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**SCOTTISH RUGBY LIMITED
SC132061**

**MINUTES OF MEETING OF THE BOARD OF SCOTTISH RUGBY LIMITED
HELD ON 30 JANUARY 2025 AT 11:05AM**

CAP & THISTLE SUITE AND TEAMS AV PLATFORM

Present:

John McGuigan	(JM)	SRL Chair & Independent Non-Executive Director
Alex Williamson	(APW)	SRL Chief Executive
Shona Bell	(SB)	SRL Chief People & Engagement Officer
Ruth Davidson	(RD)	SRL Independent Non-Executive Director
Frank Mitchell	(FM)	SRL Independent Non-Executive Director (By Teams)
Mike Soutar	(MS)	SRL Independent Non-Executive Director
Chris Stewart	(CS)	SRL Independent Non-Executive Director
Alex Whelan	(AW)	SRL Independent Non-Executive Director
Stephen White	(SW)	SRL Independent Non-Executive Director

In Attendance:

Oliver Colling	(OC)	Chief Financial Officer (Interim)
Stephen Gemmell	(SG)	Technical & Operations Director
Chris Healy	(CH)	Interim Commercial Director
Matt Horler	(MH)	Director of Communications
Robert Howat	(RH)	SRL General Counsel & Company Secretary
Al Kellock	(AK)	Managing Director of Glasgow Warriors
Laura Mahadea	(LM)	Executive Assistant
Gavin Scott	(GS)	Director of Rugby Development
George Karseras	(GK)	Team-Up (Item 4.1)
Keith Wallace	(KW)	President (Item 4.2)

Apologies

Gerry Devine	(GD)	Head of Stadium Operations
Doug Struth	(DS)	Managing Director of Edinburgh Rugby

ACTION

1. INTRODUCTION

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

APW was welcomed to his first SRL Board Meeting. GK of Team-Up was also welcomed to the Meeting.

Apologies were received on behalf of GD and DS.

JM outlined the structure of the day, which would include a refresh in connection with the Group Strategy, a presentation and discussion on the work undertaken on Culture and Values, and a presentation from KW, before considering regular Board business.

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2. MINUTES OF PREVIOUS MEETING

The draft Minutes of the Meeting of 5 December 2024 were considered, with some areas for adjustment identified. Suggested wording was to be provided to the Company Secretary before recirculating the updated draft for approval. **RH**

3. ACTION LIST & MATTERS ARISING

RH referred to the circulated Action List.

- (i) *Diversity & Inclusion Working Group Report* –understood to be in an almost final form, with a meeting of the Working Group to be held for their sign-off, before recommendations were provided to both Boards. **SB**
- (ii) *Rugby Development Budget 15% Benchmark – Additional Analysis* – considered later in the Meeting (Item 5.1).
- (iii) *Summer Tour Update*– the National Team Manager was hoping to achieve a 10 -12% reduction in travel costs. Confirmation from the Company’s travel partner was awaited. An update was then to be provided to the Board. **APW/DE**
- (iv) *Consultation with SRU Board on International Representative Appointments* –completed at the SRU Quarterly Reporting Meeting in December 2024.

A subsequent Joint Meeting of the SRU and SRL Nominations Committees had identified potential nominees for Rugby Europe Committee positions, with applications then submitted. Gemma Fay had been appointed as Chair of the Women’s Sub-Committee. The results of other applications were awaited. John Halliday, the current Rugby Europe voting Representative would be stepping down from the early part of April.

The Joint Meeting had also considered the position at Celtic Rugby DAC and recommended that Colin Rigby, the serving SRU Immediate Past President, be appointed to the Board of Celtic Rugby DAC to succeed Ian Rankin. Following discussion this was **APPROVED**. Mr Rankin was already aware of the potential for change and would be updated. **RH**

The Board’s appreciation for Mr Halliday’s and Mr Rankin’s service and valuable contributions during their tenure on these bodies was expressed.

- (v) *Further Information on Sexual Harassment Legislation* – discussed later in the Meeting. (Item 5.2)

Remaining actions had been included on the list of items for prioritisation for discussion later in the Meeting. (Item 5.3)

Matters arising:

JM commented on several recent developments:-

- A request to form a sub-group to consider alternative mechanisms to generate additional funding for the game.

The Directors recognised the potential benefit to be gained, stressed the importance of appropriate oversight, and agreed to progress discussions on that.

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- Player engagement – a small advisory group may be helpful. JM and would discuss this with the Chief Executive. **JM, APW**
- An opportunity had arisen to work with the Celtic Foundation in connection with knowledge exchange on development of women's sport and expatriate outreach.
- Potential new Non-Executive Director on the SRL Board – Colin Rigby, current Chair of the SRU Nominations Committee, had recently advised that the SRU Board wished to appoint a further Non-Executive Director to the SRL Board.

Comments were taken from Directors, noting:

- some reservations on the benefit of increasing the Board's size beyond the currently contemplated membership of 10 (3 executive directors and 7 NEDs);
- that appropriate skillsets and recruitment processes should be discussed between the respective Nominations Committees before an appointment process was progressed.
- Briefing information for Six Nations Matches – a briefing note would be circulated ahead of the Six Nations games to SRU and SRL Board Members. **MH**
- Stadium Toilets – recent publicity had again highlighted the importance of providing temporary and permanent solutions to the continuing issues in connection with water supply and toilet provisions in the stadium. APW confirmed this was being examined.

APW advised that Executive attendance at Board meetings in future would reduce and likely be limited to those who required to attend for a particular item of business or purpose.

4. KEY TOPICS

4.1 Strategy & Finance – Session 1

APW made some introductory remarks.

RH reminded Directors of the key components of the 10 year strategy approved by the SRL and SRU Boards earlier in the financial year and progress on the initial short term work identified at that time. This had included work to be undertaken on Culture & Values to underpin the new approach.

Scottish Rugby's Culture & Values

SB introduced George Karseras of Team-Up and presented the outcomes from the Culture & Values Workshop activity conducted over the preceding several months including the outline values identified.

The workshops and consultation had included members of both Boards together with a number of employees from across the organisation who had volunteered to participate.

The Directors then discussed the identified values, with comments taken.

Overall, the values were welcomed and seen as a positive step in underpinning the strategy. Behaviour and activity aligned with the identified values needed to drive performance within the organisation, including financial performance, and deliver on strategic objectives. Next steps in formulating a more

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detailed business and communications plan supporting those and the values would be discussed later in the Meeting.

The Board thanked GK and SB for the extensive work that had gone into the consultation and workshop programme.

The Meeting broke for lunch. GK left the Meeting.

4.2 President Presentation

KW was welcomed to the Meeting (1.35pm).

KW set out his thoughts on what he sought to achieve during the course of his Presidency and support needed from SRL to do so.

The importance of good governance as an enabler, continuing the progress made on strategy, scrutiny and advocacy, reporting to stakeholders, harnessing available talent and networks, promoting the game, a desire for continuous improvement, and a collaborative and constructively challenging approach were highlighted and discussed.

The President was thanked for his time and contribution. The support of the SRL Board towards meeting the identified objectives was confirmed.

KW left the Meeting.

4.3 Strategy & Finance – Session 2

APW referred to a series of slides on strategic challenges and opportunities.

Initial observations, actions and follow-through steps were outlined under reference to the agreed strategic pillars, culture and new values, the creation of a credible path to deliver success and a focus on alignment and collaboration. The desire for the organisation to achieve excellence in all that it did, seeking to be the leading union in rugby, was highlighted.

An initial key objective was to ensure that a detailed operational plan was developed from the strategy so that all employees within the organisation were clear on what was expected of them and their contribution towards the organisation's success.

JM and APW would also come back to the Board with a proposal on how the Executive and Board could best work together with the new operating plan and against the backdrop of the strategic pillars. **JM,APW**

APW was thanked for his presentation.

4.4 Financial Outlook and Sustainability

OC referred to the circulated management accounts for the period to 31 December 2024 and accompanying overview paper. These were taken as read.

Based on the current forecast and the risks and opportunities identified, the organisation was expected to better the budgeted statutory loss figure of (£3.8m) for the full financial year, as matters stood.

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The position to date had been influenced by good outcomes in connection with tickets, sponsorship revenue and tight cost controls. Headcount was below the target operating model and adhering to the level previously discussed with Board.

Although the position for the year continued to be a statutory loss, this was a significant improvement, of at least £7.5m and potentially more, on the previous year's loss of (£11.3m). FY25/26 would be addressed as part of the budget process. Revenues were anticipated to increase in years 2026/27 and beyond.

OC was thanked for his presentation.

The Directors discussed the forecast out-turn position for the year and whether in principle any of the identified upside for the year might be utilised ahead of the 2025/26 financial year.

APW and OC would revert with proposals for discussion at the next meeting.

APW,OC

Information on the outlook for future years would also be valuable as part of the progress towards a financially sustainable position.

Accounting treatment and structuring of capital expenditure and identifying sources of grants or other external funds to support capital projects should also be considered. APW would discuss further with CS.

APW,CS

Reference was made to ongoing discussions and meetings with Edinburgh City Council. Over recent times the relationship had been positive and constructive, with the Board welcoming the opportunity to work with the Council on longer term strategy for the development of the stadium campus and the wider economic benefit that Scottish Rugby contributed to the City.

APW confirmed that further interviews for the CCO and CFO positions were happening in the coming week.

4.5 Commercial Initiative Briefing – [NAME OF ENTITY REDACTED – COMMERCIALY CONFIDENTIAL]

CH referred to the circulated paper and briefed the Directors on the potential commercial opportunity with [REDACTED - COMMERCIALY CONFIDENTIAL]

This included a number of potential benefits and opportunities including [REDACTED – COMMERCIALY CONFIDENTIAL], as well as financial rewards through minimum guarantees and performance payments.

[REDACTED – COMMERCIALY CONFIDENTIAL]

The Directors welcomed the new initiative. Due to the reserved matter thresholds, a paper would be circulated to the Board for approval once negotiations with [REDACTED – COMMERCIALY CONFIDENTIAL] were completed.

APW/CH

5. REGULAR BUSINESS

Reference was made to the Executive Summary report. The contents were noted, with no comments.

REDACTED – FOR PUBLICATION**5.1 Rugby Development Budget**

Reference was made to the Action List and paper which had been circulated to the Board. Additional information had been provided on the projected impact of the new approach for financial year 2025/26 approved in principle by the SRU and SRL Boards.

The contents of the paper were welcomed. The new approach was considered to be beneficial for the organisation as a whole and for stakeholder clubs. The Board confirmed that it should now be applied in constructing the budget for FY25/26; it would provide additional clarity for financial and business planning purposes and enable advance information to be provided to member clubs to facilitate their own planning and budgeting for the coming season. OC and GS were thanked for the work they had done on this initiative.

Thought was to be given on how best to communicate this to member clubs in due course.

GS, MH**5.2 Sexual Harassment in the Workplace Legislation**

Reference was made to the circulated paper providing an outline of the new legislation and the responsibilities of Directors and those within the organisation. A training programme was being prepared, including sessions for Directors of SRU and SRL and employees, with a view to also creating documentation which could be used by member clubs.

SB**5.3 Future Board business**

RH referred to the circulated list of items of business and requests for Board briefings which had accumulated over the course of several meetings, with a desire to prioritise those which the Board as a whole should consider at upcoming meetings and those which might be better addressed through delegation to Board Sub-committees or in some other way.

The Chairs of the Board Sub-Committees were requested to provide comments to RH on any items which they considered could be delegated. APW would discuss the High-Performance Rugby-related elements with the High Performance Director.

**C'ttee
Chairs,
APW****6. AOB & CLOSE**

There was no further business. JM thanked the Directors for their contributions and closed the Meeting at 3.55pm.

**APPROVED BY THE SRL BOARD
27 MARCH 2025**