



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Zoom Conference – March 4, 2021

Attendance

USA Cricket Board Directors

Paraag Marathe, Chair, Independent Director (PM), 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 Salvar, Player Director (SS), Sushil Nadkarni, League Director (SN), Ajith Bhaskar, Club Director (AB)

USA Cricket

Iain Higgins, CEO (IH)

1. Adoption of the Mediation Outcome

The Board considered the 23 mediation outcomes (attached at Appendix A) which had been circulated following the conclusion of the mediation. Having considered the various views expressed at length during the mediation, the Board unanimously (except as identified below) adopted all of the outcomes of the mediation as resolutions:

Outcome 2 (re: Board decision on the correct threshold for Member Resolution to be passed):

- AG and NG abstain
- SS and VP against

Outcome 8 (re: role of the Company Secretary):

- VP against

Outcome 10 (re: Board policy on which set of directors should consider the Independent Director nomination from the NGC):

- VP against

In respect of questions raised, IH provided the following clarifications:

- **Outcome 4**, IH explained that future Board meetings would be quarterly.
- **Outcome 23**, IH explained that work was necessary to put together a three-stage process of alternative dispute resolution, and that a private arbitration would represent an alternative to litigating to resolve disputes.

RS expressed the view that if the threatened lawsuit goes ahead because of the damage that is likely to be caused domestically and internationally to the reputation of USA Cricket, then the mediation outcomes would be a waste of time.

2. Discussions about consequences of a potential lawsuit

IH expressed the view that there would be significant adverse consequences for USA Cricket and time and resources would be taken away from many of the currently planned activities of USA Cricket, as well as the risk that USA Cricket finances might be depleted defending the litigation.

He also expressed the view that USA Cricket Board and key committees were not operating as a fit for purpose governing body and that we should contemplate asking the ICC to stage the regional qualifier events elsewhere and that he would be making recommendations on scaling back the planned activities for 2021, so that IH could focus his efforts on defending the legal case on behalf of USA Cricket.

VP objected to these remarks on the basis that he felt that they were a threat to the Board.

CC expressed her strong disappointment that, having gone through eight hours of mediation, listening to each other, identifying challenges and coming up with proposals to make the Board better, that a lawsuit would be a significant step backwards.

AB reminded the Board that matters in the past had not always been passed unanimously and he had been in the minority previously, but that he accepted the majority view and he encouraged the Board directors to respect the majority view within the Board in order to avoid significant detriment being caused to USA Cricket.

SV highlighted that one consequence of the lawsuit might be that player contracts which had been instigated recently might need to be reduced, and that it would be better if the Board could agree to disagree on certain matters and move forward.

On the basis that there was unlikely to be any consensus during the rest of the meeting, PM brought the meeting to an end.

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USA CRICKET BOARD – OUTCOMES OF MEDIATION

The USA Cricket Board met on Friday, February 26th and Monday, March 1st in confidential and informal discussions that were externally facilitated to try and identify areas of improvement within the governance of USA Cricket and the working relationships within it, so as to create the best possible environment in which the objectives set out in the USA Cricket Foundational Plan can be achieved.

The following captures the agreed outcomes of these mediation sessions. Except where specifically identified below, the Board unanimously agreed to:

1. **REAFFIRM** that Board directors should be given sufficient opportunity and respect to express dissenting opinions and that extra care should be taken by the Board where such dissent arises and efforts made to better understand the reason for such dissent and find ways to address the same.
2. **REQUEST** the NGC to go ahead and oversee the upcoming election on the basis that the Member Resolution was passed, and determine the eligibility to vote accordingly.

[Note: All of the directors agreed to this course of action with the exception of Mr Pisike and Mr Salver.]

3. **APPOINT** a governance review committee to review the entire USA Cricket Constitution and make recommended changes to the USA Cricket Board for its consideration.
4. **AGREE** that there will be no informal Board meetings moving forward and **ACKNOWLEDGE** that only resolutions passed by the Board in a formal Board meeting can convey the status of valid, binding Board resolutions.
5. **REQUEST** directors to raise any concerns about the conduct of each other or any relationship between them directly with each other (or with a third-party director) in good faith and at the earliest opportunity, and **AGREE** that all directors will address any such issues honestly, transparently and constructively.
6. **REQUIRE** that all draft Board minutes are circulated no more than 14 days after a Board meeting; and draft Committee minutes are circulated no more than 7 days after a Committee meeting.
7. **REQUEST** the Chair of the Nominating & Governance Committee to provide a regular report to the Board in a manner that maintains the NGC's independence.
8. **CLARIFY** that the role of Company Secretary is only to: (1) take minutes; and (2) Chair a Board meeting in the event that the Chair is absent from a meeting, and that the Company Secretary has no additional role, authority or power.
9. **RECONSIDER** the appointment of the Company Secretary immediately after the upcoming Board election.
10. **RECONFIRM** the Board policy that the current Board should consider the recommended candidate from the NGC for the Independent Director position, but that this policy would be reconsidered as part of any future governance review.
11. **REQUEST** the CEO to carry out an investigation into any alleged breach of confidential information that is formally raised by any director, and to report back to the Board on all such matters.

12. **REAFFIRM** the Board's commitment to treating confidential information in the appropriate manner and request the governance working group to propose additional safeguards and policies to improve working practice in this space.
13. **AGREE** to sign an annual statement acknowledging importance of confidentiality.
14. **REVIEW** the entire USA Cricket selection structure to consider all potential coaching/selection conflicts and propose methods of dealing with each, including appropriate policies and protocols.
15. **AGREE** that no director will participate in any way as coaches/selectors in any USA Cricket tournament, event or trial, or act in any way to create a perception that they are so doing or have such authority.
16. **APPOINT** independent ethics officer to help manage USA Cricket's approach to the ethics matters, including the management of declared potential conflicts of interest.
17. **REVIEW** the current version of the Code of Ethics and declaration form to ensure that it is fit for purpose.
18. **RECOMMEND** additional HR policies to be put in place, e.g. grievance/whistleblower policies.
19. **APPOINT** a working group (VP, CC, RS, NG) to work with IH on Long Form Agreement with ACE ensuring that each of the issues raised in the mediation papers are considered within the next version.

[Note: Mr Pisike wished to consider whether he wanted to be a member of the working group over the next few days and he would advise the other directors in due course.]

20. **SEEK** to work constructively with ACE to influence and shape the selection policies around Minor League Cricket and Major League Cricket such that they serve the developmental objectives of cricket in the USA.
21. **ACKNOWLEDGE** that MLC is not the only 'pathway' to the T20 national team and **ENSURE** that there is an independent and legitimate alternative process that will enable other cricketing talent to be identified.
22. **ESTABLISH** an Ethics & Grievance Disciplinary Committee in accordance with the obligations set out in the constitution.
23. **AGREE** to an alternative method of resolving disputes that prevents directors from litigating against each other, with such a dispute mechanism to involve at least the following escalating steps:
 - Informal dispute resolution directly and/or through a third-party director; then
 - Formal attempts to resolve the dispute through a validly constituted Board meeting;
 - Refer the matter to a Grievance/Disciplinary Committee for resolution in a private arbitration.