



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

By Conference call – December 08, 2022

Attendance

USA Cricket Board Directors

Atul Rai, Interim Chair, Club Director (AR), Avinash Gaje, Individual Director (AG), Venu Pisike, Individual Director (VP), Nadia Gruny, Player Director (NG), Srinu Salver, Player Director (SS), Sushil Nadkarni, League Director (SN), Kuljit Nijjar, Individual Director (KN)

USA Cricket Staff

Dhruvkumar Barot, Minute Taker (DB)
Vinay Bhimjiani, CEO (VB)
Mihir Daiya, Finance Manager, (MD)

1. ICC-CWI WC Update

AR updated the board on the discussion with the ICC CEO & CWI which was facilitated by ICC-Americas regional manager. AR confirmed that ICC decided on the potential venues earlier in the year in Florida, Texas, and California as potential HUBs. Further breakdown on the potential number of games hosted in the USA was also conveyed. ICC CEO explained to AR about the host agreement being signed by CWI as USA Cricket is an associate member of the ICC and is not in a position to sign the agreement due to the substantial financial risk involved, however, USA Cricket will co-host along with CWI and will be receiving financial benefits from the events, more clarification on subject to follow from ICC. VP asked if the USA will only benefit from the sanction fees for hosting the WC event or if there are other possibilities. AR clarified the number of matches USA hosts will be decided by CWI and the revenue generated from the venue rights, deducting the expenses is awarded to the home board, further clarified broadcast revenue is not included. VP asked if there are any updates from CWI regarding the discussions from the past where NG was liaising the communication and USAC BOD were supposed to discuss with CWI on a potential agreement to share the revenue from the entire WC event. AR responded that he had an initial meeting with CWI where he informed the BOD was discussed, ICC plan to visit the USA later in December and will have further updates and clarification on the revenue model. AG asked who is responsible for venue management? AR confirmed venue is the responsibility of ICC and the revenue raised from these will be shared with USA Cricket after deducting the expenses this revenue is from the ICC and will not be shared with the ACE.

2. Finance & Budget Updates

AR provided background on the financial situation as discussed in the previous board meeting, and also informed the BOD about the upcoming budget for 2023 that is due for submission to the ICC. VB introduced MD to the BOD. MD has agreed to join as a volunteer and will help streamline the bookkeeping, accounts, and overall finance for the organization. MD informed the board of the challenges he is facing to reconcile the financial records that are all kept in a manual format and the difficulty of not having all information centrally available. MD worked with KN and Richard Done to submit a claim for some outstanding invoices and work is in progress to have a few other outstanding claims submitted for reimbursement. VB addressed the board with concerns that are



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brought to his attention since MD took over finance and requested the BOD to consent to him regarding all financial transactions & must be approved by the CEO moving forward for clarity and to keep up with financial planning as his best efforts are to improve the financial dependency of the organization at earliest. AR asked VB if he has full control over accounts payables? VB clarified that he has access to some information but most of the information is still with KN as he is still working on those and continues to get more invoices from the vendors and requested a full handover of information at the earliest. AR agreed to have the transfer of information completed at the earliest and agreed to have the CEO in charge of the finance, as the board will hold the CEO accountable for it. KN clarified in the previous meeting the BOD was made aware of the expected outstanding that were not reconciled from the Ireland series and CWC L2 Houston Series, reconciliation was incomplete and hence the invoice was not raised to the ICC for reimbursement. Also, KN was recently made aware of raising invoices to the ICC for upcoming world cup preparation funds. VP asked did USA Cricket not know about this? If they did why were funds raised from the community for team preparation? KN clarified that these funds are supposed to be used for the pre-event preparatory tour and was informed about the same not too long ago. VB conveyed that he was only made aware of invoices that were not raised and are his priority to process those including invoices from the series against Ireland. AR emphasized having a monthly financial summary update where BOD and membership at large could be kept updated. MD agreed this would be the case once the financial data is all entered in the system. KN has updated the payable tracker spreadsheet and has forwarded all invoices to the finance department and recommended making a payment plan and priority items.

The Board resolved:

In favor: All members
Abstain: Nil
Against: Nil
Recused for this item: Nil

3. Election Updates

NGC is working on the applications received for the independent director position and will update the board once their process is completed. NGC has also confirmed that the nomination for individual directors is now closed. AR had briefed the NGC in their initial meeting regarding the board's intent for the elections. NGC proposed a timeline where elections would be completed by Match, 2023 but BOD would like this to be completed by January 2023, also confirmed the DB has the list of members eligible for elections ready to be published for peer review, any queries that need a resolution will then be brought to BOD attention if required and once the process is completed the list will then be provided to the NGC for their own peer review and making an announcement of running candidates. NGC is working on this and will provide an update in the coming week. SN asked who is responsible for handling inquiries sent to the membership email for the USAC BOD as there is no membership committee or membership chair in place as such? AR confirmed the process that was followed for the 2020 elections where post all the peer review inquiries were received by DB/Membership and post the peer review process the final list was published the same process to be followed except in



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case of resolution on any query to be confirmed by the Board. VP asked where will the final list come from? AR responded DB to provide final list to the NGC who will then do their own peer review, and no member of the BOD should be involved in the process anyways. VP agreed that the board should not be involved in it and the NGC should do the peer review as last term and ultimately certify the list, confirmed by AR. SN further asked if DB seeks further clarification or needs help with the constitutional interpretation how shall this be approached? AR confirmed for any constitutional issues it should be brought to the BOD, but for any things related to procedural then the NGC could act on such. SN in response confirmed for any legal help the BOD will seek necessary advice from legal as necessary. SN followed up regarding if there is an eligible player list? And if such exist does this needs to be shared with the BOD? AR confirmed DB record keeps the players list, SN can this be shared with the BOD? AR responded that because there are candidates on the board that may be contesting and hence should not be shared. VP further asked what prepared the list originally and what are the criteria? DB confirmed the list was put together by Wade and Eric originally, which was further updated by Ian Higgins and now is being maintained by DB. VP suggested sharing the list with the NGC as them deciding on whether to share it with candidates or not. VP further clarified that his term has ended as of December 2022 and requested the board to notify the NGC about the open position post-completion of the current election term. AR confirmed the NGC has already been communicated and they will put the process in place post-completion of the current elections. SN asked what was decided for the independent directors. When will they get seated? Before or after the 2021 elections? AR as soon as the NGC decided on them then will be presented to the BOD, and then a decision will be made around it. VP commented on if the board should consider making a decision during the ongoing individual directions election? SN confirmed that this was decided and agreed upon previously, VP further clarified that was based on assumption that the NGC will get formed in time but the action was delayed by the ICC, it took a couple of months and this would not have raised if the elections wouldn't have started. AR suggested that this was previously decided and hence should not be changed. AR to update the board upon hearing back from the NGC.

The Board resolved:

In favor: All members
Abstain: Nil
Against: Nil
Recused for this item: Nil

4. Media Relations

AR presented to the BOD as identified by the CEO a need to have a domestic media manager and proposed having Supriya Desai as a media relation chair. KN asked if there is anyone else who has shared their profiles for the roles? AR confirmed few resumes were reviewed before the proposal was made, further clarifying SD's credibility for the position. KN asked about remuneration. AR confirmed as she is part of the committee there is no financial burden for the services. VB further added that she will be part of the additional members that will be onboarded later, and the position is not replacing any paid staff. NG commented as she is not clear about the role of the Media committee, and the board needs to regroup to understand the need and purpose of the committee



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first. AR responded clarifying the rationale as an organization there is room for improvement and the need to have a proactive approach. This committee will further be responsible to bridge the gap to improve relations with the community. VB further added to the need for having a committee to improve the global presence and impressions in other dominating cricket markets. NG will the committee have execution authority? VB further proposed a need of having a part-time local media representative who can act and process the execution request in absence of a media manager, and further asked BOD to confirm juridical restriction from publishing a media post. Furthermore, VB confirmed the media committee will have the authority to publish only with written consent and approval from the CEO. NG supports the need for having to bridge the gap. VP agreed with NG and further asked as based on the conversation the group sounded more operational so shall they be called a committee or manager? AR clarified as to need for having a volunteer working group as the organization is growing. VB confirmed that he will be working closely with the committee, VP clarified that based on the constitution the committee shall report to the BOD, not the CEO, AR further clarified that it is a working group that will report to the CEO. AG agreed and advised to seek nominations from the community who have the opportunity to express their thoughts about the organization, and further, the role of the committee needs to be worked on as needed to improve and maintain the relations with external media businesses. AR agreed and invited the members of the board to share their recommendations to add the member to the working committee. NG suggested VB have a member with graphic and design skills to the committee.

The Board resolved: Supriya Desai be the first member of the media committee. Additional members to added at later date.

In favor: All members

Abstain: Nil

Against: Nil

Recused for this item: Nil

5. Other Business

VP requested to be updated on the meeting minutes. AR confirmed minutes from the previous meeting will be shared before the next meeting. SN asked as the Ethics Committee was appointed by the board initially, shouldn't any additional or replacement also get appointed by the board? AR clarified as NG didn't have the female player representative named hence it was later submitted that was communicated with the members of the board. SN sought an update regarding the CEO's conflict of interest, AR commented on an email stating SN will be in conflict if this is being discussed with the CEO and would request clarification on it. AR clarified that it was the board that decided the review and the subsequent delegation would then be decided by the board and should have been raised then, as the CEO may be reviewing documents that may-may not have anything regarding SN conflict or possible conflict that could be discussion, AR in his opinion believed that it was not appropriate for SN to speak with the CEO based on this. SN further shared the COI policy where anything, if this matter is discussed with the CEO, is to be confidential and make decisions around it, he didn't read anywhere where BOD is barred from discussing with the CEO. AR clarified as the CEO was not in place, which is why the board made the decision to disclose as exercised in the past. SN



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further asked was that because the CEO was not on board with the organization or was not available to get on meeting. AR confirmed CEO was not in the country and couldn't join the meeting. SN further clarified that in that case so the CEO was in place just not available for the meeting, shouldn't that be the process to follow, as SN does not understand the issue on hand of discussing his matter with the CEO? SN asked all the members of the board to clarify? AR clarified as this decision was made by the board in the past meeting it cannot be retracted until the board decided to. SN would like to have an opportunity to discuss his case with the CEO to understand his view on the situation. AR confirmed it's no longer in hands of the CEO as the E&GC is reviewing the matter. AR shared the TOR of the ethics committee with the board and sought feedback before accepting.

The Board resolved:

In favor: All members
Abstain: Nil
Against: Nil
Recused for this item: Nil

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