



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Zoom Conference – March 7, 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), Srinil Salver, Player Director (SS), Sushil Nadkarni, League Director (SN), Ajith Bhaskar, Club Director (AB)

USA Cricket

Iain Higgins, CEO (IH)

1. Minutes of previous meeting

VP explained that he had not been able to review the minutes because they had only been circulated that day and he had been in another meeting, so he was not willing to confirm their accuracy.

SS explained that he had not had a chance to review the minutes, so he was not willing to confirm their accuracy.

The rest of the Board confirmed that the minutes accurately captured the content of the meeting and they were approved.

2. NGC recommendation of Independent Director

PM left the meeting for this agenda item.

The Board was advised of the process followed by the NGC and reminded that, at the end of that process, the NGC had determined that the incumbent, Paraag Marathe, was the stand-out candidate. The Chair of the NGC had therefore previously sent a recommendation to the Board that PM be re-appointed as Independent Director.

SS explained that he did not agree to the process of the current Board appointing an Independent Director before the upcoming Board election.

VP expressed concern that process of appointing director before the election was not 'best practice', which he felt did not follow what had been done previously.

VP explained that he did not support the recommendation of PM because of the perceived conflict which had previously been declared by PM to the Board and which would need to continue to be managed. He reminded the Board that there were numerous issues that were causing concern in the community relating to the ACE/USA Cricket relationship and more work to be done to fix that relationship and conclude the Long Form Agreement, and since PM would be unable to participate in that and did not have any experience of domestic cricket events in the USA and no prior knowledge of the sport, then he was not sure what PM could contribute to the Board.

The Board noted that PM had repeated his previous declaration to the NGC as part of the process, and that it had been repeated in similar terms again during the recent mediation process.

NG sought clarification on the applicability of the eligibility criteria in Section 7.5 of the constitution, and how that could be reconciled with PM's application.

IH explained that the NGC had sought formal written legal advice from Sujal Shah (Morgan, Lewis & Brockius LLP), who advised that: [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] As such, the legal advice was that [REDACTED]
[REDACTED]

The Board considered the NGC's recommendation of PM and voted as follows:

- SS and VP did not support the recommendation
- AG, NG, RS, CC, SV, AB, SN did support the recommendation

PM rejoined the meeting and was advised of the outcome of the discussion.

3. Appointment of Chair

The Board noted that it was obliged under Clause 8.1 of the constitution to appoint one of the three Independent Directors as Chair. Following discussion, the Board resolved to appoint PM to continue as Chair as follows:

- VP and SS abstained from voting
- AG, NG, RS, CC, SV, AB, SN voted in favor of PM's appointment as Chair

4. Leaked USAC/ACE Head of Terms

IH advised the Board that the confidential USAC/ACE Head of Terms had been leaked across the cricket community (including to members of the media) via an anonymous g-mail account which appeared to have been set up for this purpose.

He explained that this would be extremely damaging for USA Cricket reputationally, hamper the conclusion of the Long Form Agreement and run the risk of financial damage being caused to ACE who were about to commence the next round of fund-raising.

Each of the Board individually confirmed: (1) that they have not directly or indirectly shared the document with any third party; and (2) that they have no knowledge of how this leak could have happened.

IH explained that the file name of the document which had been leaked was different to that which had been sent to all directors as part of a previous Board pack of papers in 2019, but that he had shared the similarly named document subsequently with two current directors. He was hopeful that some forensic analysis work might be able to uncover more information about which document specifically had been shared, and that he would arrange for this work to be carried out quickly.

IH also advised that, through a consent order, it may be possible to persuade a court to order Google to share the IP address of the g-mail account and details about its usage. He agreed to liaise with ACE to see whether that would be a viable option, as well as to consider the extent to which this agreement had been distributed by ACE.

IH was also reminded that there were two former Board directors who also had a copy of this agreement.

The Board acknowledged the serious nature of this breach of confidence and endorsed the above steps be taken.