

CRICKET SCOTLAND HOLDINGS LIMITED

EXTRAORDINARY GENERAL MEETING – 28 APRIL 2021

**PROPOSED AMENDMENTS TO THE STATEMENT OF PRIMARY RESPONSIBILITIES OF
CRICKET SCOTLAND HOLDINGS LIMITED AND CRICKET SCOTLAND LIMITED**

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**BOARD OF CRICKET SCOTLAND HOLDINGS LIMITED (“CSHL”)
STATEMENT OF PRIMARY RESPONSIBILITIES**

General

1. To develop, promote and foster the game of cricket in Scotland and in particular to advance the game by encouraging the playing, coaching and officiating of cricket in all its formats involving people of all ages and whatever backgrounds in Scotland.
2. To endeavour to contribute to the success of cricket in Scotland through the creation of harmonious relationships between the various clubs, associations, other stakeholders, CSHL and CSL.
3. To co-operate in ensuring that a structure is in place to establish good governance based on sound financial principles as determined by CSL.
4. To meet formally at least three times a year (with additional formal or informal meetings as required).
5. To carry on its business in compliance with the articles of association of CSHL.
6. To abide by any resolution of the members of CSHL in general meeting.
7. To ensure the solvency and sustainability of CSHL and to safeguard its assets.
8. Together with the Board of CSL, to develop and discuss the broad direction of the strategy for CSHL and CSL (together “the organisation”). Thereafter the Board of CSL will recommend a strategy for the organisation to CSHL. Review the strategy on behalf of members and suggest changes to the Board of CSL.
9. To review on behalf of members the Mission, Vision and Values for the organisation on the recommendation of the Board of CSL and suggest changes to the Board of CSL. .
10. To delegate to the Board of CSL the management of all matters falling within the remit of CSHL as the governing body for cricket in Scotland.
11. To assist in the implementation of policies for the organisation where they are relevant to members.
12. To approve the annual accounts for CSL as recommended by the Board of CSL.
13. To approve the annual accounts for CSHL and recommend these to members in general meeting.
14. To monitor the budget and business plans for the organisation to ensure they are aligned with the strategy and suggest changes to the CSL Board, as necessary.
15. Note and discuss with the CSL Board any management account issues highlighted to CSHL Board as potential risks to strategy or the solvency of CSHL.

Monitoring performance and effectiveness

16. To monitor and review the performance and effectiveness of the Board, its members and its committees.

17. To ensure that the proceedings of the Board are conducted in accordance with corporate governance good practice and with the principles of public life drawn up by the Committee on Standards in Public Life as applicable in Scotland.

**BOARD OF CRICKET SCOTLAND LIMITED (“CSL”)
STATEMENT OF PRIMARY RESPONSIBILITIES**

General

1. To support the Board of CSHL.
2. To manage the whole affairs of the game of cricket in Scotland.
3. To appoint the Chief Executive of CSL (including the term and conditions of such appointment and to put in place suitable arrangements for the monitoring of his/her performance) and to propose to the Board of CSHL that person for appointment as Chief Executive also of CSHL.
4. To carry on its business in compliance with the articles of association of CSL.
5. To abide by any resolution of the members.

Strategic responsibilities

6. To set and recommend to CSHL Board the Mission, Vision and Values of the organisation and to ensure that these meet the legitimate interests of the stakeholders.
7. Together with the Board of CSHL, to develop and discuss the broad direction of the strategy for the organisation. Thereafter, to review the strategic plan and implementation development and to review the final strategy (with KPIs) for the organisation for recommendation to the Board of CSHL.
8. To approve and implement all necessary substantive policies (or delegate such approval, where appropriate, to the Chief Executive).
9. To manage and be responsible for all international relations pertaining to cricket in Scotland.

Financial responsibilities

10. To ensure the solvency and sustainability of CSL and to safeguard its assets.
11. To review and discuss management accounts and regular financial and other reporting in relation to CSL and CSHL.
12. To review the annual report and accounts for CSL and CSHL and to recommend these to CSHL Board for approval.
13. To receive, at least twice per annum, a report from the Audit Committee of CSL and CSHL.
14. To ensure the proper use of funds provided to CSL and to ensure any conditions to funding are observed.
15. To approve the annual budget and business plans; **to consider and incorporate views from CSHL Board** and to ensure that the budget and business plans reflect the organisation’s strategy.

Controls

16. To ensure that CSL operates in accordance with all Scottish, UK and EC legislation as well as international sporting body requirements as applicable.
17. To ensure that adequate systems are in place for the assessment and management of risk.
18. To receive, at least twice per annum, a report from the Risk Committee of CSL and CSHL.
19. To ensure the existence and integrity of financial and other control systems and to monitor these through the Audit Committee.
20. To ensure that appropriate arrangements are in place for the proper management of health and safety.
21. To shape the remuneration policy for the organisation and to determine the remuneration for the Chief Executive [and other senior executives.]
22. To ensure a satisfactory dialogue with stakeholders (eg. members, funders, employees, players and the community).

Monitoring performance and effectiveness

23. To monitor CSL's performance against its strategic plan and agreed key performance indicators.
24. To monitor and review the performance and effectiveness of the Board, its members and its committees.
25. To ensure that the governance framework is observed and that proceedings of the Board are conducted in accordance with corporate governance good practice and with the principles of public life drawn up by the Committee on Standards in Public Life as applicable in Scotland.