

**SCOTTISH RUGBY UNION (limited by guarantee)**  
**SC748672**

**Registered Office: Murrayfield Stadium, Edinburgh EH12 5PJ.**

**Minute of Annual General Meeting of the Scottish Rugby Union (“SRU”) held in the President’s Suite, Scottish Gas Murrayfield, on Saturday 18 November 2023 at 10.30am.**

<b>Present</b>	<p>L Crerar (SRU Board Chair) in the Chair</p> <p>C Rigby (President), K Wallace (Vice-President), I Barr, (Immediate Past President), D Grevemberg, C Black, A Milne, M Manditsch (SRU Board Members &amp; Custodian Directors ); R Howat (Company Secretary ).</p> <p>Members of the Scottish Rugby Limited (“SRL”) Board: J McGuigan SRL Board Chair; R Davidson, A Whelan, M Soutar, H Swankie (SRL Non-Executive Directors); M Dodson (SRL Chief Executive), Hilary Spence (SRL Chief Financial Officer), Shona Bell (SRL Chief People and Engagement Officer)</p> <p>G Scott (SRL Director of Rugby Development), J Mallinder (SRL Director of Performance), SJH Gemmell (SRL Technical Director), A McCracken (SRL Head of Legal), G Pia (SRL Solicitor) and L Mahadea (SRLParalegal &amp; Executive Assistant).</p> <p>Club, Associate Body and Associate Club area representatives comprising 111 individuals.</p> <p>Also in attendance: members of the press and members of staff.</p>
<b>Distributed for Meeting/ Available via website</b>	<p>Notice of Meeting dated 26 October 2023; Sample Proxy Form; Draft Minutes of SRU AGM 13 August 2022 and 28 September 2022; Draft Minutes SRU SGM 28 September 2022; SRU Group Annual Report &amp; Financial Statements FY22/23.</p>
<b>Apologies for Absence:</b>	<p>Clubs: Stewartry, Liberton, Alloa, Annan, RAF Scotland &amp;NI, Howe of Fife, Wigtownshire</p> <p>Past Presidents: D Bradbury, A Irvine, A Lawson</p>

## **1. OPENING & WELCOME**

The Chair welcomed all present and introduced those joining him on the stage.

The meeting was being held on a hybrid basis, with members attending in person and online. A number of proxies had also been received.

He confirmed that the Meeting was quorate, there being more than one third of the total members or representatives entitled to attend and vote either in person or by proxy being present, including those attending online.

The Chair invited the Secretary to intimate any apologies, which were as noted above.

The Chair made various opening remarks, commenting that the Meeting was the first Annual General Meeting to take place under the new governance structure approved in November 2022 and on progress made since then.

He paid tribute to absent friends and those in the rugby community who had passed away during the previous year.

The Chair confirmed that representatives attending the Meeting must be members of the clubs or associated bodies which they were representing.

The Chair referred to the Notice of the Meeting dated 6 October 2023 and proposed that it be taken as read. There was no dissent.

The Chair advised that all Resolutions to be proposed at the Meeting would be dealt with on a poll and explained voting arrangements.

## 2. APPROVAL OF MINUTES

### Resolution 1: Minutes of former SRU's 2022 AGM

The Chair referred to Resolution 1, as set out in the Notice of the Meeting.

A copy of the draft Minutes of the predecessor association's Annual General Meeting held on 13 August 2022 and 28 September 2022 had been circulated in advance of the Meeting.

The Chair proposed the following as an Ordinary Resolution:

***"THAT** the Minutes of the Annual General Meeting of the former association, Scottish Rugby Union held on 13 August 2022 and 28 September 2022, be and are approved."*

A vote was taken on a poll, with the results as follows:

Votes for	102 (100%)
Votes against	0
Votes withheld	2

The Chair declared that Resolution 1 had been passed.

### Resolution 2: Minutes of former SRU's 2022 SGM

The Chair referred to Resolution 2, as set out in the Notice of the Meeting.

A copy of the draft Minutes of the predecessor association's Special General Meeting held on 28 September 2022 had been circulated in advance of the Meeting.

The Chair proposed the following as an Ordinary Resolution:

***"THAT** the Minutes of the Special General Meeting of the former association, Scottish Rugby Union, held on 28 September 2022, be and are approved."*

A vote was taken on a poll, with the results as follows:

Votes for	105 (100%)
Votes against	0
Votes withheld	2

The Chair declared that Resolution 2 had been passed.

## 3. PRESIDENT'S ADDRESS

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

- He addressed the recent Rugby World Cup and his attendance and support at both Edinburgh Rugby and Glasgow Warriors matches, the King's Service of thanksgiving, Youth and Schools Finals and the Clubs finals day.
- The President noted his attendance at the celebratory milestones of clubs: Alloa's 90<sup>th</sup>, Lenzie's 125<sup>th</sup>, Kirkcaldy's and Greenock Wanderers' 150<sup>th</sup> and Hawick's 150<sup>th</sup> anniversary dinner. He congratulated all clubs celebrating such landmarks.
- He addressed the event where recently families and friends of players who were awarded a Scotland Cap and noted it was a special occasion to be involved in as President, acknowledging those no longer with us and that this day had summed up why Rugby in Scotland is a binding tie that is shared, and something that should be cherished for years to come.
- The implementation of the new governance structure would help drive rugby in Scotland at all levels forward, and it was noted this would now be done with clear lines of accountability and responsibility. The new Club Rugby Board is fully focussed on the domestic game, highlighting the recent Club Community Conference attended by over 400 delegates.
- The President concluded by thanking all players, coaches, volunteers, match officials and sponsors for their commitment, efforts and support of the game.

#### **4. SCOTTISH RUGBY UPDATE**

##### **SRL Chair's Report**

The SRL Board Chair, John McGuigan, was invited to address the Meeting.

He commented on his priorities since he joined the organisation in May 2023, including:

- Working to bring the Board of SRL to its full complement -much recruitment had already taken place.He noted his thanks to B Richmond who would shortly step down from the SRL Board at the end of his term.
- Meeting stakeholders from all areas of the game – he had heard a variety of perspectives and was carefully considering how SRL could play its part in driving the game forward.
- Emphasis on the role data and digital would play in the future of the game - technology was progressing at speed and Scottish Rugby had to be using it to the advantage of the organisation.
- The need for Scottish Rugby, as a business, to consider its costs and how it could drive additional revenues while keeping costs under control.
- The need to consider improvement of the Stadium - in a modern world the customer and fan base had high expectations of event experiences and the Stadium needed to stay relevant.
- A 10 year strategy was currently being worked on. Stakholer engagement would be part of the process.

Mr McGuigan 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 SRL Chief Executive, Mark Dodson, was then invited to present his Report.

He commented on the following:

- The global rugby landscape was continually evolving. This was particularly evident in the broadcast environment for the professional and international games, with terrestrial broadcasters struggling to remain in the market. No one was immune from the issues that affected the sport but Scotland was more insulated than others from the uncertainties of the market.
- Scottish Rugby's Group accounts had been circulated to the membership ahead of the Meeting. These set out how Scottish Rugby had treated the funds obtained from investments made by CVC in rugby. The accounts also showed how Scottish Rugby had dealt with multiple challenges, including a super inflationary economy and the need for essential and important investments into the Women's game and the professional teams.
- The development of the Nations Cup tournament was noted as pivotal for the global game. The agreement for the northern and southern hemispheres to play within the same cup was the culmination of three years of negotiation. It was hoped that the Nations Cup would provide more jeopardy than the current Autumn Test series, would improve player welfare and was seen as the best opportunity for the world game to improve its broadcasting revenues.
- The CEO emphasised that futureproofing Scottish Rugby's financial wellbeing was of paramount importance to him and his executive team. The need to strive for greater participation, a more secure business model and consistent on-field success was highlighted.

## **5. CLUB RUGBY BOARD (CRB) REPORT**

The Chair invited the Vice-President, in his capacity as Chair of the Club Rugby Board, to provide an update on the work of the CRB since its inception in November 2022. The following points were noted:

- The Vice-President noted that the changes to the governance structures were bedding in well and attributed much of that success to the successful collaboration between the CRB, the Rugby Development Department and the membership. Such collaboration had led to the successful delivery of: the revived inter-district championship; a well-attended Scrum School; the introduction of new tackle height laws and the inaugural Community Game Conference at Scottish Gas Murrayfield.
- The CRB and the Rugby Development Department were working on the new community game strategy and the associated budget which would commence in July 2024. As part of that process, over 1,000 representatives of the membership would be offered the opportunity to contribute to the formation of the strategy through questionnaires and road shows.
- The Vice-President thanked the membership for their continued use of the SCRUMS system, which was providing a rich source of data which would help in setting and measuring key performance indicators in the new strategy.
- An exercise was underway to calculate the social return on investment in the community game. This was the first time Scottish Rugby would be able to put a figure on the huge amount of time and money invested in the game by clubs, schools and societies and the collective value to society this generates.

The Chair thanked the Vice-President for his update and noted his thanks to the CRB members, as well as the Discipline, Championship and other Competition Committees for the work they had undertaken.

## 6. CLUB RUGBY BOARD MEMBERSHIP

The Chair advised that under the new Articles of Association of Scottish Rugby Union, the outcome of any CRB elections was to be reported to the membership at the AGM.

The SRU Board's Nominations Committee had recently approved new election rules for the CRB. Elections were underway in the National 1 Forum, as well as in the Midlands and Glasgow South regions. The membership would be updated upon each candidate's successful election.

## 7. LAYING OF FINANCIAL STATEMENTS FOR YEAR ENDED 31 MAY 2023

The Chair noted that the Group and Company Financial Statements for the financial year ending 31 May 2023 had been circulated in advance of the Meeting.

He thanked SRL's Chief Financial Officer for hosting an online session on the Financial Statements earlier in the week, then invited her to address the Meeting.

The CFO provided the Meeting with a narrative to accompany the Financial Statements. Key points were noted under the following headings:

- *Scottish Rugby's business model* – each year of Scottish Rugby's business cycle had a different financial profile based on the number of home 6 Nations matches and Autumn/Summer tests and what tournaments took place in that year. The costs and revenues associated with those matches amounted to millions of pounds. The changes in the profile of matches from one year to the next caused significant movement in the organisation's profitability at any given point.
- *Strategic Investment Funds* – the 2022/23 accounts were particularly complex, mainly due to the accounting treatment of the private equity investment transactions completed by SRL over the last several years, and the application of the funds generated from them. This was a technical accounting treatment which followed the external professional advice that had been taken as part of the transaction. These funds were held separately and not accessed in the same manner as the funding for the "Core Business".
- *Core Business* – The need for the "Core Business" to become profitable was highlighted. Core costs had been separated from strategic spend. Some examples of exceptional costs incurred in the year were highlighted. These included costs of setting up the new governance structure and voluntary redundancies.

The CFO explained the EBITDA position. Although showing a loss for the year, it was trending towards the positive. Having four concerts in May 2023 had improved the position, as had having Tier 1 opposition in the 2022 Autumn Series.

The CFO explained that approximately one third of Scottish Rugby revenue was outside the organisation's control as it came from tournament organisers and third parties, including 6 Nations, URC and EPCR.

- *Strategic Business Spend* – Examples of where strategic funds had been spent were set out, including extra investment into the pro teams and paying off the debt of building the Hive Stadium.

- **Costs** – The CFO noted that under the new governance structures, a benchmark of 15% of the average annual turnover of SRL over a 4 year period was applied each year to the domestic game. There were some anomalies in how this was calculated however the investment made in 2022/23 met this benchmark and when taking account of central functions supporting the Rugby Development Department, the figure was closer to 17.1% in FY22/23.

There had been sizeable increases in costs incurred in the women and girls' game in the year due to the introduction of professional contracts and regional centres. This was a strategic objective for the organisation but no one yet knew how long it would take for the women's game to become profitable.

The Chair thanked the CFO for her presentation and invited questions from the floor.

- D Ward (Grangemouth Stags) queried whether funding used to enhance the wage budgets of the pro teams should properly be described as "investment", and if so what was the rate of return on that investment.

The CFO advised that a view had been taken that it was a strategic initiative to invest in the quality of professional team players. This contributed to teams becoming more successful in the leagues, which in turn attracted more fans to attend games and increased ticket sales. Successful pro teams then contributed to improved National Team performances.

D Ward then made reference to comments made by the CFO earlier in the week in connection with club funding and other unions' approach and RFU as a comparator. The CFO queried the source of numbers quoted by Mr Ward.

Following a brief exchange, the Chair moved on to further questions.

- M Hunt (Birkmyre) –made reference to the performance of the women's team and how it relied on the teams in the English premiership who are under pressure to concentrate on English qualified players. He asked what plans SRU had to develop professional women's teams in Scotland

The CEO commented that most of the professional athletes in England, Wales, Ireland and Scotland play in the Women's Premiership in England because of that being the only professional league outside of France where they can play. SRL was working hard with the other Celtic countries to develop the Celtic Challenge and then establish one or two professional teams to play in a professional context in a tournament of our own. It is a key objective, with ongoing discussions with World Rugby regarding funding and also discussions with other Unions. From that, he expected to have a burgeoning professional league. More news would be shared on this in the coming months.

- M Hunt responded, disagreeing that there was no income from the women's game and that SRL would have figures for ticket sales from the women's home internationals, showing how the audience is developing.

The CFO confirmed that although there was income, it wasn't generating a surplus and that would be the case for a substantial time. Ticketing attendances at Women's matches were at their highest ever but selling 4000 tickets at £10 a ticket meant there was still a loss at every event. It was noted that there is plan to sell out the Edinburgh Rugby Stadium for Women's Six Nations matches and that the very best was being done to drive ticketing revenue.

There being no further questions the Chair proposed the following as an Ordinary Resolution (Resolution 3):

***“THAT the financial statements of the Union for the financial year ended 31 May 2023 be received.”***

A vote was taken on a poll, with the results as follows:

Votes for	97 (100%)
Votes against	0
Votes withheld	3

The Chair declared that Resolution 3 had been passed.

## 8. RATIFICATION OF CUSTODIAN DIRECTORS

The Chair noted that in accordance with Article 24.2.5 of the Union’s Articles of Association, two of the Custodian Directors were to be elected by the Union’s membership.

At the SGM of the former association held on 28 September 2022, a motion had been passed enabling the appointments of the first two holders of these posts to be made by the Custodian Directors, subject to the ratification by the members at this Meeting.

The Chair highlighted that a thorough and wide-reaching recruitment process had been carried out and Maxine Manditsch and Alison Milne MBE had been appointed by the SRU Board, effective from 1 June 2023. He thanked both Directors for their work since joining the SRU Board.

The Chair then proposed the following (Resolution 4) as an Ordinary Resolution:

***“THAT, pursuant to (i) the Motion (as amended) approved by the members of the former Scottish Rugby Union on 28 September 2022; and (ii) Article 24.2.5 of the Union’s Articles of Association, the appointment of Maxine Manditsch as a Custodian Director is hereby ratified.”***

A vote was taken on a poll, with the results as follows:

Votes for	95 (100%)
Votes against	0
Votes withheld	5

The Chair declared that Resolution 4 had been passed and that the appointment of Maxine Manditsch as a Custodian Director had been duly ratified.

The Chair then proposed the following (Resolution 5) as an Ordinary Resolution:

***“THAT, pursuant to (i) the Motion (as amended) approved by the members of the former Scottish Rugby Union on 28 September 2022; and (ii) Article 24.2.5 of the Union’s Articles of Association, the appointment of Alison Milne MBE as a Custodian Director is hereby ratified.”***

A vote was taken on a poll, with the results as follows:

Votes for	97 (100%)
Votes against	0
Votes withheld	6

The Chair declared that Resolution 5 had been passed and that the appointment of Alison Milne as a Custodian Director had been duly ratified.

## 9. AMENDMENTS TO SRU ARTICLES OF ASSOCIATION

The Chair advised that two Special Resolutions (Resolutions 6 and 7) remained to be dealt with. Each had been submitted on behalf of the SRU Board. The Resolutions, along with the rationale for each, had been circulated in advance of the Meeting.

The Chair noted that for either Resolution to be passed, it required 75% of those present and entitled to vote in person or by proxy to vote in favour, for it to be passed.

### **Resolution 6: Change to Date of Year End**

The Chair spoke to Resolution 6, as set out in the Notice of the Meeting.

He noted that Article 31.1 of the Union's Articles of Association stated that the Union's AGM must be held within 6 months of the Union's year end (being 31 May of each year).

Over recent years, it had become increasingly clear that the current year end of 31 May was no longer optimal for the organisation for a number of reasons including: professional player contracts now run to 30 June; the professional and domestic season now routinely continues into May of each year and, importantly, the financial year end of organisations which directly and indirectly provide large portions (up to 30%) of the Group's revenue, particularly 6 Nations, URC and EPCR, all run to 30 June.

The Chair emphasised that the Custodian Directors considered that a change of year end, to 30 June, would benefit the organisation and the members as a whole and would lead to further improvement in the accuracy of the Group's financial reporting and would reduce the extent of estimation required. To enable this to happen, an alteration to the Company's Articles of Association was needed, with it being proposed that certain wording in the Articles be removed.

Contributions were invited from the floor. There were no comments or questions.

The Chair then proposed that the following resolution (Resolution 6) be passed as a Special Resolution.

***"THAT** Article 31.1 of the Articles of Association of Scottish Rugby Union be amended by deleting the words and brackets:*

*"(being 31 May of each year)"*

A vote was taken on a poll, with the results as follows:

Votes for	102 (100%)
Votes against	0
Votes withheld	1

The Chair declared that Resolution 6 had been passed.

### **Resolution 7: Notice period for General Meetings**

The Chair spoke to Resolution 7, as set out in the Notice of the Meeting.

Article 32.1.1 of SRU's Articles of Association stated that at least 42 days' advance notice of general meetings was to be given to members. However, the Companies Act 2006 applied a shorter notice period for a general meetings requisitioned by members.

The Chair advised that to provide clarity and avoid contradiction between the Articles and the Companies Act, the SRU Board was proposing a minor change to the article to insert the wording "unless a shorter period is required by law".



Contributions were invited from the floor. There were no comments or questions. The Chair then proposed that the following resolution (Resolution 7) be passed as a Special Resolution.

*“THAT Article 32.1.1 of the Articles of Association of Scottish Rugby Union be amended by inserting the following after the word “meeting” where it occurs in the second line*

*“, unless a shorter period is required by law”*”

A vote was taken on a poll, with the results as follows:

Votes for	98 (100%)
Votes against	0
Votes withheld	1

The Chair declared that Resolution 7 had been passed.

**10. QUESTIONS**

The Chair advised that in advance of the Meeting clubs had been asked to submit questions they wished to ask. Several questions had been received before the Meeting, which were then read out and commented upon by the Chair as follows:

**Questions received from Shawlands RFC:**

- 1. *Has capital been put aside or allocated for the redevelopment of BG Murrayfield. Related if a preferred Company has been allocated "Preferred Partner" or similar status re BG Murrayfield's development, can that be confirmed. Linked can plans and/or proposals be shared with stakeholders, if not at this time what time scale would that be done in.*

Answer:

The Group has some strategic investment funds generated from the investment transactions in recent years, as explained in the Annual Report.

These have been set aside to support capital and operational projects for the longer term benefit of the organisation, including improvements at Scottish Gas Murrayfield but have not been specifically allocated to stadium redevelopment at the moment.

We are identifying what work may be needed on the stadium and estate at Scottish Gas Murrayfield, before establishing what any capital funding requirement is likely to be and who we might then work with.

While a contractor is working with SRL on the condition survey, we have not appointed a preferred partner for any redevelopment work.

Any proposals that come from the work being done will be considered first of all by the SRL and SRU Boards, and the nature and scale of any redevelopment or improvements will influence what information is then shared more widely.

- 2. *Another Rugby World Cup has passed with no officials being appointed at all from Scotland. This really is unacceptable especially from our Country's Tier one standing. Notwithstanding budget restraints what strategy, linked to tactics to achieve this is in place to rectify.*

Answer:

Page 35 of the Annual Report sets out the very encouraging progress our match officials have been making in senior level appointments. We now see Scottish officials appearing regularly in the main tournaments, most notably Hollie Davidson and Mike Adamson.

It is not actually the case that no officials from Scotland have been appointed to the Rugby World Cup. Hollie refereed the 2021 Rugby World Cup final played in November 2022 in Auckland between the New Zealand and England women's teams, and also at the Rugby World Cup 7s in South Africa in September 2022.

3. *Financial returns to the SRU from both EPCR and URC remain disappointing. Can stakeholders a) be given a full break down of the reasoning for this. b) Can stakeholders formally request that a fuller report (with commercially sensitive material redacted) from all of our International Representatives be presented at SRU AGM's and regularly throughout the season.*

*Answer:*

*The nature of the information requested relates to several of our external partners and is commercially confidential, so we are limited in what we can say as a result.*

However, it is no secret that broadcast and sponsorship markets – the main sources of external revenues - have been quite challenging in recent years. These operate in cycles, with rights sold forward for several years and it therefore takes time to complete one contract cycle, before being able to go to market for the next. Covid undoubtedly set everyone back.

But there are various positive signs. URC is a high quality tournament, with the 4 South African teams bringing a new dimension to the competition and opening up the South African market. BKT is an excellent new main sponsor. EPCR has recently attracted Investec as the Champions Cup sponsor and is also working with other major brands including Heineken, Qatar Airways, DHL and Tissot.

Importantly, as John McGuigan and Mark Dodson have both referenced, the sport as a whole needs to work better together to provide an attractive and entertaining product to compete against other sports for audience share and broadcaster interest. The new Nations Cup competition is a good example, and a very welcome development.

Information from external bodies and the representatives appointed to them is provided to the SRL Board and then in turn to the Custodian Directors, as part of their oversight role. That is the way in which reporting under our new governance framework has been structured, and I do not envisage that changing as matters stand.

4. *What is the total financial input that Scottish Gas has invested and will invest in the SRU during the initial sponsorship term. Broken down by "Cash Investment" and "In Kind."*

This information requested about the Scottish Gas contract is contractually confidential so we cannot provide that but the agreement covers a 5 year period and is significant. To give some idea, the jointly funded Club & Community Net Zero Fund alone will amount to £2m across the 5-year period to provide grants to clubs to help pay for energy efficiency improvements, as well as free tailored energy efficiency advice from Scottish Gas experts.

5. *Grass root 1st & Second XV participation is a continuing concern. Can the Chair of our Community Board share plans to address this.*

I hope the Vice-President's presentation earlier in the meeting was helpful.

The CRB have been examining a range of issues affecting the club and community game, including participation numbers in the men's game. Their views will be fed into the ongoing long term strategic planning process.

#### **Question received from Grangemouth Stags**

- (a) *How many contacts have been received on the tellus email address since launch?*  
(b) *Of these, what number of incidents were recorded for*  
1) *sexism*  
2) *racism*  
3) *homophobia*  
4) *misogyny*  
5) *transphobia*  
6) *abusive behaviour*  
7) *inappropriate behaviour*  
8) *other categories?*  
(c) *Of these, how many have been deemed to merit investigation?*  
(d) *Of those, how many resulted in a disciplinary process?*

Answer:

Tell Us was set up in February this year to encourage reporting of incidents of sexism, racism, misogyny or homophobia. Since it was launched we have received 88 contacts through it.

However, the vast majority of the matters reported fell outside the core remit of Tell Us, and have covered a wide array of topics and queries. These include charity requests, questions around pop concerts, ticketing, traffic management, website content, toilet provision at matches and marketing offers from other companies, to name only a few. Whilst all such items were then dealt with through the appropriate channel, I would note that other channels exist for such requests and feedback.

In relation to its core function Tell Us received:

- two reports of Misogyny in the community game (both relating to the same incident). This resulted in a disciplinary sanction for the individual concerned;
- one report of racial abuse, again leading to a disciplinary sanction.
- Three complaints relating to abusive conduct by spectators at a match (with these complaints being addressed by our ticketing colleagues).

Other matters addressed through Tell Us include one reported case of social drug use in a rugby context (which was dealt with via UK Anti-Doping) and several complaints of poor behaviours – such as the use of foul language - by community club age grade coaches. Such complaints were directly addressed with the clubs / coaches concerned.

All reports of relating to discrimination or concerning behaviour are followed up, considered and investigated, and relevant action taken as appropriate.

We believe that Tell Us continues to provide an additional avenue for anyone within our game to report discriminatory behaviour and would encourage anyone subject to sexist, racist, homophobic or other abusive behaviour to report it.

The "Tell Us" email channel sits alongside a wide range of Inclusion & Diversity initiatives that we are working on to promote a positive and inclusive culture across all levels of our game.

#### **Questions from Cartha Queens Park**

1. *There was an exceptional cost shown on the Finance presentation on one slide but not all items explained. In particular a cost of £435k charged back to the SRU, what was this cost for?*

Answer: The SRU Chair referenced the Governance Review and explained that a large part of the cost mentioned was made up from the costs incurred for legal and professional fees in respect of the transfer of assets to the new parent company, Scottish Rugby Union together with matters related to it. These were exceptional costs and were not expected to recur. The SRU Chair referenced the Minutes of the Custodian Board and a narrative of how these costs were assessed.

2. *Will the work on governance continue as currently our Forum based representative system is based on the position of a clubs Men's 1st XV. This is clearly not diverse or representative given the nature of clubs?*

Answer: The President acknowledged that this was something that continued but would be an item to be discussed by the SCOG Group.

## **11. ANY OTHER BUSINESS AND CLOSE**

The Chair of SRL, J McGuigan addressed the Meeting to provide an update on the tragic passing of S Cattigan. He advised that he had met with Ms Cattigan's family and would be issuing a statement to the media following the Meeting.

The statement was also read out to the Meeting, As the new Chair of SRL he apologised wholeheartedly on behalf of Scottish Rugby for any anguish Scottish Rugby had caused Ms Cattigan during her time with the organisation and to her family and loved ones following her passing.

The Meeting closed at 12:17 with a vote of thanks from the Chair to all those present for their attendance and participation.

**APPROVED BY THE SRU BOARD  
28 March 2024.**