



TERMS OF REFERENCE (“TOR”)

Cricket Pipeline Committee

The purpose of these TOR is to define the Cricket Pipeline 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	Cricket Pipeline Committee
Reviewed by	CSA Cricket Pipeline Committee and all directors
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1. INTRODUCTION

- 1.1 The Cricket Pipeline Committee ("PipeCom" or "committee") is constituted as a committee of Cricket South Africa NPC (CSA) in respect of all duties that may be assigned to it by the CSA Board ("Board"). These TOR are subject to the provisions of the Companies Act no. 71 of 2008 ("Companies Act"), the Company's Memorandum of Incorporation ("MOI") and any other applicable laws or regulatory provisions.
- 1.2 The Committee is established to assist the CSA Board to discharge its responsibilities in relation to all amateur cricket development activities, commonly referred to as the CSA development pipeline. Without limitation, the matters to be attended to by the Committee and in relation to which it has powers to make decisions or is required to make recommendations to the CSA Board for approval, are listed in 7.2 and Annexure A.
- 1.3 The duties and responsibilities of those committee members who are also Board directors are in addition to those duties and responsibilities that they assume as directors of the CSA Board. The deliberations of the committee do not reduce any individual and collective responsibilities of directors with regard to their fiduciary duties and responsibilities and they must at all times exercise due care and judgement in accordance with their legal duties arising from the Act.

2. COMMITTEE MEMBERSHIP AND TENURE

- 2.1. PipeCom should not be greater than 8 members and should comprise at least the following:

Members:

- 1) Not less than 3 Board directors, one of whom shall be the chairperson of the Cricket committee and one of the others shall be the committee chairperson with a casting vote;
- 2) A Members Council representative (who is not a Board director);
- 3) The CSA Chief Executive and GM – Cricket (only one of whom shall have a vote);
- 4) A nominee from the Chief Executives committee;
- 5) An eminent member from the broadcast or media fraternity.

Invitees:

As and when required, the following persons may be invited by the Chairperson in consultation with the Chief Executive to participate in meetings, but would not have a vote:

- The CSA Transformation Manager
- The relevant CSA Cricket Pipeline Managers;
- The Convenor of the U/19 Selection Panel and the SA U/19 Head Coach;
- The Member Coaching Manager representative;
- The National Match Officials Administrator;
- The Member Amateur Manager representative;
- A SACA Player Plus Programme representative;
- A SA Schools representative.

- 2.2. The Chairperson and committee members are to be confirmed by the Board based on a recommendation received from the CSA President/ Board Chairman. In making such

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appointments, the CSA President and Board shall have due regard to the necessary and desirable skills and experience required for the effective functioning of the committee.

- 2.3. The Chairman shall serve a three year term and shall be eligible for re-election at the end of that term provided he has not served more than two consecutive terms.
- 2.4. A committee member, who holds office as a Director of the Board, will automatically cease to be a member of the committee upon resignation from the Board.
- 2.5. A member may resign at any time by giving due notice to the Secretary and the Chairman of the Board.

3. SKILL SETS AND ORIENTATION

- 3.1. The PipeCom membership shall meet the necessary qualifications and cricket expertise to ensure the committee as a whole comprises persons with the requisite expertise, experience and relevant knowledge for the committee to perform its functions and fulfil its duties.
- 3.2. Committee members must keep up-to-date with key developments in the areas of all cricket playing issues especially Cricket Development which is essential to enhance the skill sets required from each committee member.
- 3.3. New members shall undergo appropriate induction programmes with the Chairperson (or his nominee) assisted by the committee Secretary.

4. SECRETARY

- 4.1. The Secretary of the committee shall be the General Manager - Cricket or such other person as the committee Chairperson and Chief Executive may appoint.
- 4.2. The Secretary shall be responsible for setting meeting dates, planning the agenda with the Chairperson, drafting minutes of meetings 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, which meetings should correspond with key dates in the company's financial reporting cycle.
- 5.2. The Chairperson in consultation with the Secretary and Chief Executive may call for additional meetings.

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- 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 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 to be present at the meeting.
- 5.5. The Chairperson may meet with key executives at any time during the course of the year.

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. 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, the committee members present shall nominate an acting Chairperson from among themselves.
- 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.
- 6.7. Individuals in attendance at the meeting by invitation may participate in discussions but do not form part of the quorum.. No invitee or attendee shall have a vote at meetings of the committee.
- 6.8. The Chairperson in consultation with the Secretary, may invite other executives and managers to attend and to be heard at meetings of the committee.
- 6.9. If a member is unable to act for any reason, and there is no quorum for the committee to deliberate on a matter before it, then the Chairperson may, in consultation with the Board Chairperson, co-opt another director as an additional member.
- 6.10. 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

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- 7.1. The Committee has authority to make decisions in so far as it is empowered to do so by the Board and as recorded in these Terms of Reference. On matters beyond its authority, the Committee makes recommendations to the Board for its approval.
- 7.2. The PipeCom, in carrying out its duties, has powers to consider and make decisions on:
- a) The need to investigate any activity within its scope of responsibilities;
 - b) Consulting with or seeking any information it requires from any employee who shall be obliged to co-operate with the PipeCom;
 - c) Access internal or external resources to properly carry out its duties;
 - d) Obtain independent professional advice at the company's expense if it believes this is necessary to fulfil its duties. Such advisors may attend meetings at the invitation of the Chairperson;
 - e) Access relevant company records, facilities and any other resources necessary to discharge its duties and responsibilities;
 - f) Delegate its authority and duties, in so far as it is not precluded from doing so by these ToR, to other Board Committees, working groups or other persons including employees or individual members of the PipeCom; and
 - g) Make recommendations to the Board for approval by the Board.
- 7.3. The PipeCom may not perform any management functions or assume any management responsibilities and shall have no executive powers with regard to its findings and recommendations.

8. RESPONSIBILITIES AND REPORTING

- 8.1. The committee's responsibilities are determined by the Board from time to time (see [Annexure A](#)). The committee may draft an annual work plan that will assist it to monitor its activities on a regular basis. This work plan should be reviewed each year to ensure that all items are covered.
- 8.2. In performing their duties and functions, each committee member must act in the best interest of the Company in terms of their fiduciary duties and also in accordance with their duties under the Company's Code of Ethics. Committee members should maintain appropriate relationships with relevant executives of the company.
- 8.3. The committee should establish formal and appropriate reporting arrangements to the Board.
- 8.4. The Chairperson of the PipeCom shall provide at least an oral, but preferably a written, summary of the committee's deliberations and or activities at each Board meeting following a committee meeting.

9. REMUNERATION OF COMMITTEE MEMBERS AND COMMITTEE EXPENSES

- 9.1. In terms of the company's MOI, the director fees which include committee member and/or chairperson fees payable to non-executive directors, shall be recommended annually by the Board and approved by the Members Council at the Annual General Meeting.

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- 9.2. Other qualifying committee members, save for executives, employees and contractors shall be paid a meeting attendance fee as determined by the Board from time to time. Employees denotes persons not involved full time in cricket and is applicable to CSA, its Members, Franchises, SACA and players.
- 9.3. The Company shall pay all expenses reasonably incurred by the PipeCom in relation to the execution of its duties and responsibilities. The same applies to committee members.

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. The committee shall report annually to the CSA Board on the results of any self-evaluation or self-assessment that the committee undertakes of its own performance and achievements.
- 10.4. In addition, the committee shall review and reassess, at least annually, the adequacy of these TOR and recommend any improvements to the Board.
- 10.5. The Board must annually evaluate the committee's performance in terms of its composition, mandate and effectiveness.

11. OVERLAP AND EFFICIENCY OF ALL COMMITTEES

- 11.1. The committee must take cognizance that its roles and responsibilities may overlap with those of other committees. In instances where the committee needs to exercise oversight on matters handled by other committees or where there is clear overlap, the committee chairperson should agree with the relevant committee chairperson as to which committee shall deal with the matter and report to the Board. Duplication must be avoided.

12. ACCURACY OF INFORMATION

- 12.1. Except to the extent of legal or regulatory provisions to the contrary, PipeCom members, being independent or non-independent members, are entitled to rely on the Company'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. The committee shall consistently apply the provisions of the Companies Act on the disclosure and/or avoidance of any conflicts of interest. Members of the PipeCom shall be

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required to declare their interests in general on an annual basis and specifically at each meeting of the PipeCom.

13.2. The PipeCom shall:

- 1) Make recommendations to the Board as to whether any such conflict should be authorised and, if so, as to the terms and conditions under which any such authorisation should be given by the Board;
- 2) Review on a regular basis any authorisation given by the Board in order to determine whether the authorisation given should stand on the terms and conditions on which it was given or whether additional terms and conditions should be imposed or whether the authorisation should be revoked (subject to giving the relevant member notice of the proposed revocation); and
- 3) In the case of a review of the interests of a member, the affected member shall not participate and must excuse him/herself in the review or in discussions or decisions of the committee relating to that member.

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 Board 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.

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;
- 5) Determining the attendees for the meeting in consultation with the Chairperson of the committee and the Chief Executive; and
- 6) Following-up any matters arising from previous meetings.

2. Specific duties of the PipeCom

2.1. The PipeCom shall oversee all matters pertaining to amateur cricket and pipeline/development programmes and shall ensure that the Board is aware of and manages all matters which impact on the quality, standard, performance and effectiveness of amateur cricket and the associated pipeline/ development activities.

2.2. The PipeCom has delegated authority to deal with any amateur cricket or pipeline/development matters relating to a CSA Member or Franchise region (Franchise Cubs and Academies) if such matter impacts on the quality, standard, performance and effectiveness of cricket pipeline programmes or the game of cricket in South Africa.

2.3. The PipeCom has delegated authority* to consider and decide on the following cricket pipeline/ development related matters:

- 1) Development activities and programmes at all amateur levels of cricket including match officials;
- 2) Specific cricket playing matters relating to Players, Captains and Coaches within the ambit of amateur cricket;
- 3) Specific cricket playing matters relating to Match Officials within the ambit of amateur cricket including the use of technology;
- 4) Standard playing conditions for CSA amateur cricket national tournaments and competitions;
- 5) Setting targets, performance benchmarks and monitoring progress in regards to cricket skills development and training programmes.

* The delegated authority does not extend to matters that have implications on the undermentioned, in which case the committee is required to make a recommendation to a relevant committee or the Board:

- 1) Financial;
- 2) Company policy or protocols;
- 3) Structural changes to competitions which impact on Members/Franchises
- 4) National teams.