



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Zoom Conference Call - August 19, 2021

Attendance

USA Cricket Board Directors

Suraj Viswanathan, Secretary, Individual Director (SV), Nadia Gruny, Player Director (NG), Srinu Salver, Player Director (SS), Rohan Sajdeh, Independent Director (RS), Sushil Nadkarni, League Director (SN), Ajith Bhaskar, Club Director (AB)

Did not attend: Avi Gaje (AG), Individual Director

Apologies: Paraag Marathe, Chair, Independent Director (PM), Catherine Carlson, Independent Director (CC), Venu Pisike, Individual Director (VP)

USA Cricket

Iain Higgins, CEO (IH)

Josh Dascombe, Senior Finance Manager (JD), for item 4 only.

1. Previous Board minutes

The minutes of the meeting of May 10th had been circulated but more time was requested to review and approve them – this would be done at the next meeting.

2. Actions arising from previous Board minutes

IH explained that the actions from the previous minutes were either completed or would be addressed during this meeting.

3. Governance issues

Following the recent dismissal of the lawsuit, IH made a series of recommendations to the Board that he believed would:

- restore a more harmonious functioning of the Board and its Sub-Committees and improve the working relationships within the organization;
- allow for an independent review of the language in USAC's constitution with a view to addressing various areas of ambiguity (including those that led to the filing of the lawsuit in the first instance) in an effort to avoid disputes arising again in the future; and

- address the issue of the delayed 2020 Board election and put in place a process which will ensure as smooth and non-contentious an election as possible.

The Board noted that prior to the meeting PM and CC had confirmed their approval of all the following recommendations, and that VP had provided some comments on them, which had been shared with all directors and which SV would acknowledge after the meeting had concluded.

RECOMMENDATION (1): Constitutional Review Working Group

The Board approved that: a small CRWG be immediately established to review the USAC constitution and propose suitable amendments for the Board's review and (if applicable) recommendation to the existing USAC membership for their approval.

It also agreed that, to preserve the independence of the group, no Board Directors should sit on the CRWG, and that the membership should be as follows:

- the independent Chair of the NGC (Jagan Jagannathan)
- an independent member with relevant governance knowledge/expertise (Brian Walters)
- independent legal counsel (Sujal Shah, Morgan Lewis)
- an independent player representative with relevant governance knowledge/expertise (NG and SS to make that appointment separately); and that
- IH would operate as secretary for the CRWG

For: RS, NG, SN, SV, AB, PM, CC

Against: SS

The CRWG would be asked to complete its work within four weeks, although concerns were expressed by SS about whether this was sufficient time to complete this process and he voted against the resolution for that reason.

The directors were asked to provide any feedback that they had about the constitution to IH within the next few days, so that he could pass it on to the CRWG.

RECOMMENDATION (2): Delayed 2020 Board Election

The Board approved that: Once the CRWG has completed its work and a revised constitution has been approved by the membership, the NGC will be asked to oversee the delayed 2020 Board election at the same time as the upcoming 2021 Board Election (i.e. they will conduct a 'double-election') in November/December 2021.

Specifically, the NGC will be asked to commence the double-election in mid-November, so that it is completed by mid-December 2021, in the hope that new directors will be seated on 1 January 2021.

For: RS, NG, SN, SV, AB, PM, CC
Against: SS

The Board noted that care would need to be taken in any communication to the membership to clarify what was required for a membership resolution to be treated as being passed or not.

IH explained that there were approximately 20,000 individuals had who registered during the membership drive; of whom approximately 1,500 were parents only (and therefore non-voting); and of the remaining 18,500, he was significantly down the path towards collecting membership fees from nearly 15,000.

RECOMMENDATION (3): Ensuring the integrity of the election process

The Board unanimously approved that:

- The NGC will be asked to review the membership data against the constitutional criteria (as revised following the work of the CRWG) in order to determine the eligible voter list;
- Once the NGC has determined the eligible voter list based on the revised criteria, the actual election will be carried out by an independent election company; and
- Prior to the election results being published, they will be independently audited by an independent audit firm with relevant expertise in overseeing similar elections.

RECOMMENDATION (4): Appointment of a Grievance and Ethics Committee

In order to comply with a constitutional requirement, **the Board unanimously approved that:** it would appoint a Grievance and Ethics Committee as soon as possible. It noted that the Committee members will need to be suitably qualified and independent of USA Cricket, and that this will require a formal advertisement as well as some specifically targeted 'head-hunting' of those with relevant professional skills and expertise.

RECOMMENDATION (5): Appointment of an Ethics Officer

In order to provide more independence, knowledge and expertise in the management of ethical matters, **the Board unanimously approved that:**

- An independent Ethics Officer should be appointed by the Board to help manage issues arising under the Code of Ethics. The Ethics Officer would need to be suitably qualified and independent of USA Cricket, and this will require a formal advertisement as well as some specifically targeted 'head-hunting' of those with relevant professional skills and expertise.

- Once the Ethics Officer has been appointed, he/she would first be asked to review the existing Code of Ethics, the declaration forms and the relevant processes, in order to help recommend and implement any changes that might be necessary to help ensure that best practice is met.
- The Ethics Officer would then manage all conflict disclosures and referrals made in accordance with any revised Code.

RECOMMENDATION (6): Collection of Membership Fees and Membership Portal

In order to help secure the receipt of as much of the membership revenue as possible, and to reopen the membership portal to those other Leagues, Clubs and Individuals who wish to join, **the Board unanimously agreed that:**

- Any remaining Leagues/Academies who have registered but not yet paid should be given until Sunday, August 29th to pay in order to be eligible to vote in the delayed 2020 election.
- Any Individual Members who have been rejected by the Leagues/Academies should be given a further seven days to pay to be eligible to vote in the delayed 2020 election, i.e. until Sunday, September 5th.
- The Membership Portal would then re-open on Monday, September 6th, and new Leagues, Clubs and Individuals will be allowed to join, with their eligibility to vote in the 2021 election to be determined by the CRWG.

RECOMMENDATION (7): Appointment of a Leagues Committee

The Board unanimously agreed that: as soon as the membership fees have been collected from the existing members, a Leagues Committee be appointed in accordance with the current provisions of the USAC constitution.

The Board noted that membership of this committee could change after the NGC has published the membership data for peer review if that review led to changes in the composition of the largest Leagues.

RECOMMENDATIONS (8-11): Improving the governance of USA Cricket

In order to improve the functioning of USA Cricket and the fostering of better relationships between individuals within the governance structure, IH had reviewed the suggested outcomes from the mediation earlier in the year and **the Board unanimously (except where identified below) agreed that:**

- (8) A code of behavior will be established for the Board of Directors, Sub-Committee Members and staff to formally acknowledge and commit to on an annual basis. This Code of Behavior would

address issues such as the importance of respecting alternative perspectives, dealing with disagreements, preserving confidentiality, and managing conflict etc.

- (9) A formal induction manual will be prepared, and an induction process will be carried out by an independent expert for all current and future Board and Sub-Committee members and staff setting out expectations in respect of conduct, behavior and responsibilities.
- (10) One of the three Independent Directors are appointed (on a rotation basis) to be responsible for amicably dealing with/mediating any concerns raised by any Board Director about the conduct or behavior of any fellow Board directors. Where any issue cannot be resolved amicably through the intervention of the Independent Director, it would be escalated internally according to the nature of the dispute or issue.
- (11) An alternative method of resolving disputes will be established that avoids litigation between Directors, with such a dispute mechanism likely 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; then
 - Refer the matter to a Grievance/Disciplinary Committee for resolution in a private arbitration.

[SS voted against recommendation (11) on the basis that he was concerned about giving up a right to go to court.]

RECOMMENDATION (12): Dealing with alleged conflicts within the USA Cricket coaching and selection structures

IH explained that various allegations have been made from time to time about certain USA Cricket coaching or selectorial appointments. Many of such allegations are unjustified and are political in nature, but it is often the case that the best coaches and/or selectors have affiliations with certain Leagues, Clubs, Academies, or even specific groups of players.

The Board unanimously agreed that: the Cricket Committee should reconsider all potential coaching and selectorial appointments at the same time as it is reviewing the USA Cricket Selection Policy and propose appropriate ways to manage any such issues moving forward.

4. Long Form Agreement with ACE

IH reminded the Board that a summary of the latest draft of the Long Form Agreement was presented to the Board and the AGM in May, but that there is further work to be done to complete this process.

IH had not received any feedback on the summary documents that he had shared with the Board in May, and he agreed to recirculate those documents so that directors could provide such feedback or final questions/comments by Friday, August 27th. Thereafter, he would try to incorporate any final suggestions into the ongoing discussions regarding the LFA.

He hoped that he would then be able to share the final draft of the proposed LFA with the full Board shortly afterwards, with a view to giving all directors an opportunity to review and provide comments/feedback before the LFA could be finalized.

Given the highly confidential and draft nature of the LFA and the leak of the previous Heads of Terms, **the Board unanimously agreed that:** appropriate steps should be taken to preserve the confidentiality of the LFA and that directors should be asked to sign a Non-Disclosure Agreement prior to it being circulated. IH also agreed to discuss with ACE a similar set of mechanisms that it could put in place to preserve confidentiality.

In the meantime, **the Board unanimously agreed that:** IH should seek to ensure that the LFA addressed the following concerns:

- ACE representatives should not be allowed to compete with USA Cricket in staging other tournaments or events that might compete with USA Cricket's plans and are not explicitly set out in the rights conveyed under the Long Form Agreement.
- ACE representatives should not be permitted to inappropriately influence any USA Cricket selection decision for national teams.
- ACE representatives should not be permitted to inappropriately influence the USA Cricket Board elections.

5. USAC Financial Position – Update

JD joined the meeting for this item.

IH presented the content of the meeting paper which provided a detailed update on the financial position of USAC relative to the previously approved operational budget. Since the last meeting in May he highlighted the following key points:

- The dismissal of the legal proceedings meant that there were no further legal costs to be incurred and would ensure that remaining funding due for 2022 from both ICC and ACE was secure.
- There was greater clarity on other revenue streams, including an event sanctioning fee in respect of the American Premiere League; membership fees due from the registered member of USA Cricket; new sponsorship income as a result of the recently announced partnership with Sistar Mortgage and the related agreement by ACE that USAC would be entitled to that income notwithstanding the provisions of the Term Sheet between ACE/USAC.

- There had been some adverse variances against budget in respect of the overall women's domestic structure delivered over the past few months, and the recently proposed arrangements for the Men's CWC League Division 2 tour of Oman.
- He was undertaking a detailed review and re-forecasting exercise across the entire budget, which includes an assessment of the remaining revenue opportunities available through the end of 2021, including: (i) conclusion of the playing kit and equipment tender; (ii) securing a Men's National Tournament sponsor; (iii) conclusion of a partner for the Entry Level Program; and (iv) possible further sanctioning revenue in respect of a significant series of exhibition matches to be played in the USA in 2021.
- At this point in the year, despite the challenges faced, USAC was broadly on track to deliver against the Board-approved 2021 budget and are therefore able to support the delivery of the following budgeted activities which are scheduled to take place during the rest of the year:
 - o Men's Cricket World Cup League 2 (tour of Oman)
 - o ICC Americas Regional Men's T20 Qualifier (Venue TBC)
 - o ICC Americas Regional Women's T20 Qualifier (Mexico)
 - o USA Cricket Men's National Championships (Houston)
 - o ICC Women's Cricket World Cup Qualifier (Zimbabwe)
 - o Under 19 Girls' National Team Tour
 - o Pilot programs for the Entry-Level Program
 - o Implementation of certain activities within the (yet to be published) women and girls' engagement plan
- He also explained that USAC was in advanced discussions with Cricket Ireland about the potential to host a five-match series for the Men's team in the USA in December 2021; and USAC was considering whether it is possible for the Men's U19 team to play a series against a Full Member in the USA in 2021 as a replacement for the cancellation of the U19 CWC Regional Qualifier event. In both cases, ACE has indicated that it would be willing to assume responsibility for the costs of these series and USAC will work with it on budgets if they look likely to proceed.

6. Cricket Matters

IH provided the following summary of recent and upcoming cricket-related matters:

- **Men's U19 Team**

- Two U19 camps had recently been held (in Bay Area and Houston, in May/July) in preparation for the ICC Regional T20 Qualifier event.
- The ICC Regional T20 Qualifier had been cancelled by the ICC after Bermuda and Canada withdrew, which resulted in Canada progressing to the U19 CWC based on previous performances.

- There remains a possibility that USA might still be invited to participate if there are withdrawals; and we are seeking extra opportunities for Men's U19 team, including against the West Indies.

- The Men's U19 team will be included as the eighth team in the Men's National Championships.

- **Men's Senior Team**

- A Senior Men's camp was recently concluded in Los Angeles in July.

- The Men's Team will shortly depart for Oman to participate in CWCL2 v Nepal/Oman, and are scheduled to play an additional two ODIs v PNG. The team has been selected and will be announced in the media shortly.

- The Men's National Championship will be held in Houston from November 12th-20th, with eight participating teams, including two from the West Zone and a USA U19 team involved.

- There are ongoing challenges to the scheduling of the ICC Regional T20 Qualifier, but it appears likely that it might be held in Antigua in late October/early November, although the dates have not yet been confirmed.

- We are in the process of negotiating a full incoming tour by Ireland (2 x T20Is plus 3 x ODIs) for the period December 18th – January 4th. This will be the first ever tour to the USA by a Full Member.

- **Women's U19 Team**

- The Women's U19 National Championships were successfully concluded in Florida in August, and 15 U19 players participated in the Women's Senior National Championships the week prior.

- We are seeking a tour opportunity for the Women's U19 team in the West Indies later this year or in 2022.

- **Women's Senior Team**

- The Women's Senior National Championships were successfully concluded in Florida in August.

- The ICC Regional T20 Qualifier has now been confirmed for October 18th-25th in Mexico, with the team due to be selected and announced in the next couple of days.

- The ICC Cricket World Cup Qualifier has now been confirmed for November 18th-December 4th in Zimbabwe, with the team due to be selected and announced in the next couple of days.

7. Future Board Meeting Dates and AGM

The Board agreed that next meeting will be on Friday, October 1st, 2021.

The directors agreed to provide to IH their availability for the quarterly December Board meeting and the proposed January 2021 AGM.