



SCOTTISH RUGBY LIMITED

**TERMS OF REFERENCE
OF THE
NOMINATION COMMITTEE
OF
THE BOARD OF DIRECTORS**

APPROVED BY THE BOARD, AS AMENDED, ON 12 MAY 2023

**SCOTTISH RUGBY LIMITED
NOMINATION COMMITTEE**

TERMS OF REFERENCE

1. Definitions

In these Terms of Reference, the terms listed below shall, where used, have the meanings ascribed to them:

“Annual Report”	means any annual report prepared and published by the Company in relation to the Company’s business, affairs and activities and which may include the Financial Statements and information (including financial information) provided by or applicable to SRU;
“Board”	means the board of directors of the Company;
“Committee”	means the Nomination Committee of the Board;
“Company”	means Scottish Rugby Limited, a private company limited by shares with registered number SC132061, having its registered office at Murrayfield Stadium, Edinburgh, EH12 5PJ and, for the purposes of these Terms of Reference, includes its wholly or majority owned subsidiaries which together constitute a group of companies for the purpose of financial or legal reporting;
“Financial Statements”	means any interim and annual financial statements of the Company;
“SRU”	means Scottish Rugby Union, a company limited by guarantee, with registered number SC748672 and having its registered office at Murrayfield Stadium, Edinburgh, EH12 5PJ.

2. Constitution

- 2.1. The Board has resolved to establish the Committee under and as permitted by the Company’s Articles of Association.
- 2.2. In addition to its powers and responsibilities under the Companies Acts, common law and under its Articles of Association, the Company also exercise certain powers delegated to the Company by SRU under the SRU’s Articles of Association , which in turn may be delegated by the Board to the Committee under the Company’s Articles of Association.
- 2.3. These Terms of Reference and the role and responsibilities of the Committee under them shall
 - 2.3.1. extend to the Company as well as to the exercise of powers provided for or delegated to the Company by SRU generally, but
 - 2.3.2. **not** extend to the activities of SRU, unless specifically delegated.

3. Membership

- 3.1. The Committee shall be appointed from among the non-executive Directors of the Company and who are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.
- 3.2. The Committee shall consist of at least two members, with a quorum being two members.
- 3.3. The Chair of the Committee shall be appointed by the Board. If by 15 minutes after the scheduled time of commencement of the meeting the Chair is not present, another member of the Committee may act as Chair temporarily, until the arrival of the Chair, provided that the meeting is otherwise quorate.

4. Attendance and Business at Meetings

- 4.1. Only members of the Committee shall be entitled to attend the Committee's meetings. The Chief Executive, Company Secretary and Chief People & Engagement Officer shall normally be invited to attend all or part of the Committee's meetings.
- 4.2. The Company Secretary or with the consent of the Chair of the Committee, another employee nominated by the Company Secretary, shall act as Secretary to the Committee.
- 4.3. Other Board members, or external advisers may be invited by the Chair or the Committee to attend all or part of any meeting of the Committee.
- 4.4. Meetings may be held in person or by telephone, videoconference or email and shall be confidential.
- 4.5. Committee members shall disclose any actual or potential conflict of interest at the beginning of a meeting or immediately on it arising, to then be dealt with by the Committee as provided for in the Company's Articles of Association. The Committee member involved may require to be recused and/ or play no part in the business of the meeting to which the conflict relates.
- 4.6. Any resolution or decision of the Committee in writing (including by e-mail) signed, or in the case of e-mail providing assent, by a majority of the members of the Committee shall be as effective as a resolution passed or a decision made at a meeting of the Committee duly convened and held, and may consist of several documents in like form, each signed or in the case of email, providing assent, by one or more of the members of the Committee.
- 4.7. Questions or proposals arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair of the Committee shall have a casting vote.
- 4.8. If the Chair elects not to use their casting vote, the question shall be referred to the Board for determination.

5. Frequency of Meetings

Meetings will be held at least three times a year and otherwise as necessary. Meetings may be called by the Committee Chair or by the Company Secretary.

6. Duties

The duties of the Committee shall be as follows:

Specific Duties

- 6.1. to review the structure, size and composition of the Board from time-to-time and evaluate the balance of the skills, knowledge and experience of the Board members (executive and non-executive) available to the Board;
- 6.2. to prepare descriptions of the role and capabilities required for appointments to the Board, and appointments to international rugby bodies;
- 6.3. to regularly review plans for succession of executive and non-executive Board members, and international representatives and make recommendations to the Board, as required;
- 6.4. to identify and nominate, for the approval of the Board as the case may be, candidates to fill Board vacancies as and when they arise;
- 6.5. to make recommendations to the Board on:
 - 6.5.1. the continuation in office or re-election of existing Board members;
 - 6.5.2. the filling of vacancies in the membership of Board Committees, in consultation with the Chairs of those Committees; and
 - 6.5.3. the appointment by the Company of representatives to serve or continue to serve on the international rugby bodies on which SRU or the Company are entitled to representation;
- 6.6. to identify appropriate means of assessing the performance of international representatives and to assess their performance regularly;
- 6.7. to make recommendations to the Board on the re-appointment or removal of international representatives;
- 6.8. to review the Nomination Committee's Report, if any, for inclusion in the Company's annual report, or that of SRU. ;

General

- 6.9. to undertake such other tasks, projects and activities as may be delegated to the Committee by the Board;
- 6.10. to report annually to the Board on the conduct of the Committee's business and the Committee's effectiveness; and
- 6.11. to review the Committee's Terms of Reference, from time to time, as appropriate.

7. Authority

- 7.1. In carrying out its duties under these Terms of Reference the Committee has authority to:-

NOMINATION COMMITTEE TERMS OF REFERENCE

- 7.1.1. take account of recommendations on best practice produced by various organisations from time to time, including the Financial Reporting Council;
 - 7.1.2. consult, where considered appropriate, with the other Board members, the Chief Executive, the board of SRU and external advisers on matters falling within the Committee's remit;
 - 7.1.3. require the attendance of any officer, employee or worker of the Company at a meeting of the Committee;
 - 7.1.4. undertake such training for Committee members as the Committee considers reasonably necessary and appropriate to enable the members of the Committee to properly carry out their responsibilities;
 - 7.1.5. approve terms and conditions of engagement of external advisers appointed to assist the Committee in the performance of its functions and their remuneration, on behalf of the Company; and
 - 7.1.6. obtain external legal or other independent professional advice and to secure the attendance of third parties with relevant experience and expertise if it considers this necessary for the fulfilment of its duties.
- 7.2. The Committee has access to the advice and services of the Company Secretary and Chief People & Engagement Officer on all Committee matters.
 - 7.3. The delegation of certain duties and authority to the Committee by the Board shall not prevent the Board from itself performing those duties or exercising that authority.

8. Reporting

- 8.1. The Secretary shall circulate the minutes of meetings of the Committee to all Committee members, and if requested and if no conflict of interest arises, to the other Board Directors.
- 8.2. A copy of the papers for each Committee meeting is to be made available by the Company Secretary to each member of the Committee and to the Chief Executive and Chief People & Engagement Officer (except where the contents of papers may give rise to a conflict of interest) as soon as practicable in advance of the meeting. Copies of papers shall be made available to other Board Directors who are not members of the Committee, on request to the Company Secretary.
- 8.3. The Chair of the Committee, or in the Chair's absence, a member of the Committee or the Secretary shall report on the business of a Committee meeting to the Board at the next following Board meeting.
- 8.4. The Chair of the Committee, or in the Chair's absence a member of the Committee, shall attend and report at least annually to the board of directors of SRU on the activities of the Committee, if invited to do so.
- 8.5. These Terms of Reference may be published by the Company in such form and manner as the Board may decide.

9. Approval of Terms of Reference and Amendments

These Terms of Reference, and any amendments to them, shall be subject to the approval of the Board.

Approved by the Board, as amended, on 12 May 2023.

Robert M Howat
Company Secretary