

Our Ref: AGM 2020/Letter 3
3 July 2020

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



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Distribution by E mail

Dear Sir/Madam

**SCOTTISH RUGBY UNION
ANNUAL GENERAL MEETING 2020 - UPDATE**

Motions and Amendments

Notice has already been given of two Motions to be proposed by member clubs at the Union's 2020 AGM. Amendments to those Motions were due to be submitted by 28th June 2020.

Glasgow Hawks, seconded by Grangemouth Stags, submitted amendments timeously to the Motion they had previously provided.

The Amendments being proposed are set out in the attached paper.

You will also find the Amendments and the underlying Motions on the Scottish Rugby website www.scottishrugby.org following the link [About Scottish Rugby → Annual General Meeting](#).

AGM arrangements

As members are aware, the restrictions imposed as a result of the Coronavirus pandemic have raised issues over how the Union's 2020 AGM can best be held. The Council and Board have remained committed to conducting the AGM, so far as practicable, on Saturday 15th August as previously scheduled, although as a result of continuing lockdown restrictions it continues to be unlawful for a meeting of this size to be held in person at that time.

The Council and Board have considered alternatives, including conducting the AGM business by virtual means, and are grateful for the feedback received from forums and member clubs.

It has also been recognised that some of the intended business, particularly the discussion and debate over important Motions and Amendments, would be better and more fairly and effectively conducted in person, rather than on a virtual basis.

The Council and Board have therefore decided that due to these exceptional circumstances the Union's 2020 AGM should proceed in two stages: the first being on 15th August 2020 on a virtual meeting platform to deal with some items of core business, and then adjourning to a later date (to be determined in due course) when the remaining business, including consideration of the detailed Motions and Amendments submitted, can be safely and properly conducted in person.



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The core business to be conducted on a virtual meeting platform will include the ratification of the current Vice-President as President, the election of a new Vice-President, the election of an Exiles Club Representative to Council, and a vote on the Full Member club nomination. This will in turn enable the new President's term in office to begin and the new Council to be established as originally planned.

The formal notice calling the meeting, together with details of the business to be conducted, supporting documentation and details on how to participate will be circulated to members in due course.

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.

Many thanks for your continued understanding.

Yours faithfully,

A handwritten signature in blue ink that reads "Robert M Howat". The signature is written in a cursive style with a horizontal line under the name.

Robert M 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 Scottish Rugby → Annual General Meeting.

Amendment to Motion 2: Openness and Transparency Motion

Submitted by Glasgow Hawks and Seconded by Grangemouth Stags RFC

Amendments

To add the following two concluding sentences to part 1 –

"Council, Board, fora and AGM / SGM /GM minutes will be issued within the above timescale in draft form initially, with final versions including any highlighted changes being attached to subsequent minutes. It is further understood that Council will strongly encourage fora to follow the above principles, and that elected Council members, other than the President and Vice President, will hold at least quarterly fora meetings."

To add the following concluding sentence to part 4 –

"The review will be commissioned by the Scottish Rugby Council and in the period prior to re-activation or amendment of the documents, the individuals serving on the Council and Board will act in accordance with the byelaws of the Union and the Articles of Scottish Rugby Union Limited and adhere to principles and behaviour consistent with good governance."

Rationale

The Proposer and Seconder are grateful to the Secretary of the Union for his guidance with regard to the wording of the motions and the proposed amendments address issues raised by him to assist with implementation and to ensure clarity.

It is understood that the motion in its initial form and as amended requires a majority of two thirds or more of those present and entitled to vote.

On the assumption that the amendments are approved the revised Motion will read:

Openness and Transparency Motion

THAT: Openness and transparency are essential elements in good governance

1. 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. Council, Board, fora and AGM / SGM /GM minutes will be issued within the above timescale in draft form initially, with final versions including any highlighted changes being attached to subsequent minutes. It is further understood that Council will strongly encourage fora to follow the above principles, and that elected Council members, other than the President and Vice President, will hold at least quarterly fora meetings.
2. 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.

3. 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.
4. The current Decision-Making Matrix and Code of Conduct will become the responsibility of the Council and will be suspended subject to immediate review. The review will be commissioned by the Scottish Rugby Council and in the period prior to re-activation or amendment of the documents, the individuals serving on the Council and Board will act in accordance with the byelaws of the Union and the Articles of Scottish Rugby Union Limited and adhere to principles and behaviours consistent with good governance.

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.