

TERMS OF REFERENCE – SUSTAINABLE FOUNDATION ADVISORY GROUP

NOTE: Whilst the Sustainable Foundation Advisory Group has been active since 2016, the purpose of this document is to clarify its Terms of Reference for operating from December 2, 2017 onwards.

1. Purpose

The International Cricket Council has appointed the Sustainable Foundation Advisory Group (the '**SFAG**') to provide advice, support and guidance to the ICC Americas' USA Project team for the purpose of supporting the establishment of a new National Governing Body ('**USA Cricket**') under a new constitutional framework (the '**Constitution**') in the USA that is capable of unifying all of the stakeholders within US cricket.

2. Composition

2.1 The following individuals (constituting a group of individuals representing different stakeholder interests and groups within the US cricket community) have agreed to be appointed to the SFAG:

Vince Adams	Jim Isch	Shiraz Najam
Donna Bowes	Jagan Jagannathan	Syed Shah
Linden Dodson	Priyantha Liyanage	Patricia Whittaker

2.2 To avoid any perception of conflict or bias, any of the above individuals who intend to stand for election as a member of the first Board of Directors appointed by USA Cricket must immediately notify the ICC of such intention and withdraw their membership of the SFAG. By signing below, all members of the SFAG acknowledge this specific prohibition and confirm their acceptance of the same. (For the avoidance of doubt, nothing in this paragraph prevents any member of the SFAG from seeking election to the Board of Directors of USA Cricket in any election held after the first is completed).

3. Scope of Activity

3.1 During the term of its appointment and in order to support the purpose described above, the SFAG will assist the ICC Americas' USA Project management team in at least each of the following areas:

- Developing and recommending for approval the content of the Constitution for USA Cricket;
- Developing and assisting in the implementation of a communications plan around the release of the new Constitution and the subsequent election process for the Board of USA Cricket;
- Agreeing a process by which a small group of appropriate individuals with uncompromised integrity and that reflect the diversity of the USA cricket community can be identified to act as initial USA Cricket's Nominating and Governance Committee for the purposes of the initial Board of Director elections for USA Cricket and recommending for approval the identity of such committee members;

- Developing an independent process designed to support the building of a membership base and the staging of free and fair elections for all Board of Director positions for USA Cricket under the new Constitution;
 - Assisting the Nominating and Governance Committee in identifying highly credentialed potential Independent Directors to serve as candidates for the new Board of Directors under the new Constitution;
 - Providing additional governance related guidance, where required, to the ICC USA Project management team in the general transition from the existing cricket structures within the USA to a structure in which USA Cricket unifies and represents all of cricket's stakeholders in the USA; and
 - Consulting, in accordance with an agreed communications plan, with all relevant stakeholders and acting as advocates for the ICC's activities and transition to USA Cricket under the Constitution.
- 3.2 The detailed work of the SFAG shall be supported where appropriate by Eric Parthen, USA Project Manager, and Wade Edwards, USA Project Officer, who shall ensure that the relevant members of the ICC are kept informed as to progress and any relevant issues for consideration. More broadly, the SFAG shall receive the full support of the ICC (and its officers and employees) and the ICC's Americas project team.
- 3.3 The SFAG is a working group and members at all times shall engage with each other and the USA Project management staff respectfully and constructively and in the best interests of cricket in the USA. Wherever possible, the SFAG shall seek to reach a consensus view or position when considering issues within its mandate.
- 3.4 All matters discussed, papers prepared and materials disclosed as part of the SFAG's activities are strictly confidential and shall not be disclosed to any third party without the consent of the ICC unless such disclosure is required by law or such information is already within the public domain. This confidentiality obligation shall remain even after an individual's membership of the SFAG has ceased or the period of appointment of the SFAG has expired.
- 3.5 Meetings of the SFAG will be held via video/teleconference at least every three to four weeks, although face-to-face meetings will also be held where considered necessary.
4. **Other matters**
- 4.1 Any reasonable personal expenses incurred by the members in attending meetings of the SFAG shall be reimbursed upon submission of appropriate supporting documentation.
- 4.2 Unless otherwise determined by the ICC, the SFAG will remain in place until USA Cricket has been established in accordance with local laws and ICC and USOC requirements and the Board of Directors of USA Cricket has been elected through free and fair elections under the Constitution.
- 4.3 The ICC reserves the right, following discussions with the members of the SFAG, to add or amend the Terms of Reference as may be deemed appropriate.