

**Stirling County RFC****Annual General Meeting 2022****Stirling County RFC and Stirling County (Bridgehaugh) Limited**

**Held on Wednesday 14 September 2022 at 7:00pm at Bridgehaugh Park, Stirling FK9 5AP**

**Minute of Meeting****1 Welcome:**

- 1.1 John Gibson (JG) (Club President) opened Stirling County RFC and Stirling County (Bridgehaugh) Limited Annual General Meeting (AGM) at 7:00pm, welcomed all to meeting and outlined agenda.

**2 Apologies for Absence:**

- 2.1 Apologies for absence received from: -  
 Alastair Cunningham  
 John Henderson  
 Andrew Powrie-Smith  
 Keith Russell
- 2.2 Attendance list attached as appendix to this minute.

**3 Minute of AGM 2021:**

- 3.1 Approval: Minutes of Stirling County RFC / Stirling County (Bridgehaugh) Limited AGM held on 24 June 2021 approved and to be re-circulated to Membership.
- 3.2 Matters Arising: No matters arising were raised.

**4 President's Report – John Gibson:**

- 4.1 JG delivered his report covering his first year as Club President, and thanked members of the Boards, all volunteers on and off the field across the Club, employees, sponsors and supporters for their commitment and endeavours.  
 JG outlined the challenges faced by the club and the forward planning by the Boards, and emphasised the requirement for positive changes to meet the financial pressures and wider economic downturn.  
 JG explained the structure of the club and objectives of three companies comprising Stirling County RFC (charity), Stirling County (Bridgehaugh) Limited (trading company) and Stirling County (Super Rugby) Limited (Super 6 franchise). JG stated the continued importance of the Club being part of Super 6 rugby.  
 JG also stated that while engagement with members has improved, better communication with the wider community is required to engender further support. Sponsorship is key source of funding, and the Club's facilities require upgrading to increase footfall and generate much-needed income.  
 JG concluded by reiterating the need for all to embrace change in order to move the Club forward.

## 5 Rugby Report - Eddie Pollock, Vice-President:

5.1 Eddie Pollock (EP), Vice-President delivered his report covering rugby across the Club, including Mini, Academy/Youth, Senior Men and Women/Girls.

EP paid tribute to Siobhan Cattigan.

EP also congratulated County players who achieved national recognition, particularly highlighting the number of Under-18 girls selected for Scotland. EP emphasised the benefits of the academy which continues to develop strong number of players going forward to play senior rugby.

EP thanked Stewart Milne (Rugby Academy Manager), Scott (Groundman) and the group of volunteer farmers who have assisted in undertaking essential maintenance of the pitches.

5.2 Ben Cairns (BC) - Wolves (Super 6) Head Coach, summarised the successes and challenges for Super 6 team, with fourth-placed finish in 2021 Fosroc Super 6 Championship and runners-up in 2022 Sprint Series.

BC highlighted the number of Wolves players who have played for Scotland Under-20s, and those who have achieved full-time professional contracts.

BC also praised the vibrant match-day experience at Bridgehaugh for Super 6 matches with increasing crowd numbers, which is key to the promotion and success of the competition.

## 6 Finance Director's Report – Keith Notman:

6.1 Draft Accounts for Financial Year 2021/22:

Keith Notman (KN) (Trustee / Director – Finance) presented summary of Club's draft accounts for 2021/22, illustrating financial performance for Stirling County RFC (*charity*) and subsidiary companies Stirling County (Bridgehaugh) Limited (*trading company*) and Stirling County (Super Rugby) Limited (*Super 6 franchise company*) and the consolidated group position for financial year 2021/22 (to 31 March 2022) as summarised below:-

Consolidated (3 companies) group 2021/22 year-end position:

Total income	£624K
Total expenditure	<u>£621K</u>
Overall surplus	£3K

For each company: -

Stirling County RFC year-end position:

Total income	£237K
Total expenditure	<u>£177K</u>
Overall surplus	£60K

Stirling County (Bridgehaugh) Limited year-end position:

Total income	£167K
Total expenditure	<u>£203K</u>
Overall loss	£36K

Stirling County (Super Rugby) Limited year-end position:

Total income	£221K
Total expenditure	<u>£242K</u>
Overall loss	£21K

## 6.2 Current Financial Year 2022/23:

KN highlighted the financial challenges facing the Club with increasing energy and other costs and the impact of wider 'cost of living' pressures on income generation.

KN presented the financial position at end of first quarter of current financial year (2022/23) (to 30 June 2022), as summarised below: -

Consolidated (3 companies) group position at end of Quarter 1:

Total income	£231K
Total expenditure	<u>£247K</u>
Overall loss	£16K

For each company at end of Quarter 1:

Stirling County RFC = £17K loss – position will improve as membership subscription income increases in Q2.
Stirling County (Bridgehaugh) Limited = £8K surplus
Stirling County (Super Rugby) Limited = £7K loss

KN (in response to question regarding current balance sheet) stated that Club's overall current bank (or cash) position is £40K.

KN (in response to question on level of current / future donations) advised that in previous years donation amounts were relatively high as such amounts were to directly support / fund age-grade rugby tours. With tour travel restrictions due to Covid such donations have significantly decreased over past two years.

JG (in response to question on future income from Scottish Rugby) advised that Super 6 clubs have asked Scottish Rugby about future levels of increased financial support and await confirmation.

JG (in response to comment on hospitality income) stated that due to lack of hospitality events during 2022 summer months, there was a downturn in income over this period. Increasing commercial events at Bridgehaugh is vital to ensuring income generation going forward.

## 7 Acceptance of Accounts:

- 7.1 KN to present final accounts for 2021/22 to members upon completion of audit process (which takes longer to undertake for charitable organisations), expected by November 2022.

## 8 Appointment of Auditors:

- 8.1 KN proposed Johnson Carmichael Chartered Accountants be re-appointed as Independent Financial Examiner (Auditor) for Club's accounts – appointment agreed by Members.

## 9 Motions and Resolutions:

9.1 Following Motions have been submitted by Members of SCRFC for consideration at AGM: -

- Motion 1: “That a review should be held in terms of the structure of the various boards within the group, and of the processes of governance, with any appropriate updates to the Articles of Association.” - *Received from Ryan Fletcher*
- Meeting agreed that appointed Boards of Stirling County RFC, Stirling County (Bridgehaugh) Limited and Stirling County (Super Rugby) Limited are to conduct review of governance arrangements across the three companies within the group, including structure and processes, and update the respective Articles of Association as required.
- Motion 2: “There should be a review of the involvement of the Chair of the Charity committee and other Charity Board Trustees in the running of other parts of the Club.” - *Received from Kevin McKenzie*
- Meeting agreed that review of governance by appointed Boards of Stirling County RFC, Stirling County (Bridgehaugh) Limited and Stirling County Super Rugby Limited, as agreed under Motion 1, is to include a review of the role and involvement of Trustees and Directors.
- Motion 3: “The Chair of the Charity committee has lost the confidence of the membership.” - *Received from Stuart Keys*
- Motion withdrawn as Chair of Stirling County RFC Charity Board has resigned.
- Motion 4: “Whilst reading the Articles of Association I was surprised to learn that whilst Elected Trustees need to be full voting members of the Club, Co-opted Trustees do not. I would therefore like to put forward a Motion to amend the Articles of Association to read that Co-opted Trustees need to be full voting members.” - *Received from Nick Davies*
- Meeting agreed that Co-opted Trustees should be full voting members and that the Board of Stirling County RFC are to amend respective Articles of Association (*Clause 8.4.5 refers*) accordingly.
- Motion 5: “There should be an urgent and independent review of the HR management of employees.” - *Received from Stuart Keys*
- Meeting agreed to remit this matter to Board of Stirling County RFC who are to review management practices within the Club and ensure HR processes and procedures are appropriate, including level of external HR support.
- Motion 6: “There should be a review of the employee structure and cost, involving the SRU as a stakeholder. The review should consider structures in other Super 6 clubs.” – *Received from Mark Wills*
- Meeting agreed that Boards of Stirling County RFC, Stirling County (Bridgehaugh) Limited and Stirling County (Super Rugby) Limited are to jointly review management and employee structures within the Club to ensure best value is achieved; and to provide members with details of Club

structures to ensure greater transparency.

Motion 7: “That a review engagement with the members and a group set up to review the strategic options for the club, its infrastructure and facilities.” - *Received from Ryan Fletcher*

Meeting agreed the importance of well-maintained, fit-for-purpose and sustainable infrastructure and facilities at Bridgehaugh, and that the Board of Stirling County RFC are to consider the process of review of the Club’s facilities with full engagement of members.

Motion 8: “To request that use and associated costs of club facilities in relation to team fundraising and social activities are reviewed with emphasis on creating higher usage of the club by members. With clear reporting to members on which activities have been running at a profit or loss (e.g., weddings/ super 6 games).” - *Received from Jennifer Menday / Gillian Duncan*

Additional information was provided in relation to this Motion.

JG advised that framework is currently under-development for Members’ usage of Club facilities, with clarification on hire charges, and this framework will address the specific points raised within the additional information provided in support of this Motion.

Meeting agreed that framework for Members’ usage / hire of Club’s facilities be developed in consultation with members’ representatives from across Club, and on adoption that the framework is published to all Members.

Motion 9: “There should be appropriate thanks to Ray Mountford and Kevin Robertson for their many years of voluntary service to the Club.” - *Received from Stuart Keys*

Meeting expressed their appreciation and thanks to Ray Mountford and Kevin Robertson.

Motion 10: “Following motion submitted following discussion with Siobhan Cattigan’s parents: -

The Members of Stirling County would like to express their deep sorrow at the passing of one of our players, Siobhan Cattigan. We express our sincere condolences to Siobhan’s family, partner and friends. Siobhan was an outstanding rugby player but more importantly, a very kind and much-loved person. The Board are asked to put forward a motion at the follow up to the SRU AGM requesting an independent investigation into the concerns that have been raised about the way that Siobhan was treated as a Scotland player and how the SRU have handled matters since her tragic death.” - *Received from Stuart Keys*

The President advised that while the outgoing Board of Stirling County RFC fully supported this Motion, it was for Members to endorse this request. Meeting fully supported this Motion and Board of Stirling County RFC are to draft motion for submission to Scottish Rugby for their consideration at Scottish Rugby’s next general meeting.

## 10 Election of Boards of Trustees / Directors:

### 10.1 Stirling County RFC (Charity): -

(i) Retiring Trustees:

Following Trustees retired / resigned from Board of Stirling County RFC during 2021/22: -

Amanda Harrison  
Annie Lindsay  
Stuart Lindsay  
Carol McLeod  
Kevin Robertson  
Jenifer Spinks

(ii) Election of Trustees:

Following are seeking re-election to Board of Trustees of Stirling County RFC:-

John Gibson (President)  
Eddie Pollock (Vice-President)  
Keith Notman (Finance).

Following have been nominated for election to Board of Trustees of Stirling County RFC:-

Nick Davies (*Infrastructure*)  
Gillian Duncan (*Fundraising & Sponsorship*)  
Ryan Fletcher (*Chair*)  
Stuart Keys (*Sustainability & Grants*)  
Kevin McKenzie (*Volunteering*)  
Andrew Powrie-Smith (*Communication & Marketing*)  
Mark Wills (*Projects Programme Lead*)

Members agreed election or re-election of all listed under 10.1(ii) above to Board of Trustees of Stirling County RFC.

(iii) Election of President and Vice-President:

Members agreed election of John Gibson as President and Eddie Pollock as Vice-President.

### 10.2 Stirling County (Bridgehaugh) Limited: -

(i) Retiring Directors:

Following Directors retired / resigned from Board of Stirling County (Bridgehaugh) Limited during 2021/22: -

Alex McKie  
Raymond Mountford  
Fraser Sharp

(ii) Continuing Directors:

Sitting Directors on Board of Stirling County (Bridgehaugh) Limited are not subject to re-appointment and following continue as Director:-

Keith Notman (Finance)

(iii) Following have been nominated for appointment to Board of Directors of Stirling County (Bridgehaugh) Limited:-

Adam Ashe (*Commercial Hospitality*)  
 Sid Nodes (*Grounds*)  
 Paul O'Brien (*Health & Safety*)  
 Keith Russell (*Business Operations*)

Members agreed appointment of all listed under 10.2(iii) above to Board of Directors of Stirling County (Bridgehaugh) Limited.

### 10.3 **Appointment of Club Captain:**

JG (in response to question) confirmed that Shaun McDonald had been voted by senior men's players as Club Captain for 2022/23.

EP (in response to further question) agreed that going forward Men's and Women's Captains should be appointed – to be actioned by Rugby Management Group.

Board of Stirling County RFC to consider process for future election of Club Captain.

## 11 **AOCB:**

11.1 No further items of business received in advance of meeting.

11.2 Items raised by Members at meeting: -

- (i) Youth Players votes at AGM:  
 - only members / players aged 18 or over are able to vote (as per Articles of Association). Issues can be raised through Mini / Youth / Girls representatives on Rugby Management Group, which can be referred to Board of Stirling County RFC as appropriate. It was also pointed out that subscription fees for junior members were recently reduced to reflect this non-voting category of membership.
- (ii) Quality of Beer / Improve Bar Service:  
 - issues being taken forward by Club's General Manager.
- (iii) Catering:  
 - upgraded kitchen facilities planned and grant funding applications being progressed. New caterer to be appointed in due course.

## 12 **Closing Remarks:**

12.1 JG thanked all for attending and closed meetings at 8:40pm.

**Appendix – List of Attendees for AGM on 14 September 2022: -**

1. John Gibson
2. Eddie Pollock
3. Keith Notman
4. Kevin Robertson
5. Lorne Boswell
6. Ross Cameron
7. Sid Trotter
8. David Quarrell
9. Craig Deacons
10. Stephen MacDonald
11. Kevin McKenzie
12. Ben Cairns
13. Mark Wills
14. Ray Mountford
15. Sid Nodes
16. Ally Logan
17. Bryan Robertson
18. Lorna Young
19. Gary Millen
20. Carol Davis
21. Nick Davis
22. Ross MacDonald
23. Colin Campbell
24. Roger Brewster
25. Ted McCrae
26. Johnny MacFail
27. Adam Sinclair
28. Callum Beckett
29. Graham M...
30. Graham MacA...
31. Gillian Duncan
32. Jenna Duncan
33. Ailsa Luke
34. Allan Imrie
35. Dave Senior
36. Ben Senior
37. Iain Kyle
38. Derek Young
39. Ryan Fletcher
40. Gary Meekin
41. Forbes McKay
42. Jamie Lawrence
43. Shannon MacLean
44. Ian Jardine
45. Craig Jardine
46. Derek MacAllister
47. Paul O'Brien
48. Rayner Kennedy
49. Shaun MacDonald
50. Craig Robertson
51. Adam Ashe
52. Jenny Menday
53. Lee Murray
54. Ross Haddow
55. Joey Crozier
56. Iain Chambers



57. Keir Singleton
58. Angus Dempster
59. Megan Kennedy
60. Jodie Hutton
61. Sarah Murdoch
62. Ashley Aitken
63. A Mopwood
64. Ceitidh Ainsworth
65. Sky Phimister
66. Daniel Kinghorn
67. Jack B....
68. Blaine Gilchrist
69. Ian Cuthbertson
70. Olly Yarrow
71. Cam Murphy
72. Stuart Keys
73. Mark Ainsworth
74. Ciorstaidh Ainsworth