



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Zoom Meeting – March 27th, 2024

Attendance

Virtually(via Zoom):

Venu Pisike, Chairman (VP), Arjun Gona, Individual Director (AG), Kuljit Nijjar, Individual Director (KN), Atul Rai, Club Director (AR), Nadia Gruny, Player Director (NG), Srinu Salver, Player Director (SS), Anj Balusu, League Director (AB), Patricia Whittaker, Independent Director (PW), David Haubert, Independent Director (DH), Pintoo Shah, and Independent Director (PS).

Minutes Captured by: AB

Welcome Note and Agenda

VP welcomed the Members and announced a quorum is met.

1. Approval Agenda
2. Independent Dir re-appointment
3. Appointment of Treasurer
4. Approval of League Committee
5. CEO appointment
6. 403(b) Plan - Change of Administrator
7. AOB

Approval of Agenda

The agenda has been approved to proceed. KN requested to add 403(b) plan administrator change to Agenda.

Minutes of Meeting

VP stated that all the pending minutes will be shared with the board to approve them middle of April 2024.

Independent Director – Re-appointment

VP asked PS if he wants to drop off or remain in the meeting while the re-appointment of Independent Director, PS expressed to stay in the meeting while members are discussing the re-appointment.

- As per the amended constitution, board recommended to consider PS's interest to be re-appointed as the Independent Director.
- VP reminded that the process includes, NGC to review and approve the eligibility of the candidate even if it is an incumbent.
- NGC completed the eligibility verification and recommended PS to be re-appointed as independent director.
- DH proposed the motion to accept NGC's nomination for re-appointment of PS as independent



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director.

- PW requested to see the email sent by NGC as it was the precedence.
 - VP shall submit the email correspondence to the Board.
- PW made a comment that NGC chair is not a USAC active member. PW objection to be noted.
- PW made a comment that PS should not be part of the meeting while the re-appointment discussion is on.
- KN restated that NGC email correspondence to be shared with the board on re-appointment of PS. KN proposed not to vote on this re-appointment.
- VP clarified as per the USAC constitution that any appointment member for any committee to meet any of 3 types of board member criteria. Legal is yet to provide further clarification in this regard.
- KN asked to be included to discuss with legal on any clarification as part of a panel to appoint.
 - VP has accepted the recommendation from KN to create a panel and include him as part of the panel. (VP acknowledged, an email from KN in this regard was missed)
- AG stated that NGC is not constitutionally formed, given NGC chair is not an active USAC member.
- DH wanted to know if all members of NGC are active USAC members or not. It is not necessary to solicit the legal opinion on the interpretation of the constitution, as long as **the board can interpret to the best of the board’s understanding and aligned with it.**
- VP clarified that NGC did not vote on the candidate, rather completed the eligibility criteria. VP also stated that previous NGC chair was not an active USAC member.
- AG stated that majority decision should not be considered, and that decision cannot be considered as right decision in his opinion. AG expressed his dissent in this regard.
- KN stated that any individual who did not renew their respective membership is not a valid USAC member, as per prior clarification from VP.
 - VP reaffirmed that the process of re-appointment of independent director is as per the constitution.
 - VP reminded the board to focus on non-compliance matters and become compliant with ICC.
 - AR expressed that NGC chair not being a USAC valid member is a requirement as long as the individual has the qualifications.
 - AR also recommended that we should not dwell on the membership issue, as it is not an issue for FY2023.
- VP confirmed that PS is reappointed to USAC Board of Directors for a 3-year term effective 01/01/24 and ends on 12/31/26.
- PS accepted the reappointment and thank the board for the same

Treasurer Appointment

VP proposed to appoint Treasurer as per the constitution. In the prior meetings, KN was proposed to be appointed as Treasurer. KN declined the proposal.

VP recommended to appointed as Treasurer to meet the compliance of constitution and attend to the



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tasks.

DH proposed a motion that PS to be appointed as Treasurer.

PS accepted the recommendation to be appointed as a Treasurer.

VP confirmed the appointment of PS as USAC treasurer effective immediately.

League Committee

VP recommended that USAC board consider the appointment of League Committee as per the constitution.

VP reminded the board that the prior attempts to appoint the League Committee did not materialize for various reasons.

VP stated that 8 members from 8 zones and 4 players to make the 12-member league committee as per the constitution.

VP proposed a motion to appoint the League Committee, AB seconded the motion.

- AR stated that the timing of the league committee appointment is not right, given the difficulty that some of the leagues were not able to renew their membership and be qualified to be part of the League Committee. AR recommended to defer the appointment of League Committee.
- VP clarified that League Committee term is 1 year and the prior year membership is what will be considered as qualifying criteria for the League Committee. VP strongly recommends that the board approve the appointment of League Committee to demonstrate its intent to involve the community.
- KN wanted VP to rescind the comment that League Committee was not formed for various reasons, given the fact that Player Directors (Men & Women) did not make their recommendations to appoint the League Committee in 2023.
- AG wanted to clarify that League Committee is always formed based on prior year membership.
 - o VP clarified that prior year membership is the qualifying event to be part of the League Committee and with an assurance to renew membership for the current year in writing to the membership manager.
- AR wanted if any member of the League Committee does not renew membership, is USAC to remove the respective member from the League Committee.
 - o VP clarified that it is up to the board to decide on the removal process.
- AB stated that Leagues have made commitment and followed through the commitment in paying their dues to USAC even though the Membership Portal was not functional.
- AB also stated that every action does not have to be part of the constitution. USAC board can adopt best practices to take action as appropriate to send a stern message to the League Community.
- AG asked why the player directors did not nominate the representatives to League Committee and how come they are able to nominate now.
- KN requested SS to provide a clarification on this matter.
- PW registered her comment that this committee or any committee to be approved in consultation with CEO, that she would not agree even if the board makes the decision.
- KN brought to the attention of the board, that DCL has sent an email declining their nomination to the League Committee in protest of the process.
 - o AG expressed that it is not appropriate to proceed with the motion in light of the email from DCL



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- VP to respond to the email and reconfirm their withdrawal from League Committee nomination, if the withdrawal is confirmed, then next largest league in the zone to receive the nomination.
- PS brought to the attention of the board, that this email does not identify specific name or representative from DCL and the legitimacy of the email was questioned.
 - VP and PS both asked KN if the is associated in any manner with DCL. KN response is to refer to the email.
- VP recommended that board to consider the appointment of the League Committee without 1 member in question and replace the withdrawing member with another member in due course.
- VP recommended that if the board intends to defer the appointment, he accepts the decision.
- DH does not want to postpone the appointment of the League Committee.
- PW asked for clarification on the process of vetting and BGV etc.,
 - VP clarified that all nominees for League Committee are USAC active members. The membership was validated by Membership Manager Dhruv Barot. USAC staff to complete the BGV, and must sign USAC COI and Code of Ethics
- VP reiterated that we as USAC board cannot continue to ignore appointment of community involved Committees as it is our constitutional responsibility to appoint committees.

CEO Hire

VP informed the USAC board with reference to working group discussions with the proposed candidate and requested to authorize the working panel to confirm USAC's intent to appoint by making a formal offer.

NG reaffirmed her confidence in the candidate to lead USAC forward with reference to bettering the relationship between USAC and USOPC along with ICC.

PS echoed NG's reaffirmation and also informed the board that the candidate would like to speak with a few of the board members as part of her due diligence. PS to coordinate the discussions with the interested board members.

VP reaffirmed that board members MUST conduct themselves professionally and stop interrupting the board proceedings and being disrespectful to fellow board members.

AG recommended that USAC should start over the search for CEO and does not approve the working group's recommendation and process.

KN asked how far back in the process should USAC go in identifying the candidates and suggested to start of the process afresh. KN wants to appoint a new working group to search for a new CEO.

DH expressed his appreciation to the working group for their efforts and process with reference to CEO appointment.

VP clarified that the process of identifying CEO, involved discussion with USOPC, ICC, Candidate and clarifications based on Board's concerns as few of the important steps, based on the concern raised by PW in reference to the process followed by working group.



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403(b) Plan – Administrator Change

KN proposed that USAC board approve the change of 403 (b) plan administrator from Vanguard to Human Interest. VP recommended that PS as newly appointed Treasurer review the USAC employee benefits comprehensively as part of the transition of the present Treasurer tasks from KN. Also to include CEO once onboarded to prepare a USAC employee benefit package.

KN asked the board to decide to make the change given the savings for USAC.

PW asked for clarification on how Human Interest was able to propose significant savings compared to Vanguard. KN provided the clarification that his due diligence revealed Human Interest is in the best interest of USAC over Vanguard. \$8/FTE/Payroll Cycle vs \$4000/YR. KN shared his comparison report with the board.

AOB

ICC T20 Men's World Cup Tickets

AB presented the information to the board as received from ICC and CWI. Members requested additional information from ICC to make their respective decisions on their ticket numbers to purchase. AB to present the information as received from ICC.

Motions

Motion: Appointment of PS as independent director by accepting NGC's nomination (PS is not part of the voting process)

- Proposed by: DH.
- Second by: SS.
- Opposed by: PW, AG & KN
- Abstain: None

Result: Motion Passed with majority(6:3)

Motion: Appointment of PS as Treasurer (PS is not part of the voting process)

- Proposed by: DH.
- Second by: SS.
- Opposed by: AG, KN & PW
- Abstain: None

Result: Motion Passed with majority(6:3)



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Motion: Appointment of League Committee excluding the nominee from DCL

- Proposed by: VP.
- Second by: AB.
- Opposed by: AR, KN, AG, & PW
- Abstain: None

Result: Motion Passed with majority(6:4)

Motion: 403(b) Plan Administrator Change from Vanguard to Human Interest.

- Proposed by: VP.
- Second by: AB.
- Opposed by: None
- Abstain: None

Result: Motion Passed with majority(8:0), AR & DH were not present at the vote.

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