

Description	Terms of Reference: Cricket Committee
Document owner	Chief Executive Officer South Western Districts Cricket
Approved by	Board of Directors SWD Cricket
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TERMS OF REFERENCE: CRICKET COMMITTEE

1. NAME OF COMMITTEE

Cricket Committee

2. 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.

3. INTRODUCTION

- a. This committee will fulfill a strategic imperative of the Board and it is a fundamental principle in the vision and strategy of South Western Districts Cricket NPC (SWDC).
- b. The Member Cricket Committee (“Member Cricket Committee” or committee”) is constituted as a committee of SWDC in respect of all duties that may be assigned to it by the Member Board (“Board”).
- c. The duties and responsibilities of the committee members who are also Member Board directors are in addition to those duties and responsibilities that they assume as directors of the Member Board. The deliberations of the committee do not reduce any individual and collective responsibilities of directors about their fiduciary duties and responsibilities and they must at all times exercise due care and judgment in accordance with their legal duties.

4. BUSINESS OF THE COMMITTEE

The main business of the Committee is to:

- a) Provide leadership to ensure the successful implementation of the Cricket South Africa (CSA) Presidential Amateur Plan and Operational Model for South African cricket with specific reference to Presidential Amateur Plan matters.
- b) Deal with the contracting of the provincial squad and receive reporting on the progress and outcomes of the senior provincial team.

- c) To address applications of new clubs that apply for membership to the Board and make recommendations to the Board regarding this matter
- d) To govern the senior League Competitions of SWD Cricket in terms of league structures and playing conditions.
- e) Formulate directives and guidance in terms of stadium development
- f) Provide guidance and implement standards for the running of semi-professional cricket in the province
- g) Provide structures and monitor the performance of the senior provincial team coaching staff and report to the Board regarding this matter.
- h) Provide guidance in terms of the Policy as Applicable to the Annual Awards Function and serve as the committee responsible for the Nominations for the Annual Awards.
- i) Provide guidance and leadership for the operations of Associate Members of SWD Cricket (i.e. SWD Cricket Umpires Association, SWD Cricket Scorers Association, SWD Women's Cricket Association and SWD Schools Cricket)
- j) Nominations for Officials (umpires and scorers) to attend CSA National Tournaments.

5. **COMMITTEE MEMBERSHIP AND TENURE**

- a. The Member Board shall appoint the committee members, which shall be comprised as follows:
 - i.) Not less than four members which at least three must be Board Directors;
 - ii.) The Chief Executive shall be a permanent invitee to Member Cricket Committee meetings.
- b. The Chairperson and committee members are to be confirmed by the Member Board based on a recommendation received from the Member President. In making such appointments' the Member President and its Board shall have due regard to the necessary and desirable skills and experience required for the effective functioning of the committee.
- c. The tenure of the Committee shall be one (1) year.
- d. A committee member, who holds office as a Director of the Member Board, will automatically cease to be a member of the committee upon resignation from the Member Board.
- e. A Member may resign at any time by giving due notice to the President of the Member Board.
- f. **Membership and Attendance**
 - i. Permanent members are selected to ensure accountability but reserve the right to have additional representation to provide more detailed input as and when deemed necessary.

- ii. The Committee shall be appointed and approved by SWD Cricket. It shall be comprised of members of SWD Cricket..
- iii. The Committee may invite any other member or members of senior management or any Directors to attend meetings either regularly or by invitation.

6. **AUTHORITY**

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

- a. to seek and receive any information on any matters that it requires from any employee of the Company in order to fulfill its objectives and duties;
- b. to obtain, at the Company's expense, outside legal or other professional advice on any matters within its (Terms of Reference);
- c. to seek any information it requires from any employee as and when required either through tabling of presentations and/or papers on the objectives and duties outlined below; and
- d. to investigate matters within its mandate and suitably delegating the duties of the Committee outlined in this mandate to other committees constituted and approved by the board including but not limited to the Member Cricket Committee.
- e. These Terms of Reference will be reviewed once a year and any changes that are recommended will be tabled to this Committee for ratification.

7. **REPORTING/PERFORMANCE OF DUTIES**

- a. To interact, and consult with the all relevant Committees and/or members of staff in relation to matters covered by paragraphs 4 (a) – 4 (i).
- b. To advise, guide and give direction in relation to issues where appropriate or necessary whether of its own accord or where requested to do so;
- c. To convene meetings, workshops, seminars or Indabas where necessary or appropriate to give effect to the issues covered by paragraphs 4 (a) – 4 (h) above;
- d. To assist, advise and guide the Board and/or CEO, Affiliates, and Associates members where necessary or upon request on all or any issues pertaining paragraphs 4 (a) to 4 (h)
- e. To co-opt where necessary or appropriate any person/s on the committee either on an ad hoc or permanent basis.”

- f. The committee shall report to the SWD Board on a regular basis and when required by the Board or when the Committee considers it necessary to report on a specific matter in advance of the next scheduled reporting date. In particular, the Committee shall ensure that the Board is aware of matters which may impact significantly on the financial condition of SWD Cricket.
- g. The Committee shall also report to the Board of Directors on an annual basis on the results of any self-evaluation or self-assessment that the Committee undertakes of its own performance and achievements.
- h. All matters discussed, papers prepared and materials disclosed as part of the Committee's activities are strictly confidential and shall not be disclosed to any third party (other than directors of the Board) without the consent of the Chairperson unless it is required by law or such information is already within the public domain, such obligation remaining even after any relevant period of appointment has expired.
- i. All information provided to the Committee shall, unless otherwise agreed with the Chairperson in advance, become and remain the property of SWD Cricket even after any relevant period of appointment has expired.
- j. In performing their duties and functions described in these Terms of Reference, each Committee member will act in the best interests of the game of cricket, in accordance with their fiduciary duties and accordance with their individual responsibilities under the Code of Ethics.

8. POLICY FRAMEWORK

- a. SWD Cricket Memorandum of Incorporation
- b. Cricket South Africa Presidential Amateur Plan
- c. Operational Model for South African Cricket
- d. Long Term Participant Development program (From Grassroots to Protea's)
- e. Strategic Plan for SWD Cricket

9. DELEGATION

- a. The Member Cricket Committee has authority to make decisions in so far as it is empowered to do so by the Member Board and as recorded in these Terms of Reference. On matters beyond its authority, the Member Cricket Committee makes recommendations to the Board for its approval.
- b. The Member Cricket Committee, in carrying out its duties, has powers to consider and make decisions on:
 - i) The need to review and investigate any activities within its scope of responsibilities;
 - ii) Consulting with or seeking any information it requires from any employee who shall be obliged to co-operate with the Member Cricket Committee;

- iii) Access internal or external resources to properly carry out its duties;
 - iv) Obtain independent professional advice at the Board expense if it believes this is necessary to fulfil its duties. Such advisors may attend meetings at the invitation of the Member Cricket Committee Chairperson;
 - v) Access relevant company records, facilities and any other resources necessary to discharge its duties and responsibilities;
 - vi) Delegate its authority and duties, in so far as it is not precluded from doing so by regularity requirements, to other Board Committees, working groups or other persons including employees or individual members of the Member Cricket Committee ; and
 - vii) Make recommendations to the Board for approval.
- c. The Member Cricket Committee may not perform any management functions or assume any management responsibilities and shall have no executive powers with regard to its findings and recommendations.

10. MEETINGS PROCEDURES

- a. The Committee will meet at least once per quarter 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 50% plus one member.
- g. Committee meetings may be held by telephone or other electronic means.
- h. Reports and other papers of the Committee shall be made available to all directors upon request, provided no conflict of interest exists.
- i. 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

j. **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.

k. **General**

- i. The Member Cricket Committee Chairperson shall have a casting vote if required.
- ii. A decision that could be voted on at a meeting may instead be adopted by written resolution provided a quorum of members is obtained and each member has received adequate notice of the matter to be decided. A decision made in such manner has the same effect as if it had been approved at a meeting.
- iii. Committee members must attend all scheduled and ad hoc meetings of the committee unless prior apology with reasons has been submitted to the Member Cricket Committee Chairperson.
- iv. If the Committee Chairperson of the committee is not present within (30) minutes of the scheduled start time of the meeting or is unable to attend a meeting, the committee members present shall nominate an acting Chairperson from among themselves.
- v. Where decisions are required by way of written resolution, a quorum shall constitute the majority of members, one of whom must be the Member Cricket Committee Chairperson.
- vi. Individuals in attendance at the meeting by invitation may participate in discussions but do not form part of the quorum. No invitee or attendee shall have a vote at meetings of the committee.

11. **SKILL SETS AND ORIENTATION**

- a. Member Cricket Committee members shall meet the necessary qualifications, independence and other relevant laws and regulations to ensure that the Member Cricket Committee as a whole comprises persons with adequate expertise, experience and relevant knowledge to ensure the committee performs its functions and fulfils its obligations.

- b. Committee members must keep up-to-date with key developments in the areas which is essential to enhance the skill sets required from each committee member.

12. **IMPLEMENTATION AND MONITORING**

These terms of reference will be implemented and effective once recommended by the Member Cricket Committee and approved by the Board.

13. **COMMITTEE EXPENSES**

The Company shall pay all expenses reasonably incurred by the Member Cricket Committee in relation to the execution of its duties and responsibilities. The same applies to committee members.

14. **EVALUATION OF THE COMMITTEE**

- a. The Member Cricket Committee must perform a review and evaluation, at least annually, of the performance of the committee and its members, including an evaluation of the committee compliance with this TOR.
- b. The Member Cricket Committee may conduct such evaluation and reviews in such a manner as it considers appropriate.
- c. In addition, the committee shall review and reassess, at least annually, the adequacy of this TOR and recommend any improvements to the Board of Directors
- d. The Board of Directors must annually evaluate the committee's performance in terms of this composition, mandate and effectiveness.

15. **OVERLAP AND EFFICIENCY OF ALL COMMITTEES**

The Member Cricket Committee must take cognize that its roles and responsibilities may overlap with those of other committees. In instances where the Member Cricket Committee needs to exercise oversight on matters handles by other committees or where there is clear overlap, the Member Cricket Committee chairperson should agree with the relevant committee chairperson as to which committee shall deal with the matter and report to the Board of Directors. Duplication must be avoided.

16. **ACCURACY OF INFORMATION**

Except to the extent of legal or regularity provisions to the contrary, Cricket Committee members, being independent or non-independent members, are entitled to rely on the Member's managers in relation to matters within their areas of expertise and may assume the accuracy of information provided by such persons, provided that the Member Cricket Committee member is not aware of any reasonable grounds upon which reliance as assumption may be inappropriate.

17. CONFLICT OF INTEREST

- a. The Member Cricket Committee shall consistently apply the provision of the Companies Act on the disclosure and/or avoidance of any conflicts of interest of the Member Cricket Committee.
- b. The Committee shall:
 - i) In respect of each committee member, review any interests a member may have which may potentially conflict with a committee matter to be considered;
 - ii) Make recommendations to the Board as to whether any such conflict should be authorized and, if so, as to terms and conditions under which any such authorization should be given by the Board;
 - iii) Review on a regular basis any authorization given by the Board to determine whether the authorization given should stand on the terms and conditions on which it was given or whether additional terms and conditions should be imposed or whether the authorization should be revoked (subject to giving the relevant member notice of the proposed revocation); and
 - iv) In the case of a review of the interests of a member, the affected member shall not participate and excuse him/herself in the review or in discussions or decisions of the committee relating to that member.

18. CONFIDENTIALITY

- a. All matters discussed, papers prepared and materials disclosed as part of the committee's activities are strictly confidential and shall not be disclosed to any third party (other than directors of the Board) without the prior written consent of the President of the Member Board, unless it is required by law or such information is already within the public domain, such obligation remaining even after any relevant period of appointment has expired.
- b. All information provided to committee members shall, unless otherwise agreed with the Chairperson in advance, become and remain the property of SWDC even after any relevant period of appointment has expired.

19. COMMUNICATION

These terms of reference will be communicated to all committee members and employees using the full range of communication methods available to the Board.

20. POLICY REVIEW

These terms of reference will be reviewed annually and revised as necessary.

21. **BUDGET AND RESOURCES**

The financial and resource implication/s related to the implementation of this term of reference should be qualified and quantified.

22. **ROLES AND RESPONSIBILITIES**

The President and the Board of Directors or his/her delegate assignee accepts overall responsibility for the implementation and monitoring of the terms of reference.

23. **PENALTIES**

Non-compliance to any of the stipulations contained in these terms of reference will be regarded as misconduct, which will be dealt with in terms of the MOI and Company's Act.

24. **DISPUTE RESOLUTION**

Any dispute arising from this policy due to ambiguous wording or phrasing must be referred to the Board of Directors for adjudication. Resolutions from the Board of Directors must be incorporated into the terms of reference.

(R.S. CLAASSEN)
PRESIDENT SWD CRICKET

DATE: _____

(C.A. KENNEDY)
CEO SWD CRICKET

DATE: _____