



Audit Committee Terms of Reference (TOR)

1. Purpose

The purpose of the Audit Committee is to oversee and assist the Board of Directors in fulfilling its responsibility for the integrity of the organization's financial reporting, internal controls, risk management, and external and internal audit functions. The committee aims to ensure compliance with applicable laws and regulations and to promote an effective control environment.

2. Objectives

- To ensure the accuracy and integrity of the organization's financial statements.
- To monitor the effectiveness of internal controls and risk management systems.
- To review and recommend the appointment, reappointment, or removal of external auditors.
- To oversee the performance and independence of both external and internal auditors.
- To ensure compliance with relevant laws, regulations, and internal policies.
- To review significant accounting and reporting issues and provide guidance.

3. Responsibilities

- **Financial Reporting:** Review financial statements and disclosures, and ensure they follow accounting standards and regulatory requirements.
- **Internal Controls:** Evaluate the effectiveness of internal controls and risk management processes.
- **External Audit:** Recommend the appointment and remuneration of external auditors, review their performance, and ensure their independence.
- **Internal Audit:** Approve the internal audit plan, review internal audit reports, and ensure effective communication with the internal audit function.
- **Compliance:** Monitor compliance with legal and regulatory requirements and internal policies.
- **Ethics and Whistleblowing:** Oversee the organization's ethical standards and the whistleblowing mechanism, including the investigation of concerns raised.

4. Membership

- The committee shall be appointed in accordance with the USA Cricket Constitution.
- The committee will comprise members with relevant expertise and/or experience.



5. Chairperson's Role

- The Chairperson, who must be an independent director, is responsible for leading the committee, ensuring that meetings are effective, and that the committee's responsibilities are fulfilled.
- The Chairperson will act as the primary liaison between the committee and the Board of Directors.
- The Chairperson will ensure that the committee's findings and recommendations are properly communicated to the Board.

6. Meetings

- The committee shall meet at least 2 times per year, or more frequently as needed.
- Meetings may be called by the Chairperson or at the request of the external auditors, internal auditors, or a majority of the committee members.
- The quorum for meetings shall be 2 members.

7. Decision-Making Process

- Decisions are made by a majority vote of the committee members present at the meeting.
- In the event of a tie, the Chairperson shall have the casting vote.

8. Reporting

- The committee shall report its activities and recommendations to the Board of Directors on a regular basis.
- Written reports should summarize key discussions, findings, and actions taken by the committee.

9. Confidentiality

- Committee members must maintain confidentiality regarding all matters discussed in meetings, including financial information and audit findings.
- Confidentiality extends beyond the term of committee membership.

10. Record of Minutes

- **Documentation:** Accurate minutes of all meetings shall be recorded, detailing the discussions, decisions, and action items.
- **Approval:** Minutes shall be reviewed and approved by the committee at the subsequent meeting.
- **Storage:** Approved minutes shall be filed and stored securely, accessible only to authorized individuals.
- **Distribution:** Copies of the approved minutes will be distributed to committee members and the Board of Directors as appropriate.



11. Creation and Maintenance of TOR

- The TOR shall be created by the Board of Directors and reviewed periodically to ensure its relevance and effectiveness.
- The TOR will be made available to stakeholders as required by regulatory or governance standards.

12. Amendments

- Amendments to the TOR can be proposed by the committee or the Board of Directors.
- Proposed amendments must be reviewed and approved by the Board of Directors.