



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Conference Call – April 25th, 2022

Attendance

USA Cricket Board Directors

Avinash Gaje, Individual Director (AG), Venu Pisike, Individual Director (VP), Catherine Carlson, Independent Director (CC), Nadia Gruny, Player Director (NG), Srinu Salver, Player Director (SS), Sushil Nadkarni, League Director (SN), Suraj Viswanathan Individual Director (SV), Ajith Bhasker Club Director (AB), Chairman Paraag Marathe (PM)

Attendee(s)	All except Paraag Marathe (PM)
Absentee(s)	Paraag Marathe (PM)

Minutes submitted by: Dhruvkumar Barot

Agenda

This Board meeting is called by the Suraj Viswanathan (SV)

- Budget
- Interim CEO Update

Minutes

Budget

SV presented the draft budget for 2022 to the board. Regarding the \$300,000 for Ian Higgins (IH) his offer letter was reviewed by SV, he noted a point that the offer of \$300,000 was contingent, SV requested the board and IH to share a dated signed copy for further review and investigation since the date if this was ever approved by the board in any of the meetings. SS objected to this and questioned to board regarding his concern about a conflict of interest between IH and ACE as IH was employed by USA Cricket who is responsible to negotiate the LFA with ACE, while ACE to pay him a bonus of \$300,000 for the agreement. CC clarified that the bonus of \$150,000 annually was promised to him by USA Cricket on the USA Cricket letterhead. SV stated if the board gets the signed copy of the offer letter where the bonus was offered then indeed USA Cricket is obliged to pay the bonus. This was objected to by SS he is not comfortable sidelining the conflict as noted and would not approve or move forward with the payment until this is clarified by the board. AB commented on why all actions from the commercial parent are looked at as a conflict, as they are responsible to work with us hand in

hand to develop the sport in the country. VP clarified that because USA Cricket is not for profit while the commercial partners ACE are hence it is important to take note of individual interests here. VP further mentioned about the email and legal notice from IH where he mentioned that ACE agrees to pay IH if the LFA is signed in the form as sent by ACE, this further adds to the stress where ACE informs IH that they will pay him if the LFA gets signed. SV put this to the board to confirm if anyone objects to this or sees this as a conflict, SN needed more time to review and choose not to vote, SS objected & VP choose not to vote as he think legal opinion is required here. SV to check previous meeting minutes and confirm to the board if IH compensation package was discussed with the board and what were the numbers offered.

CC clarifies major areas in the budgets where numbers were changed including, the deduction in income to be received from the ICC for the Ireland series, a substantial increase in legal cost, and a reduction in ICC strategic support funding. CC to provide a full breakdown of the legal cost to the board. SS further clarified that the legal cost is still variable depending on the findings from SV on the discussions and decisions made by the board, because if the board didn't approve the remuneration package then it is PM's responsibility to fulfill the promised bonus, not USA Cricket, as PM was only authorized to negotiate IH's compensation and had no authority to approve it as per the constitution USA Cricket board has the responsibility to approve it.

SV seeking clarification from different committee chairs regarding balancing the income and expenses for VIK goods received from the sponsors and what forecast is the estimated workshop income is based on.

Interim CEO Update

CC further expressed her concerns about not being able to keep up with the budget and the proposed player salaries which will further add to the deficit of the overall budget. A substantial drop in revenue from ACE was rooted as the biggest reason for the deficit. Due to the uncertainty in the revenue and support from the commercial partner, it is nearly impossible for the organization to plan the budget correctly and function properly. In addition, because the board failed to secure the WC hosting rights contract this further added to a major loss in revenue for the organization. Further emphasis on board shall re-consider on interim CEO employment as both CC and VP believes that it will be a further loss to the organization as too much time and effort will be invested to get them to speed up against the work efficiency.

AG expressed strong support for having an interim in place as soon as possible because the board is currently too involved in the day-to-day and operational functions of the organization while this is the CEO's responsibility while the board shall focus on strategy and governance. AG suggested that without further delay the board should consider the recommendation put forward by SV and give an opportunity to the individual on a contract basis to get back on track, also if the individual is successful then shall be considered for full-time employment opportunity. SS objected and thinks that a CEO from outside of the USA will lack the skills to

bring the community together and this may further result in loss of confidence from the community in the organization the board shall approach this carefully. The working committee shall put forward multiple recommendations for appropriate candidates to the board rather than selecting an individual for the position. SV called for a vote on the resolution by AG, to onboard Mr. Dhiraj as an interim CEO for 4 months. VP objected as the board is not aware of who the individual is and voting on this would not be right as the board is unaware of his remuneration expectations or availability to join, also the right process is not being followed, this was seconded by NG. As agreed by the board were given a deadline to submit their recommendations for interim CEO to the working committee who will further shortlist the candidates and interview them for the position. Working committee to consist of NG, CC, and SN. Working committee to put together a guideline and present it to the board before the next meeting. The resolution passes and is approved by the board.

Budget (Cont.)

SN provided an update on the player's contract, Richard Done (RD) to redo the match fees calculation and forecast a reduction in payout further helping the deficit. ACE agreed to commit \$600,000 out of \$1.2 million towards player's salaries. SN emphasized the importance of players to this organization and that they should not be sidelined, or it may cause embarrassment to the organization. VP further questioned that based on the options and the breakdown of commitments from ACE to support player's salaries and stipends and if these were indeed to be included in the obligations from ACE then this should be taken off the USA Cricket budget and further help to reduce the deficit, SN agreed to have access to the breakdown as well for the better implication of the funds. SN is to reach out to IH and RD for further clarification.

SV discussed about a potential reduction in staff salaries by 30% to further help with the deficit. NG questioned ACE's obligation to the HP group. If ACE is obligated to provide support as per the agreement, then the expected income should be added to the budget and should be held accountable for providing the funds. AB wanted SV to communicate with the ACE on behalf of the board to understand where the lack is and why there is a steady reduction in funding and support for the cause. This was further clarified by VP and SV on the obligations and actuals from ACE which is on track except for some clarifications needed on the support stream as agreed by ACE.

Board discussed possibilities from VP and SS to drop the lawsuit on the condition of the PM's resignation with immediate effect, the board agrees that this action will unify the confidence of ICC in USA Cricket and may give a last chance at least to the board to gain back WC hosting rights, no resolution was passed. The board is to continue discussions on this at the end of the next meeting.

Next Meeting: April 26, 2022

Approved by: PRINT NAME UPON APPROVAL