



**Scottish Rugby Union & Scottish Rugby Union
Limited**

Council & Board Meeting Minutes

Redaction Policy

March 2021

SCOTTISH RUGBY UNION AND SCOTTISH RUGBY UNION LIMITED
COUNCIL & BOARD MEETING MINUTES - REDACTION POLICY

1. ABOUT THIS POLICY

- 1.1 This Policy deals with the redaction and publication of minutes from meetings of:
 - 1.1.1 the Scottish Rugby Union Council, and
 - 1.1.2 the Board of Scottish Rugby Union Limited, in its capacity as the Board of Scottish Rugby Union under powers delegated under the Bye-Laws of Scottish Rugby Union, and as the Board of Directors of Scottish Rugby Union Limited under that company’s Articles of Association.
- 1.2 This Policy has been introduced following a motion approved by the members of Scottish Rugby Union on 26th November 2020. The aim of this Policy is to ensure that an open and transparent system is in place for the redaction of certain information contained in meeting minutes which it would be inappropriate to disclose publicly.
- 1.3 Final responsibility for the application of this Policy to the redaction of minutes shall fall to the SRU President (for Council minutes) and the Chairman of the Board (for Board minutes) taking account of the advice of the Company Secretary, Secretary to the Council and professional advisers, where appropriate.
- 1.4 This Policy will be reviewed annually and may be amended from time to time.

2. REASONS FOR REDACTION

- 2.1 There will be certain instances where it will be necessary to make redactions to minutes. Certain general principles apply to meetings held by the Board and the Council, and in addition the directors must be mindful of the general principles of confidentiality and the statutory duties of directors set out in the Companies Act 2006.
- 2.2 Further detail on the information that may be redacted, and reasons for doing so, is noted below.

Reason for Redaction	Explanation
Commercial Confidentiality or Sensitivity	Information which, if disclosed: <ul style="list-style-type: none"> a) may cause real (or significant) harm to the organisation; b) may damage the reputation of the organisation or third parties with whom the organisation has dealings, or the confidence that stakeholders, sponsors, customers, suppliers or other interested parties have in the organisation; c) has a detrimental impact on commercial revenue, or trading relationships or threaten the ability to obtain supplies or secure finance;

	d) reveals market-sensitive information or information of potential usefulness to competitors, other rugby or events organisations, or those negotiating with the organisation.
Data Protection	Information relating to an individual if consent to disclose has not been obtained. This would include personal data or special category personal data, or information (including personal information) about employees, directors, officers, club members and officials, third-party suppliers/consultants.
Information provided in confidence	Where the organisation has agreed to keep information confidential there is a duty of confidence, provided that the information has the necessary quality of confidence. This would also apply where the nature of the information or the circumstances in which the information is obtained imply that the information should be kept confidential. Contracts and transactions with third parties tend to have stringent confidentiality provisions prohibiting information from being shared publicly without consent.
Legal Professional Privilege	This may include communications between the Board/Council and (a) external lawyers in private practice (solicitors or counsel), and (b) in-house legal advisers, provided that the information has been given either for the purpose of obtaining legal advice or there is a reasonable prospect of litigation or litigation is pending.

3. TIMELINES AND METHODS OF PUBLICATION

- 3.1 Minutes will be published within 20 working days after the relevant meeting.
- 3.2 Depending on timing of approval, minutes may initially be published in 'draft' form pending their approval by the Board or Council (as appropriate) at its next meeting. If initially published in draft form, once approved by the relevant body finalised minutes will be published on the website.
- 3.3 If redactions are made, the redacted minutes will identify where a redaction has been made, and the reason(s) for doing so.
- 3.4 Scottish Rugby Union and Scottish Rugby Union Limited reserve the right to delay the publication of minutes if to publish within the specified timescale:

- 3.4.1 would or may breach the terms of an order made by a court or regulatory body having jurisdiction over the organisation; or
- 3.4.2 would, or may be likely, in the reasonable opinion of the President (in the case of Council minutes) or the Chairman (in the case of Board meeting minutes) to cause damage to the interests or reputation of the organisation or a member club, or to the interests, reputation or wellbeing of any individual.

Approved by the Council and Board

25 March 2021