



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Zoom Conference Call – October 1st, 2021

Attendance

USA Cricket Board Directors

Paraag Marathe, Chair, Independent Director (PM), Catherine Carlson, Independent Director (CC), Rohan Sajdeh, Independent Director (RS), Venu Pisike, Individual Director (VP), Suraj Viswanathan, Secretary, Individual Director (SV), Nadia Gruny, Player Director (NG), Srinu Salver, Player Director (SS), Sushil Nadkarni, League Director (SN), Ajith Bhaskar, Club Director (AB)

Apologies: Avi Gaje (AG), Individual Director

USA Cricket

Iain Higgins, CEO (IH)

1. Welcome & attendance

PG welcomed the Board to the meeting noting apologies from AG.

2. Minutes of previous Board meeting

The Board approved the minutes of its May 10th meeting as a true and accurate record of the meeting.

It noted that the minutes of its August 19th meeting had not yet been circulated for review.

3. Actions arising from previous Board minutes

IH explained that the actions from the May 10th meeting had been completed.

IH explained that a number of governance steps approved in the August 19th meeting had been announced publicly and were underway, and that a report from the independent Constitutional Review Working Group was the main agenda item (see item 12) for this meeting.

IH updated the Board on progress with ACE on the LFA and advised that he had only received 3 NDAs from directors. It was agreed that directors who had not yet completed that task would do so in order that the latest draft LFA could be shared with the Board.

4. CEO report

IH highlighted that it had been a difficult year from a management perspective since the lawsuit had been filed as the Committees and Board had been functioning ineffectively during that period. Notwithstanding the challenges, however, significant progress had been made in a number of areas in line with the Foundational Plan.

He made a presentation on the key activities carried out in 2021 so far, highlighting the following:

- Increasing Participation: USAC had delivered its first ever Level 1 Umpiring Program; developed a draft Level 2 Umpiring Program; developed an overarching Coaching Program and Pathway; and was due to launch Level 1 Coaching Program shortly. In addition, USAC had developed a plan to Shape the Future of Women & Girls in American Cricket; and a nationwide schools and community entry-level program (Cricket Heroes) which had a pilot program scheduled to be rolled out in November.

The Board noted that a lot of planning efforts had gone into these activities, and, whilst they may not be as visible as other areas of the business, it was important to develop these grassroots programs for the different groups of participants, and that their value would become increasingly apparent moving forward.

- Improved Performance of National Teams: In particular, USAC had completed the delivery of high quality National Championships for each of Men's U19, Women and Women's U19 categories and was planning to stage the Men's event shortly, which was a significant step forward for the organization when compared to prior years; USAC had created and delivered a successful women and girls' domestic structure for the first time ever in the USA.

The Board noted that these achievements on the domestic front had been made despite the COVID challenges and that USAC should be proud of what had been delivered. It also noted that the international cricketing calendar remained chaotic, and that there hadn't been as much focus or investment on the international teams during the year so far, but that the next few months would see a lot of international cricket, and that there was work to do to establish the right contracting structures, focus and investment plans ahead of 2022.

- Operate Sustainably within a Balanced Budget: This has been challenging because of the adverse impact of the lawsuit which needed to be accommodated within an already tight budget, but good progress had made in the appointment of a playing kit & apparel provider, with an equipment and ball provider likely to follow shortly; together with the appointment of Sistar Mortgage as the Women's Domestic Structure and National Team Sponsor.

The Board noted that USAC had also completed an independent unqualified audit of the 2020 Annual Finance Statements for the second year in a row and that it was tracking well against the approved budget.

- Build Trust in the Community: Although USAC had launched a membership program and secured more than 15,000 paying members, this was the most disappointing area of the business so far this year due to the significant technology challenges associated with the membership portal launch which had kept the portal closed for most of the summer, and which, together with the lawsuit, had contributed to significant delays to the 2020 elections. All of this was debilitating and time consuming and had undermined USAC's credibility and ability to unify the community.

The Board noted that significant efforts had been made to secure an increase from just +700 to +15,000 paying members, and that the significant uptake despite the practical difficulties was testament to the enthusiastic support base for the sport that exists in the country. However, a lot now rode on USAC's ability to deliver a smooth election under the new constitution which was being developed by the Constitutional Review Working Group.

- Grow Engagement: USAC had recently completed a formal joint bid with Cricket West Indies to host the ICC Men's Twenty20 2024 World Cup in the USA/Caribbean, and IH was optimistic about the likelihood of success with that bid; the ICC had also publicly announced its intent to seek inclusion in the Olympic Games 2028 and IH and PM were supporting those efforts through an ICC Working Group on this matter;

IH had also commenced work with the ICC to secure the growth of the sport in the USA at the heart of its Global Strategy launch.

The Board noted the exciting opportunities that were on the horizon and the tremendous success of the inaugural Minor League Cricket competition in 2021 which had been organized by ACE.

- RS enquired as to the number of impressions created by Minor League (how many people had watched, attended, engaged on social media etc), as that would be a good measure of the present levels of engagement.
 - SV explained that he was developing a list of questions for ACE (see item 7) to help measure the success of the 2021 MiLC, the results of which he would bring back to the Board in due course.
 - AB requested that information be sought from ACE in respect of its planned infrastructure development in New York / North-East region.
- An Effective Support Environment: USAC had continued to put in place a number of new policies, insurances and other initiatives that were fundamental to the successful build-out of an effectively governed organization.

5. Cricket Committee – update

SN referred to the report in the meeting paper which provided a list of ongoing activities across the various programs. In particular, the Board noted the following:

5.1 Men's Senior National Team

- It has been a challenging time for international cricket, with numerous calendar changes, shifting travel restrictions and other COVID related impacts.
- The Men's Senior National 50-over team had recently toured Oman as part of the ICC CWC League Division 2, winning three out of six matches, which left room for improvement, and tour and player/staff performances are under review.
- Special mention of Jaskaran Malhotra, who hit 6 x 6s in an ODI to become the fourth player ever to do that, and to score the highest USA score in an ODI, for which a special presentation will be made to him at MiLC Finals Weekend.
- The next international competition for the Men's Senior National Team is the ICC T20 World Cup Regional Qualifier in Antigua, November 2021. Performance in MiLC will be a critical piece of information that helps to inform selection for the national team in the T20 format.
- There are ongoing discussions with ACE about the provision of financial support to USAC to help fund an incoming tour by Cricket Ireland, which would be another landmark step and opportunity to play and beat a Full Member in the USA.
- The 50-Over Men's National Championships will involve eight representative teams (seven zones, plus a USAC U19 team), in Houston, in November 2021.

- Ahead of the 2022 season, we will need to work closely with ACE to determine the principles through which USAC will allocate and negotiate player contracts for the Men's National team.

5.2 Men's U19 National Team

- The ICC CWC Regional Qualifier in 2021 was cancelled by the ICC, which meant that Canada qualified for the ICC CWC in the Caribbean in early 2022. This was a huge disappointment, but there may still be chance of USA qualification (since some Full Members have withdrawn) and USAC continues to work with the ICC in this respect.
- USAC is also considering the prospect of taking the Men's U19 National Team to Trinidad in December, and ACE has indicated that it would be willing to contribute to cover these costs if required.

5.3 Women's Senior National Team

- Two women's national teams have been selected to participate in: (i) ICC T20 World Cup Regional Qualifier, in Mexico, in October 2021; and (ii) ICC (50 Over) CWC Qualifier, in Zimbabwe, in November/December 2021.
- Following an interview process, John Aaron has been appointed as the National Team Manager.

5.4 Women's U19 National Team

- USAC was considering the prospect of taking the Women's U19 National Team to Trinidad in December.

5.5 Selection Policy review

- The Cricket Committee is undertaking a review of the Selection Policy to ensure that it remains fit for purpose. All directors are invited to provide any feedback they may have to the Cricket Operations Director on the content of the Selection Policy.

6. Development Committee – Update

VP referred to the report in the meeting paper which provided a list of ongoing activities across the various programs. In particular, the Board noted the following highlights:

6.1 Entry Level Program – 'Cricket Heroes'

Significant progress had been made in:

- Finalizing the ELP brand ('Cricket Heroes') and accompanying brand guidelines manual
- Developing a commercial model and engaging with a potential title sponsor
- Preparing a full Playbook manual for delivery
- Preparing to deliver a 'Pilot' program in November/December

The objective of the Pilot would be to (i) publicly launch the program; (ii) test and refine the Playbook based on feedback from the pilot; (iii) provide training to 50-100 PE teachers/parents/volunteers who will assume the role of 'Activators' in delivering the program; (iv) make strong connections with schools in key cricketing communities; (v) provide proof of concept to potential commercial partners; and (vi) introduce cricket to 10,000 children at more than 30 schools across the USA.

IH presented the 'Cricket Heroes' brand to the Board explaining that it had been developed by independent experts based on recent and localized research and that it was consistent with the agreed set of values identified for the brand at the outset. He described it as 'world-class' and that it compared favorably against the best ELP brands developed by any Full Member.

He also explained that he had been making efforts to secure a significant title sponsor for the program, which was based on an objective of exposing 300,000 children to the program over the next 3-4 years, with a potential deal being structured in such a way that an expanding ELP would pay for itself, and which would help to achieve the vision of making cricket a mainstream sport in the USA.

6.2 Umpires Program & Pathway

The following progress has been made with the support of the volunteer umpiring coordinators:

- First intake of the Level 1 (Umpiring Fundamentals) course is progressing well with 155 participants (including 24 women). The course is nearly complete, with just the instructor-led modules left to be completed.
- A second Level 1 course is planned to be released in the next 2-3 weeks.
- A Level 2 Umpiring course is likely to be ready for release by the end of October.
- An Umpiring Appointments Panel is in the process of being established, together with its terms of reference. Once the UAP is established, it will be asked to select the inaugural National Umpiring Elite Panel and to make appointments for the Men's National Championship in accordance with the ranking and appointment processes.

6.3 Coaching Program & Pathway

The following progress has been made:

- A first draft Coaching Program and Pathway has been prepared and is under review.
- A Level 1 (Coaching Fundamentals) course will be released to USAC members in late 2021, with the course material already compiled in conjunction with the ICC.

6.4 Volunteer Recognition Program

USA Cricket plans to conduct an annual awards program, covering playing and non-playing achievements. As part of this program, it is planned to announce 'Volunteer of the Year' awards (and runners-up) across the following categories to recognize hard-work and effort from across the community:

- Youth/Junior Cricket Volunteer of the Year
- Women/Girls Cricket Volunteer of the Year
- Coach Volunteer of the Year
- Match Official Volunteer of the Year
- Administrator Volunteer of the Year
- OVERALL Volunteer of the Year

To gather information about potential nominees from across the country, we will be asking for nominations from the cricket community via a media release and SurveyMonkey nomination form. Further details about the Awards and the process of determining the winners/runners up will be finalized in the coming weeks.

6.5 Youth Tournaments

Due to a lack of budget in 2021, the plans for youth tournaments previously developed by the Youth Tournament Working Group were not delivered. These plans will be revisited over the coming months in the hope that they can be improved and incorporated into the budget and planning for 2022.

7. ACE Relations Committee – update

SV referred to the meeting paper and provided a summary of the MiLC 2021 season, explaining that the competition had reached Finals Weekend and that, overall, it appeared to have been a great success. He highlighted that MiLC had gained media traction domestically and internationally and that it had exposed local players to consistently high competitive cricket over an extended period against players of international standing and repute.

SV explained that he had plans to meet with ACE to seek from it a comprehensive report on MiLC 2021, including answers to the following information:

1. Operational details in respect of MiLC 2021:
 - Total consolidated budget; which parties paid for what, and key commercial arrangements;
 - Full list of team owners and process followed to appoint them;
 - Number of venues, match and pitch reports and balance of turf/astro/matting pitches;
 - Number of participating players, broken down by whether they are MLC contracted, local players, international players, and youth/senior;
 - Process by which all players were remunerated;
 - Report on PMOA control and any violations;
 - Broadcast and media reach and engagement attained by MiLC, including through video views/streams watched/broadcast audience/social media presence and interaction etc;
 - What tools MiLC has available to help understand the significance of the player performances relative to others played on different facilities across the country.
2. Highlights, learnings and identified areas of improvement from MiLC 2021.
3. Plans for MiLC 2022

The directors requested SV to supplement the above requests for information with: (i) information about what complaints were lodged during the competition and how they were dealt with; (ii) how to ensure a greater standard of umpiring standards and the relationship with USAC certified umpires; (iii) a review of the plans around local league and fan engagement; (iv) how MiLC can engage more U21 players within the teams to help keep them engaged in the sport at the highest level; (v) how USAC could play a greater governance role within MiLC moving forward; (vi) a request for ACE to develop and announce the 2022 schedule as early as possible, keeping certain weekends clear to help Leagues and other event organizers schedule with certainty.

SV agreed that he would provide a full report to the Board at its next meeting, along with updates in respect of infrastructure development, academies and plans for the launch of Major League Cricket

Finally, SV advised the Board that he was planning a series of virtual Town Halls with ACE representatives over next few weeks to highlight the success of MiLC 2021.

8. Women & Girls Committee – update

NG reminded the Board that the W&GC had spent most of the year developing a plan to help ‘Shape the Future for Women & Girls in American Cricket’ and that the final draft plan had been shared with the Board earlier in the week. She explained that:

- the plan is consistent with the language used and design in the Foundational Plan, and that the Growth and Revenue Initiatives within the plan are aligned to the strategic objectives of the Foundational Plan; and
- management was in the process of developing an underlying operational plan that identifies who will be responsible for delivering which part of the plan, within what timeframe and what budget; and that this would be reviewed and approved by the W&GC in due course, and then be incorporated into the organizational budget that will be developed shortly for 2022.

The Board unanimously approved the plan, which it noted would be launched publicly in the next week or two.

9. Finance & Commercial Affairs Committee – update

CC referred to the report in the meeting papers, which provided a summary of the recent matters considered by the F&CAC. In particular, the Board considered the following:

9.1 2020 Audited Financial Statements

CC explained that the 2020 AFS showed a healthy year-end position, primarily because COVID had resulted in a significantly reduced volume of cricket related expenditure throughout 2020.

The Board noted that the F&CAC had endorsed the publication of the approved 2020 AFS.

9.2 Finance report for period ending August 2021

The Board noted that the F&CAC had considered the 2021 finances to date, including the costs associated with the litigation (\$144k), the main areas of reported overspend, underspend, and the new and additional revenue/VIK generated, and noted that the current forecast for 2021 was that there would be a negative variance of c\$40k against the revised budget for the year. The FCAC regarded this as a good outcome given the challenges and uncertainty experienced so far during 2021.

The Board approved the F&CAC’s recommendation that contracted salaries for staff should return to the normal level with effect from 1 September, noting that the negative variance of that decision was incorporated within the overall forecasted variance.

Finally, the Board noted that the F&CAC would be considering an updated financial report at its next meeting and that a proposed operational budget for 2022 would be prepared and shared with the F&CAC for recommendation to the Board later this year.

9.3 Commercial rights partnership framework

IH provided a presentation of the current commercial partners and framework, summarizing the nature of the deals that have been concluded so far (i.e. National Team Sponsor, Women’s Domestic Structure and Official Playing Kit/Apparel Provider), and those that were being worked on (Entry Level Program Founding Partner, Official Equipment Provider, Official Ball Provider, Title Sponsor of Men’s National Championships), how they fit together and the target areas for exploitation during the rest of the year and into 2022.

RS noted that the focus to date had been on cricket brands and that as USAC evolves and starts to explore more corporate partnerships, USAC should: (i) work closely with Willow TV to get a better understanding of the demographics of the audience pool, and which companies benefit from being able to access those that play, watch and engage in cricket in the USA; and (ii) look at which US-based companies are already engaged in the sponsorship of cricket elsewhere around the world.

10. Membership Working Group – update

The Board noted the content of the MWG report in the meeting papers, which included that:

- The Membership Portal had remained closed for new members since the previously advertised cut-off date earlier this year due to significant technology challenges, and that the past few months have seen a focus on fixing those technology problems.
- In order to provide support to the resolution of the challenges, USAC had recently: (i) appointed a Membership Manager, Dhruv Barot; and (ii) secured, at no cost, strategic support and direction from Tilak Mitra, a global leader of digital transformation for the manufacturing and industrial offerings within Amazon Web Services.
- Huge efforts had been made over the past few months with Leagues to secure payment for their members, and as a result, as at the date of cut-off for payment, the membership portal contained c18,500 individual members, of which c15,500 (all ages) had paid, which was a pleasing result.
- The MWG had confirmed that the membership portal should be opened again as soon possible, so that all those who were unable to join throughout the summer could join and, subject to the recommendations from the CRWG, be given an opportunity to participate in the 2021 Election.
- The MWG would be meeting again in November to consider the overall membership strategy for 2022, including what the membership benefits are likely to look like and how they should be packaged and sold in 2022 given the challenges of 2021.

11. Joint Bid to Host the Men's T20 World Cup in 2024

IH explained that a joint bid (with CWI) to host the Men's World T20 World Cup in 2024 had recently been completed and filed with the ICC, and that he was optimistic about the prospects of success.

He had hoped to present the key elements of the bid to the Board, but given the time constraints, the Board agreed to postpone the presentation until its next meeting.

12. Constitutional Review Working Group – update

The members of the CRWG – Jagan Jagannathan, Samantha Ramautar, Brian Walters and Sujal Shah - were introduced to the Board and given an opportunity to explain their background, independence and experience in relevant matters.

The Board was reminded of the brief given to the CRWG - to review the constitution and propose amendments that: (1) eliminate the various areas of ambiguity that exist and could be the source of a future legal challenge; and (2) address issues caused by the delay to the 2020 Election and help to set up a path that enables the fair and effective management of both the 2020 Delayed Election and the 2021 Election, with a view to having both these elections concluded by mid-December.

JJ referred to the explanatory note which had been provided to the Board and explained the process that the CRWG had gone through in completing this task.

The Board considered all the recommendations contained in the explanatory note and the CRWG agreed to consider the following issues/feedback raised during the discussion:

- **Proposed definition of 'League' (6.3(A)(ii)):** The desire of the CRWG that Leagues should be able to demonstrate independent substance was acknowledged, but there was concern that the proposed language/criteria was inflexible and might inadvertently exclude other genuine leagues. The CRWG agreed to review the definition without undermining the principle, so long as the burden of proof remained with the League to show that they meet the relevant criteria.
- **Proposed definition of 'Club' (6.3(B)(iii)):** The CRWG explained the rationale behind its position that a Club should be allowed to vote even if some of its players are under the age of 18, including the legal advice it had received on the issue under the existing constitution as well as policy reasons. There was broad support for the proposal, but VP requested the CRWG to reconsider its position on this issue.
- **Proposed definition of 'Club' (6.3(B)(i)):** The Board agreed that Clubs should be allowed to register and be eligible to vote even where their League has not joined USAC. As such, the requirement that a Club needs to be part of a 'registered' League should be removed, and a Club could be a voting member of USAC even if not part of a 'registered' League. Similarly, an Individual could be a voting member of USAC even if not part of a 'registered' Club.
- **Role of designated representative 6.3(A)(iii):** The Board agreed that the CRWG should ensure that no designated representative should be allowed to pass a vote for more than one 'Club' or 'League'.
- **Proposed eligibility to stand as Player Directors (7.5(A)(i)):** The Board recommended that the CRWG should replace the word 'played' with 'selected' to ensure that anybody who has been 'selected' in a first XI of a nationally representative team should be eligible to stand.
- **Election process (7.5(C), (D) and (E)):** The Board suggested that the CRWG should look at the ordering of names on the ballot paper to ensure that they are listed appropriately (e.g. in a random way).
- **Independent Director (7.5(B)(ii)):** The CRWG agreed to consider including the word 'consultant' here to ensure consistency with other proposed amendments to the constitution provided that there were no inadvertent consequences.
- **Independent Director (7.5(B)(iv)):** The word 'Chair' should be replaced by 'Independent Director'.
- **Board resolutions by email (7.19):** The Board recommended that the CRWG should consider how resolutions could be passed by e-mail where there is majority support for a resolution but not unanimity.
- **Effective Resignation of Directors (7.8(D)):** The Board recommended that there should be an element of materiality associated with any Code of Ethics breach before a recommendation of removal could be made by the Ethics Officer, and that in such circumstances there should then be a majority of at least 2/3rds of the Board for the removal to be effective.

The CRWG agreed to consider all of the above and revert to the Board as soon as possible with a further amended constitution and explanation of how it proposed that the issues above were best addressed.

The Board also noted that the CRWG had also come up with a series of additional recommendations as to how to structure the governance model in the future, but that went beyond the present remit of the CRWG to address ambiguity and election related matters. The Board agreed to review those separate recommendations in due course once the elections are concluded, and also agreed that the following should be considered within those

subsequent recommendations: (i) whether Youth Leagues should be separately classified in the future and whether they should have a vote or a separate committee; (ii) how to give enhanced authority to larger Leagues in the future; and (iii) how players should in the future be encouraged/guided to determine their 'primary' Clubs and Leagues.

13. AOB

There was no other business.