

Description	Terms of Reference: Financial & Commercial Committee
Document owner	Chief Executive Officer South Western Districts Cricket
Approved by	Board of Directors SWD Cricket
Effective Date	27 January 2015
Revision Date	May 2017

TERMS OF REFERENCE: FINANCIAL AND COMMERCIAL COMMITTEE

1. NAME OF COMMITTEE

Financial and Commercial Committee

• OVERVIEW

This Terms of Reference sets out the roles, responsibilities, composition and structure of the Committee. The Committee is appointed by the Board of Directors of SWD Cricket with the Board delegating certain responsibilities which require reporting back to the Board.

The Committee will serve for a period of three (3) years

2. OBJECTIVE OF THE COMMITTEE

The main objective of the Finance & Commercial Committee (FINCOM) is to:

- a) provide policy in terms of accounting and internal financial control,
- b) strategic risk monitoring and managing strategic risk and exposure to the identified risks)
- c) monitoring support to South Western Districts Cricket in all areas relating to financial and commercial matters.
- d) To consider and explore commercial avenues and branding opportunities

In this regard FINCOM continues to fulfil a very important role in ensuring that cricket has a stable and predictable financial foundation to allow it to develop, sustain and grow the game in South Africa.

3. RESPONSIBILITIES AND DUTIES

The committee is largely responsible for:

- a) financial and corporate responsibilities in conjunction with management.
- b) It prepares financial budgets and forecasts for the company and compiles and presents the annual financial statements in conformity with the companies selected accounting framework (IFRS for SME's).
- c) The committee also interacts extensively with the Audit and Risk Committee and the Companies auditors on matters involving business reviews (external audit) and risk controls.

- d) It furthermore ensures that the Company's financial affairs are managed in accordance with good financial practice and good corporate governance with regard to the highest ethical principles.
- e) Review and assessments regarding the implementation of the Operational Model for South African cricket with specific reference to financial management responsibilities.
- f) Create an environment that is conducive to commercial and branding properties and revenue streams.

4. MEMBERS AND INDEPENDENCE

The Committee is appointed by the Board in accordance with the directives as stipulated in Clause 24 of the MOI.

The Committee is to consist of:

- a) The appointed Chairperson
- b) Three additional members
- c) The CEO
- d) The Financial Administrator (to also fulfill secretarial duties)

The Secretary is to attend all meetings to ensure minutes are taken

Members of management may attend meetings of the Committee at the Invitation of the Committee Chairperson, but must not be appointed members of the Committee.

The Committee may appoint independent external advisers to assist in the execution of its duties and responsibilities.

In fulfilling its responsibilities, the Committee will:

- a) ensure it has sufficient information for informed decision-making;
- b) ensure it receives regular briefings from an independent remuneration expert on recent developments on remuneration and related matters;
- c) ensure it receives regular reports from management;
- d) obtain data from external remuneration sources periodically to ensure that remuneration practices are in line with market conditions; and
- e) has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

5. MEETINGS PROCEDURES

- a. The Committee will meet at least four times per year and at such additional times as the Committee Chair or any member of the Committee may request and deem necessary to fulfill their role.
- b. Any Committee member may convene a meeting of the Committee or request the Secretary of the Committee to do so, provided the Chair and Secretary have been given reasonable prior notice.
- c. Where the Chair is absent from a Committee meeting, a Chair for the meeting will be appointed by the members of the Committee present.
- d. Any Committee member may require business to be included in the agenda, provided the Chair and Secretary have been given reasonable prior notice of that business.
- e. Meetings of the Committee will be conducted in accordance with those provisions of the SWD Cricket's MOI which relate to the proceedings of meetings, to the extent not inconsistent with this Terms of Reference.
- f. A quorum shall be three members.
- g. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter.
- h. Committee meetings may be held by telephone or other electronic means.
- i. Reports and other papers of the Committee shall be made available to all directors upon request, provided no conflict of interest exists.
- j. All committee members and other attendees at Committee meetings as officers and/or fiduciaries are required to keep all information presented (whether written or oral) or discussed at Committee meetings confidential and only use and disclose this information in the proper discharge of their duties to SWD Cricket NPC
- k. **Minutes**
 - i. Minutes of meetings of the Committee shall be prepared by the Secretary, approved by the Committee Chair in draft and circulated to all members of the Committee and to the Board with 14 days.
 - ii. Minutes of meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Committee Chairperson.

6. REPORTING

Procedures

- a. The Committee Chair will provide a report on the actions of the Committee to the Board at the first meeting of the Board of Directors directly following the meeting of the Committee.
- b. The report shall include any material matters arising from the Committee meeting and any recommendations requiring approval and/or action from the Board of Directors.
- c. Copies of Committee papers and reports, together with minutes of each Committee meeting will be circulated to all Board members.

7. ANNUAL REVIEW

Process

- a. The Committee will conduct an annual review of its performance and effectiveness by reference to this Terms of Reference and current best practice.
- b. This review process will include a review of the appropriateness of the terms of this Terms of Reference for current circumstances.
- c. Where considered necessary, the Committee may propose amendments to the responsibilities, functions or membership of the Committee and recommend to the Board of Directors the formal adoption of a revised Terms of Reference for future operations of the Committee.