

**MINUTE OF QUARTERLY MEETING OF THE SCOTTISH RUGBY COUNCIL
HELD BY MICROSOFT TEAMS
AT 5.00pm ON THURSDAY 10 DECEMBER 2020**

Present:

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| Ian Barr | (IB) | President |
| Colin Rigby | (CR) | Vice-President |
| Alistair Forsyth | (AB) | Borders Representative |
| Bobby Frazer | (BF) | National 3 Representative |
| Bob Richmond | (BR) | North Regional Representative |
| Eric Hugh | (EH) | National 2 Representative |
| Gavin Hastings | (GH) | Co-opted Representative (British and Irish Lions) |
| Gerry Tosh | (GTo) | National 1 Representative |
| Gordon Thomson | (GT) | Premiership Representative |
| Hazel Swankie | (HS) | Midlands Representative |
| Ian Rankin | (IR) | Co-opted Representative (Pro14) |
| John Halliday | (JH) | Co-opted Representative (Rugby Europe) |
| Jonathon Anderson | (JA) | Schools Representative |
| Kenneth Knott | (KK) | Referees Representative |
| Malcolm Offord | (MO) | Scottish Exiles Representative |
| Murdo Gillanders | (MG) | Edinburgh Regional Representative |
| Willie Gardner | (WG) | Glasgow North Regional Representative |

Apologies:

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|------------|-------|---------------------------------------|
| Jim O'Neil | (JON) | Glasgow South Regional Representative |
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In Attendance:

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|-----------------|---------|---|
| Dominic McKay | (DMc) | Chief Operating Officer |
| John Jeffrey | (JJ) | Chairman of the Board |
| Robert Howat | (RHt) | General Counsel and Company Secretary |
| Shona Bell | (SBell) | Director of People and Internal Communication |
| [NAME REDACTED] | (XX) | Director of Rugby Development |
| [NAME REDACTED] | (XX) | Head of Business Operations – Rugby Development |
| [NAME REDACTED] | (XX) | Head of Training & Education |
| [NAME REDACTED] | (XX) | Senior Solicitor & Council Secretary |

1. Introduction**ACTION**

The President noted that a quorum was present and opened the Meeting.

The President advised that there were a number of guests attending the Meeting to update Council Members on various matters and noted that the agenda had been rearranged accordingly.

Apologies had been received from the Glasgow South Representative

2. Quarterly Review of Board Matters

2.1 *Regulatory & Company Secretary Report*

The Company Secretary referred to his report which had been circulated to the Council members in advance of the Meeting. The paper was taken as read. The following key points were highlighted:

- The Company Secretary referred to the outcome of the AGM (Part 2). The passing of the Glasgow Hawks RFC motion would require a new approach for reporting of Council and Board meetings going forward, from the date of AGM.

It was noted that as a result of the motions, minutes of each Council Meeting needed to be published within 20 working days of each Meeting.

It was highlighted that redactions may be needed for legal, data protection or commercially sensitivity reasons.

As a result of the motions, the Board were currently considering their approach in relation to the minutes to ensure a consistent approach for reporting to the Membership across the Board and Council. It was noted that the Board had sought external advice on this approach and the Council would be updated accordingly.

In relation to process, it was proposed that a draft set of minutes (a full set and, if redactions were necessary, a redacted set) would be prepared for the for the Chairman/President to approve. The draft minutes, or redacted draft minutes, as the case may be, would then be published.

The Council would revisit the topic at its January Meeting following the publication of the first set of Minutes.

The President thanked the Company Secretary for his update and noted that the Chief Operating Officer and the Chairman of the Board would be updating the Council Members on a number of commercially sensitive topics at the Meeting.

The President highlighted the privileged position which the Council Members were in and suggested it was a time for reflection for all Members. Despite the decision-making matrix and code of conduct currently being suspended the President highlighted the need for all Council Members to work in a respectful and collegiate manner.

2.2 *Chief Operating Officer Update*

The President welcomed the Chief Operating Officer to the Meeting.

The Chief Operating Officer advised that he would provide an update on a number of matters which contained commercially sensitive information.

The following points were noted:

- In relation to Government funding, the Chief Operating Officer noted that the Scottish Government had now announced that they were working with

Scottish Rugby on a funding package. The Chief Operating Officer also updated the Council on the discussions of the Pro14 Board.

[SECTION REDACTED – COMMERCIALY CONFIDENTIAL]

- The Chief Operating Officer thanked the President and the Director of Rugby Development for their contributions to the Threat Management Group (TMG).

He highlighted the substantial work being carried out by the TMG subgroups and noted the Return to Rugby group were continuing to consider how best to support grassroots rugby.

- In relation to supporters at matches, the Chief Operating Officer highlighted that it was unlikely that substantial numbers of supporters would be back in the Stadium in the short-term future as the relaxed rules over the Christmas period may lead to increased Government restrictions at the start of 2021.

It was noted that there would be no crowds at the 1872 match on 2 January 2021. It was still the intention to have a gradual return of crowds during the 2021 Six Nations.

- The Chief Operating Officer referred to the ticketing strategy and highlighted the difficulty in confirming the 2020/21 strategy when it was not yet known what the likely crowd numbers would be at any given point.

He noted the sign-up rate for the Nevis membership had been positive and went on to emphasise that the Nevis scheme did not affect Club ticket allocations, which were still ring first fenced.

The Chief Operating Officer flagged that tickets for the 2021 Autumn Tests were on sale, with full stadium capacity expected. He noted there had been a large take up on the three-match package. Thus far, Australia and South Africa had been confirmed as opponents, he was hopeful a third opponent would be announced soon.

It was noted that it was positive to see such a positive uptake on the release of the tickets. The Chief Operating Officer encouraged Council Members to reassure their Clubs that the Club ticket allocation remained in place.

The Chief Operating Officer invited questions from the Council Members and the following points were noted:

- A question had been received in advance in relation to Scottish Rugby's overseas partnerships. The Chief Operating Officer confirmed that the partnerships were ongoing, with some on pause due to the current pandemic.

He noted that Scottish Rugby's partnership with Old Glory had begun as a commercial opportunity to contribute to the emerging American rugby market. Since the start of the partnership it had also provided player and off-field staff opportunities for development.

It was noted that Scottish Rugby's partnership with Nice was currently paused. The Chief Operating Officer highlighted that the partnership had provided a number of players with the opportunity to extend and develop their rugby experience in a different environment.

- In relation to the Nevis membership, the Chief Operating Officer confirmed that he had met with the President and Vice-President to confirm that Club ticket allocations would be protected going forward and would not be affected by the Nevis membership. He reiterated that Council members should ensure that their Clubs knew their allocation was protected.

The Chief Operating Officer confirmed he that was working through the challenges of the effect of social distancing measures on Stadium capacity with his colleagues.

The Borders Representative noted that a communication that was issued to clubs in relation to the Nevis Membership appeared to suggest that Club members had to pay for Nevis Membership and their own club Membership in order to guarantee them tickets (if available). Chief Operating Officer highlighted that during 2020 the Nevis membership had had to be used for Track and Trace purposes but there was no suggestion that this membership would replace Club membership and the messaging of that would be considered. If the Nevis membership was to be continued, it would be in addition to the Club's ticket allocations.

- The Chief Operating Officer confirmed that once more analysis had been completed on the broadcast of the Autumn Nations Cup, he would update Council with the feedback.

[SECTION REDACTED – COMMERCIALY CONFIDENTIAL]

The President thanked the Chief Operating Officer for his update and his continuing hard work.

The Chief Operating Officer left the Meeting at 5:45pm.

2.3 *Chairman Update*

The President welcomed the Chairman of the Board to the Meeting.

The Chairman confirmed that the Chief Executive Officer had been unable to attend the Meeting and offered his apologies to the Council.

The Chairman noted that he would provide the Council with an update on key Board business. The following points are noted:

- The Chairman confirmed that the announcement of Government funding marked a monumental day for Scottish Rugby. He noted it was reinforcement of all of the work that had been done by Scottish Rugby to date and highlighted that the executive should be applauded for this result,

as it would not have been achieved without their substantial work and efforts.

He advised that due to the announcement of the funding, some final amendments might need to be made to the accounts but the accounts would be finalised in the coming days and the Clubs would be notified of the AGM (Part 3) date.

The Chairman noted that, in relation to question raised regarding the Executive L-TIP, the L-TIP scheme was no longer in place. The fifth year of the scheme would not be paid, and the fourth year's payment would be split over at least two financial years **[COMMENT SPECIFIC TO CEO CONTRACT REDACTED – PERSONAL DATA]**

- It was highlighted that the National Team Head Coach, Gregor Townsend, had had his employment contract renewed until 2023.
- The Chairman referred to the recent media reporting on the prevalence of concussion in Rugby. It was noted that Scottish Rugby's Chief Medical Officer, Dr J Robson, had presented on the subject to the Board. There were currently no Scottish players mentioned in the reported legal action, but that may change in due course. He advised that an internal statement was being prepared which would give Council Members information, should they be asked. The Chair asked that Council Members did not comment publicly on the topic until they had been provided with the relevant information.
- In relation to CVC 6 Nations deal, the Chairman confirmed that negotiations were continuing **[SECTION REDACTED – COMMERCIALLY CONFIDENTIAL]**

The Chairman noted that due to his position on the 6 Nations, he was not a member of Scottish Rugby's Investment Committee.

- The Chairman noted that the Board had recently undertaken Diversity and Inclusion training. He advised that it was an enjoyable and useful training session. He believed it would day be of great use to Council Members when they attended the sessions, as it had been to the Board.
- The Schools Representative suggested that following the concussion reporting in the media, consideration should be given to how Scottish Rugby strategizes safe play within rugby as parents would be likely to start asking questions of Clubs and schools on what the sport was doing to combat this.

The Chairman agreed that clear communication strategy would be required. He confirmed that this was now be a standing item on the Board's agenda and World Rugby had to consider relevant regulations.

- The President, on behalf of the Council, thanked the Chairman, the Chief Operating Officer and the executive for their effectiveness, persistence and commitment throughout the COVID-19 pandemic.

The President thanked the Chairman for his update and the Chairman left the Meeting at 6:05pm.

2.4 *People Update*

The President welcomed the Director of People and Internal Communications to the Meeting and advised the Director of People and Internal Communications would be joining the Board as of 1 January 2021.

The Director of People and Internal Communications thanked the Council for inviting her to the Meeting. She noted that she had met the majority of Council Members and looked forward to meeting those Members she had not yet met.

The Director of People and Internal Communications noted that she joined the organisation in June 2019 as HR Director and had since joined the executive and would join the Board from January 2021 with the new title of Director of People and Internal Communications.

The Director of People and Internal Communications referred to the Inclusion and Diversity workshop that had recently been undertaken by the Board and executive. She highlighted the importance of inclusion and diversity in the world at large, and particularly in sport.

In relation to the sessions that had been planned, the Director of People and Internal Communications noted that [**Name Redacted**] would be conducting the training. The Coach had worked with sports organisations internationally. It was intended that the Coach would undertake a one-to-one session with each Council Member and a group workshop would then be held with the Council.

The President thanked the Director of People and Internal Communications for attending the Meeting and noted that a “people and inclusion” update should be added as a standing item to all Council Quarterly Meeting agendas.

The Director of People and Internal Communications left the meeting at 6:10 pm.

3. **Rugby Development**

The President welcomed the representatives of the Rugby Development Department to the Meeting.

The Director of Rugby Development advised that she had received a number of questions from the Vice-President ahead of the Meeting. She noted she would circulate a link to Rugby Development’s strategic plan and the projects that were underway by Rugby Development Department following the Meeting.

The Rugby Development Department delivered a presentation on player numbers and the development of the SCRUMS system and the delivery of friendly fixtures with playing law variations.

The Rugby Development Department highlighted the key points:

- In relation to the playing of friendly fixtures, it was noted that for friendly fixtures to return, there would need to be modified law variations implemented. This would require the Council to make a recommendation to the Board.

The Council and Rugby Development Department representatives discussed the possibility of setting a date for the resumption of friendly fixtures. The Rugby Development Department advised that a start date of February 2021 was possible, based on consultation with the Government and Scottish Rugby's Chief Medical Officer.

The Rugby Development Department noted they were awaiting final sign off from the Government and World Rugby on the suggested resumption of friendly fixtures in February 2021. (Following the Council Meeting, the Government provided approval of the February 2021 resumption proposal).

The Director of Rugby Development noted that her department would provide the Council with all the relevant information for the commencement of friendly fixtures but highlighted that ultimately it was a decision for the Council to make on whether to recommend resumption.

During questions the following points were noted:

- In relation to changing facilities, it was noted that the guidance issued by Scottish Rugby was fully compliant with the advice of the Government. The Rugby Development Department noted they were creating case study examples which would provide Clubs with detailed guidance.

It was noted that the continuing restrictions on use of showering facilities would pose a challenge for Clubs. Rugby Development were seeking further information on from the Government on the matter and how usage restrictions may change as restrictions were relaxed.

It was highlighted that the lack of changing/showering facilities formed one of the reasons for a localised approach being deployed to minimise travel and use of shared changing facilities.

- It was noted that World Rugby had confirmed they had agreed that the end date of the 2020/21 season could be extended to 21 June 2021 if desired.
- Several Council Members noted that they were opposed to suggesting a February 2021 start date for friendly fixtures and referred to the Council's previous recommendation that a date should not yet be set for a restart date. It was noted that the communication to Clubs on the restart of playing must be handled well to ensure clarity and consistency of messaging.

The President noted that the discussion was not in relation to a recommencement of full training but instead a returned to a friendly modified version of the game.

The Rugby Development Department Representative highlighted that the potential return to friendly fixtures was intended for the whole game, which

would include schools. Whether or not a Club/School decided to take part in any such friendly fixture was ultimately a choice for each Club/School to make.

It was also noted that due to different levels of restrictions throughout the country, there were opportunities in some parts of the country for rugby to recommence and they should be allowed to do so, if they chose to.

The Schools Representative noted that safety was the main priority in considering the commencement of friendly fixtures, but he supported the Rugby Development Department's suggestion of setting a proposed start date to ensure that players stayed engaged with the game. Other sports were still being played, and without a realistic timeline for resumption, players may be encouraged to pursue other sports.

The Borders Representative noted that within the Borders, football was being played and as the Borders was in a lower tier, he had had a number of Clubs enquire when they would be able to restart. He noted a cautious approach was needed but the need to be ready to restart was fundamental.

The Director of Rugby Development noted the comments made by several Council Members and suggested that the Rugby Development Department should return to the January 2021 Council Meeting to discuss, when restrictions may be clearer.

She highlighted that the other home Unions had all provided their Clubs with clarity on when training and friendly fixtures would restart and noted that her department had already received many questions from Clubs asking why they were not yet able to play. The President agreed that it would be useful for the Rugby Development Department to return to the January 2021 Council Meeting once the effects of the Christmas relaxation of Government restrictions was known.

- It was noted that a Club could transit from a Tier 2 area, through a Tier 3 area, if their destination was also in a Tier 2 (or lower) area. Players in a Tier 3 area could not travel to a Tier 1 or 2 area to train. The travel of Match Officials was exempt from these requirements.
- The importance of the Clubs supporting each other in order to restart fixtures and encourage playing numbers was highlighted. It was noted there were already instance of this within the west region Clubs.

The Director of Rugby Development thanked the Council for all their hard work throughout 2020.

The President thanked the Rugby Development Department for their update and their continued hard work in what had been a difficult time.

The Rugby Development Department representatives left the Meeting at 7:15pm.

4. Minutes of Previous Meeting(s)

- 4.1 The Minutes of 10 September 2020 Meeting were **APPROVED**.
- 4.2 Minutes of 22 September 2020 Meeting were **APPROVED**.
- 4.3 Minutes of 9 November 2020 Meeting were **APPROVED**.
- 4.4 Minutes of 12 November 2020 Meeting were **APPROVED**.
- 4.5 Minutes of 22 November 2020 Meeting were **APPROVED**.

The Referees Representative commented on the timing of the circulation of the Minutes. It was noted that this was due to a number of supplementary Council Meetings being scheduled over the preceding months. It was highlighted that, as already discussed under agenda item 2.2., going forward Minutes would be published within 20 working days.

The Edinburgh Representative noted that the Minutes of 12 November 2020 Meeting confirmed that the Championship Committee and Regional Committee should have been consulted on the closure of the season. His understanding was that they had been informed about the closure of the season immediately before the official communication was released. The President noted the point.

5. **Safeguarding Update**

No safeguarding concerns were raised.

6. **Council Matters for Quarterly Review**

6.1 *Council Member Quarterly Reports*

The President referred to the circulated Council Member Quarterly Reports, which were taken as read. Council members were asked to verbally update on matters related to their individual reports. The following matters were noted in particular:

- The National 2 Representative noted that he had received a communication seeking assurance that the outcomes of AGM motions were being implemented. The National 2 Representative confirmed he reverted directly to the Clubs on the communication. They had also asked when the AGM Part 3 would be scheduled for.

The Pro14 Representative referred to a point raised within the National 2 Representative's Report regarding forums. The President confirmed that the Premiership and all three national fora had their own Chair and Secretary and the relevant Council Member report to them and the clubs via the fora Meetings.

- The National Three Representatives referred to the Club investment programme and questioned the disparity regarding the increase in National 2 and 3. He confirmed that he had sent his query to the Head of Business Operations - Rugby Development. The National 3 Representative advised he was seeking further clarity on the reply received. The President noted he would assist with seeking clarification.

- The Edinburgh Representative noted that player numbers and the retention of players had been on the agenda during his time on Council and believed it would be useful to discuss the matter.
- The Glasgow North Representative noted that he had also received a number of questions from one of his constituency clubs. The Council Secretary would assist in collating the information required to reply.

It was noted that, following the passing of the AGM motions, if Council Members received questions from Club Secretaries, they had 20 working days to reply to those emails. It was noted that the Christmas and New Year public holidays were not considered to be working days. The Council Secretary would keep a log of the questions received and diarise the response deadline. The Council Secretary also confirmed she would circulate the reply sent to the questioner to Council so Council Members had reference to the questions asked and answers given.

- The Pro14 Representative referred to the update given by the Chief Operating Officer and confirmed that the discussions were ongoing positively.
- The British and Irish Lions Representative confirmed that plans were progressing well with the 2021 South Africa tour. A delay to the tour had been considered but was not currently under consideration. A final decision would be made in the New Year, before the end of February 2021.

6.2 *Council Member Board Reports*

It was confirmed that this update had been provided under agenda item 2.

7. **GOVERNANCE**

7.1 *The Council's Standing Committee on Governance (SCOG)*

The President advised that SCOG had met on four occasions and matters were beginning to progress.

SCOG were carefully reviewing the use of the Trust and the implications of having it or not having it.

The President confirmed that the Board had allocated the group a budget to seek expert advice on the Trust.

The President sought approval from the Council regarding the inclusion of the review of the Code of Conduct and Decision-Making Matrix within the SCOG Terms of Reference. After consideration, the Council **APPROVED** the addition of these matters to the SCOG Terms of Reference. The Council Secretary would update the Terms of Reference accordingly.

7.2 *Player Payment Working Group*

The Vice-President confirmed that the work of the Player Payment Working Group was ongoing. It was intended that the Vice-President would present recommendations to the Council Meeting on 14 January 2021.

8. AOB

The following points were raised as AOB:

- The Rugby Europe Representative noted that in the current climate it was important the Council acted in a self-confident manner and were vocal in the work that the Council and the organisation was working to achieve.

The President reiterated his early point, that the Council needed a period of reflection and encouraged a focus on the good news stories that were currently going on and the progression being made by SCOG.

- The Council offered their best wishes to the North Representative on his upcoming birthday.
- In relation to the appointment of the Chairman of the Board, the President confirmed that the correct appointment process had been followed from start to finish. He highlighted the need for stability in the organisation and noted that the Chairman was a high-profile and well-respected representative in all rugby circles. The President wished him all the best for his tenure.

The North Representative highlighted that the Chairman's appointment allowed for a seamless transition. He also highlighted that appointing externally for a role of this type was difficult with an ongoing governance review.

- The Company Secretary advised that as part of signing off the accounts, a letter of representation was provided to the auditors to confirm whether or not there was any awareness of fraud or attempted fraud within Scottish Rugby Union in the last financial year.

All Council members individually confirmed that they were not aware of any fraud or attempted fraud within Scottish Rugby Union .

- The Council Secretary reminded Members that the next Council Meeting was a briefing meeting on 14 January. Papers would be issued on Monday 11 January.

With all business concluded, the President thanked the Council for their time, wished them all the best for the festive season and closed the Meeting at 8:10pm.

Date of next meeting: Thursday 14 January 2021.

APPROVED 13 JANUARY 2021