



## TERMS OF REFERENCE (“TOR”)

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# Chief Executives’ Committee

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The purpose of these TOR is to define the Committee’s role and responsibilities, its delegated authority and its membership and meeting procedures.

These TOR were approved by the CSA Board. The Board is required periodically to revise the TOR as necessary and Committee members are responsible for familiarizing themselves with the most current TOR to fully understand their committee responsibilities.

Document Owner	Chief Executives’ Committee
Reviewed by	CSA Chief Executives’ Committee and all directors
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## **Confidential**

### **1. INTRODUCTION**

- 1.1 The Chief Executives' Committee ("CEC" or "committee") is an important planning and operational committee serving under the Chief Executive (CE) of Cricket South Africa (CSA). The Committee is intended to serve as an advisory committee to the CE and is entitled to make strategic and operational recommendations to the CE and the Board of CSA.

These TOR are subject to the provisions of the Act, the Company's Memorandum of Incorporation ("MOI") and any other applicable laws and regulatory provisions.

- 1.2 The duties and responsibilities of committee members are in addition to those duties and responsibilities that they assume at Member and/or Franchise level. The deliberations of the committee do not reduce any individual and collective responsibilities of chief executives with regard to their overall duties and responsibilities and they must at all times exercise due care and judgement in accordance with their moral and legal duties to the sport of cricket.

### **2. COMMITTEE MEMBERSHIP AND TENURE**

- 2.1 The CSA Chief Executive shall determine the optimal size of the committee which shall comprise at least the following members:

- 1) The Chief Executive (or equivalent) from each Affiliate/Associate Member;
- 2) The Chief Executive (or equivalent) from the South African Cricketers Association (SACA);  
and
- 3) CSA's senior executive team (Exco).

- 2.2 The CSA Chief Executive shall be the chairperson of the CEC.

- 2.3 There is no limitation on tenure on membership, however, a committee member shall cease to be member if such person no longer occupies his/her position within the relevant Member body.

- 2.4 The CSA Chief Executive shall invite any relevant person(s) to attend the CEC meeting including Board directors and Member Council Presidents.

### **3. SKILL SETS AND ORIENTATION**

- 3.1 New members shall undergo appropriate induction program with the Chairperson (or his nominee) assisted by the committee Secretary.

- 3.2 Committee members must keep up-to-date with all key developments in the areas of governance and administration, commercial and marketing, media, transformation and cricket playing matters which are all essential topics necessary for chief executives to perform at expected levels.

### **4. SECRETARY**

- 4.1 The Secretary of the committee shall be the Head of Commercial or such other person as the CSA Chief Executive may appoint.

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- 4.2 The Secretary shall be responsible for setting meeting dates, planning the Agenda with the Chairperson, drafting minutes of the meeting and to provide general secretarial support for the efficient functioning of the committee.
- 4.3 The Secretary of the committee shall prepare an agenda for each meeting for approval by the Chairperson. The agenda, together with meeting papers shall be circulated to all members and invitees at least 7 days before the scheduled meeting date.
- 4.4 The Secretary shall ensure that resolutions, directives and any action steps of the committee are communicated and implemented by the responsible persons.

## **5. MEETINGS**

- 5.1 There should be at least two scheduled committee meetings per year.
- 5.2 The Chairperson in consultation with the Secretary may call for additional meetings.
- 5.3 There should be sufficient time set aside for each meeting so that the committee can fulfil its obligations and there should be a reasonable interval between committee and CSA Board meetings to allow for the satisfactory follow up of matters and action points.
- 5.4 Meetings may be held in person, by telephone, videoconference or other form of electronic means that would prove efficient, provided that the required quorum is met. All persons shall be deemed as being present at the meeting.

## **6. QUORUM, ATTENDANCE AND MEETING PROCEDURES**

- 6.1 The quorum for a meeting shall be the majority of members of the committee present in person or via telecom facilities. While consensus is preferable, a decision shall be considered passed if the majority of members present (in person or by proxy) vote in favour of the resolution.
- 6.2 The Chairperson shall have a casting vote, if required.
- 6.3 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.
- 6.4 Committee members must attend all scheduled and ad hoc meetings of the committee unless prior apology with reasons has been submitted to the Chairperson or Secretary.
- 6.5 If the 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, one of the CSA Exco members shall serve as the acting Chairperson.
- 6.6 Where decisions are required by way of written resolution, a quorum shall constitute the majority of members, one of whom must be the Chairperson.

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- 6.7 Individuals in attendance at the meeting by invitation may participate in discussions but do not form part of the quorum and may not vote on resolutions. No invitee or attendee shall have a vote at meetings of the committee.
- 6.8 The Chairperson, at his/her discretion, may invite other executives and managers to attend and to be heard at meetings of the committee.
- 6.9 Minutes of the meeting are to be completed within 21 days of the meeting, circulated to all those present for comments and approval and then be formally approved by the committee at its next scheduled meeting.

## **7. AUTHORITY**

- 7.1 Save in circumstances where the Board specifically delegates authority on any matter(s) to the CEC, the committee has no powers to make decisions on behalf of the CSA Board as it is not a Board committee but an advisory committee to the Chief Executive.

## **8. RESPONSIBILITIES AND REPORTING**

- 8.1 The committee's responsibilities are as determined by the CSA Chief Executive from time to time (see Annexure A).
- 8.2 In performing their duties and functions, each committee member must act in the best interest of CSA, its Members and the Franchises.
- 8.3 The committee may report, as necessary, to the CSA Board through the Chief Executive.

## **9. REMUNERATION OF COMMITTEE MEMBERS AND COMMITTEE EXPENSES**

- 9.1 The Members of the CEC are by definition employees of cricket and therefore not eligible to be remunerated for attending CEC meetings. Any other invitees are not compelled to attend and thus also not eligible for remuneration.

## **10. EVALUATION OF THE COMMITTEE**

- 10.1 The 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's compliance with these TOR.
- 10.2 The committee may conduct such evaluation and reviews in such a manner as it considers appropriate.
- 10.3 In addition, the committee shall review and reassess, at least annually, the adequacy of these TOR and recommend any improvements to the CE.

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### **11. OVERLAP AND EFFICIENCY OF ALL COMMITTEES**

- 11.1 The committee must take cognizance that its work may overlap with that of other committees. In instances where there may be overlap with another committee, the committee chairperson should agree with the relevant committee chairperson as to the most effective way to deal with the matter. Unnecessary duplication must be avoided.

### **12. ACCURACY OF INFORMATION**

- 12.1 Except to the extent of legal or regulatory provisions to the contrary, CEC members, are entitled to rely on CSA's executives in relation to matters within their areas of expertise and may assume the accuracy of information provided by such persons, provided that the committee member is not aware of any reasonable grounds upon which reliance or assumption may be inappropriate.

### **13. CONFLICTS OF INTEREST**

- 13.1 By virtue of the position of each member, it is acknowledged that there may be perceived and real conflicts of interest. Accordingly, the committee may agree on specific procedural rules to regulate its business and meeting procedures provided that such rules shall not be in conflict with any CSA policies, well established procedures and the CSA Memorandum of Incorporation.
- 13.2 Members should attempt to consistently apply the provisions of the Companies Act on the disclosure and/or avoidance of any conflicts of interest. Members of the CEC shall be required to declare their interests in general in relation to its Members and Franchises.

### **14. CONFIDENTIALITY**

- 14.1 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 CSA Board) without the prior written consent of the CEC 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.
- 14.2 All information provided to committee members shall, unless otherwise agreed with the Chairperson in advance, become and remain the property of CSA even after any relevant period of appointment has expired.
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## **1. Secretarial functions**

The main duties of the Secretary shall include the following:

- 1) Scheduling dates for committee meetings and arranging the logistics;
- 2) Preparing the draft agenda in consultation with the Chairperson;
- 3) Preparing meeting papers to the required standard and sending meeting papers to the committee members at least 7 days before the meeting;
- 4) Preparing the draft minutes for circulation to the committee members within 21 days of the meeting;
- 5) Determining the attendees for the meeting in consultation with the Chairperson of the committee (Chief Executive) and
- 6) Following-up any matters arising from previous meetings.

## **2. Role of the Chief Executives Committee (CEC)**

The CSA Chief Executive has the primary responsibility to implement the vision, strategic direction and policies of CSA as determined by the CSA Board from time to time.

The primary role of CEC is to support the CSA Chief Executive with regards to the above, or more generally, to manage the business of cricket in South Africa. CEC would thus serve in an advisory and support capacity regarding, but not limited to, the following topics:

- 1) Support the CSA Chief Executive:
  - to implement CSA's vision, business strategies, policies and operational matters. In particular, CEC is expected to be an important link between CSA and the membership;
  - by providing relevant insights and input into running the entire cricket business. CEC members will have relevant expertise and experience drawn from their respective positions as key executives in the administration of Member Boards and Franchises. This should provide a full appreciation of the cricket business and ultimately ensure practical recommendations are placed before the CSA Board.
- 2) Monitor, strengthen and grow a commercially sustainable business in South Africa which includes the development of winning national teams.