REDACTED FOR PUBLICATION

SCOTTISH RUGBY UNION SC748672

MINUTE OF QUARTERLY REPORTING MEETING OF THE BOARD OF SCOTTISH RUGBY UNION HELD ON THURSDAY 14 MAY 2026 AT 3PM

BOARDROOM, SCOTTISH GAS MURRAYFIELD

Present:		
Lorne 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
Colin Rigby	(CR)	Immediate Past President and Custodian Director
Blair Stewart	(BS)	Custodian Director
Attending:		
John McGuigan	(JM)	SRL Chair (part)
David White	(DW)	SRL Chief Financial Officer (part)
Robert Howat	(RH)	Company Secretary & General Counsel
Frank Mitchell	(FM)	SRL Independent Non-Executive Director (part)
Olaf Gueldner	(OG)	Chief Customer Officer (Item 5 only)
Lucy Gallagher	(LG)	Minute-taker
Apologies:		
Alison Milne	(AM)	Custodian Director
David Grevemberg	(DG)	Custodian Director
Stuart McInally	(SM)	SRU Board Adviser
Megan Gaffney	(MG)	SRU Board Adviser

1 INTRODUCTION

The Chair noted that a quorum was present and opened the Meeting, which had been rearranged from the originally scheduled date.

Apologies were received on behalf of Alison Milne, David Grevemberg, Stuart McInally and Megan Gaffney.

No conflicts of interest were declared or identified.

FM was welcomed to the Meeting as an observer.

JM displayed the Siobhan Cattigan Trophy to the Board and explained the details of its design, done in collaboration with the Cattigan family. JM confirmed that the trophy would be presented to the winning team at the 6Nations Ireland v Scotland women's rugby match on Sunday 17 May.

LC thanked JM for all of the work undertaken regarding the trophy and the Cattigan family.

2 MINUTES OF PREVIOUS MEETINGS

The Minutes of SRU Board Meetings of 15 December 2025 and 10 March 2026 had already been approved.

LC noted the Minutes of SRL Board Meeting from 26 March 2026 were to follow.

3 ACTION LIST & MATTERS ARISING

i) *JWG Report on Inclusion and Diversity* – carried forward .

ii) *Meeting with D Nucifora* – although D Nucifora was available to attend the Meeting by Teams, it was decided that this should be postponed due to the absence of a number of the Custodian Directors, MG and SM. A date with everyone in attendance should be identified, ideally in-person meeting, but by Teams meeting if more convenient.

Action: rearrange meeting with D Nucifora (DW/RH)

iii) *Campus regeneration project* – LC noted that progress on the Stadium Project had paused pending consideration of points raised from the earlier consultation process and other matters.

iv) *Forward planning – 4-year cycle* – discussed as part of DW's report. (Item 4.3)

v) *Custodian Consents to prior year declaration disclosures* – RH advised that he was still awaiting some consents to publication. Consent was given by those attending.

Remaining actions had been completed or were covered in other items of business.

4 SRL CHAIR REPORT

4.1 SRL Chair Overview

JM referred to the circulated Report and highlighted the following:

- **Board Appointments and Board Effectiveness**
  JM and DW had taken on some tasks of the CEO during the CEO's absence on extended leave. JM had attended various Six Nations, World Rugby and Lions meetings.

  The recruitment process for a new INED with a financial background continued. A strong group of applicants had been reduced to two candidates, with further conversations, including on timing of an appointment, to follow.

  Shona Bell and AM have been working well on the Board Effectiveness review and the 'asks' of each the Boards. The meeting with Praesta arranged for 17 April had been postponed, with an alternative date to be set.

  Action: rearrange Praesta meeting (SB)

- **Financial**
  Forecast financial performance for FY25/26 remained in line with the budgeted statutory loss of c.£1.5/1.6m.

  A breakeven budget was planned for the next financial year, and due to be considered by the SRL Board at its June meeting, before being presented to the SRU Board.

- **Stadium**
  Major projects had paused meantime but a smaller programme of works continued.

  The SRL Board had approved the replacement of the Scotstoun pitch post-Commonwealth Games, to include a contribution of [REDACTED – CONTRACTUALLY CONFIDENTIAL] from the Commonwealth Games and Glasgow Life. Discussions with Glasgow Life regarding the stadium lease continued and would include a request for a reduced rent to reflect Scottish Rugby's funding of the new pitch.

- **Rugby**
  Nations Championship
  JM, DW and KW would attend the upcoming Nations Championship matches in Argentina and South Africa on behalf of Scottish Rugby as part of the travelling party.

  Women's Game
  As a result of the recent contracting process, younger players are now entering the women's team squad, which was expected to be beneficial in the longer term. This followed on from the work done following the JWG's report.

  LC asked about sharing the JWG's Report with the players, staff and contributors. JM confirmed that the circulation of the Report had been delayed due to the Six Nations tournament period; the women's squad and coaching staff were aware of the Report, but the coaching staff had felt the time of the proposed distribution was too close to the Six Nations.

  LC highlighted, with comments from HS and FM as members of the JWG, the importance of participants being made aware of the outcomes and recommendations in fostering improved relationships and the development of the women's game.

  Following discussion, it was **AGREED** that:

  (i) the Report would be distributed to at least those who had contributed; and

  (ii) Gemma Fay would be invited to the June meeting to discuss the women's game and the JWG's Report.

  Action: arrange distribution of JWG Report (GF/ DW) and invite G Fay to June SRU Board meeting (RH)

  Pro teams
  Glasgow are 2nd in URC ahead of the play-offs, with a potential scheduling clash for one of the matches, and alternative venues being considered due to URC venue requirements for semi-finals and the final.

- **External Bodies**
  URC –the position with the Welsh teams remained unchanged.

  Six Nations – Nations Championship – [REDACTED- CONTRACTUALLY CONFIDENTIAL]

  World Rugby –discussions continued with World Rugby regarding the four-year cycle and the financial situation for unions in each RWC year. JM noted there is another meeting scheduled for June, with this being a likely topic of conversation.

- **Cattigan Family**
  Further to the discussion around the memorial trophy, JM confirmed that the court case had been dismissed with no expenses to or by either party.

4.2 SRL Executive Update

DW referred to the circulated report and highlighted the following:

- ***Celtic Challenge*** - *[REDACTED – COMMERCIALLY CONFIDENTIAL]*

- ***URC –*** *[REDACTED – CONTRACTUALLY CONFIDENTIAL]*

- ***1872 Cup Fixture –*** a new date has been agreed in principle between URC and the SFA for 24 April 2027 at Hampden Park. LC queried whether alternative venues could be considered.

- ***Philanthropy Project: Scottish Rugby Foundation*** – a Trustees' update meeting had been scheduled for the end of May. DW noted SRU Board are to nominate one of the elected Custodian Directors to become a Trustee. The paperwork creating the Foundation had been submitted to OSCR for approval.

- ***Men's season 2026/2027 –*** there has been a strong demand for season passes. The 2 and 3-match packages were selling well and in line with the usual sales patterns. Uptake for the 4-match packages was slower.

- ***Catering Tender*** **–**the hospitality contract with Elior UK has been extended to September 2027 and would include concerts during Summer 2027 to reduce operating disruption if there was a handover /transition to a new contractor as a result of the tender process.[REDACTED – CONTRACTUALLY CONFIDENTIAL]

- ***Facilities/ campus*** **–** progress on improvement work on Murrayfield had slowed but not stopped. Resourcing was being examined with Chris Stewart of the SRL Board.

  Oriam facilities included office space for Sport Scotland and the SFA. There is discussion on whether this could be made available to Scottish Rugby and the venue as a whole be used as a permanent training base for the national teams . DW noted that there is also potential for a performance space at Edinburgh University

- ***Women's Professional Contracts –*** all contract discussions had been completed. 43 contracts have been offered with 38 contracts signed so far.

- ***Pulse Survey –*** a short employee survey (excluding players) had been completed recently. The Employee Net Promoter Score had improved from -16 in December 2025 to -4 in March 2026.

  The scores in most areas of the business had improved but there is recognition that work still had to be done. CB queried what the aspirations of the business are in this regard and noted that a score between 10 and 30 is seen to be 'good'. DW responded that the aim is to reach good/excellent scores but recognised that issues and comments of employees have to be addressed and managed if that was to be achieved. Pay and the cost of living were areas of note.

  CR commented that the response rate was poor and asked about steps being taken to encourage people to respond and how expectations were being managed when people joined the business.

LC noted that the business might consider third party accreditation such as Investors in People and thought should be given to how employee relations could be improved.

DW advised that there are plans for surveys to be rolled out every few months, with the next one in June. He confirmed the results of the surveys are shared at all-colleague days.JM was speaking with S Bell on response rates. LC asked that the SRU Board also be given the results of the next survey.

Action: improve participation rate and provide SRU Board with results from next employee survey (SB/DW)

- ***Brand Project –*** progress on the Brand Project had slowed, with further work to be done.

4.3 SRL CFO Update

- ***Trading Update***

  DW referred to his last update in March which reviewed the quarter to March 2026 against the forecasted figures. Revenue had increased as a result of prize money from the Six Nations and sponsorship deals but was offset by the bonuses paid to the players as a result of Six Nations finishing position.

  KW raised his concern that win bonuses were not self-funding and asked that this be reviewed in the medium/long term.

  Discussion then followed about how player bonuses are funded and the possible use of insurance to pay for these bonuses. DW confirmed that players and senior coaches were entitled to on-field performance-related bonuses depending on finishing positions but this did not apply to support staff. Insurance might be used to cover the financial risk associated with paying bonuses if, for example, a Grand Slam was to be won.

  DW noted that players and their agents are also increasingly recognising the value of image rights and appearances and pushing for increased payments as a result.

- ***Four Year Plan***

  DW referred to a series of slides setting out the approach to the 4-year plan. This had been presented to the SRL Board. He noted the targets for the current cycle: to breakeven in FY27; minimise the impact of the RWC in FY28 while acknowledging that significant funds will need to be spent; and demonstrate sustainable growth in FY29/30.

  The current Four-Year Plan was based on key assumptions and DW outlined those, noting there is likely to be a reduction in revenue reported, although no impact on profit due to how the Six Nations revenue has been accounted for previously. Revenue reporting would also change in future due to adoption of new UK reporting standards (FRS102) . This would also make the approach to the 15% of revenue benchmark for the rugby development budget clearer.

  The catering contract model might also change following the tender process, which could see headline revenue increase depending on the model adopted, noting that SRL does not run the current sales function but would then also have to recognize associated costs.

This was recognized as potentially having an impact on how the 15% contribution should be calculated. The Board agreed that the right thing for Scottish Rugby commercially should be done, with further discussion to then follow on how the 15% budget benchmark should be addressed once the position on the tender and revenues was clearer.

DW advised the Four-Year Plan included inflation / cost of living increases at 2.5%, with six concerts during the summer months being assumed each year. The CVC tag along would provide additional one-off income in FY26/27 but a reduced URC contribution in future years.

DW noted that there is likely to be a reduction in revenue in FY27/28 due to the impact of a RWC year and one fewer home 6Ns game. Revenue figures included an assumption of a continuing grant from World Rugby, with revenue from hospitality in the RWC year projected to be lower. The Four-Year Plan provided for investment in growth areas.

Income from sponsorships was assumed to increase from [REDACTED- COMMERCIALLY CONFIDENTIAL] with some sponsorships due to be renewed in FY28 and FY29. Although most sponsors would prefer to be on the front of game day shirts, discussions continued on potential sponsorship of training wear, with this as a potential area for increased income. DW confirmed that sponsorship on the shirts for RWC was not permitted but unions had requested that World Rugby review this before 2031.

DW then commented on the cost base and highlighted the projected figures for Rugby Development and the balance to reach the required 15% funding target. DW outlined areas such as marketing costs and facilities. Insurance and IT costs were expected to increase.

The Board noted that some areas of spending on facilities will be optional but there would be some compliance work required.

DW explained the Rugby Development contribution percentage in detail and noted that the allocation is expected to be between £11.5-11.6m in FY27 and is estimated to rise again in FY28, showing significant increases from FY25.

DW commented on the Base Case from the assumptions in the Four-Year Plan , which produced an estimated loss of £250k in FY27 with a larger loss expected in FY28 but growth predicted for FY29 and FY30. The 26/27 budget proposal would target breakeven with DW noting opportunities to improve on the Base Case in areas such as marketing, ticketing and additional concerts.

KW commented that with the future movement of players and coaches in the period there may also be an opportunity to use resources in a more commercially beneficial manner.

LC questioned how to present the Four-Year Plan at the AGM and in reporting to owners. He suggested that high level points of the finance report could be included in the Annual Report to demonstrate planning going forward. This could mention the

Four-Year Plan and the 15% contribution to provide clarity and transparency.

Action: include a separate finance report section in Annual Report (DW).

LC noted that the SRU would review and consider approval of the FY26/27 budget on 25 June, assuming this has been approved by SRL at their meeting on 2 June. Early sight of the budget proposals should give sufficient time for SRU to reflect on the budget. It was **AGREED** that questions asked by SRL Directors on the budget proposals would also be made available to the SRU Board ahead of the meeting on 25 June.

Action: provide early sight of budget proposals (DW) and questions asked by SRL Directors (RH).

HS and BS would also meet with DW ahead of the 25 June meeting to discuss the CRB element of the budget proposals.

Action: DW to meet with BS and HS (DW,HS,BS)

- ***[REDACTED CONTRACTUALLY CONFIDENTIAL]***

- ***Group Risk Register – SRL Audit Committee Follow Up***
  DW noted that FM has been supporting the SRL Audit Committee in its risk review activity. An extensive exercise had been undertaken with the leadership team. DW explained that a revised methodology is being used, applying gross and residual risk and placing a quantum on risks where possible.

  Cancellation insurance was an area where financial consequences might be mitigated and was therefore being considered for some competitions.

  DW referred to the Group Risk Register and noted that Audit & Risk Committee was keeping this under continuous review. In response to BS, DW confirmed that where risks are identified as being 'red', an action plan is in place, and it is clear who is responsible for managing the risk.

  DW referred to discussions around cyber security and the recent presentation to the SRL Board, with JM highlighting that a cyber-related risk mentioned had been the extent of company information that was published. It was intended that a similar presentation take place with the SRU Board with LC noting that it would be helpful as part of that to identify what information in particular might present a risk.

  DW noted that a follow up review of the Group risks element of the Risk Register will be undertaken with SRL Chair.

- ***Material Matters***
  Reference was made to the circulated paper. There were no Material Matters to report formally but the circulated papers and items of business had provided updates on matters identified at earlier meetings.

5 CLUB RUGBY REPORT & MATTERS ARISING

HS noted the last CRB Quarterly meeting was held on 1 April and updated the Custodian

Directors on recent activity of the CRB.

- ***CRB Membership Update***
  HS noted that two members have resigned. The Match Official Representative's membership of the SRRA had been withdrawn which had required her to step down. The National 3 Representative had tendered his resignation due to ongoing health issues.

  The SRRA and National 3 forum are in the process of filling these positions which will be brought to SRU Nominations Committee for approval on eligibility criteria.

- ***CRB Finance Committee***
  The CRB had created a finance sub-group and had requested assistance from the SRU Nominations Committee in identifying a Chair of the sub-group as part of the group's terms of reference. The Board **RATIFIED** the involvement of the SRU Nominations Committee in that process, noting that on the recommendation of that Committee, the CRB had appointed Eric Hugh as the Chair of its Finance Committee. The meeting on the CRB budget was also to include Eric Hugh.

  Action: include Eric Hugh in CRB budget meeting (DW)

- ***CRB Strategy Group***
  The next meeting of the strategy group will be early June to allow feedback to CRB at the next quarterly meeting scheduled for 10 June.

  HS noted the 7's sub-committee had met in person on 1 May and discussed the season structure and template for 7's events. A Women & Girls Performance Pathway Update live webinar was taking place at 7pm on 14 May.

- ***SCOG Review of CRB***
  A meeting is scheduled for 20 May to finalise the draft paper to be issued to CRB for the start of the consultation, before wider circulation to clubs/forums.

- ***New Ticketing/Procedures***

  Olaf Gueldner joined the Meeting.

  A detailed discussion took place about new club ticketing procedures.

  HS explained that there have been issues with the new ticketing regime and procedures. She had been involved in discussions with the Head of Ticketing and Rugby Development Director. CRB were to be advised of the policy/procedure and rationale for the change.

  CRB were notified by email on 19 April 2026 with CRB members to direct questions, comments and issues to the Head of Ticketing. SRU had been given sight of the email on 20 April 2026 and the President had asked for a 'check & challenge' consultation.

  CRB members had forwarded club Ticket Secretary contact details to the head of Ticketing for her to contact the Ticket Secretaries to discuss the policy/procedure.

  Following calls with the Ticket Secretaries, an FAQ paper was to be published at the same time as the announcement of Club Ticket Access on 30 April 2026.

All Ticket Secretaries were invited to a webinar on 5 May 2026, and 50 clubs had attended. A 'How to do' video was also made available to clubs to guide them through the new procedures.

HS had asked to meet Gavin Scott and DW due to discontent and comments made by the clubs. A meeting was also scheduled with OG and the Head of Ticketing, during which HS had explained the concerns and discontent and shared questions she had been receiving from clubs. These had been collated and forwarded to Ticketing. HS confirmed that the 'buying window' has been extended.

OG explained the reasons for the changes to ticketing, enabling Scottish Rugby to control and better understand who is coming to the venue. This should reduce tickets being sold by touts or on the black market. He provided an example of the game against France on 7 March, noting that the official allocation was 5,000 tickets but around a further 15,000 tickets were downloaded to French mobile phone numbers, triggering a need to tighten policies and procedures.

On investigation it had been found that some clubs were transferring or reselling all of their tickets. It had been considered the only way to regain some control was to ensure that the purchaser kept at least one ticket in their app, so not all of the tickets could be transferred. OG noted this should help combat touting, it being less economically viable to then have to keep a ticket.

OG advised that these policies and procedures were to be applied to every ticket. The rationale was to ensure the clubs supporting the game had access to as many tickets as possible, with true supporters being able to buy tickets through Scottish Rugby's own channels and avoid third-party reselling. OG noted that there were safety and security reasons for restrictions on ticket transfers and being able to identify those who were present in the stadium.

OG confirmed that the only partnership Scottish Rugby have in relation to ticket sale is with Mike Burton Travel and no longer have relations with Viagogo. The change to ticketing is an operational improvement, enabling each club member to have a log-in and code to then buy their tickets directly.

OG noted that there were concerns about the transfer of tickets purchased as gifts or if someone can no longer go to the match – in these circumstances, the purchaser was able to contact the call centre.

HS advised that the key themes of the complaints she has received from member clubs included that the changes felt rushed, and the buying window was too short, HS recognised this has now been extended. Another theme being the clubs feel they should be the first to get access to buying tickets and this would encourage people to join clubs and become active members.

HS also noted that the availability of international tickets sits deeply in the relationship between clubs and members. The general consensus was that despite the communications undertaken, the change had been thrust on the clubs without much warning. OG advised that if the changes were not implemented now it would need to be delayed for a further year .

JM advised that Scottish Rugby needed to communicate better the reasons why the changes have been implemented to the clubs and explain the rationale as being in the longer-term best interests of Scottish Rugby. JM queried whether a podcast could be produced.

LC commented that the reasons for the changes to ticketing have to be communicated with the clubs and that Scottish Rugby should go direct to the members to explain the importance of the changes. LC recognized that while the changes were an operational function of Scottish Rugby, well-intended and for valid reasons, the owners should not feel aggrieved. LC suggested that communication should be made with all clubs and to those buying tickets in the last 12 months with an explanation as to the changes and underlying rationale.

BS queried whether it would be possible to remove the requirement for one ticket having to stay in the app for clubs but instead to remind the clubs that if tickets are found to be resold, there was a risk of sanctions for the clubs. OG advised that the system was not yet configured to distinguish between individual tickets and club-related tickets.

JM suggested that there be a communications exercise for the clubs to advise that the clubs have been listened to, the window has been extended for purchasing and implementing the rules around transferring tickets will be delayed. JM noted that this could give the clubs more time to adjust.

LC emphasised the importance of issuing communications to the clubs as soon as possible and then a wider communications project can be rolled out.

OG would also check whether the software can allow for the clubs to be ring fenced from the new rules for ticketing and reiterated the availability of the call centre for assistance. JM noted that care should be taken around the use of the call centre and its capacity with FM commenting on the need to ensure a consistent approach to authorisation of requests and what was allowable.

It was **AGREED THAT** that the new ticketing policy/procedure should be paused for the moment and should be introduced from January 2027.

LC asked OG to work with KW and HS to develop a communications plan and noted BS and CR can assist with this too given their previous experience.

LC also suggested that before tickets go on sale to the public post should be available on the website as to the rationale behind the change in ticketing policies.

LC thanked JM, DW and OG for their contributions.

Actions: pause on introduction, comms plan and check on technical solutions (OG)

JM, DW, FM and OG left the Meeting.

6 SRU BUSINESS

- ***AGM 2025 & 2026 Date***
  The Minutes of the 2025 AGM were **APPROVED.**

  It was **AGREED** that the 2026 SRU AGM be scheduled for Wednesday 2 December 2026 at 6pm, to be held on a hybrid basis at Scottish Gas Murrayfield and live online.

- ***SRU Nominee – Scottish Rugby Foundation***
  The Constitution of the new Scottish Rugby Foundation provided for the SRU Board to nominate one of the elected Custodian Directors as a Trustee. The SRU Nominations Committee had been asked to consider the potential candidates and make a recommendation. CR confirmed that the Committee recommended that AM be appointed. The recommendation was **APPROVED,** with AM confirmed as the Scottish Rugby Union nominee as a Trustee of the Scottish Rugby Foundation, to hold office in accordance with the Foundation's Constitution.

- ***Independent Financial Review***
  LC noted that interviews are ongoing and progress regarding the review is being made. LC advised that he is awaiting an update on the review from Maxine Manditsch as the nominated SRU liaison.

- ***Custodianship in Practice***
  The three asks of SRL Board and the Custodianship in Practice statement were noted and **APPROVED.**

- ***Code of Conduct – Update***
  LC confirmed that the SRU Code of Conduct remained with SCOG for consideration.

  Appointment of Conduct Chair
  RH advised that the Code of Conduct provided for the appointment of a Conduct Chair by the SRU and SRL Boards. The position was currently vacant. It had been proposed that Pam Woodman, the current Chair of the Scottish Rugby Discipline Panel, be appointed.

  LC noted a concern in relation to separation of responsibilities and independence that conduct matters of the SRU Board could be decided upon by someone the SRU Board had themselves appointed. It was noted that the primary role of the Conduct Chair under the Code was to identify members of a panel to hear a conduct case.

  Following discussion, it was **AGREED** that Pam Woodman be appointed as Conduct Chair under the Scottish Rugby Union Code of Conduct but subject to exclusion from sitting on a panel or appeal panel for conduct cases involving Custodian Directors.

- ***NED Role Briefing Paper***
  The contents of the circulated paper were noted.

- ***NED Terms of Office – SCOG Referral***
  It was confirmed that the request for SCOG to review the terms of office of non-executive directors had been remitted to SCOG, with their report awaited.

- ***Board Portal***
  RH confirmed that the Board Portal was operating with information and meeting papers available there and updated regularly.

- ***Custodian Benefit Declaration***
  RH reminded directors that benefit declaration for FY25./26 would need to be submitted shortly. The relevant form would be circulated. Work was also being done on an online version to make the process easier to complete and manage.

RH also reminded directors of the need to provide personal codes for Companies House purposes.

7 AOB

There was no further business. LC thanked those attending for their contributions and closed the Meeting.

APPROVED BY THE SRU BOARD
25 June 2026