

**SCOTTISH RUGBY UNION  
SC748672**

**MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY UNION**

**26 JUNE 2025 AT 2PM  
HELD IN-PERSON AND BY TEAMS AV PLATFORM**

**BOARDROOM, SCOTTISH GAS MURRAYFIELD**

**Present:**

Lorne Crerar	(LC)	SRU Chair and Custodian Director
Cheryl Black	(CB)	Custodian Director
David Grevemberg	(DG)	Custodian Director (By Teams)
Maxine Manditsch	(MM)	Custodian Director
Alison Milne	(AM)	Custodian Director
Colin Rigby	(CR)	Immediate Past President and Custodian Director (Until Item 5.5 )
Hazel Swankie	(HS)	Vice-President and Custodian Director
Keith Wallace	(KW)	President and Custodian Director

**Attending:**

Oliver Colling	(OC)	SRL Interim Chief Financial Officer
Ruth Davidson	(RD)	SRL INED (Item 5.1)
Megan Gaffney	(MD)	SRU Board Adviser
Robert Howat	(RH)	SRU Company Secretary
John McGuigan	(JM)	SRL Chair
Stuart McInally	(SM)	SRU Board Adviser
Alex Williamson	(APW)	SRL Chief Executive

**Apologies:**

None.

**1. INTRODUCTION**

LC noted a quorum was present and opened the Meeting. There were no apologies.

No conflicts of interest were identified or declared.

APW was welcomed to his first Quarterly Reporting Meeting.

**2. MINUTES OF PREVIOUS MEETINGS**

The Minutes of the Quarterly Reporting Meeting held on 16 April 2025 had been approved previously.

The Minutes of the separate SRU Board meeting held on 25 July 2024 (audit plan approval) were **APPROVED**.

**3. ACTION LIST & MATTERS ARISING**

Reference was made to the circulated list.

- (i) *Working Group Report on I & D and Complaints* - DG would write to JM and LC when the report was completed. **DG**
- (ii) *Meeting with D Nucifora* - DN had met with KW and HW. JM confirmed that DN would attend a future SRU Board meeting, subject to diaries. **DN**
- (iii) *Brief SRL Board on Work of SCOG* – a full report had been received recently from SCOG. This was discussed later in the Meeting (Item 5.5).
- (iv) *Business Plan /Believable Path Update* – discussed later in the Meeting. (Item 4.2)
- (v) *Headcount information* – discussed later in the Meeting (Item 4.4).
- (vi) *Check approach to player mental wellbeing* – discussed later in the Meeting (Item 4.2)
- (vii) *Feedback on Tackle Height Trials* – See Item 4.2.
- (viii) *Audit Engagement Letter* – completed.
- (ix) *Circulate Global Events Calendar* – status to be confirmed. **RH**
- (x) *Consult on suitable AGM date* – completed. See also Item 7.1.
- (xi) *Complete & return Custodian Benefits Declarations* – Ongoing. **CUST.**

KW requested that an information document be prepared for domestic clubs following on from the presentation given to the SRL Board on Martyn's Law. **GD**

#### 4. SRL CHAIR REPORT

##### 4.1 SRL Chair Overview

JM referred to the circulated report, which was taken as read, and highlighted the following: -

- Ruth Davidson had been appointed by the SRL Board as the SRL Board's Senior Independent Non-Executive Director.
- Stephen White (SRL INED) had intimated his resignation from the SRL Board, to take effect in the Autumn, in order to take up a new job in Australia. The SRL Board would commence the search for a successor shortly. Frank Mitchell was being considered as an interim Chair for the Audit & Risk Committee.
- New SRU appointee to the SRL Board – JM confirmed that he had been involved in the recruitment process for the individual being recommended by the SRU Nominations Committee. See Item 5.4 below.
- Budget and Strategy - this was covered later in the Meeting.
- Stadium Campus project – this was at a very early stage, with constructive meetings held recently with a number of experts in major regeneration projects. Further detail would be shared with both Boards later. It was likely that a specialist employee would need to be recruited in due course to assist in managing the project. Specific

governance and decision-making arrangements would also be needed due to the scale of potential change in future, as well as work done on funding implications, including for preparatory work and impact on future budgets. APW would provide updates as the project progressed.

APW

- Cattigan Family - a trophy had been made and would likely be played for in season 25-26 against Ireland. There would be further engagement with the Cattigan family at the relevant point.

JM was thanked for his update. Questions were taken.

SM asked about the status of the Player Advisory Group and philanthropy project. JM confirmed that the Player Advisory Group proposal had been endorsed by the SRL Board at its last meeting. SM and MG would be invited and welcome to attend.

JM

Contact had been made with the R&A, who had significant success in obtaining philanthropic support, to learn from their experiences. APW was leading this project.

MG enquired about the recent joint meeting with Rugby Players Scotland (RPS). APW confirmed that he, Gemma Fay, Shona Bell and Stephen Gemmell had met with RPS to discuss their vision for the future. RPS were looking for investment from Scottish Rugby to assist in post career support for players, among other things. Funding at the levels suggested by RPS was not available at the moment but thought was being given to how external funding might be sourced to assist.

#### 4.2 SRL CEO Update

APW referred to the circulated paper and a number of slides, and commented on the following:-

- *2024/25 Financial Performance* – a loss of approximately (£3.7m) was anticipated, slightly better than budget, and included allowance for a one-off payment of 1.5% of salary in July to eligible employees across SRL, at a cost of around £230k.

JM confirmed that the one-off payment had been recommended by the SRL Remuneration Committee and discussed at the SRL Board. It was considered appropriate to recognise cost-of-living pressures during the year and employees' contribution to the improvement in the organisation's financial position over the year. The payment was not being applied as a salary increase and had no recurring cost.

The SRU Board endorsed the approach adopted.

- *Scottish Rugby Leadership Team (SRLT)* - Olaf Gueldner had started recently as Chief Customer Officer, and David White, the new CFO would join in mid-July. APW paid tribute Oliver Colling for his work for SRL during his tenure as interim CCFO.
- *Business Plan/ Believable Path* – completed at Department level. A full information session would be conducted for all employees in late September / early October. APW displayed an example of a Believable Path Summary from the Rugby Development Department. APW was preparing a summary at Group level to present to the respective Boards.

APW

HS confirmed that the Rugby Development summary had been presented to the CRB.

- *Strategy* – the Believable Path would link with the overall strategy. Each of the segments was consistent with the previously approved strategy document, although some fine-tuning of language would be done.

Five strategic pillars would be retained, with global influence and winning teams being combined and a specific pillar introduced for strategic objectives around people.

On the basis there was no substantial change to the plan approved in June 2024, the Custodian Directors confirmed their annual approval for the strategic plan, as required by the RMA.

- *World Rugby* – APW commented on World Rugby's plans for investment in the US ahead of the Rugby World Cup in 2031. [REDACTED - COMMERCIALLY CONFIDENTIAL]
- *High-Performance Rugby* – The organisation was at the mid-point of changes in the High-Performance Department. APW commented on top level recruitment. High calibre individuals had applied, with interviewing progressing well. The HP Director had been closely involved in all interviews.

Full support was being given to the HP Director and Pro-Teams in the implementation of the new arrangements. JM confirmed that the HP Director was continuing to work on this whilst overseas and was committed to delivering the structure outlined.

MM noted that a summary of the new structure would be helpful, taking account of APW the cost provided for in the budget proposals.

APW confirmed that the ten roles identified were included in the budget proposals and that a chart would be prepared to show where the new roles were. Some split in specialisms had been applied and some individuals were unlikely to find roles in the new structure.

APW then commented further on succession planning and recruitment.

[REDACTED – DATA PROTECTION]

Plans were well underway in relation to High Performance Director succession, which was explained and required to be kept confidential meantime. [REDACTED – DATA PROTECTION]

- *Campus* – This was likely to be a 15-year programme of significant scale. APW had met recently with several firms of architects, as well as the regeneration specialists mentioned by JM earlier in the Meeting.
- *Ticketing* – sales for the Autumn Tests were excellent with the New Zealand game sold out within 4 hours. Other match sales were progressing well, with good packaging and an intelligent approach adopted to marketing.

- *Women's Rugby* – sales for the “big game” against England were progressing well, well ahead of the previous year, and with a target of at least 18,555 spectators. However, funding for the Women’s Game more generally remained challenging. World Rugby was now prepared to provide [REDACTED – COMMERCIALLY CONFIDENTIAL] per Union.

Contracting of female players was also underway, increasing the number of women players in Scotland on a pro and semi-pro basis. Approximately 34 contracts were being entered into, with more players returning to Scotland in a year’s time than currently. The intention was for players to train at Oriam and then be allocated to either Glasgow or Edinburgh to participate in the Celtic Challenge.

APW commented on coaching provision for the Women’s Team, [REDACTED - DATA PROTECTION ]

Questions were taken from CR and MG in connection with the steps taken on women’s contracts and timing ahead of the WRWC in August and support for those not retained.

APW confirmed that the women’s contracts had been due to be renewed in May. Most of the players had been playing in England and France. As part of the new approach to pathways it had been decided to transition to most of the players training and playing in Scotland for Glasgow and Edinburgh in the Celtic Challenge in the coming season, rather than incur a delay for a further season, although it was recognised that timing was not ideal.

The company was providing what support it could although there needed to be a recognition that the players were increasingly operating in a professional environment. Final contract numbers would be known by mid-July, with ongoing communication between APW, D Nucifora and Gemma Fay and the player group, via the team captain.

- *Six Nations* – [REDACTED- CONTRACTUALLY CONFIDENTIAL]
- *International Representative Appointments* – The SRL Board had approved Olaf Gueldner being appointed as the designated voting representative for EPCR General Assembly meetings and Gemma Fay, an existing sub-committee Chair at Rugby Europe and member of the World Rugby Council, as the designated representative for Scottish Rugby at Rugby Europe General Assembly meetings. Both appointments were subject to consultation with the SRU Board.

CB asked about the overall approach to international representative appointments. APW explained that elements were part of the Believable Path and strategic plan, in seeking to influence the global game. The intention was to ensure better co-ordination and involve those with a close connection to the organisation’s activities in the external bodies. APW, JM and RH all participated, with the 2 Pro-team Managing Directors closely involved with URC and JM, APW and Gemma Fay on the World Rugby Council.

Following the discussion, the SRU Custodians endorsed the appointments.

Further questions were taken from the Custodian Directors:

- AM enquired about the status of the work done on culture and values and its incorporation within the Believable Path. APW confirmed that this would also be addressed as part of the September meetings with employees.
- KW asked about the status of tackle height trials. APW confirmed that this had been raised at the recent World Rugby meeting. Their experts had been challenged by Scottish Rugby and other Unions on the conclusions reached. However, World Rugby were not minded to alter their view, believing that the data they had gathered showed that there was no need for further change.
- In connection with wellbeing matters (see action list) – APW confirmed that the Chief People Officer was looking at wellbeing for the workforce as a whole and not simply players.

#### 4.3 Audit Plan

Authority was delegated to MM and LC to agree the SRU Audit Plan on behalf of the **MM,LC** Custodian Directors. They would speak separately with Johnston Carmichael.

#### 4.4 FY25/26 Budget

JM confirmed that the SRL Board had met on 12 June to consider the budget proposals for FY25/26. The proposals presented to the Board had identified a potential shortfall of [REDACTED – COMMERCIALLY CONFIDENTIAL].

The SRL Board had requested further information to identify the constituent elements leading to the potential shortfall and demonstrate how the shortfall might be brought back to breakeven for FY25/26 for further discussion.

That information had been discussed in detail at a further SRL Board meeting on 25 June.

Having taken account of the explanation and additional information provided and the potential negative implications for meeting longer term objectives if the remedial steps identified were applied, the SRL Board had been prepared to approve the initial proposal and recommend it to the SRU Board. That approval was subject to any upside against budget generated in the year being available to set against the shortfall and not deployed on other activity without the approval of the SRL Board and also conditional on the approval of the SRU Board under the RMA.

APW referred to the circulated pack and commented in detail on the proposals.

The bridge to breakeven had isolated the various components to demonstrate how the proposed loss position might be brought back to breakeven but also the implications of doing so.

An element of stretch had already been included within the initial budget proposal including from sponsorship, concerts and football matches and relied upon the investment included in the budget. There was some potential upside from Lions revenue and ticketing but limited additional opportunity beyond that already included. If a breakeven position was required from the outset additional cost savings would be required, including reduced investment in a number of areas, such as digital and IT and employee remuneration. Taking those steps was possible but likely to then jeopardise achievement of commercial objectives in the longer term.

JM confirmed that the SRL Board had probed in detail on whether a 25/26 neutral position should be applied, and had challenged the inclusion of pay rises in the course of the year while projecting a statutory loss. However, the SRL Board had also recognised the absence of or limited cost-of-living rises in previous years and high employee turnover rates, and had not wanted to jeopardise the attraction or retention of key employees needed to deliver the desired outcomes. The SRL Board had also not wished to suggest an alteration to the percentage of revenue allocated to the Rugby Development Department budget. The SRL Board's recommendation of the proposal was subject to the condition outlined earlier.

Various comments were taken, with CR highlighting the importance of the allocation to Club Rugby. JM confirmed that the SRL Board remained aligned with the principles previously agreed.

LC advised that the SRU Board were constrained around the approach to the 15% budget allocation and would wish to preserve that.

OC confirmed that the approach adopted to the 15% allocation was based on the adjusted principles agreed during the year. Proposed funding levels were c£600k higher in the 2025/26 year than would have been the case under the prior approach.

KW commented on potential third party funding for the club game and the additional investment in High Performance personnel, bearing in mind there had been limited reduction in National Team costs during the restructuring exercise.

OC confirmed that there was no expectation of additional 3<sup>rd</sup> party funding for the domestic game in the proposals and that if separate funding of that nature was obtained it would be additional income for the club rugby budget.

APW explained that the approach being adopted within the High Performance department was to ensure full focus on roles rather than the split functions applied previously.

It was recognised that some further explanation may be required to address likely questions at the 2025 AGM.

OC then commented on specific elements of central costs including insurance, audit and tax, governance charges, software, other IT and telephony.

In response to CB on the uplift in central costs and whether this related to consultancy, OC advised that anticipated consultancy costs were likely to reduce on prior year. Uplifts were driven by inflation and investment. Further detail on the component elements could be provided if needed.

LC enquired about revenue streams and headcount.

OC confirmed that some elements of commercial revenue such as the previous columbarium proposals had now been ruled out, but with other longer term hospitality revenues now factored in.

OC commented on the reduction in headcount from the pre-structure target operating model of 354 to the post structure figure of 324. The estimated number at year end was 320.

Further to a question from LC it was agreed that it would be helpful for the Annual Report to provide additional information and breakdowns, including information on full-time and part-time numbers and a distinction made between player and non-player numbers. **OC**

LC noted that OC had briefed the Custodian Directors ahead of the meeting and sought confirmation that there had been no change in the proposals since the circulation of the papers. OC confirmed that to be the case, other than the condition applied by the SRL Board to their approval.

Following the detailed conversation, and explanations and noting the conditions placed by the SRL Board on any upside generated, the Custodian Directors **APPROVED** the budget proposal.

Thanks were given to OC, JM and APW for the presentation.

## 5. COMMITTEES & WORKING GROUPS

### 5.1 SRL ESG Committee Report

RD joined the meeting at 4pm and as Chair of the ESG Committee, commented on the key business of the ESG Committee during the year, under reference to a slide presentation:

- 3 meetings held with considerable Committee focus on safeguarding;
- work conducted on PVG schemes earlier in the year and changes in the approach adopted, including success in avoiding potential costs liability for PVG processing;
- significant misconduct cases covered in the course of the year;
- training undertaken, including for RD;
- an audit on safeguarding activity - RD had been closely involved, with follow-up post audit to be reported back to the Committee.

RD expanded on the audit work undertaken. The outcome had been broadly positive but also identified some areas for improvement. The consultant who conducted the audit was being retained to assist in implementation of recommendations, with a further check to be done by a separate person once work identified had been completed.

- Consideration of the Modern Slavery Statement including policy updates and reminders in connection with Macron.
- Consideration of new Sexual Harassment Legislation. Training on the new approach had been conducted.
- A series of Diversity & Inclusion initiatives had been progressed, including the “Don’t Be That Guy” campaign.
- The Committee Terms of Reference had been updated recently to include reference to environmental work.

- The Gender Pay Gap Report had been reviewed.

Questions were then taken:-

LC asked about the experience of ESG in Scottish Rugby in comparison to other 6 Nations countries. RD was uncertain whether all the Unions had ESG Committees, although she had met some people from several of the Unions. It may be worth formalising those relationships.

HS confirmed that the Head of People and Head of Safeguarding had attended the CRB and presented on safeguarding, including flowcharts that could be used by clubs. Feedback from CRB members on safeguarding was being provided to the consultant engaged.

RD concluded by commenting on safeguarding being the responsibility of everyone, the desire of Scottish Rugby to go beyond minimum standards, and provided reassurance that she considered the safeguarding team had strong foundations for the future.

RD was thanked for her report and left the Meeting.

## 5.2 CRB Update

HS referred to recent CRB business confirming the following:-

- Quarterly meeting held on 11 June with the minutes of 8<sup>th</sup> July approved.
- Community Game Conference in May attended by 450 people.
- National Recognition Awards Dinner took place in May.
- Clubs and Stakeholders met to discuss budgets.
- Rugby Development Department – area presentations had taken place at Oriam in connection with strategy with presentations from leadership team. This was well attended.
- A finance sub-group had been formed and had examined the CRB element of the budget prior to the CRB's approval of the Rugby Development Department element, with a proviso of looking to use any cost savings in the club rugby budget to help upgrade travel payments and safeguarding support for clubs.
- Review of domestic player payment was ongoing, with competition rules recently approved.

CR requested CRB Minutes be included in the board pack in future.

RH

## 5.3 Inclusion & Diversity Complaints Working Group

LC confirmed that a written report would be provided to the respective Chairs when DG completed.

## 5.4 SRU Nominations Committee Update

CR updated the Directors on the process for identification of candidates for appointment by SRU to the SRL Board as an independent Non-Executive Director.

35 applicants had been reduced to 9 for interview with 3 shortlisted. Each of those candidates had been impressive, with final interviews conducted by the Chair, CR and JM.

The SRU Nominations Committee now recommended that Steven Seligmann be appointed by the SRU Board to the SRL Board in exercise of SRU's right under the SRL Articles of Association.

CB confirmed that she had been involved in the process, with a number of high-calibre candidates from all sports.

Following consideration, it was **RESOLVED THAT**, in exercise of the right of Scottish Rugby Union (the Company) under Article 21.2.3. of the Articles of Association of Scottish Rugby Limited to appoint non-executive directors of Scottish Rugby Limited,

- (i) Steven Seligmann, being willing to act, be appointed by the Company as a director of Scottish Rugby Limited with effect from 1 July 2025;
- (ii) the appointment be effected by way of a written resolution of Scottish Rugby Limited, to be proposed by the Company as the sole member of Scottish Rugby Limited;
- (iii) Lorne D Crerar be and is authorised by the Custodian Directors to execute the written resolution signifying agreement on behalf of the Company, as the sole member of Scottish Rugby Limited, to the resolution; and LC
- (iv) the Company Secretary be and is authorised to intimate the signed resolution to Scottish Rugby Limited. RH

The Company Secretary would deal with the necessary appointment documentation. A copy of Mr Seligmann's CV would be circulated to the Directors after the Meeting. RH

CR left the Meeting.

## 5.5 Standing Committee on Governance

LC advised that a detailed report had been received from SCOG shortly before the meeting and had been circulated to the SRU Board members.

It was agreed that the Chair of SCOG and the representatives would be invited to present to the SRU Board at the September meeting. RH

In the meantime, the recommendations on next steps were endorsed, with it being **RESOLVED** that a sub-group of the Board members, chaired by the Vice-President be formed to participate in the further work and consultation to be undertaken, and noting that a final report would be provided in due course. HS

## 6. CUSTODIAN FEEDBACK & DISCUSSION

Questions had been taken earlier in the Meeting.

## 7. SRU BUSINESS

### 7.1 SRU AGM 2025

Reference was made to the circulated note from the Company Secretary. The Custodian Directors **APPROVED** that the SRU AGM 2025 be held on Wednesday 26 November 2025 at Scottish Gas Murrayfield at or around 6pm, on a hybrid basis.

Reference was made to the draft minutes for the 2024 AGM which were considered and **APPROVED**.

The timeline for holding the 2025 AGM was noted, including timescales for issuing the Notice of the Meeting and accompanying documentation.

The Company Secretary referred to the note in connection with the two Custodian Directors appointed from the Club Game (MM and AM). Their initial terms of office were due to end on 31 October 2025 with vacancies then being created. Both were eligible to serve second terms.

Under the Company's Articles of Association, the process for appointment of the Custodian Directors from the club game was a matter for the SRU Board, after consultation with the SRU Nominations Committee.

It was **AGREED** that the SRU Nominations Committee be tasked with considering the appropriate process to be adopted towards election/ re-election for these positions and return to the Board as soon as possible. SRU  
Noms

### 7.2 Risk Register Update

The Company Secretary referred to the circulated note. There were no questions other than a query from KW in connection with scoring with RH then explaining the approach adopted.

### 7.3 Board Effectiveness Update

LC confirmed that meetings had been held by LC with RD and the Chief People Officer to formalise the effectiveness review exercise to be conducted for the benefit of both Boards. Potential contractors had been approached, with fee proposals awaited. An appointment was expected to be made within the next two weeks or so.

### 7.4 Custodian Benefits Declarations

The Company Secretary reminded Directors to complete their Custodian Benefits **CUST.** Declarations. This included MG and SM.

### 7.5 Independent Review

MM updated on progress. An interim report was expected reasonably soon. There had been some changes in participation on the Review Panel. Reporting was hoped to be concluded ahead of the AGM.

## 8. AOB & CLOSE

CB advised that she had progressed with her appointment as Anti-Doping Champion and CB would report further at the next Board Meeting.

RH advised that the date for the next meeting was being adjusted – an updated list of dates RH would be circulated.

There was no other business and the Meeting closed.

**APPROVED BY THE SRU BOARD**

**13 August 2025**