

Our Ref: AGM 2020/Letter 2
5 June 2020



**To: Secretaries of Full Member Clubs, Associate Bodies and Associate Clubs
Members of Scottish Rugby Council and Scottish Rugby Board
Past Presidents**

Scottish Rugby Union Limited
BT Murrayfield
Edinburgh EH12 5PJ

+44 (0)131 346 5000
scottishrugby.org

Distribution by E mail

Dear Sir/Madam

ANNUAL GENERAL MEETING 2020

Motions

Notice has been given to the Union under Bye-Law 18 of motions to be proposed at the Union's 2020 AGM.

There are two Motions to be discussed. These are set out in the attached Motions paper.

Amendments to Motions

Under Bye-Law 18 Amendments to the Motions submitted may be proposed by Full Member clubs, Associated Bodies, the Scottish Rugby Council or the Scottish Rugby Board. A seconder is required.

Any Amendment proposed in respect of either Motion must reach me no later than **28 June 2020**. Proposed Amendments from Clubs or Associated Bodies must be in writing, be dated and signed by the Secretary of the Full Member Club / Associated Body proposing and seconding the amendment, and be on the headed paper of the Club/Associated Body concerned.

Amendments may be submitted by letter but in the present circumstances an emailed pdf is requested, and **should be submitted by 5pm on 28 June 2020 to the following email address: robert.howat@srugby.org.uk.**

Other AGM Business

Nominations for Vice- President

Two nominations have been received and accepted for the election of a new Vice-President. The candidates are **Colin Rigby** (Stewart's Melville RFC) and **Keith Wallace** (Haddington RFC).

Candidate CV details can be found on the Scottish Rugby website, AGM section.

Applications for Full Member status

An application has been received from Royal High Rugby for Full Member status.

AGM 2019 Draft Minutes

The draft Minutes of the 2019 Minutes are now available on the website, AGM section.



Registered in Scotland No 132063

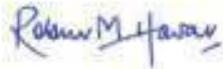


AGM arrangements

As a result of the continuing restrictions due to the Covid19 outbreak, social distancing and public safety measures in force, the position on AGM timing (intended date Saturday 15 August) and how the meeting might best be conducted in light of the business which needs to be covered, remains under discussion.

Should you have any queries with regard to the above, please do not hesitate to contact Scottish Rugby's Head of Regulation, Graham Ireland (E: graham.ireland@sru.org.uk) in the first instance.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Robert Howat', is centered on the page.

Robert Howat
Secretary

Please note that all AGM correspondence and papers can be found on the AGM section of the Scottish Rugby website. Go to the website and then: About Us → Annual General Meeting.

SCOTTISH RUGBY UNION
ANNUAL GENERAL MEETING 2020
MOTIONS

1. **Motion 1** : Proposed by Currie RFC, Seconded by Glasgow Academicals RFC

2. **Motion 2** : Proposed by Glasgow Hawks RFC, Seconded by Grangemouth Stags RFC

Motion

To effect the following changes to the bye-laws:

Change 1:

Delete the wording of the current bye-law 14.1 and replace it with:

- *“The Scottish Rugby Council shall oversee and review the management of such of the affairs of the Union and the executive management thereof as are delegated to the Board of Scottish Rugby Union Ltd, subject always to bye-law 15.1 as amended herein, which allows the Union on the advice of the Scottish Rugby Council to take back such delegated affairs and executive management, in whole or in part.”*

Change 2:

Delete current bye-law 14.2.5 and replace it with the following:

- *“To ensure that the Union and its subsidiary company Scottish Rugby Union Ltd adopt systems of good governance”.*

Change 3:

Delete the wording in the first sentence of current bye-law 15.1 and replace it with:

- *“The Union may perform the following matters in whole or in part acting directly or through Scottish Rugby Union Ltd or through such other arrangements as the Union may determine, namely:*

Change 4

Delete, in the first sentence of bye-law 27, the words “Scottish Rugby Board” and replace them with:

- *“Scottish Rugby Council”*

Rationale and Object

The Scottish Rugby Union is a union of rugby clubs and others who make up its membership. The Union meets regularly at its General Meetings, but it discharges the delivery of its objectives and functions through subsidiary bodies, specifically the Scottish Rugby Council (the Council) and the wholly owned Scottish Rugby Union Ltd.

The recent release of the Decision-Making Matrix has highlighted areas of concern in the balance of powers between the Council and the Board of Scottish Rugby Union Limited (the Board). These prevent the Council from fulfilling its role and remit in representing the interests of the Union and they could result in conflict or legal dispute, as highlighted in a published response to a question asked during the Gammell & Murray review process.

The object of this motion is not to restrict the Board nor Executive of Scottish Rugby Union Ltd in the discharge of its responsibilities to the Union: rather, it is to reset the balance of Byelaws 14 and 15 and 27, to allow the Scottish Rugby Council to oversee and review the management and strategic activities of the Board. The motion is put forward in the knowledge that the Union’s corporate governance is due for a wider review in the coming period. However, we consider that the issues identified must be addressed as a priority to ensure the operation of an essential element of the Union’s corporate accountability and to facilitate that wider review.

Motion 2: Openness and Transparency Motion

THAT: Openness and transparency are essential elements in good governance

As part of that openness and transparency member clubs have a right to access formal Minutes of Council and fora meetings and a reasonable expectation to receive a full minute from Board meetings. The publication of these and minutes of AGMs and SGMs will be within 20 working days of each respective meeting. It is understood that there will be necessary redactions for matters of a highly sensitive commercial or legal nature but these will be the exception.

The current convention whereby any written questions from members of the Union submitted more than 14 days prior to an AGM or SGM will be read out and answered verbally at such meeting, will continue to operate and the questioner will receive written confirmation of the answer provided, within 20 working days of the meeting.

In addition, member clubs whose secretary submits a written question on its behalf and through their elected Scottish Rugby Council representative, will receive a response within 20 working days of receipt of that question.

The current Decision-Making Matrix and Code of Conduct will become the responsibility of the Council and will be suspended subject to immediate review.

Rationale

There has been growing concern amongst member clubs about the culture of excessive secrecy within the Council of the Union and the Board of its wholly owned subsidiary, Scottish Rugby Union Limited, and the adverse effect on good governance this has had.

This motion represents an opportunity to signal a new beginning, to embrace an important principle of transparency and so begin to rebuild trust and co-operation.

We look forward to the forthcoming governance review, under the direction of the incoming President, which will have the opportunity to assess the content of any replacement Decision Making Matrix and Code of Conduct.

It may take as a useful starting point from the Dunlop report "actions of the Scottish Rugby Board are at all times transparent to the Scottish Rugby Council" and that "there are created harmonious relationships between the various bodies and committees within the SRU & with management at all levels".

For those on the Board of the subsidiary, SRU Ltd, company law obliges a director to act in the best interests of the company and owes a duty of confidentiality to his or her company, disclosing confidential information only for the benefit of the company and its members, in this case, the Clubs.