



# MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

NY – Feb 21, 2020

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## Attendance

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### USA Cricket Board Directors

Paraag Marathe, Chair, Independent Director (PM), Atul Rai, League Director (AR), Avinash Gaje, Treasurer, Individual Director (AG), Venu Pisike, Individual Director (VP), Suraj Viswanathan, Secretary, Individual Director (SV), Catherine Carlson, Independent Director (CC), Nadia Gruny, Player Director (NG), Rohan Sajdeh, Independent Director (RS), Srinu Salver, Player Director (SS)

### USA Cricket

Iain Higgins, CEO (IH)

### ACE

Kelly McCartney and Saisha Panjabi (BCG) – for item 5 only.  
Sameer Mehta (SM) – for item 6 only.

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## 1. Welcome (PM)

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PM opened the meeting and thanked everyone for their attendance, time and effort during the last several months.

In particular, PM welcomed SS who was attending his first Board meeting since being elected as the Male Player Director.

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### 1a. Preliminary Issue: appointment of Independent Director

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RS left the room while the Board considered a report from the Nominating & Governance Committee (NGC) in respect of the appointment of an Independent Director for another term. The Board considered the report from the NGC as to the work that they had done and their specific recommendation and rationale for that recommendation.

Following discussion, a **motion was made** (SV) and seconded (NG) to approve appointing RS for a three-year term as an Independent Director. *Motion passed.*

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### 1b. Legal advice in respect of a disclosure under the Code of Ethics (IH)

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## **LEGALLY PRIVILEGED AND STRICTLY CONFIDENTIAL**

IH reminded the Board of the disclosure made by PM at the November Board meeting in respect of the proposed written agreement between 49ers Enterprises and ACE under which 49ers Enterprises would provide services to support ACE's effective delivery of their contractual obligations to USA Cricket.

PM then left the meeting for the remainder of this item.

In accordance with the direction of the Board at the November meeting, IH confirmed that he had asked Sujal Shah from Morgan, Lewis & Bockius LLP, outside counsel representing USA Cricket in its litigation against ACPL, to review and provide legal advice regarding the consulting agreement between ACE and the 49ers.

Mr Shah joined the meeting by videoconference.

He explained that he had reviewed the consulting agreement between ACE and the 49ers in particular to assess (a) the potential effect of the agreement on the ongoing litigation between USA Cricket and ACPL; (b) whether the agreement results in a breach by any party of the USA Cricket Constitution or the USA Cricket Code of Ethics and Conflict of Interest Policy, and (c) what steps the USA Cricket Board should take to comply with Conflict of Interest Policy.

After providing a high-level summary of the agreement, Mr. Shah advised that [REDACTED]

He also advised that [REDACTED]

Finally, Mr. Shah advised that [REDACTED]. Therefore, to avoid any perception of, or potential for, a conflict, and to allow PM to continue to work effectively as Board Chair, Mr. Shah advised that the following actions be taken to ensure compliance with the Conflict of Interest Policy:

- [REDACTED]
- [REDACTED]
- [REDACTED]

The Board thanked Mr Shah for his advice and he left the meeting.

IH then advised the Board that he had considered the reputational issues associated with PM's disclosure, including in discussions with the 49ers Director of Corporate Communications. The Board considered the potential media story (and how it would respond) narrative in the event that this disclosure made its way into the public domain; and also the potential media story (and how it would respond) if PM were to step down from his role as Chair.

After discussion, the Board acknowledged that there was a reputational risk associated with the management of this disclosure and the entry into this agreement either way, but determined that it had acted reasonably throughout (including in seeking an independent legal review of the agreement itself) and that there was a genuinely explainable narrative that could be presented to the media if it was ever required.

As such, the Board agreed to note the disclosure and to request PM to continue in his position as Chair until the end of his full term subject to his compliance with the agreed actions set out above and the Board's right to reassess the situation at any time in the future if there are any material changes to the circumstances or if they feel it is not working.

PM re-joined the meeting and was advised of the outcome.

The Board noted the importance of this issue being treated with strict confidentiality and agreed not to discuss it outside of the Board meeting and to refer any third-party enquiries in respect of it to IH without passing comment.

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## 2. Minutes of previous meetings (SV)

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IH advised that the minutes from the from the November 22<sup>nd</sup>, 2019 meeting had not been circulated because more time was required to finalize the privileged legal advice that was contained in them.

The minutes from the January 27<sup>th</sup>, 2020 meeting were presented. A **motion was made** (AB) and seconded (VP) to approve the minutes. *Motion passed.*

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## 3. Actions arising from previous meetings (SV)

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IH worked through all of the actionable items from the previous meeting and confirmed that they were either complete or would be covered during the course of the meeting.

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## 4. CEO Quarterly report (IH)

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IH referred the Board to his quarterly report and provided an overview of key matters and issues arising since the last meeting.

In particular, he referred back to the November meeting where he had highlighted the following key challenges: (i) lack of cashflow; (ii) lack of any financial planning; (iii) lack of strategic direction; (iv) no list of priorities/objectives; (iv) lack of resources; and (v) lack of clarity around ACE relationship.

In respect of those, he explained that good progress had been made in respect of:

- the cashflow challenges during 2019 and that the remaining outstanding financial reconciliation for 2019 was close to being reconciled;
- the preparation of a budget for 2020 (to be discussed at this meeting), which, once approved, will give us clear direction on what activities we can pursue or not; and

- the development of a strategic framework document (to be discussed at this meeting), which, once approved, will give us a clear strategic direction.

He noted that there had been some progress but that it had been slower than hoped in the following areas:

- with support from the Negotiation Committee, a Long Form Agreement had been prepared and shared with ACE and had been met with some considerable resistance and that the initial response demonstrated a significant disconnect between ACE and USA Cricket on what the purpose of the LFA was all about;
- he explained that he planned to let some time pass and then to seek to persuade ACE to work with him in a more constructive fashion.

He noted that, for various reasons, had still not been able to put together a team of staff and, in the meantime, he had lost two staff members whose contracts had been terminated in December. He noted that this was a significant problem and requested more freedom to be able to make recruitment decisions quickly.

IH left the room and the Board had an 'off-the-record' discussion about how it could best support the objectives of the CEO.

Upon his return, the Board noted the update on progress against the corporate objectives for 2019.

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## 5. A strategy for the development of cricket in the USA (AB, RS, IH & BCG)

IH explained that since the last Board meeting, and with oversight from RS and AB, IH had worked closely with BCG in order to construct the outline of a potential 3-year strategic plan. He explained that a discussion document had been prepared and had been circulated with the Board papers.

The BCG representatives then led the Board through a facilitated discussion and series of exercises designed to elicit feedback and input into the content within the document and to help ascertain what the key priorities were.

The Board thanked RS for making the BCG resources available for this purpose, and it was agreed that IH would continue to progress the strategy document in line with the feedback and with BCG (to the extent that could continue) and provide an updated version to the next full Board meeting.

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## 6. Update from ACE (SM)

ACE representative Sameer Mehta joined the meeting for this item.

SM provided the Board with a summary of progress made against the various actions and initiatives for which ACE is responsible under the Binding Term Sheet, in particularly updating on: (i) internal ACE operations; (ii) planning for the 2020 Minor League; (iii) progress on infrastructure development and discussions; (iv) academy infrastructure.

A copy of the presentation is attached at **Appendix 1**.

Following the conclusion of the presentation, several directors expressed their view that careful consideration should be given to continuing with joint contracts for the players which govern playing for USA Cricket and

participation in Minor League Cricket, Major League Cricket and coaching at Academies. They felt that this had the potential to create a conflict of interest and should be considered carefully in future.

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#### 7. Draft playing calendar for 2020 and approval of national/regional one-day tournaments for men and boys (IH)

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IH referred to the meeting paper which included a draft playing calendar for men and boys in 2020, and which included provisional budgets for the zonal/national tournaments to be staged by USA Cricket for Senior Men, Under 19 Boys, Under 17 Boys and Under 14 Boys.

The Board noted that the playing calendar remained a work in progress and that more work needed to be done in respect of budgets and logistics. A **motion was made** (SV) and seconded (NG) to approve the staging of the various events contained in the proposed calendar and their respective provisional budgets. *Motion passed.*

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#### 8. Proposed Operational Budget for 2020 (IH & AG)

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IH referred to the meeting paper which contained a draft operational budget for 2020. He explained that this had been reviewed by and was endorsed by the Treasurer and Chairman.

The Board noted the financial analysis that was contained within the paper and endorsed the conclusion that we needed to find ways to generate more revenue in 2020 and beyond.

To this end, IH explained that of the four full-time staff, three will be fully focused on cricket and development; and they will have no capacity to generate commercial revenue. The Board therefore noted his proposal to include within the budget a line item to cover the cost of a project manager joining us for six months to exclusively focus on commercial revenue generation opportunities for USA Cricket, primarily in the three following areas:

- Sanctioning of 'marquee' cricket and other events in the USA [currently forecast at \$400k for 2020]
- Membership programs [currently forecast at \$0 for 2020]
- Donations [currently forecast at \$100k for 2020]

AG and IH presented the board with a budget for 2020, A **motion was made** (AG) and seconded (VP) to approve the budget. *Motion passed.*

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#### 9. Revenue Generation Ideas and Discussion (IH & AG)

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In light of the discussion in item 8, above, this item was deferred.

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#### 10. Governance Updates (IH)

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The Board noted the results of the recent election.

The Board noted and endorsed the plans to stage the 2020 Annual General Meeting in December 2020.

In order to align with the calendar year and the domestic cricketing calendar, the Board noted and endorsed the plans to have a membership period of 1 January – 31 December 2020.

Given the delay in convening the recent election and in order to align with the calendar year and the domestic cricketing calendar and to assist with the regular and consistent transition of directors on and off the Board through future election processes, the Board approved that directors terms should all expire at the end of 31 December in the relevant calendar year. A **motion was made** (SV) and seconded (PM) to approve the start and end of terms on December 31st of each year. *Motion passed.*

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## 11. AOB

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SV requested the board to extend the deadline to finalize the long form agreement with ACE to July 31st, 2020. A **motion was made** (AB) and seconded (NG) to approve the extension. *Motion passed.*