

Minute of Stage 1 of the Annual General Meeting of the Scottish Rugby Union, held by video conference, on Saturday 15th August 2020 at 10.30am.

Present

I Barr (Vice-President) in the Chair

G Thomson, C Rigby, GM Scott, A Little, M Gillanders, W Gardner, J O'Neill, AJ Forsyth, H Swankie, B Richmond, K Knott, J Anderson and R Hume (Members of the Scottish Rugby Council); J Halliday and IT Rankin (co-opted Members of the Scottish Rugby Council).

J Jeffrey (Interim Board Chairman); LE Thomson, D McMillan and J Bracewell (Independent Non-Executive Directors); M Dodson (Chief Executive), RM Howat (Secretary), DC McKay (Chief Operating Officer), AP Healy (Finance Director) - Members of the Scottish Rugby Board.

WG Dixon, RW Flockhart and EA Crozier (Past Presidents)

S Begbie (Director of Rugby Development), SJH Gemmell (Technical Director), S Bell (Director of Human Resources), GA Ireland (Head of Regulation), RG McGhee (Regulatory and Technical Executive), D Struth (Managing Director, Edinburgh Rugby), N Bombrys (Managing Director, Glasgow Rugby).

Club, Associate Body and Associate Club area representatives comprising 204 individuals.

There were also in attendance: B Frazer and E Hugh (Council Members elect); K Wallace (Vice Presidential candidate), M Offord (Council Member candidate), D Belmore (Championship Committee Convenor); E Cameron (sportscotland); representatives of the auditors, members of the press and members of staff.

Distributed for Meeting

- *Meeting Notice of 29 July 2020 (including Agenda)*
- *Note on procedure at AGM*
- *Minutes of 2019 AGM*

Apologies for Absence

D Bradbury (President); AG Hastings (co-opted member of Scottish Rugby Council); GB Masson, GK Smith, B Duffy, AR Irvine, I McLauchlan, DAD MacLeod (Past Presidents).

Clubs – Cumnock, Hawick Harlequins, Oban Lorne, Stewartry and Strathaven.

Welcome and Opening Comments

The Vice President welcomed all present and advised that the President passed on her apologies as she was unable to attend while recovering from recent medical treatment. In the President's absence the Vice President would chair the Meeting.

The Vice President advised that due to the Covid-related restrictions the Meeting would be held in two stages. The first on-line part would deal with the core business, with a second part to deal with other business including Motions to be held at a later date.

The Vice President intimated that club representatives must be members of the clubs which they represent.

The Vice President paid tribute to absent friends and those in the rugby community who had passed away during the previous year.

The Vice President invited the Secretary to intimate any apologies, which were as noted above.

The Vice President confirmed that the Meeting was quorate, having more than one third of the representatives entitled to attend and vote present.

Notice calling the Meeting

The Vice President referred to the Notice calling the Meeting, which is filed with this Minute, and proposed that it be taken as read. There was no dissent. The Secretary outlined the voting

procedure. Voting on items of business would be open throughout the Meeting, until advised otherwise.

**President,
Chairman and
CEO Remarks**

The Vice President commented on the ongoing difficulties caused by the Coronavirus pandemic and, on behalf of the President, thanked everyone for their continued commitment and support in difficult times.

The Interim Chair of the Board, J Jeffrey, said that he had been humbled and honoured to step into the role of Chair of the Board and paid tribute to the outgoing Chair, C Grassie.

The Interim Chair referred to the challenging financial times caused by the pandemic and stressed that the Board had decided not to go down the route of redundancies but had asked employees to take wage reductions. He thanked colleagues for their support.

The Interim Chair noted that the previous year had seen a governance review which had been referred to a Council and Board Task Force to progress. This would now be taken forward by the incoming President when circumstances allowed.

The Interim Chair paid tribute to the outgoing President Dee Bradbury, who had been the first female President of a Tier 1 Union and who was a great ambassador for the game. He wished her well in her recovery from illness. He concluded by paying tribute to Council Member Adam Gray who had recently passed away, describing him as being passionate but not political; a man whose every decision was made for the betterment of Scottish rugby.

Chief Executive M Dodson looked back on a remarkable year which had begun with the Rugby World Cup. The Scotland team's performance in Japan had not been acceptable but a number of changes had been made and improvement had been shown in the 6 Nations. The two professional teams had done well to date, especially Edinburgh who had qualified for the knockout stages of both the Guinness Pro14 and the European Challenge Cup.

The Chief Executive outlined the financial impact of the Coronavirus pandemic, including an £18m reduction in revenues, £14m of which had been offset by cost savings. The bank had been very supportive, recognising the business's good history of paying down debt and in growing revenues. On the positive side the private equity investment in the Pro14 had been a huge boost for the game and it was hoped that there may also be a similar financial boost in respect of the 6 Nations in due course.

The Chief Executive thanked departing Board Chairman C Grassie and President D Bradbury and paid tribute to Adam Gray. He closed by welcoming Interim Board Chair J Jeffrey, new President Ian Barr and all club representatives attending the AGM.

**Minutes – 2019
AGM**

The Vice President proposed the approval of the draft Minutes of the 2019 Annual General Meeting (held on 10 August 2019), copies of which had been distributed prior to the Meeting. He noted that the proposal was being seconded by N Anderson (Kelso).

The Secretary called for an electronic vote on the approval of the Minutes and advised that the result of the voting would be announced later in the Meeting.

**Election of Vice
President for
2020/21 and
2021/22**

The Secretary advised that two nominations had been received for the position of Vice President – C Rigby (Stewart's Melville) and K Wallace (Haddington).

The Secretary called for a vote and advised that the result would be announced later in the Meeting.

**Election of
Scottish Exiles
Representative
on Council**

The Secretary advised that one nomination had been received for the position of Scottish Exile Clubs representative – M Offord (London Scottish); proposed by London Scottish and seconded by Hong Kong Scottish.

The Secretary called for a vote and advised that the result would be announced later in the Meeting.

Membership Applications

The Secretary intimated that there had been one application for full membership, from *Royal High Rugby*.

The Secretary called for a vote on the application and advised that the result would be announced later in the Meeting.

Ratification of President for 2020/21 and 2021/22

The Secretary advised that the ratification of Vice President I Barr as President, which would normally be confirmed by applause, would take place by electronic voting. He called for a vote of approval and advised that the result would be announced later in the Meeting.

Results of Voting

Voting was then closed and the Vice President invited the Secretary to intimate the outcome of the voting.

The Secretary intimated the outcomes as follows:

Minutes of 2019 AGM:

The Minutes of the 2019 AGM were unanimously approved.

Election of Vice President:

The votes cast for each candidate were as follows:

C Rigby: 112 votes

K Wallace: 97 votes

C Rigby (Stewart's Melville) was therefore duly elected to serve as Vice President for 2020/21 and 2021/22.

Election of Scottish Exiles Representative:

M Offord was elected to serve as Scottish Exile Clubs representative for a three year term 2020/23 by a large majority.

Admission of Full Member Club

Royal High Rugby were unanimously admitted as a Full Member club.

Ratification of President

The Meeting unanimously approved the ratification of I Barr (Lasswade) to serve as President of the Scottish Rugby Union for 2020/21 and 2021/22.

Election of Members of Council

The Secretary advised that the following representatives had already been elected to serve on the Council:

National 1: G Tosh (*Dundee High School FP*) elected for 3 year term 2020/23.

National 2: E Hugh (GHK) elected for a 3 year term 2020/23.

National 3: B Frazer (*Murrayfield Wanderers*) elected for a 3 year term 2020/23.

The Secretary further advise that J O'Neill (Irvine) had been elected to succeed A Gray as the Glasgow South Regional League representative and had joined the Council in May 2020.

The President welcomed the new members to Council and thanked departing elected members G Scott and A Little for their service on Council.

Questions from Clubs

The Vice President advised that in advance of the Meeting clubs had been asked to submit any relevant questions or items they wished to see addressed under Other Business. The wording of the questions submitted and answers given at the Meeting were as follows:

Cartha Queens Park (E A Crozier): "Will the Executive and Board confirm their support for the Glasgow Hawks Motion which calls for openness and transparency and, if not, why not?"

The Vice President responded that the Motion was due to be considered in stage 2 of the AGM so the question would be most relevant and would be revisited then. He did however advise that the Council and Board had not reached a concluded view on either of the Motions as yet but this would be done in advance of stage 2 after the newly elected Council had considered the Motions.

Falkirk (B Faulds): "We were recently advised at the National 2/3 Forum that the CEO's 2019 bonus was not formulaic or quantitative in nature - is this correct? If correct, how was such an outstanding bonus qualitatively justified? Are currently running LTIPs similarly non quantitative? Will CVC funds contribute directly or indirectly?"

The Vice President responded that stage 2 of the Meeting would have the benefit of additional information from the Annual Report and Financial Statements so the question would be readressed then. However, he said that he thought it would be helpful to mention a couple of points. The schemes are quantitative, for example under "financial performance" turnover, surplus and debt are considered and under "sporting performance" the performance of the senior international teams and professional teams are assessed against tournament results. There are also qualitative elements including the Academy programme, rugby development, management structures and pathways. Targets are set and monitored by the Remuneration Committee. As a result of the effects of the Coronavirus pandemic, the Executive Directors had waived any annual bonus participation for financial year 2019/20. The Vice President added that there was a great deal of work going on in connection with employees as part of the response and recovery from the effects of Coronavirus so it would be inappropriate to say any more at that time; but the question would be readressed at stage 2 of the Meeting.

Croy (P Justice): "With the likelihood of restricted capacity at Murrayfield for the "alternative" 6 Nations, what principles will you adopt regarding ticket allocations taking into account the interests of Member Clubs, Season Pass holders and debenture holders?"

The Vice President responded that there was still considerable uncertainty around capacity but various stadium configuration models had been developed, the most appropriate of which would ultimately depend on what was permitted by the Scottish Government. It was likely however that demand from core supporter groups would far outweigh availability so all ticketing policies would be addressed to establish how purchasing can be facilitated while ensuring that Scottish Rugby was in the best financial position to recover from the major impact Covid-19 had had on revenues. It was hoped that more information would be provided by early September.

The Secretary confirmed that a further question had been submitted through the electronic platform during the Meeting regarding why statistics on player numbers had not been included in the presentations. The Secretary advised that this information would be included in the Annual Report when it was published.

Closing Remarks

The Vice President reflected on the unity the rugby community had displayed throughout the Coronavirus pandemic.

He paid tribute to outgoing President D Bradbury who was recovering at home from recent illness, noting that as the first female President of Tier 1 Union her term in office was an endorsement of Scottish Rugby's determination to remain open and inclusive. This was also reflected in her commitment to rugby in remote and far-flung communities. On behalf of the whole rugby community the Vice President thanked D Bradbury for her unstinting service.

He wished Scottish Rugby Patron HRH The Princess Royal best wishes on the occasion of her 70th birthday.

Meeting adjournment

The Meeting was formally adjourned until a later date to be advised at which time the remaining business would be concluded in Stage 2.

Meeting Close The Meeting, which had commenced at 10.30am, closed at 11.06am.

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