

**SCOTTISH RUGBY UNION
SC748672**

MINUTE OF MEETING OF THE BOARD OF SCOTTISH RUGBY UNION

**30 SEPTEMBER 2025 AT 14:00
HELD IN-PERSON AND BY TEAMS AV PLATFORM**

BOARDROOM, SCOTTISH GAS MURRAYFIELD

Present:

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

Attending:

Megan Gaffney	(MG)	SRU Board Adviser
Robert Howat	(RH)	SRU Company Secretary
John McGuigan	(JM)	SRL Chair
Stuart McNally	(SM)	SRU Board Adviser
Alex Williamson	(APW)	SRL Chief Executive
David White	(DW)	SRL Chief Financial Officer
Lynne Chambers	(LC)	Praesta (By Teams)
Janet Rubin	(JR)	Praesta
Andrew Veitch	(AV)	Minute Taker

Apologies:

Cheryl Black	(CB)	Custodian Director
David Grevemberg	(DG)	Custodian Director

1 INTRODUCTION

LC noted a quorum was present and opened the Meeting. Apologies were received on behalf of Cheryl Black and David Grevemberg.

No conflicts of interest were identified or declared.

DW was welcomed to his first Quarterly Reporting Meeting.

Praesta representatives were also welcomed to the Meeting as part of the SRU Board effectiveness review.

2 MINUTES OF PREVIOUS MEETINGS

The Minutes of the Quarterly Reporting Meeting held on 26th June 2025 had been approved previously.

3 ACTION LIST AND MATTERS ARISING

Reference was made to the circulated list and actions noted. In relation to matters outstanding it was noted:

- | | | |
|-------|---|-----------|
| (i) | <i>Working Group Report on I & D and Complaints</i> – DG had been absent through illness. DG would confirm when the report was completed. | DG |
| (ii) | <i>Meeting with David Nucifora (DN)</i> –the SRU Board should meet with DN prior the AGM in November. RH advised such a meeting should be possible by Teams if DN was abroad. | RH |
| (iii) | <i>Circulate Global Events Calander</i> – status still to be confirmed | RH |
| (iv) | <i>Martyn’s Law Document for domestic clubs</i> - information would be circulated to clubs by Club Communications. | RH |
| (v) | <i>Player Advisory Group</i> – JM confirmed that MG and SM would be invited to the Player Advisory Group | JM |
| (vi) | <i>Annual Report to include additional headcount breakdown</i> –preparations were in hand | DW |
| (vii) | <i>Invite Chair of SCOG to be present at SRU Board</i> – LDC confirmed no longer required. | |

LDC confirmed that all other matters listed on the action list had been attended to, or were covered by today’s agenda and accompanying papers.

4 SRL CHAIR REPORT

4.1 SRL Chair overview

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

- The welcome addition of DW as the new Chief Financial Officer of SRL.
- The appointment of Steven Seligmann, adding high-performance experience to the capability of the SRL Board.
- SRL Nominations Committee was considering NED succession planning taking account of the impending departure of Stephen White in October. The Committee was also looking at other NED terms, including in relation to JM’s appointment as SRL Chair, due to end in May 2026.
- Board effectiveness – Praesta had attended the August SRL meeting as observers and had spoken with, and circulated questionnaires to Directors.
- Financials –AW and DW would provide a full report later in the meeting but the FY24/25 outcome was expected to be at or better than the budgeted (£3.8m) loss level. Performance YTD was tracking budget (£1.6m) loss or perhaps slightly better

than budgeted. To achieve a breakeven position would likely involve the addition of another significant sponsor.

- Stadium – in addition to the new hybrid pitch, replacement pitch growth lights and electrical infrastructure, and upgraded emergency lighting approved earlier in the year, the SRL Board had also approved capex for remedial works to begin to address the longstanding water supply and toilet provision issues at the stadium, and the creation of several new hospitality areas to generate additional commercial income. The future stadium and campus development opportunity was progressing, with several firms of architects now shortlisted.
- High Performance department - new appointments had been completed with people now taking up the new roles, bringing skills and experience from other sports.
- Scottish Women's National Team – JM acknowledged the success of the Scottish Women's National Team at the WRWC, noting that there would be further discussion surrounding the women's team contracts later in the Meeting.

[REDACTED - LEGALLY PRIVILEGED

There were no material matters to report beyond those mentioned in the papers or discussed elsewhere in the Meeting.

LDC thanked JM for his update and invited questions.

HS enquired about the Siobhan Cattigan memorial trophy. JM advised that the trophy was ready and that the Cattigan family had been consulted on the design. The trophy will be named the 'Siobhan Cattigan Memorial Trophy' and played for between Ireland and Scotland in April 2026.

4.2 SRL CEO update

APW referred to the detailed circulated paper and commented on the following:-

High Performance and Coaching Matters.

- APW explained that the overarching driver was to allow High Performance changes to be embedded, founded upon SR's excellent coaches.
- Gregor Townsend's contract has been extended to the end of World Cup 2027. APW explained the consultancy arrangement with Red Bull. The consultancy was not related to players, pathways, or Newcastle Red Bulls.
- APW updated on the positive progress of contract negotiation and conclusions with various Pro Team coaches.
- An extensive search was underway for the new coach for the Women's National Team.

Nations Championship (NC).

A full update was provided in relation to NC, the new tournament replacing the bilateral Summer Tours and Autumn Test arrangements between the 6 Nations unions and the SANZAAR unions, plus 2 additional Southern Hemisphere Teams [REDACTED – CONTRACTUALLY CONFIDENTIAL] with a destination finals weekend involving playoffs between the 2 hemisphere pools.

- The Tournament is to be played every 2 years – commencing in 2026 with crossover fixtures in the intervening “fallow” years around RWC and Lions tours.
- [REDACTED – COONTRACTUALLY CONFIDENTIAL]

LDC thanked APW and DW for the briefing and explanations provided.

World Rugby – USA.

APW updated the directors on the approach being adopted by World Rugby for RWC 2031 and 2033 in the USA and the overall return expected for the game. This involved [REDACTED - COMMERCIALY CONFIDENTIAL]

Murrayfield – Regeneration update.

APW provided an overview of the journey to re-define and re-position the Scottish Gas Murrayfield Campus

Phase 1 of the project would focus on

- a vision to guide decisions;
- Identifying a strategy consultant to provide market/trend/ future predictions insights;
- appointing a master planning architect; and
- establishing indicative fees and professional costs.

APW undertook to ensure SRU Board were invited to presentations on these key matters. APW emphasised the effort that SRL will place upon internal communications with SRU during the course of the project.

JM noted the importance of considering the historical and cultural significance of Murrayfield when considering changes and of blending the campus into its surrounding community.

In response to questions from LDC on timing, APW explained that this financial year was intended to cover initial scoping, with FY26/27 addressing planning and 27/28 then looking towards on-site activity. The overall timescale was expected to be around 10 years.

Careful consideration was being given to different funding models, noting that interest in the project would be high. A step-by-step approach was being adopted with a robust governance structure surrounding the project also needed.

R360

APW updated on recent activity. [REDACTED - COMMERCIALY CONFIDENTIAL]

Philanthropy Project.

APW provided an outline of a new philanthropy project, recognising the untapped commercial and philanthropic opportunities. Matters were at a fact-finding stage and reports on progress would be brought to future meetings.

In response to a question from HS, it was confirmed by APW and JM that the project was seen as running alongside funding the domestic game, with there being no plans to alter the 15% turnover allocation to club rugby.

4.3 Women's Game Discussion

LDC and JM confirmed that a joint working group involving members of both boards would be created to consider issues learned from the Women's World Cup and how these lessons could be used to help nurture and develop the Women's game.

The members of the working group would be AM and HS from the SRU Board and Frank Mitchell and Ruth Davidson from the SRL Board. One of the SRL nominees would be asked to chair the working group, with SRL providing logistical support.

A detailed discussion followed, with APW highlighting a series of points:

- A core performance indicator of reaching the top 8 finishers in RWC 2025 had been achieved.
- A stronger, more sustainable high-performance system was needed to achieve better outcomes for RWC 2029.
- A high-performance environment needed to be created for Women playing rugby in Scotland, at the very least matching the offering for men's rugby - the women's high-performance environment at Oriam currently under development would be the focal point for that.
- A credible programme and competition was needed, centred on the Pro teams and the Celtic Challenge to ensure the best players have the option to develop and improve standards in Scotland, and to entice players back from PWR.
- Decisions to be taken around contracting, pathways, and coaching would be supported by a long-term plan.
- 22 players of the WRWC 25 squad had been re-contracted. Overall, 35 players were being financially supported for the current season: 28 full time and 7 development players. This represented an increase upon the previous year's total of 32 (29 full time and 3 development).
- The current position was a mixed model – of the 35 players, 17 players were being supported to play in PWR/France, with 18 (11 full time, 7 development) in Scotland under the centralised Oriam programme/Celtic Challenge.

- Management resource was also being enhanced, with Gemma Fay to be appointed as the new (and first) managing director of Women's Rugby, taking account of her contribution to delivering significant growth within the Women's game, and her experience in driving strategic change and development within Women's sport.

A Head of Women's Performance Pathways would also be appointed to oversee player identification and development. An extensive search for a new Scotland Women's Head Coach was underway.

[REDACTED – PERSONAL DATA – DATA PROTECTION]

JM invited APW to comment on timing and communication of information to the women's playing group in connection with the contracts mentioned.

APW explained that decisions had been needed to enable the intended structural shift to be implemented, taking account of the need to also invest in developing younger players for the future which had then impacted on a number of the current squad.

The playing group had been consulted on whether they had wished information on contract decisions to be communicated before or after the WRWC. The consensus from the players had been for the process to be completed prior to the WRWC, which had then been done at the camp in June.

Interactions had then moved quickly from being on an individual basis to a group-wide position, having been affected by those who had not succeeded in obtaining a new contract.

Questions were taken from the Custodian Directors.

HS asked whether the contract mentoring and support programme mentioned in earlier SRL Board minutes had been implemented.

APW explained that this had been intended to be implemented after the WRWC, rather than before then. Discussions were to take place with RPS on how to provide a sustainable mentoring and support programme on an ongoing basis.

MG raised a series of questions covering the nature and timing of conversations on women's playing contracts, communication of women's contract offers and future structures, the potential for misunderstanding within the playing group regarding the process, the criteria to be met for the offer of a contract and whether these had been made available and explained to the players, and follow-up on player wellbeing and any support made available. She also noted the absence of professional agents advising the players.

In response, APW advised that he was unsure about the historic reasons for the timing of the previous contracts but that he would look into this further. **(Action: APW)**

There had been conversations with the team captain about the approach to contract renewals but the significance of the collective approach of the women's playing group had not been fully appreciated when considering how best to deal with the issues. Communications in connection with contracts and approaches to players could have been handled better.

APW confirmed that a range of criteria had been used in making decisions on contract offers and provided examples but was not aware of these having been shared with the player group. He recognised that it would have been helpful for that to have been done.

The timetable had been established in collaboration with the players, with over 30 individual conversations having taken place in a short timeframe, limiting the amount of time that could be spent with each player.

Following the contract communication process there had been support available, including specialist psychology support, as well as support from the team manager for affected players.

MG then asked about the position being adopted by Wales and Ireland in drawing their own women's players back into the Celtic Challenge, noting the importance of this in ensuring the Celtic Challenge becomes a more competitive professional environment.

APW confirmed his understanding that a similar mixed model was being used in Wales, with Ireland ahead in its approach. All were looking to invest in their women's teams and expecting an increase in the competitive standard of the Celtic Challenge.

KW asked about consistency of messaging around KPIs and availability of contracts post WRWC.

APW confirmed that contract discussions had been completed by the end of June but there had been reference to the tournament being a great opportunity for the players. This was regrettable and may have created a false sense of hope that a strong WRWC performance may have resulted in a contract offer being made to a player who had not been offered one in June.

APW paid credit to the players and coaches for their commitment and focus on rugby during the tournament, despite the issues surrounding contract offers.

CR asked about measures taken by the SRL to address the negative impact of the adverse media coverage relating to contracts, expressing a concern that the last memory of Scotland at the 2025 WRWC would be the contract issue.

APW emphasised that the players had been briefed prior to any media engagement through the WRWC. Additionally, specific players likely to best handle any questions relating to contracts had been identified for media engagement but some had spoken separately with the media. He disagreed that the lasting memory of the WRWC would be contracts.

Although a statement had been prepared, after discussion with the coach and team captain, a choice had been made not to publish that and to give the subject time and space before than taking a more proactive stance on the structure for the women's game in future.

JM advised of the SRL Board's view that additional background briefing for the media on the future strategy would have assisted the situation and that there were lessons to be learned. While there was a strategic rationale behind the decisions made, there was also a need to be sympathetic towards the personal impacts. Changes would be made if necessary to assist in reinforcing the significant commitment being made to the women's game.

LDC suggested that additional external PR support might also help navigate difficult situations such as this in future.

CR and AW emphasised the importance and benefit of keeping the SRU Board updated during periods of reputational difficulty and of providing briefing material on strategic issues, such as the development of the women's game. JM and AWP concurred with APW suggesting that the newly working group might consider what was needed.

Recognising SM's international career in the men's game, LDC invited to provide some insight on his own experience when retiring from playing.

SM outlined and contrasted his positive experience, emphasising the importance of having help to navigate the transition and the support he had received from his agent, and Scottish Rugby, which had continued to make him feel valued by SR. SM then provided some examples.

APW thanked SM for his helpful observations.

[REDACTED – COMMERCIALY CONFIDENTIAL] .

LDC thanked APW for his report and responses to the questions posed.

4.4 SRL CFO Update

DW updated the Custodian Directors on the projected outcome for the 30 June 2025 year end, referring to the report circulated with the Board paper, which was taken as read.

FY24/25 - This was in line with the forecast provided earlier in the year, of a (£3.7m) statutory loss. This included allowance for the one-off payment made to employees, and redundancy costs.

DW emphasised the positive cash position driven by advance ticket sales for Autumn Tests and concerts and the last payment from the Six Nations private equity transaction with CVC.

Audit progress - there were no red flags to report, with the audit progressing well and expected to be relatively straightforward. The replacement of the main pitch had resulted in a depreciation charge and some minor repairs (to roadways) which should have been categorised as operating expenditure rather than capital expenditure.

Current trading - trading performance for the 2 months to end August was largely in line with budget. A full reforecast would be done at the end of the month. DW would also look at the budget phasing.

More consistent monthly management account reporting would also follow to ensure the SRL and SRU Boards had a regular update on financial performance.

Capital expenditure – DW commented on a series of recently approved capital expenditure projects for stadium improvements and resulting in visible differences for customers:

- the new pitch and track installation would be completed prior to the men's fixture against the USA on 1 November 2025;
- improvements to water supplies, toilet facilities and emergency lighting were progressing;

- toilet block refurbishment was being conducted in phases in the gap period between tournaments; and
- the water supply improvements were expected to be fully operational for the New Zealand game.

APW also confirmed that several existing hospitality areas would be refurbished and new hospitality areas created in the kit store area and the former clubhouse, creating a pyramid of hospitality offerings for customers, and using the full Murrayfield campus to encourage fans to stay longer.

In response to KW, DW confirmed that these projects were all being treated as capital expenditure.

Procurement - DW was looking to improve procurement capability and using the services of an expert appointed by Six Nations free of charge.

Cash and banking - a more proactive relationship with banking and investment partners was being considered to make best use of current cash deposits and interest bearing accounts.

Forward planning - DW would be reviewing SRL's four-year planning cycle with particular focus on the volatility of income streams, player contracting and the club rugby budget.

HS and KW requested time with DW to discuss the club rugby element (**Action: DW**)

Questions were then taken.

MM asked whether the full cost of the women's professional programme for season 25/26 had been budgeted. This was confirmed.

MM sought further information on expenditures of and extra £360,000 on hospitality, and £150,000 for the GB Rugby Sevens programme mentioned in the papers and whether these had been budgeted for. DW confirmed that the GB Sevens programme had been accounted for in the budget. The programme would be run by Scottish Rugby on behalf of the 3 participating unions and included support from World Rugby.

Hospitality capital expenditure was projected to be ahead of the expected £1.5m at the time of the budget being prepared but was offset by not progressing at the moment on the PA system. JM noted that the SRL Board had discussed the hospitality proposal and had sought additional information prior to approving. DW confirmed that he would also check on the detail of the discussions on that.

The Board thanked DW for his report.

5 COMMITTEES AND WORKING GROUPS

5.1 SRL Nominations Committee Report

This had been commented on earlier in the Meeting, including noting the potential extension of the SRL Chair's term.

5.2 CRB and SCOG Update

HS reported on recent CRB and SCOG sub-group matters.

- The most recent CRB meeting had been on 26th June. The Minutes and a high-level summary had been made available. The next meeting is scheduled for 15th October 2025.
- No consensus had been reached on the player payment review. As a result, the CRB's decision is to maintain the status quo for the men's and women's Premiership. All other leagues/regions are to continue on an amateur basis, with an increase in spot checks to be carried out during the season.
- The Competition Committee Review was underway with an update to be provided on 15th October 2025.
- The CRB's finance sub-group's next meeting is TBC.
- The CRB's Strategy Committee sub-group is in the process of being populated, with update to be provided at next CRB meeting.
- The SCOG working group held its introductory meeting on 10th September 2025 with the next meeting scheduled for 29th October 2025.
- The next steps for SCOG would be to explore viability of a Regional model.
- The SCOG working group members are Bobby Fraser (Chair), Dougie McAndrew (SCOG), HS and Scott Forbes (CRB), AM, MG, Gavin Scott, and Chris Hildrey (Rugby Development).
- CRB members had attended training on combatting Sexual Harassment.
- All Women's, Men's, Youth and Schools League and Cup Competitions in season are underway.
- The Inter District Championship is due to start on 7th November 2025 and will include Caley Reds, Glasgow and the West, The South, and Edinburgh.
- Work is ongoing to arrange a Club XV game with IRFU.

HS was thanked for her Report.

JM, APW and DW left the Meeting.

6 SRU BUSINESS / OTHER MATTERS

6.1 FY 24/25 Audit

RH drew the Board's attention to the fraud risk questions posed by the auditors for the FY24/25 Audit and the proposed answers.

The Board **APPROVED** the proposed answers to questions A and B. Directors would be requested to provide individual answers on awareness of fraud or attempted fraud separately. **(Action: RH and Directors).**

RH provided an update in relation to SRU/SRL recharges, under reference to the circulated note. The inter-company loan balance was expected to reduce slightly. As with the prior year, SRL would be asked to provide a comfort letter at the time of approving the accounts to cover the remaining inter-company loan balance. RH confirmed that the SRU Group accounts would be made available to member clubs in the Annual Report as well as being filed at Companies House. **(Action: RH)**

The Board were requested to consider appointing a small sub-group of Custodian Directors to assist in reviewing audit and AGM documentation on behalf of the SRU Board, although this would not include the power to approve the financial statements themselves. Following discussion, the request was **AGREED**. The group would comprise LDC, MM, KW and HS.

6.2 AGM 2025 and Annual Report Planning

RH referred to the circulated update including the draft Order of Business and Notice for the AGM. There had been no substantive changes to the drafts provided previously. Following consideration, the AGM Notice and Order of Business were **APPROVED**.

In response to LDC, RH confirmed that the procedures and arrangements for the AGM would be similar to previous years, with LDC acting as Chair for the meeting.

The Annual Report was being compiled and would be finalised after the completion of the accounts approval process.

6.3 SRU Nominations Committee Update & Appointments

6.3.1 Custodian Director Election Process

CR (as Chair of the Nominations Committee) updated the Board on the election process. A copy of the candidate role specification had been included in the papers.

There were 2 candidates for each post. It was confirmed that a candidate ostensibly qualified to fill either post (expertise in financial management and expertise in Strategy and Governance) should be put forward for one post only to ensure fairness of opportunity among the candidates and ease of process. The SRU Nominations Committee would be meeting with each of the new candidates in the coming month to confirm eligibility.

6.3.2 Custodian Director Appointments - Extensions

Following on from the decision at the SRU Board meeting of 13 August 2025 to invite DG and CB to serve further terms as Custodian Directors, it was **CONFIRMED** that the extensions would be for up to 3 years from scheduled expiry in each case, subject to periodic reviews with the Nominations Committee on the overall duration to assist with timing of succession planning. RH would prepare the appointment extension letters. **(Action: RH)**

6.3.3 SRU Board Advisor Appointments – Extensions

The Board acknowledged the valuable contributions made by MG and SM during their first year as Board Advisors with reference being made to the insights they had provided from their recent professional playing experience.

Accordingly, the Board **AGREED** to extend the terms of MG and SM for a further 2 years. RH would prepare the appointment extension letters. **(Action: RH)**

6.3.4 *Re-Appointment of Scottish Rugby Union Chair*

Following on from the decision at the SRU Board meeting of 13 August 2025 to invite LDC to serve a further term as a Custodian Director and Scottish Rugby Union Chair, it was **CONFIRMED** that the extension subsequently agreed with LDC would be for 3 years from the scheduled expiry date. RH would prepare the appointment extension letter. **(Action: RH)**

6.3.5 *International Representatives – proposed changes*

RH referred to the changes being proposed to international representative appointments: namely RH and Al Kellock retiring from the URC (PRDAC) Board to be succeeded by David White and Doug Struth, and RH retiring as a GB 7s Limited director, also to be succeeded by David White. The rationale for the changes was explained. The Relationship Management Agreement between SRU and SRL required consultation with SRU. The Board considered the proposal and rationale and endorsed the proposed changes.

6.4 **Risk Register Update**

RH referred to the circulated papers and updated the Board in connection with the Risk Register, highlighting the following:

- DW and his team would be taking on responsibility for maintaining the Register and applying a more proactive approach to risk management in departments across the business;
- there had been no change to the SRU Board-allocated risks since the last Report;
- the risk associated with declining participation in the 'male domestic game' would likely be reduced from Red to Amber on the basis that numbers now appeared to be more stable; and
- cyber risk was at an Amber level due to recent significant incidents affecting organisations throughout the UK.

MM asked whether DW will be fully reworking the risk evaluation procedure. RH confirmed that DW would be ensuring a more in-depth focus on the key areas of risk but this was not expected to be a ground-up reconstitution of SRL's risk evaluation process.

7 **AOB AND CLOSE**

KW enquired about progress on the Board software portal. RH confirmed that this was being populated with information and expected to be operational in the near future. Confirmation would be sought from LDC and JM on appropriate levels of access to confidential information. **(Action: RH)**

There was no other business and the Meeting closed at 4.50pm with thanks to all those attending.

REDACTED FOR PUBLICATION

**APPROVED BY THE BOARD
5 DECEMBER 2025**