



MINUTES – MEETING OF THE USA CRICKET BOARD OF DIRECTORS

Conference Call – June 28th, 2022

Attendance

USA Cricket Board Directors

Paraag Marathe - Chair, Independent Director (PM), Ajith Bhaskar, Individual Director (AB), Venu Pisike (VP), Suraj Viswanathan, Secretary, Individual Director (SV), Nadia Gruny, Player Director (NG), Srinivas Salvar, Player Director (SS), Avinash Gaje, Individual Director (AG), Catherine Carlson, Independent Director (CC),

Attendee(s)	Full house
Absentee(s)	-

Minutes captured by: Dhruvkumar Barot

Agenda

This Board meeting is called by the Paraag Marathe (PM)

Meeting Agenda

- Audit
- ACE agreement on incremental payment for Ian Higgins
- New CEO candidates
- USA Cricket Board & Staff representative at the ICC Annual Conference
- League Committee Formation
- Ethics and Grievance
- Developing Cricket Activity Calendar 2022
- NGC Questions on Independent Directors
- LFA Updates
- Other Business

Minutes

Audit

PM updated on the audit status, ICC was made aware of the change in accounting staff, and SV is working with the finance staff on it. ICC was given a definitive deadline of July 19th, 2022, for the completed audit report. SS inquired if there will be an audit committee that will overlook actionable? SV clarified that action items including the expenses, bank statements, meeting minutes, and discussed

conflict of interest will all be submitted to the auditor who will take approx. 10 days to review and revert to the audit committee chaired by PM, who will then present it to the board before final submission to the ICC by July 19th, 2022.

ACE agreement on incremental payment for Ian Higgins

PM updated ACE agreed on incremental payment to Ian Higgins (IH), IH has agreed to drop the lawsuit following to it in a couple of days. PM would like to take a vote of the board on the note that was shared with the board regarding the same. SS opposed this as he thinks that the agreement was between IH and PM not USA Cricket, why should USA Cricket bear the cost of such? PM responded that this is incorrect, and this was in the agreement (clarified on the offer letter) that was shared with the board and this activity was actioned before SS was on the board. SS requested to reshare the agreement (offer letter) and the meeting meetings where this was agreed upon. SV provided the audited minutes to the board already but couldn't confirm why they were not available on the USA Cricket website, SV to check this and confirm to the board. PM offered to conclude this by asking the board to vote, SS opposed this as this is a misappropriation of funds. PM clarified that previously ACE agreed to pay this only if the LFA was done, but now they are willing to do this outside of LFA as the lawsuit will be dropped. SS warned that this is not done right and that this will be flagged up with the IRS and put in public. VP further mentioned that both NG & AG who were on the committee for the CEO appointment said that they are not aware of any such payment term nor the members are aware of such, further VP requested PM to share IH offer letter which was not shared up until a year later after IH resigned, the board was not made aware of the payment terms and agreed bonuses till then, further, the sentencing and language used by the ACE of the agreement was an issue as the letter says ACE want written confirmation from the Board that this bonus was approved by the USA Cricket board, which VP don't agree with. Both VP and SS abstained; the rest of the board was in favor; hence this was approved.

New CEO candidates

CC update on the new CEO candidate's profiles and the committee that put together their recommendations. 8 applications/resumes were received of which 7 were interviewed for the role, interim CEO priorities were circulated to the board on May 9th, 2022. Dhiraj Malhotra was put forward as a recommendation by the committee to the board. CC and the committee requested the board to let them negotiate on behalf of the board for Mr. Malhotra's remuneration, relocation, bonus structure, and start date. ICC in support has promised their support and will provide additional resources to help if Mr. Malhotra is the replacement candidate for the role. Mr. Malhotra would like to take on the role as a full-time permanent position rather than on an interim basis. Committee had faced similar concerns from other candidates who were hesitant to take up an interim position. AB raised concerns around what sort of compensation package Mr. Malhotra may expect & the job advertisement did not mention anything about a full-time position/opportunity so will the offer of a full-time permanent role hold back against the board? CC clarified that a similar process was followed the last time when the recruiter and hand target and not openly advertised, Mr. Malhotra was shortlisted based on recommendations from several agencies and repo he carries in the industry to get the work done. SS raised similar concerns about not advertising the role as full-time and making a hiring decision for it. VP asked if the candidate was offered a salary bracket or discussed the expectation for remuneration for the role? CC and the committee didn't discuss this at all with the candidates as they were not aware of the potential support for the role from the ICC or misrepresented the actual offerings. VP & PM asked if any other candidates who were shortlisted for the role accepted the job as an interim position? CC has previously expressed

that candidates were not too optimistic about this role being an interim position which may or may not lead to a full-time position eventually. NG recommended taking legal advice on the matter to avoid legal violation. CC requested the board to provide clarity on what the next action item shall be for the task and if the committee has permission to move ahead to the negotiation phase with the candidate. PM to check with the USA Cricket legal regarding laws around not-for-profit organizations publishing and hiring practices. VP recommended the committee draft around an incentive-driven package when they negotiate with the candidate for the remuneration, widely agreed upon by the entire board. AB questioned CC and the committee if they recommend any other candidate other than Mr. Malhotra if the negotiations don't get well and the committee is unable to secure his services. CC and SN clarified that not at the moment and that the committee will require more time to discuss and strategize on an alternative plan. The action item as agreed by the board that the working committee may take the remuneration package negotiation forward and in case of a negative response come back to the board with an alternative plan and PM to check with legal and provide comments as advised.

USA Cricket Board & Staff representative at the ICC Annual Conference

PM, SV, and SS withdrew their names from going to the annual conference and hence NG was left and appointed as a board representative to travel for the annual conference. Richard Done (RD) requested the board to consider sending him to the annual conference as a USA Cricket Staff representative, AG objected and suggested sending 2 directors instead, PM confirmed that the ICC won't allow it as other member nations may follow the same suite, NG had concerns around the additional workload this may put on RD as he will be away for a week from the primary role this may cause some distress to the function of the business. CC chimed in to confirm that this may be as ICC has offered additional resources to help around several business areas where the help is required, and hence NG and RD were approved to travel for the ICC annual conference.

League Committee Formation

VP presented league ranking data to the board as prepared by Dhruvkumar Barot (DB), SV questioned this as he believes there is some discrepancy in the data provided. AB has concerns, how was this list put together where there was no deadline announced for the league? VP clarified that there is no requirement for any deadline as the membership registration is an ongoing process and any member who wishes to register have an opportunity to go online and sign up themselves, for the league committee both the renewal members and new member are eligible for the count when considering the league for the committee. AB countered as not all the leagues may be aware that they are being vetted based on the current data it would be fair only if the leagues were given an opportunity to renew their member before a set deadline to be considered for the elections. AG and VP agreed to this and recommended 30 days up until Jul 31st, 2022, as a deadline to finish the member's registration and renewal to be considered for the league committee. SV recommended a common deadline should be considered both for league committee formation and the 2021 election deadline. Agreed by the Board and passed a two-part resolution on this of Jul 31st, 2022, as the deadline for all old members to renew to be eligible for elections and counted towards the formation of league committee and new members to register before the deadline to be considered eligible for the formation of the league committee.

AG spoke to several candidates but no recommendation was provided by the board, hence this is incomplete, it is advisory to further delay this and have this established after the new board is in place (post-2021 elections) as 4 positions are due in the elections. SV agreed and advised to take help from ICC for recommendation and shortlisting the candidates. AG further added that this committee should ideally have members of several different professional and personal backgrounds and hence a strong pipeline of candidates will be ideal to have as these individuals may also be well suited for some other committee in the organization. AG to put together a job description for the role and to be circulated through the USA Cricket communication channels. Board agreed not to rush on this and more actionable to follow.

Developing Cricket Activity Calendar 2022

SN, NG, and VP to work with RD to put together a near future organizational priority and plan for the next 3 to 6 months of cricketing activity. VP clarified that the call with RD was inclusive, further USA cricket agreed to provide support of up to \$400,000 subject to support from the LFA and ACE for the junior and domestic tournaments. VP provided a proposal for the funding assistance for the junior and domestic tournaments but the board has not discussed anything so far on it, while there is a domestic event happening currently for the women Intra regional how was this funded, and how the budget for this put forward was asked to NG, In response, it was clarified that women's domestic pathway is part-funded by principal partner sistar mortgage, intra-regional is self-funded by teams and local volunteer coordinators, at regional its partially funded by the USA Cricket as approved within the budget with player responsible for their travel, a similar model for the nationals events. VP in response said the challenges around the juniors and men's domestic events where the pathway is similar except there is no intra-regional event. He recommends that the board should consider allocation budget specifically for the national event. SV chimed in recommending that volunteer youth coordinators and support from local league and sponsors will help to get this event off the ground, extended board offered to help for their respective zones for the event. VP discussed the potential timeline for the intra-regional events and if the budget doesn't grant support for the national event, then it may be pushed to next year. Further clarification was provided that the nation will only be for the U15 age group, while U13 and U17 will feed into the U15 and U19 national and potentially another opportunity respectfully. No resolution was necessary, and the board has decided to move ahead with volunteer support and potential local sponsor.

NGC Questions on Independent Directors

SV received an email from the NGC to the board (forwarded by SV) regarding the terms for the independent directors? As to shall the replacing candidate shall they continue and finish off as a replacement to the existing board member or shall they have a fresh start (2 or 3 years) depending on the position they are elected for? CC suggested having a replacement board member to have a fresh start and finish the full term. NG advises checking back on the constitutional requirement around it before making a decision. SV confirmed term for Rohit Sadjeh (RS) will end in December 2022, and PM terms ends in December 2023, so it is advisable to have respective replacement individuals finish off till the end of the term who they replace till December 2022 and December 2023 respectively. VP agreed to the recommendation of SV but expressed concerns around RS's replacement as that only has 6 months of term remaining and it may be difficult to get an appropriate replacement for a short period. AG

questioned SV's suggestion as to what would happen in case of the ongoing elections for AB and SV's position as due to delay in the election it is now overdue and for the replacement candidate will they fill in the entire term or just the remaining part of the term due to delay? SV agreed to the concerns as it is not advisable to rush this to the NGC because they may apply the same statement as suggested by the board both the individual directors and elected directors which may further lead to a constitutional quarrel. VP reminded SV that the board has previously approved, and it was agreed by both AB and SV that if they are re-elected, they will accept the staggering terms and would leave it to newly elected members if otherwise. SV agreed with VP, but AB objected as he thinks this is not right and regardless the elections must happen on time, also AB was not allowed to vote on any committee decision for the last 6 months now. CC & NG further clarified as per the constitution the replacement member shall be on board on the staggered term and finish off until the term is completed and if they serve on board for half or more of the remainder of the term then only the term shall be considered as a full term which is not the case for a replacement for RS's term. VP further clarified the importance of keeping the terms staggered or else the constitutional election calendar may fall apart and remain inconsistent for its election periods. SV passed a resolution as agreed by the board, NGC is to be informed regarding the replacement members to only finish the rest of the term and this will not account for their full term. AG was contacted by candidates regarding the eligible member's list to campaign for the upcoming elections. VP defended sharing the member's personal contact information and instead recommend NGC to collect the marketing and campaign material from the candidates and distribute it to the eligible voters through USA Cricket communication channels. This suggestion was seconded by AB and AG and the wider board agreed to it hence the resolution was passed for action, PM to communicate this to the NGC.

LFA Updates

CC to send an email to the board updating on the progress made. SV updated the board on the finance and expressed his concerns around if the ICC Q3 funding is not received in time the organization could be well in a crunch around late August without the approved LFA, he further added anticipated delays with the audit could cause some distress with the expected funding from the ICC. CC expressed concerns about not having proper legal consultation on the LFA matters and this could very well put the organization in noncompliance with the ICC membership. CC requested the board to consider some funding put aside to get necessary legal assistance to help complete the final tips of the LFA. CC confirmed that ICC has provided legal resources to USA cricket in support to assure that USA Cricket is not in breach of any membership criteria as in place by the ICC, they further advised that USA Cricket should now get further assistance and support from the USA Cricket legal advisors. SV questioned the estimated cost/budget requirements for the legal advice? CC needed more time to research and find a reasonably suited & well-experienced fit for the task. SV suggested asking ACE for financial assistance, which is seen as a conflict of interest in the eyes of CC and VP. CC is in talks with several lawyers across the US. CC and the working committee to get back to the board with recommendations and the budget necessary for the work.

Other Business

VP got the feedback and asked IH, about the 990 forms and reporting, there are expenses reported on the taxes which don't belong to USA Cricket, rather it's the expenses from the joint venture, USA Cricket should only report expended from its expenses, also further CPA and legal advice were recommended.

CC confirmed to the board that ICC has different requirements when it comes to reporting income and expenditure and what she has shared with the board is specifically as per ICC requirements. SV agreed with VP, SV to cross-check the income and expenses back dating to the USA Cricket Bank statements and get back to the board with findings.

Next Meeting: Possibility of an emergency meeting with 24-48 hours of notice (Subject to auditor's report, to discuss next steps to send it to ICC)

Minutes submitted by: Dhruvkumar Barot

Approved by: PRINT NAME UPON APPROVAL