

**SCOTTISH RUGBY UNION
SC748672**

**MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY UNION (“SRU”)
WEDNESDAY 13 AUGUST 2025 AT 17:00**

BY TEAMS AV PLATFORM

Present:

Professor Lorne D Crerar	(LC)	SRU Chair and Custodian Director
Keith Wallace	(KW)	President and Custodian Director
Hazel Swankie	(HS)	Vice-President and Custodian Director
Cheryl Black	(CB)	Custodian Director
Maxine Manditsch	(MM)	Custodian Director
Colin Rigby	(CR)	Immediate Past President and Custodian Director
Alison Milne	(AM)	Custodian Director

Attending:

Megan Gaffney	(MG)	SRU Board Adviser
Robert Howat	(RH)	SRU Company Secretary
Lucy Gallagher	(LG)	Minute-taker

Apologies:

David Grevemberg	(DG)	Custodian Director
Stuart McNally	(SM)	SRU Board Adviser

1. INTRODUCTION

1.1 Quorum, Apologies & Conflicts

LC noted a quorum was present and opened the Meeting.

Apologies were received on behalf of DG and SM.

LC noted some conflicts of interest in relation to the appointments and re-appointments of some of the Custodian Directors and that these would be resolved by the relevant Custodian Directors leaving the Meeting and re-joining when appropriate.

1.2 Consent To Short Notice

It was noted that the SRU Articles of Association state that meetings of the SRU Board ordinarily required to be called on a minimum period of notice.

In this case, the Meeting had been called to consider the recommendations of the SRU Nominations Committee from its recent meeting on 11 August 2025, and had therefore been called on a shorter period of notice than that provided for in the SRU Articles. Notice had been given to all of the Custodian Directors.

The Custodian Directors present confirmed their consent to the Meeting being called at short notice.

2. MINUTES OF PREVIOUS MEETING (26 JUNE 2025)

The Minutes from the SRU Board Meeting of 26 June 2025 had been circulated and were taken as read. There were no comments and no adjustments were suggested.

The Directors **APPROVED** the Minutes of the SRU Board Meeting of 26 June 2025. LC advised that these would be published on the Scottish Rugby website shortly.

3. SRU NOMINATIONS COMMITTEE RECOMMENDATIONS

LC invited CR, as Chair of the SRU Nominations Committee, to present the Committee's recommendations. Reference was made to the circulated paper, which was taken as read.

CR explained that decisions to be made during the Meeting related to the re-appointment of the Chair, selected Custodian Directors and elected Custodian Directors of SRU.

3.1 Re-Appointment Of Scottish Rugby Union Chair

LC left the Meeting.

CR advised that Professor Crerar's appointment as a Custodian Director and Independent Chair of the SRU Board was due to expire at end of October 2025.

The Nominations Committee had considered the position and recommended, taking account of LC's significant contribution to the organisation and the interests of its members, particularly in leading SRU's implementation of the governance restructure approved by the members in November 2022, and the establishment and growth of the new relationships between the SRU and SRL Boards contemplated by the restructure and the benefit in maintaining continuity of leadership on the SRU Board, that Professor Crerar be invited to serve as a Custodian Director and as Chair, for a further term of up to 3 years.

CR had spoken with each of the Custodian Directors informally. He had also confirmed that Professor Crerar was willing to continue as a Custodian Director and Chair, if invited to do so.

The Custodian Directors present discussed the proposal and rationale for it.

Having considered the recommendation of the Nominations Committee, it was **AGREED** that Professor Lorne Crerar, being willing to act, be invited to continue as a Custodian Director and Chair of Scottish Rugby Union, for a further period of up to 3 years commencing at the expiry of his current appointment.

CR, as Chair of the Nominations Committee would discuss the specific duration of the extended term with Professor Crerar and confirm at the next meeting.

(Action: CR)

LC rejoined the Meeting.

3.2 SRU Custodian Directors' Extension – Appointed Members

CB left the Meeting.

CR explained that the terms of office of CB and DG were due to end in mid-December 2025. The Nominations Committee had considered the position and, taking account of their contribution to SRU's oversight responsibilities and the benefit to the Company and its members of a period of continuity, recommended that each be invited to serve for a further term of up to 3 years. It was understood that each was willing to continue for a second term, if asked.

The Custodian Directors present discussed the Committee's proposal and reasons for it.

Having considered the recommendation of the Nominations Committee, it was **AGREED** that Cheryl Black and David Grevemberg each being willing to act, be invited to continue as Custodian Directors of Scottish Rugby Union for a further period of up to 3 years, commencing at the expiry of their current appointments.

CR, as Chair of the Nominations Committee would discuss the specific duration of the extended terms with CB and DG respectively and confirm at the next meeting.

(Action: CR)

CB rejoined the Meeting.

3.3 SRU Custodian Directors - Elected members

MM and AM left the Meeting.

The Directors noted that the appointments of MM and AM were nearing the end of their term and would terminate several weeks before the Annual General Meeting currently scheduled for 26 November 2025, at which an election for these positions was due to be held. This would leave the SRU Board with less than the required number of Custodians Directors (8) for a short period, if the positions were not filled temporarily.

On balance, having considered various options outlined by the Company Secretary, and taking account of the requirement under Article 24.6 to have not less than 8 Custodian Directors, the interests of the members of the Union in maintaining the presence of Custodian Directors from the club game on the SRU Board, and the short intervening period prior to the AGM, it was **AGREED THAT** in exercise of the power granted under Article 24.7, (a) Maxine Manditsch; and (b) Alison Milne, each being willing to act, be reappointed as Custodian Directors for the period from the date of termination of their respective current appointments to the date of the 2025 SRU AGM (that being the next following Annual General Meeting after the date of termination of their appointments) or if the Annual General Meeting was adjourned, the date of the resumed Annual General Meeting.

Election process

CR confirmed that, as requested by the SRU Board, the Nominations Committee had discussed the process to be followed for the elections to fill the 2 Custodian posts currently held by AM and MM under Article 24.2.5. He referred to the circulated paper.

The proposals of the Nomination Committee were discussed in detail.

The factors underlying the proposed process included: (i) the original intention for the occupants of these 2 positions to be elected from the club game and for member clubs to participate in the nomination of candidates; (ii) ensuring that candidates to become Custodian Directors had a standing in the game and more widely; (iii) the benefit to the SRU Board and the Union's members as a whole of Custodian Directors meeting skillset criteria that delivered a range of skills and experience supporting the SRU Board and the Custodian Directors in discharging their responsibilities effectively; (iv) the importance of inclusion and diversity when making appointments to the SRU Board and to any of its committees/subgroups; and (v) conducting an efficient and not unduly burdensome nomination and election process.

Having consulted with the Nominations Committee as required by Article 24.9 of the SRU Articles of Association, the following process was **AGREED** for the identification and election of candidates to become Custodian Directors under that Article:

- (i) Applications should be invited from candidates meeting the required skillsets.
- (ii) Each candidate application, including those of Maxine Manditsch and Alison Milne (if wishing to be re-elected) was to be proposed and seconded by a full member club of Scottish Rugby Union and accompanied by a CV of not more than 500 words to be published on the Scottish Rugby website.
- (iii) Each candidate would require to be a member of a full or associate member club or associated body, of Scottish Rugby Union.
- (iv) In order to provide an appropriate balance of skills and experience to support the effective discharge of the SRU Board's responsibilities and those of Custodian Directors, candidates would also be required to (a) meet the existing general skillset for Custodian Directors; and (b) have either a suitable financial qualification, experience or background or have appropriate skills and experience in strategy/welfare.
- (v) For ease of administration and effective use of time at the AGM, no more than 6 candidates should proceed to the final stage of election, unless otherwise agreed by the Nominations Committee, with shortlisting to be undertaken by the Nominations Committee.
- (vi) Shortlisted candidates would be expected to provide or participate in a short video presentation to be made available via Scottish Rugby in advance of the AGM.
- (vii) The following timetable was to be applied to the process:
 - Finalisation of candidate skillset and call for applications by 2 Sept 2025
 - Submission of applications, proposer and seconder letters by 30 Sept 2025
 - Interviews (if required) completed by 24 October 2025
 - Candidate shortlist to be published by 31 October 2025
- (viii) The election would be conducted at the SRU Annual General Meeting on Wednesday 26 November 2025, separately from the regular business and any resolutions proposed by the Custodian Directors.
- (ix) Voting on the election would be by majority of those SRU member club or associated bodies' representatives present at the meeting in person or online and entitled to vote. Proxy voting was not expected to apply to the election, unless agreed otherwise by the Board, but proxies submitted in advance of the AGM for routine business would be counted towards the meeting quorum.
- (x) If there were more than 2 candidates for each of the positions, a series of votes would be conducted at the AGM, with the candidate achieving the least number of votes in a voting round then dropping out, until the positions were filled.

It was further **AGREED** that Maxine Manditsch and Alison Milne already met the general skillset for Custodian Directors and in the case of Maxine Manditsch, had a suitable financial qualification, experience or background and, in the case of Alison Milne, had suitable strategic/welfare experience.

Authority was delegated to the Nominations Committee to:

- (i) finalise wording for the skillset criteria and associated communications;
- (ii) review nominations, including conducting interviews, if necessary, to determine whether the skillset criteria had been met;
- (iii) produce a shortlist of candidates for submission to the members at the 2025 SRU AGM but without the Committee making a recommendation on or expressing any preference between shortlisted candidates;
- (iv) decide on the approach to be adopted to candidate videos including duration and any subjects to be covered;
- (v) decide on any detailed voting procedures at the AGM for the election process, to the extent not already provided for;
- (vi) include, if desired and practicable, a neutral 3rd party in the interview and shortlisting process;
- (vii) extend any of the deadlines identified where practicable and considered appropriate by the Committee; and
- (viii) decide on any further detailed arrangements needed to enable the election process to be conducted effectively.

(Action: SRU Nominations Committee)

4. AOB

The Chair thanked those attending for their contributions and the Nominations Committee for their recommendations.

There was no other business. The Meeting closed at 17.55.

**APPROVED BY THE SRU BOARD
29 AUGUST 2025**