



SCOTTISH RUGBY UNION

TERMS OF REFERENCE

OF THE

SCOTTISH RUGBY COUNCIL STANDING COMMITTEE ON GOVERNANCE

Approved by the Council – 22nd October 2020

TERMS OF REFERENCE

1. Introduction

- 1.1. In this document, references to:
 - 1.1.1. the “**Board**” shall mean the board of the Company;
 - 1.1.2. the “**Company**” shall mean Scottish Rugby Union Limited;
 - 1.1.3. the “**Council**” shall mean the Council of the Scottish Rugby Union;
 - 1.1.4. the “**Governance Committee**” shall mean the Council’s Standing Committee on Governance;
 - 1.1.5. the “**Independent Chair**” shall mean Gavin MacColl QC; and
 - 1.1.6. the “**Union**” shall mean the Scottish Rugby Union.
- 1.2. The Council has decided to establish the Governance Committee as a sub-committee of the Council to assist the Council with consultation and recommendations on aspects of the Union’s governance.
- 1.3. These Terms of Reference set out the roles and responsibilities of the Governance Committee and its members.

2. Establishment and Membership

- 2.1. The Governance Committee shall be chaired by the Independent Chair, whom failing by such other person as the Council may approve from time to time.
- 2.2. The membership of the Governance Committee and its Terms of Reference shall be approved from time to time by the Council.
- 2.3. In addition to the Independent Chair, the initial membership of the Governance Committee shall comprise the following persons:
 - 2.3.1. Ian Barr;
 - 2.3.2. Gordon Thomson;
 - 2.3.3. Kenneth Knott;
 - 2.3.4. Bobby Frazer;
 - 2.3.5. Hazel Swankie;
 - 2.3.6. Rob Flockhart;
 - 2.3.7. Julia Bracewell; and
 - 2.3.8. Malcolm Offord.
- 2.4. The Governance Committee may be supplemented from time to time by such other persons as may be nominated to do so from time to time by the Governance Committee and who are considered by the Governance Committee to have skills, experience or qualifications that are required to assist the Governance Committee with its roles, responsibilities, remit and powers. Such persons shall be invited as an observer but shall not be a member of the Governance Committee or entitled to vote at meetings.
- 2.5. Members of the Governance Committee shall not act as representatives of any particular club, league, region, forum or group within the game and shall act, in good faith, impartially and objectively in the best interests of Scottish Rugby as a whole.
- 2.6. The Company shall provide reasonable administrative and secretariat support to the Governance Committee.

- 2.7. If a member of the Governance Committee wishes to withdraw from membership, they may do so by written notice to the Independent Chair.
- 2.8. Any members of the Governance Committee that have an actual or potential conflict of interest in relation to any matters under discussion will require (a) to disclose that actual or potential conflict, and (b) not to participate in any discussions relating to that matter.
- If any member of the Governance Committee finds themselves in a position whereby, for whatever reason, they are unable to participate in substance of the work of the Governance Committee (for example by reason of a material, ongoing conflict of interest or a repeated failure or inability to attend meetings of the Governance Committee), they will be expected to tender their withdrawal from membership of the Governance Committee, which failing they may be removed from membership of the Governance Committee by a majority vote of the Council.
- 2.9. It is anticipated that the Governance Committee shall produce a final written report to the Council upon conclusion of its work.
- 2.10. The Governance Committee shall continue until its final business is concluded, or until disbanded by the Council, whichever is earlier. The Governance Committee shall produce such interim report(s) as may be considered necessary or appropriate.

3. Attendance and Business at Meetings

- 3.1. Meetings of the Governance Committee may be held in person, or by telephone or video conference call. Recommendations of the Governance Committee may be sought at meetings of the Governance Committee, or by email return from members.
- 3.2. Recommendations of the Governance Committee shall be sought on a unanimous basis but where unanimity is not established the Governance Committee shall be entitled to make a recommendation through a simple majority of its members.
- 3.3. Notwithstanding Clause 2.1 above, if the Independent Chair is unable to attend or is delayed by more than 15 minutes in attending a meeting of the Governance Committee, the members of the relevant group attending (provided they are otherwise quorate) may nominate one of the members present to act as temporary chair for that meeting, or until the Independent Chair arrives (as the case may be).

4. Frequency and Location of Meetings

Meetings will be held on such occasions and at such times and places as the Independent Chair may consider necessary and convenient for the purposes of completing the Governance Committee's objectives for the year.

5. Remit

- 5.1. The remit of the Governance Committee shall be one of review and recommendation to Council, and Board, as follows:
- 5.1.1. to consider and review the present governance structures of the Scottish Rugby Union and Scottish Rugby Union Limited;
 - 5.1.2. to consider the reports of previous independent governance reviews received by the Union (together with any background papers prepared for and advice taken in relation to those reviews), and any feedback received on such reports;
 - 5.1.3. to devise and distribute consultations in relation to the same;

- 5.1.4. to collate and analyse consultation results; and
 - 5.1.5. to formulate proposals and recommendations as to the ways in which the governance and operational structures of these organisations might be revised and improved in the interests of Scottish Rugby as a whole.
- 5.2. The Governance Committee shall regularly report to the Council and, when deemed appropriate by the Council or the Governance Committee, inform the Board on all the above matters.

6. Powers

- 6.1. Neither the Governance Committee nor any of its members, while acting in their capacity as members of the Governance Committee, shall act on behalf of or hold itself or themselves out as being entitled to act on behalf of the Union or the Company or bind the Union or the Company in any way.
- 6.2. The role of the Governance Committee shall be restricted to review and recommendation, in accordance with these Terms of Reference and it shall not have any decision-making authority.
- 6.3. Members of the Governance Committee are appointed on the basis of their own skills, experience and knowledge and not as representatives of any league, forum, club region or group. The members of the Governance Committee are required to keep confidential the discussions of, material being considered by and potential recommendations of the Governance Committee (unless expressly authorised by the Governance Committee and Independent Chair to place such material into the public domain).
- 6.4. The Governance Committee may consult with such individuals or organisations (including league representatives and forums) as it sees fit in order to achieve its objectives.

7. Remuneration and Expenses

- 7.1. Participation on the Governance Committee is unpaid.
- 7.2. Expenses wholly, reasonably and necessarily incurred by a member of the Governance Committee as part of the Governance Committee's business will be reimbursed by the Company, subject to the provision of receipts and in accordance with the Company's then current Expenses Policy.
- 7.3. Claims for mileage expenses shall be subject to the Company's then current mileage rates and policy.
- 7.4. All expenses claims should be submitted to the Secretary to the Governance Committee.

8. Papers and Reporting

- 8.1. A copy of the papers for each meeting of the Governance Committee shall be made available to each member of the Governance Committee as soon as reasonably practicable in advance of that meeting.
- 8.2. The minutes of meetings of the Governance Committee (once approved for such circulation) shall be circulated to members of the Governance Committee as soon as reasonably practicable after the relevant meeting.

9. Confidentiality

The papers and deliberations of the Governance Committee shall remain confidential and shall not be disclosed or circulated other than as provided for in these Terms of Reference, unless the consent of the Independent Chair has been obtained.

10. Amendments to Terms of Reference

Any amendments to these Terms of Reference shall be subject to the approval of the Council.