



**THE SCOTTISH RUGBY UNION AND
SCOTTISH RUGBY UNION LIMITED**

**TERMS OF REFERENCE
OF THE
NOMINATION COMMITTEE
OF
THE BOARD OF DIRECTORS**

APPROVED BY THE BOARD, AS AMENDED, ON 23 JULY 2020

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

The Board of Directors (the “**Board**”) of Scottish Rugby Union Limited (Registered number SC132061) (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Nomination Committee (the “**Committee**”), under and as permitted by the Company’s Articles of Association.

In addition to its powers and responsibilities under the Companies Acts, common law and under the Articles of Association, the Company and the Board also exercise certain powers delegated by Scottish Rugby Union under the Scottish Rugby Union Bye-Laws, which in turn may be delegated by the Board to the Committee under the Articles.

These Terms of Reference extend to the Company and to any wholly or majority-owned subsidiaries of the Company which together constitute a group of companies for the purposes of accounting or legal reporting (the “**Group**”) as well as to the exercise of powers provided for or delegated to the Board under the Scottish Rugby Union Bye-Laws.

2. Membership

- 2.1. The Committee shall be appointed from among the non-executive Directors of the Company and who are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.
- 2.2. The Committee shall consist of at least three members, of whom at least one shall be a Council-nominated non-executive director and at least one an independent non-executive director.
- 2.3. A quorum shall be two members, of whom one shall be a Council-nominated non-executive director and the other an independent non-executive director.
- 2.4. The Chair of the Committee shall be appointed by the Board. If by 15 minutes after the scheduled time of commencement of the meeting the Chair is not present, another member of the Committee may act as Chair temporarily, until the arrival of the Chair, provided that the meeting is otherwise quorate.
- 2.5. The membership of the Committee shall be notified to the Scottish Rugby Union Council, from time to time.

3. Attendance and Business at Meetings

- 3.1. Only members of the Committee shall be entitled to attend the Committee’s meetings. The Chief Executive, Company Secretary and HR Director shall normally be invited to attend all or part of the Committee’s meetings.
- 3.2. The Company Secretary or with the consent of the Chair of the Committee, a member of staff delegated by the Company Secretary, shall act as Secretary to the Committee.

- 3.3. Other Board members, or external advisers may be invited by the Chair or the Committee to attend all or part of any meeting of the Committee.
- 3.4. Meetings may be held in person or by telephone, videoconference or email and shall be confidential.
- 3.5. Committee members shall disclose any actual or potential conflict of interest at the beginning of a meeting or immediately on it arising, to then be dealt with by the Committee as provided for in the Company's Articles of Association. The Committee member involved may require to be recused and/ or play no part in the business of the meeting to which the conflict relates.
- 3.6. Any resolution or decision of the Committee in writing (including by e-mail) signed, or in the case of e-mail providing assent, by a majority of the members of the Committee shall be as effective as a resolution passed or a decision made at a meeting of the Committee duly convened and held, and may consist of several documents in like form, each signed or in the case of email, providing assent, by one or more of the members of the Committee.
- 3.7. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair of the Committee shall have a casting vote.
- 3.8. If the Chair elects not to use his or her casting vote, the question shall be referred to the Board for determination.

4. Frequency of Meetings

Meetings will be held at least three times a year and otherwise as necessary. Meetings may be called by the Committee Chair or by the Company Secretary.

5. Duties

The duties of the Committee shall be as follows:

Specific Duties

- 5.1. to review the structure, size and composition of the Board from time-to-time and evaluate the balance of the skills, knowledge and experience of the Board members (executive and non-executive) available to the Board;
- 5.2. to prepare descriptions of the role and capabilities required for appointments to the Board, to the boards of directors of any other Group company and appointments to international rugby bodies;
- 5.3. to regularly review plans for succession of executive and non-executive Board members, directors of other Group companies and international representatives and make recommendations to the Board, as required;
- 5.4. to identify and nominate, for the approval of the Board as the case may be, candidates to fill Board and other Group company board vacancies as and when they arise;
- 5.5. to make recommendations to the Board on:

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- 5.5.1. the continuation in office or re-election of existing Board members or the members of the boards of other Group companies;
 - 5.5.2. the filling of vacancies in the membership of Board Committees, in consultation with the Chairs of those Committees; and
 - 5.5.3. the appointment by the Company of representatives to serve or continue to serve on the international rugby bodies on which Scottish Rugby Union or the Company are s entitled to representation;
 - 5.5.4. the approval by the Board of nominations by the Scottish Rugby Union Council of additional representatives to serve or continue to serve on the international rugby bodies on which Scottish Rugby Union or the Company are entitled to representation.
- 5.6. to identify appropriate means of assessing the performance of international representatives and to assess their performance regularly;
 - 5.7. to make recommendations to the Board on the re-appointment or removal of international representatives;
 - 5.8. to review the Nomination Committee's Report, if any, for inclusion in the Group's annual report to members of Scottish Rugby Union;

General

- 5.9. to undertake such other tasks, projects and activities as may be delegated to the Committee by the Board;
- 5.10. to report annually to the Board on the conduct of the Committee's business and the Committee's effectiveness; and
- 5.11. to review the Committee's terms of reference, from time to time, as appropriate.

6. Authority

- 6.1. In carrying out its duties under these Terms of Reference the Committee has authority to:-
 - 6.1.1. take account of recommendations on best practice produced by various organisations from time to time, including the Financial Reporting Council;
 - 6.1.2. consult, where considered appropriate, with the other Board members, the Chief Executive, the Scottish Rugby Union Council and external advisers on matters falling within the Committee's remit;
 - 6.1.3. require the attendance of any employee or worker of the Company or any other Group Company at a meeting of the Committee;
 - 6.1.4. undertake such training for Committee members as the Committee considers reasonably necessary and appropriate to enable the members of the Committee to properly carry out their responsibilities;

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- 6.1.5. approve terms and conditions of engagement of external advisers appointed to assist the Committee in the performance of its functions and their remuneration, on behalf of the Company; and
- 6.1.6. obtain external legal or other independent professional advice and to secure the attendance of third parties with relevant experience and expertise if it considers this necessary for the fulfilment of its duties.
- 6.2. The Committee has access to the advice and services of the Company Secretary and HR Director on all Nomination Committee matters.
- 6.3. The delegation of certain duties and authority to the Committee by the Board shall not prevent the Board from itself performing those duties or exercising that authority.

7. Reporting

- 7.1. The Secretary shall circulate the minutes of meetings of the Committee to all Committee members, and if requested and if no conflict of interest arises, to the other Board Directors.
- 7.2. A copy of the papers for each Meeting is to be made available by the Company Secretary to each member of the Committee and to the Chief Executive and HR Director (except where the contents of papers may give rise to a conflict of interest) as soon as practicable in advance of the Meeting. Copies of papers shall be made available to other Board Directors who are not members of the Committee, on request to the Company Secretary.
- 7.3. The Chair of the Committee, or in the Chair's absence, a member of the Committee or the Secretary shall report on the business of a meeting to the Board at the next following Board meeting.
- 7.4. These Terms of Reference may be published by the Company in such form and manner as the Board may decide.

8. Approval of Terms of Reference and Amendments

These Terms of Reference, and any amendments to them, shall be subject to the approval of the Board.

Approved by the Board, as amended, on 23 July 2020

Robert M Howat
Company Secretary