



**April 26th, 2024**

**BOARD OF DIRECTORS CODE OF CONDUCT**

**OF**

**USA CRICKET, INC.**



## USA Cricket Board's Code of Conduct

USA Cricket Board Members are responsible for exercising the highest duty of care, and conducting itself lawfully, ethically, and professionally when acting as Board Members. This includes helping to ensure a harassment-free environment virtually, physically, within and outside of the organization.

This policy applies to the members of the Board, Board Committees and to any person or organization who may participate in Board activities from time to time.

This policy outlines the core responsibilities and the mode of operation for the USA Cricket Board of Directors. In addition to USA Cricket's Code of Conduct, Board Members are expected to abide by the USA Cricket Board's Code of Conduct ("Board Code") and Board Member Guidelines. No element of this policy should be interpreted to contradict any of the USA Cricket By-Laws.

Board Members are subject to strict ethical guidelines and public scrutiny and must meet the well-established legal standards of conduct when carrying out board activities and at a minimum practice the following:

1. **Duty of Care:** Board members must carry out their duties in good faith and with a high degree of diligence and prudence, in the best interest of the organization. Requires responsible financial and legal stewardship when making board decisions and taking actions.
2. **Duty of Obedience:** Board members must comply with USA Cricket's Constitution and all applicable policies, laws and reporting requirements. While lively and intense debates are expected and encouraged, Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal or professional position on the matter. Ensure that operations and resources are aligned to fulfill the mission. Programs and services must support the mission. This relates directly to upholding the "public trust".
3. **Duty of Loyalty:** Board members must always demonstrate complete loyalty to USA Cricket, superseding those loyalties to its constituents, such as to leagues, clubs, athletes, interest groups, other organizations, or any personal interests. Requires sole commitment to the best interests of the USA Cricket.
4. **Conflict of Interest:** Board members must avoid any possible conflict of interest with respect to their fiduciary responsibility, thereby precluding a board member from self-dealing or taking advantage of an opportunity for personal gain and abide by the USA Cricket Conflict of



## Interest Policy.

5. **Consensus Based Decision Making:** The Board led by the Chair should strive for consensus in its decision making. Contested votes are sometimes necessary, and expression of contrary opinion is healthy, but the Board should work together to arrive at a consensus position whenever it can, while respectfully disagreeing whenever it must.

Members disagreeing with the outcome of a majority vote at the USA Cricket Board/Committee/Council meeting shall nevertheless publicly support the properly made decision as a decision of the USA Cricket Board/Committee/Council and shall neither publicly nor privately work against it.

Members shall respect and protect from any inappropriate disclosure by oral, written, or electronic means, the confidentiality of opinions expressed by other members and or any private and personal information.

6. **Board Members' Individual Authority:** Board members must not attempt to exercise individual authority over the organization.
  - a. Individual Board members must recognize that there is no individual authority over the CEO or staff except if stipulated explicitly by the Board. Given that the CEO is accountable to the entire Board as a collective unit, the relationship between Board members and the CEO is collegial rather than hierarchical.
  - b. Board members must recognize that in their interaction with the media, the public, or other entities, they are not to speak for the CEO, the Board, or USA Cricket, except to repeat stated Board decisions.
  - c. Board members will not publicly express individual judgments of the performance of the CEO or of other employees and board members, other than when participating in the Board's monitoring functions.

7. **Board Members' Individual Responsibilities:** Every Board Member has responsibilities to contribute to the Board. Key areas in which each Board member is expected to perform including but not limited to:
  - a. Understand and execute board responsibilities, while respecting the authority and responsibility of the CEO.
  - b. Lead strategically with a forward focus; collaboratively with the chief executive, set strategic direction and high-level priorities.



- c. Do not micromanage by getting caught-up in day-to-day details; respect the chief executive's authority to lead and manage USA Cricket.
  - d. Commit to the best interests of USA Cricket, vote, and act responsibly for USA Cricket and all its stakeholders, not exclusively for one stakeholder group.
  - e. Support board decisions once they are made.
  - f. Honor confidentiality requirements and commitments.
  - g. Behave ethically, taking care to disclose and act appropriately on any conflicts of interest.
  - h. Behave courteously; communicate succinctly and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
  - i. Regularly attend and prepare for board meetings and activities.
  - j. Serve as an USA Cricket advocate, speak well of USA Cricket and other board members.
8. **Respect:** Board members will treat one another and staff members with respect, courtesy, and honesty.
9. **Confidentiality:** Board members must respect the confidentiality of sensitive and/or proprietary information. This type of information should not become common knowledge, within or outside the organization. Confidential and/or proprietary information may include, but is not limited to, personnel matters (compensation, salary, player contracts, terminations, disciplinary actions, etc.), legal actions, opinions, documents, contracts, court proceedings, certain membership information, controversial issues, and other sensitive matters. Any intentional, deliberate, or willful disclosure of confidential and/or proprietary information to unauthorized persons may result in disciplinary action and may constitute cause for suspension or removal from the Board pursuant to USA Cricket Board's Code of Conduct and USA Cricket's Constitution.
10. **Social Media Policy:** Board members need to ensure that any interaction with social media or any interaction with an individual or group of persons that is shared via any web or mobile-based platform such as WhatsApp or email, is done with care and sound judgment to avoid portraying yourself, USA Cricket or any of its Board members, staff, or volunteers, in an unflattering or negative light.
11. **Response to External Organizations:** The Board Chair, CEO, and a Media Department designee are the official spokespersons for USA Cricket. Employees and Board Members are not authorized to speak to the media or external organizations officially on USA Cricket matters but may be requested explicitly by an authorized spokesperson to address a matter directly or assist in a response. The Media Department addresses the media on behalf of USA Cricket.



12. **Use of USA Cricket's E-Systems:** USA Cricket's e-mail system, team, and collaboration systems, etc., are meant to be used for business purposes only. Misuse of USA Cricket E-Systems in violation of this policy can constitute cause for suspension or removal from the USA Cricket Board, in accordance with the USA Cricket Board's Code of Conduct and USA Cricket Constitution.

Examples of misuse include but are not limited to: Transmission of obscene, profane, or offensive material over any organization communication system, that creates an intimidating or hostile work environment; setting up personal businesses; sharing of confidential messages to unauthorized personnel; and using any words or references that could be reasonably viewed as libelous, offensive, harassing, illegal, derogatory, discriminatory, or otherwise offensive.

13. **Baseless Allegations:** Allegations made by Board members about other Board members, CEO, or staff, with reckless disregard for their truth or falsity, violates this policy.

14. **One Voice:** The board makes decisions only as a total group based on majority vote at validly called board meetings. All board members must respect the group authority and must speak to the public and any external organization with one voice.

15. **Limitations on Action:** Unless specifically and clearly delegated by the Board, no member of the Board has the authority to bind the organization to a contract, financial commitment, action, or policy. No Board member has direct operational authority in the organization. All Directors shall abide by the decisions of the Board.

### **Procedures for Reporting, Hearing and Action**

All directors have an obligation to report any and all allegedly harassing conduct they are the subject of, that they learn of, or that they witness.

This Policy does not require reporting the misconduct to any individual who is creating the harassment or discrimination.

All directors have an obligation to cooperate in any investigation of a complaint of misconduct, including providing any and all information concerning the complaint. Failure to do so may be a violation of this Policy.

If a Board Member is alleged to have violated any of USA Cricket's policies, the following procedure must take place:

1. The misconduct must be reported in writing to the Board Chair (or Executive Secretary, if the Board Chair is the subject of the report). Depending on the nature of the conduct, directors may be required to report to law enforcement and/or the U.S. Center for SafeSport.



2. The Board Chair (or Executive Secretary, if the Board Chair is the subject of the report) will have an informal discussion with the Board Member whose conduct is in question.
  - a. If this discussion does not resolve the matter, then the report must be presented to the Board in an Executive Session.
  - b. The Board Member in question must be allowed to present his/her view before a determination is made by the Board.
  - c. Based on the information presented, the Board will decide whether the conduct is in violation of the Board Code.
  - d. The Board, by majority vote, will determine if the Board Member is in violation of USA Cricket's policies and may be subject to censure, suspension, removal, or other Board action from the Board.
  - e. The Board, by a 2/3 majority vote, will determine the Board action to be taken against the Board Member in violation of the Board Code.
3. A Board Member deemed in violation of the Board Code, may be suspended by a 2/3 majority vote of the Board for cause. The Board Member who is suspended, will be suspended from all activities within the organization for a duration to be agreed by the Board.
4. A Board Member who is deemed to be in violation of the Board Code a second time whether during or after the first suspension, shall be removed from the Board in accordance with the USA Cricket Constitution.