the Board offer [NAME REDACTED] the position of Chief Executive of the Company.

SB then summarised [NAME REDACTED] current remuneration package and the component elements and salary range that had been reviewed and agreed with the Remuneration Committee, including relocation support. [NAME REDACTED] intended to relocate to Scotland, with family joining next year on completion of school terms. [NAME REDACTED] had been made aware of [COMMERCIALY CONFIDENTIAL].

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.

Comments and questions were taken from Board members.

It was confirmed that although a bonus scheme was in place, it was fully discretionary and had not been operated for the last 5 years and was unlikely to be applied in FY24/25 while returning to profitability. Triggers for bonus awards would be determined by the Remuneration Committee.

Remuneration had been benchmarked earlier in the year against other Union CEOs and the market, with the relevant figures then displayed to the Directors present. Data had been obtained from benchmarking undertaken by Willis Towers Watson, noting that the

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salary being offered lay in the upper range but bonus and car allowance was at lower ranges, with there being no LTIP or share options available.

The parameters for any bonus scheme would be discussed with [NAME REDACTED] on arrival to ensure clarity on performance expectations and what was considered to be core performance for which basic salary was paid and what was out-performance which might attract a bonus award. The wider KPIs eventually agreed would be shared with the Board.

Following the 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, authorising the Chief People & Engagement Officer to conclude remuneration negotiations within the range approved by the Remuneration Committee, and contract documentation. **SB**

A communications plan would be prepared in readiness for announcement once a start date had been finalised. **SB**

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

3. AOB & CLOSE

There being no further business, the Meeting closed

APPROVED BY THE BOARD
29 August 2024