



SCOTTISH RUGBY
DECISION AND AUTHORITY LEVELS

November 2018

Amended and Approved by the Board: 1 November 2018

REDACTED VERSION FOR PUBLICATION – APRIL 2020

NOTES:

1. This document reflects corporate structures and the main responsibilities of the Council and Board set out in Scottish Rugby's constitutional documents and upon the directors under company law. In the case of the Council, this is principally review and oversight of the Board, and in the case of the Board, responsibility for the management of the organisation, which is undertaken on a day-to-day basis by the Executive Directors. Council oversight and involvement in decision-making also operates through the participation of the President and Council-nominated non-executive directors as Board members.
2. For the purposes of this document:

<i>Approve</i>	<i>An approval or consent is needed for the decision or proposal to be effective.</i>
<i>Consult</i>	<i>The body concerned should be consulted in advance of an approval being sought. Failure or delay in doing so does not invalidate a decision but may lead to adverse comment on review.</i>
<i>Inform</i>	<i>The body concerned is to be informed of the decision through formal reporting at the next scheduled Board meeting or Quarterly Council Meeting, as the case may be. Significant information should still be circulated on an interim basis.</i>
<i>Publish</i>	<i>Wider dissemination of information to the membership is necessary or appropriate. The Scottish Rugby website is the primary platform.</i>
<i>Recommend</i>	<i>A recommendation is needed or expected. Recommendations are not binding and do not have to be accepted. The absence of a recommendation does not prevent the Board or Council as the case may be, making a decision.</i>
3. Operational decision-making will otherwise normally be undertaken by the Executive Directors on behalf of the Company, subject always to the limits of authority applied and approved by the Board.
4. It is not possible to list all potential decisions which may require to be made – those identified stem from existing or anticipated provisions in constitutional documents or significant decisions which are likely to arise in the future based on strategic objectives.
5. The organisation is expected to operate effectively and without unnecessary delays in decision-making but with due regard to transparency, disclosure, financial controls and managing risk. Common sense is expected to be used in determining whether decisions not identified in this document should be referred for approval, particularly to the Board.
6. In exceptional circumstances, an immediate decision may need to be made by the Chief Executive, other Executive Directors or senior staff without first being able to seek guidance or additional discussion. This is most likely to be where there is an imminent and significant risk to the health, safety or security of staff or members of the public or of substantial damage to or destruction of premises, major assets, reputation or systems. The relevant body or person – likely, the Board Chairman and/or Board itself - should be alerted as soon as possible.
7. In the event of uncertainty, advice should be sought from the Company Chairman and/or General Counsel.

DECISION	EXEC. /CEO	SRU LIMITED BOARD COMMITTEE	SRU LIMITED BOARD	COUNCIL	MEMBER CLUBS	NOTES
SECTION 1: APPOINTMENTS						
President / VP					Approve (General Meeting)	Bye- Laws
Council Members					Approve (Forum/Constituency)	Bye-Laws & Election Rules
Board: Chairman			Approve	Inform		Articles
Board: Senior Independent Director		Recommend (Nominations)	Approve	Inform		
Board: Independent NED		Recommend	Approve	Inform		Articles
Board: Council-nominated NED			Inform	Approve		Bye-Laws & Articles
Board: CEO		Recommend (Nominations)	Approve	Inform		Articles
Board: Other Executive Director	Recommend (CEO)	Recommend (Nominations)	Approve	Inform		Articles
Standing Board Committees: Chair & Members		Recommend (Nominations)	Approve	Inform		
Subsidiary Company: Director	Recommend (CEO)	Recommend (Nominations)	Approve			

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National Team: Head Coach	Recommend (CEO)		Approve	Inform		
International Representatives		Recommend	Approve	Inform		Bye-Laws
International Representative-capacity as <i>ex officio</i> council member			Inform	Approve		Bye-Laws
SRU Trust: Trustee			Inform	Approve		Trust Deed
Championship Committee: Convenor	Recommend		Approve	Inform		NCRs
Reserve League Committee: Convenor	Recommend		Approve	Inform		NCRs
Discipline Panel and Appeals Panels: Chair and members	Recommend		Approve	Inform		Discipline Rules
Code of Conduct Panel : Chair			Approve			Code of Conduct. Formation of Panel and process confidential.
Council: Standing Committees/Working Parties - Chair and Members			Inform	Approve		Standing Committee on Governance , Season Structure
Council: U18s & U20s Ambassadors			Inform	Approve		

DECISION	EXEC / CEO	SRU LIMITED BOARD COMMITTEE	SRU LIMITED BOARD	COUNCIL	MEMBER CLUBS	NOTES
Auditors		Recommend (Audit & Risk)	Approve	Inform	Publish	Annual Report to inform members

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SECTION 2: RULES & REGULATIONS						
Bye-Laws and changes			Recommend	Recommend (+ Standing Committee)	Approve & Publish	Council Governance Standing Committee involvement
Interpretation of Bye-Laws			Approve			Bye-Laws provide for Board determination of meaning (Bye-Law 27)
SRU Limited: Articles of Association and changes	Recommend (Exec)		Recommend	Recommend	Approve	Bye-Laws, Articles and CA 2006.SRU Trust must also approve
Subsidiaries: Articles of Association and changes	Recommend		Approve			Subsidiary Articles, CA 2006 Power / consent reserved to ultimate parent
SRU Trust – Trust Deed and changes			Inform	Approve		SRU Trust and Governance Standing Committee involved.
Changes to format of Premiership and National League competitions				Consult & Recommend	Approve & Publish	Consultation with member clubs required. Bye-Law 14.2.3 introduced August 2018.
National Competition Rules	Recommend		Approve	Consult & Inform	Publish	Website Note requirements re format element of NCRs for Premiership and National Leagues
Minimum Standards - NCRs and Sustainability Awards	Recommend		Approve	Consult & Inform	Publish	NCRs and Participation/ Award Agreements

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Discipline Rules	Recommend		Approve	Inform	Publish	Website
Domestic Game Regulations and changes	Recommend		Approve	Inform	Publish	Website. Application of World Rugby rules
Anti-Doping Rules	Recommend		Approve	Inform	Publish	Website
Code of Conduct & changes	Recommend		Approve	Consult & Inform	Publish	Website
Board Committees: Formation, Terms of Reference and changes		Recommend (Committee)	Approve	Inform		
Council Standing Committees /Working Parties – Formation, Terms of Reference and changes			Inform	Approve		Standing Orders
Election Rules to Council & Changes			Recommend	Recommend	Approve	Part of Bye-Laws. Note Council Governance Committee involvement
Regional Club Forum and Exile Club Forum Terms of Reference and changes	Recommend		Approve	Consult & Inform	Publish	Relevant forum to be advised.
Election Rules to Championship Committee & Changes			Inform	Approve	Publish	NCRs
Council Standing Orders				Approve		

DECISION	EXEC / CEO	SRU LIMITED BOARD COMMITTEE	SRU BOARD	COUNCIL	MEMBER CLUBS	NOTES
SECTION 3: DECISIONS – decisions and approvals largely reserved to the Board but Council being informed						
SRU General Meeting: Decision to call	Recommend		Approve	Approve	Publish	Bye-Laws. General meetings can be called by Board or Council
SRU General Meeting: Specify date, time and venue	Recommend		Approve	Inform	Publish	Bye-Laws
SRU General meeting: Propose Motion	Recommend		Approve	Approve		Bye-Laws - Board and Council can separately or jointly propose. Practice is to do so jointly.
Approval of Strategic Plan	Recommend		Approve	Consult & Inform	Publish	
Approval of Annual Budget	Recommend	Recommend (Audit & Risk)	Approve	Inform		
Approval of Group Financial Statements	Recommend	Recommend (Audit & Risk)	Approve	Inform	Publish	
Approvals of subsidiary financial statements	Approve	Inform (Audit & Risk)	Inform			Statutory duty of subsidiary director (s). Included within Group accounts.

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Issue of debentures	Recommend		Approve			
External investment – investor and agreement content	Recommend		Approve	Inform		May be subject to confidentiality restrictions
Issue of shares: Subsidiary	Recommend		Approve	Inform		Subsidiary Articles, CA 2006 Consent reserved to Ultimate Parent (SRU Limited)
Sale or disposal or assets of shares: Subsidiary	Recommend		Approve	Inform		Power reserved to Ultimate Parent
Grant of charge or security: Parent Company	Recommend		Approve	Inform		SRU Limited
Grant of charge or security: Subsidiary	Recommend		Approve	Inform		SRH, GWL, ERL ,TMEL Power reserved to Parent Co.
Parent Co Guarantee	Recommend		Approve	Inform		SRU Limited
Bank Facilities	Recommend		Approve			
Removal of Council member for failing to sign Code of Conduct			Approve	Inform		Bye-Law power
Membership Roll approvals:						Bye-Laws and Regulations
- - Associated bodies	Recommend		Approve	Inform		

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- Associate members	Recommend		Approve	Inform		
- Full members			Inform	Inform	Approve	Bye-Laws. At AGM.
- Change to club name	Recommend		Approve	Inform		
- Club legal status	Recommend		Approve	Inform		
- Removal of full member status	Recommend		Approve	Inform		Bye-Laws. Failure to continue to meet required criteria.
Disposal of whole or substantial part of assets or undertaking (Ultimate Parent)	Recommend		Recommend	Recommend	Approve	Articles. Applies if not already authorised eg SGM Oct 2016

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SECTION 4: OPERATIONAL – decisions and approvals largely reserved to the Board and Executive						
Scotland National Teams: strip design	Recommend		Approve			
Pro team: Strip designs	Recommend		Approve			
National Team shirt sponsorship	Recommend		Approve	Inform		Commercial details remain confidential
Sponsorship contracts where ethical issue – eg gaming	Recommend		Approve			Board should consider consulting with Council
Commercial contracts ≥£[AMOUNT REDACTED] annual consideration	Recommend		Approve			Excludes utilities procurement where aggregated within approved budget Applies to any company in the group
Capital Expenditure ≥ £[AMOUNT REDACTED] k	Recommend		Approve			Applies to any company in the group

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Concussion Policy	Recommend	Recommend (SWI Committee)	Approve	Inform	Publish	Website. Note involvement of Chief Medical Officer
Equality & Diversity/Inclusion Policy	Recommend	Recommend (SWI Committee)	Approve	Inform	Publish	Website
Policies on Safeguarding/Child Protection & Vulnerable Groups, Ethics	Recommend	Recommend (SWI Committee)	Approve	Inform	Publish	Website
Transparency Statement	Recommend	Recommend (SWI Committee)	Approve	Inform	Publish	SWI Terms of Ref, Modern Slavery Act 2015 s54
Auditors' terms of engagement and remuneration	Recommend	Approve (Audit & Risk)	Inform			Audit & Risk Terms of Ref – delegated power
Player contracts ≥ £[AMOUNT REDACTED]k: (irrespective of team / employer)						RemCom Terms of Ref.- delegated powers
- commencement of negotiations	Recommend (CEO)	Approve (RemCom)				
- contract value	Recommend (CEO)	Recommend (RemCom)	Approve			

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<p>Player contract values \geq £[AMOUNT REDACTED]k but \leq £[AMOUNT REDACTED]k</p> <p>(irrespective of team / employer)</p>	Recommend (CEO)	Approve (RemCom)				RemCom Terms of Ref.- delegated power
<p>Executive Directors and Senior Management (incl Coaches) contract values \geq £[AMOUNT REDACTED]K</p> <p>(irrespective of team / employer)</p>	Recommend (CEO)	Approve (RemCom)	Inform			CEO's contract values dealt with by Remuneration Committee.
<p>Commencement of an employee performance improvement process</p>		Inform (RemCom)	Inform			
<p>Proposed use of a Settlement Agreement for any employee and terms (including players and coaches)</p>	Recommend (CEO)	Approve (RemCom)	Inform			Advance approval of proposed use required
<p>Severance terms of any employee subject to RemCom oversight threshold (excluding players).</p>	Recommend (CEO)	Approve (RemCom)	Inform			
<p>Early termination of player contract e.g. – injury clause activation, compensation being paid to Company for release</p>		Inform (RemCom)				Inform, in advance

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Unusual clauses or circumstances of a player contract falling below the £[AMOUNT REDACTED]k threshold		Inform (RemCom)				Eg sign-on fee, release fee payable, potential reputational issue
Policy on Council members' fees, expenses and benefits	Recommend	Approve (RemCom)	Inform	Inform		RemCom Terms of Ref-delegated power
Season start and end dates – "Close Time"	Approve		Inform	Inform	Publish	Delegated under Bye-Laws
Approval for fixtures during "Close Time"	Approve					
Non-referee society members – consent to referee in Scotland	Approve					
Decisions applying Domestic Game Regulations	Approve		Inform			Covers wide range of delegated decisions – artificial surfaces, tour clearances etc. General reporting in overall statistics
Changes to club name, legal status, membership status	Recommend		Approve	Inform		

SECTION 5: OPERATIONAL EXPENDITURE LIMITS AND CONTRACT SIGNING

Expenditure authorisation levels: Applicable to all Companies

[SECTION 5 CONTENT REDACTED]