



SCOTTISH RUGBY UNION

TERMS OF REFERENCE

OF THE

NOMINATIONS COMMITTEE

OF

THE BOARD OF DIRECTORS (CUSTODIANS)

APPROVED BY THE SRU BOARD 31 MAY 2023

**SCOTTISH RUGBY UNION
NOMINATIONS 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 Union in relation to the Union’s business, affairs and activities and which may include the Financial Statements and information (including financial information) applicable to the Union and the Union’s wider group of companies;
“Board”	means the board of directors of the Union;
“Committee Chair”	means the person appointed by the Board from time to time as Chair of the Committee, or the Committee member who acts as chair in the appointed Chair’s absence;
“Committee”	means the Nominations Committee of the Board;
“CRB”	means the “Club Rugby Board”, as defined in the Union Articles;
“Custodian Directors”	means a director of the Union, and includes any person occupying the position of director, by whatever name called;
“Financial Statements”	means any interim and annual financial statements of the Union;
“SRL”	means Scottish Rugby Limited, a private limited company incorporated in Scotland with registered number SC132061 and having its registered office at Murrayfield Stadium, Edinburgh, EH12 5PJ, and being a wholly owned subsidiary of the Union;
“Union”	means Scottish Rugby Union, a company limited by guarantee, with registered number SC748672 and having its registered office at Murrayfield Stadium, Edinburgh, EH12 5PJ;
“Union Articles”	means the Articles of Association of the Union, in force from time to time.

2. Constitution

The Board has resolved to establish the Committee under and as permitted by the SRU Articles, with the delegated powers and responsibilities set out in the Union Articles, these Terms of Reference and decisions made by the Board from time to time.

3. Membership and Quorum

- 3.1 The Committee shall be appointed from among the Custodian Directors who are 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 at least one of whom shall be either the Chair of the Board or a Custodian Director appointed under Article 24.2.6 of the Union Articles.
- 3.3 A quorum shall be two Committee members, subject always to one of those members being either the Chair of the Board or a Custodian Director appointed under Article 24.2.6 of the Union Articles.
- 3.4 The Committee Chair shall be appointed by the Board. If
- 3.4.1 it has been confirmed that the Committee Chair will not be present at a Committee meeting;
or
- 3.4.2 by 15 minutes after the scheduled time of commencement of a Committee meeting the Committee Chair is not present; or
- 3.4.3 the Committee Chair is recused from participation for part or all of a Committee meeting,

another member of the Committee may act as temporary Chair for that meeting or the remainder of that meeting, 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 Company Secretary 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 Committee Chair, another person nominated by the Company Secretary, shall act as Secretary to the Committee.
- 4.3 Other Board members, or external advisers or employees of SRL may be invited by the Committee Chair to attend all or part of any meeting of the Committee.
- 4.4 Committee 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 Committee meeting or immediately on it arising, to then be dealt with by the Committee as provided for in the Union Articles and the Union Code of Conduct. The Committee member involved may require to be recused and/ or play no part in the business of the Committee meeting to which the conflict relates.
- 4.6 If, in connection with conflicts of interest, there is any difference in interpretation between the content of the Union Articles and the Union Code of Conduct, the Union Articles shall prevail.

- 4.7 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.
- 4.8 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.
- 4.9 If the Committee 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 twice 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 make recommendations, for decision by the Custodian Directors, on:
- 6.1.1 criteria for good standing and a suitable skills matrix setting out the skillsets desired for membership of the CRB; and
 - 6.1.2 the suitability of candidates proposed for membership of the CRB, against such criteria and skillsets;
- 6.2 to determine, in collaboration with SRL, the election procedures to be used by the fora listed in Article 13.6 of the SRU Articles responsible for nominating members of the CRB;
- 6.3 to advise and assist the Custodian Directors in:
- 6.3.1 formulating a suitable skills matrix for the skills desired of Custodian Directors, generally; and
 - 6.3.2 establishing a process for nomination of candidates for the two Custodian Directors to be elected pursuant to Article 24;
- 6.4 to recommend, for approval of the Custodian Directors:
- 6.4.1 the process to be applied for identification and selection of Custodian Directors to be appointed under Article 24.2.6 of the Union Articles;
 - 6.4.2 the skills matrix to be applied for candidates nominated for election as Vice-President of the Union;

- 6.5 to conduct the approved identification and selection process for Custodian Directors to be appointed under Article 24.2.6 of the Union Articles, and recommend candidate(s) for approval by the Custodian Directors;
- 6.6 to regularly review the procedures, skills matrices and criteria referred to in these Terms of Reference;
- 6.7 to regularly review plans for succession or re-appointment of Board members appointed under Articles 24.2.4 and 24.2.6 of the Union Articles and make recommendations to the Board, as required;
- 6.8 to make recommendations to the Board on the filling of vacancies in the membership of Board Committees, in consultation with the Chairs of those Committees; and
- 6.9 to review the Nomination Committee's Report, if any, for inclusion in the Annual Report;

7. General

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

8. Authority

- 8.1 In carrying out its duties under these Terms of Reference the Committee has authority to:-
 - 8.1.1 take account of recommendations on best practice produced by various organisations from time to time, including the Financial Reporting Council;
 - 8.1.2 consult, where required or otherwise considered appropriate, with the other Custodian Directors, the board of SRL and external advisers on matters falling within the Committee's remit;
 - 8.1.3 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;
 - 8.1.4 consider terms and conditions of engagement of external advisers appointed to assist the Committee in the performance of its functions and their remuneration, for subsequent engagement by SRL on the Union's behalf; and
- 8.2 The Committee has access to the advice and services of the Company Secretary and, on request to SRL, to SRL's Chief People & Engagement Officer, on all Committee matters.
- 8.3 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.

9. Reporting

- 9.1 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.
- 9.2 A copy of the papers for each Committee meeting is to be made available by the Company Secretary to each member of the Committee (except where the contents of papers may give rise to a conflict of interest for a Committee member) 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.
- 9.3 The Committee Chair, or in the Committee Chair's absence, another 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, or by way of an interim report.
- 9.4 These Terms of Reference may be published by the Union in such form and manner as the Board may decide.

10. 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 on 31 May 2023.

Robert M Howat
Company Secretary