

**CRICKET SCOTLAND HOLDINGS LIMITED (“CSHL”)
EXTRAORDINARY GENERAL MEETING – 28 APRIL 2021
MEMORANDUM ON PROPOSED CHANGES TO ARTICLES OF ASSOCIATION**

1. Introduction and Summary

Cricket Scotland undertakes an in-depth governance review every three years (with an annual “check-up” in the other two years). A full three yearly review was undertaken in Quarter 3, 2021 by a group of the directors with experience in this field, led by one of their number who is an acknowledged expert and in her professional capacity carries out similar reviews for corporates and not for profit organisations.

The over-arching conclusion of the review group was that there is no need for a radical change to the structure as the two company (CSHL and Cricket Scotland Limited - “CSL”), two tier governance framework is considered to work well.

However, the review concluded there was a need to widen the representation of stakeholders on the CSHL Board. In addition, the name of that company was not considered reflective of its role, sounding more like an “anonymous corporate vehicle” than the body where all the stakeholder groups in Scottish cricket come together. Accordingly, it is recommended that the name of the company be changed to “Cricket Scotland Council Limited”. That change of name will be conditional upon Companies House being satisfied that CSHL is a governing, supervisory or representative body and that the evidence provided is sufficient to show that – sportscotland has already formally issued a letter of non-objection which, it is believed, should provide the evidence need.

The major changes recommended to the Articles are explained below. Several other miscellaneous changes and wording improvements to the Article are also recommended, including to ensure the smooth running of general meetings in future should face to face meetings be impractical. All the recommended changes are shown in detail (tracked changes) in the amended Articles posted on the Cricket Scotland website.

2. Membership of the CSHL Board

To ensure that all the major stakeholders in Scottish cricket are represented around the board table, it is recommended that the following directors be added to the CSHL Board: -

- a. one nominee of the Scottish Cricketers Association, the body representing the men and women’s national players, to be selected by the SCA; there are provisions to ensure that nominee cannot be a current or recent or potential international player to mitigate the potential for conflicts of interest.
- b. the Chair of the new Cricket Scotland Match Officials Association to provide the important voice of the match officials’ community.
- c. A nominee from the 11 junior development groups around the country to ensure that those who are running junior cricket, which is critical to the future of the game, input to and influence the Board’s deliberations.
- d. A current cricketer aged from 17 to 21 for a two-year term to bring to the board table the voice of the next generation of Scottish cricketers. The proposal here is that this provision would not be implemented in practice for about a year, though the Board would be given the power now under the Articles. Initially, to help identify suitable candidates, we would establish a group of Youth Ambassadors (as some other sports

have done) from which it is planned that an appropriate individual would be identified.

3. Name of CSHL

Cricket Scotland Holdings Limited as a name does not properly convey the role of CSHL – it more suggests it is some sort of remote corporate vehicle whereas it plays a critical role as the setter of strategy and overseer of its implementation (by CSL and the CEO) as well as the Voice of Cricket in Scotland where all the strands of the game come together.

It is therefore recommended that its name be changed to one that is more suited to its real role – to **“Cricket Scotland Council Limited”** .

4. Statement of Primary Responsibilities between CSHL and CSL

This document defines the roles and responsibilities of the two boards to ensure there is no dubiety between them. Some small changes are recommended to provide even greater clarification of roles. Those are shown (tracked changes) in the document posted on the Cricket Scotland website).

5. The official Sports Governing Body (“SGB”) for cricket in Scotland

The current SGB is CSHL. However, in practice, CSL is the organisation that carries out all the responsibilities of the SGB and that **sportscotland** and the ICC effectively in practice view as the SGB. Accordingly, it is recommended that CSL becomes the SGB; as part of that, consequential changes to the objects of CSHL are recommended.

The change in SGB will be conditional on formal consent from **sportscotland** and the ICC; both bodies have given their consent in principle.

6. Director Fees for the Chair of CSL

The required commitment of the Chair of CSL is considerable and there is no doubt that any successor to the current Chair (who will retire at the Annual General Meeting in 2022) will need to devote significant time to the role as Cricket Scotland becomes bigger and more complex and the responsibilities of a Chair increase.

Accordingly, in seeking a successor to the current Chair, there is a risk that the pool of potential candidates will be limited to those who have the leisure time and independent means to undertake the role, unless some compensation is offered. Without compensation, we would effectively be excluding a large part of the population from considering the role and thus limiting the number, quality and diversity of candidates.

It is therefore recommended that the articles of CSL be changed to permit the Board to pay directors fees to a future Chair (the current Chair has made it clear that he would not accept any fees during his time in office). Equally, a new Chair could elect to forego any fees, if he or she wished.

Strictly speaking, this amendment to the articles of CSL does not need the approval of the Members of CSHL but it is considered a material enough matter for the Members to be asked to ratify the recommendation.