



TERMS OF REFERENCE - NOMINATING AND GOVERNANCE COMMITTEE

1. Purpose

- 1.1. In accordance with Article 9.1(A) of the USA Cricket Constitution, the Nominating and Governance Committee (the “Committee”) has been established as a Standing Committee of USA Cricket in order to organize and supervise the process by which candidates are identified and screened for election to the Initial Board of USA Cricket.
- 1.2. These Terms of Reference govern the conduct of the Committee for the purposes of the election of the Initial Board (as such term is defined in the USA Cricket Constitution) only. Following the conclusion of the election of the Initial Board, these Terms of Reference will expire and new Terms of Reference will be approved by the Initial Board to govern the role and conduct of the Committee from that date on.

2. Composition

- 2.1. The Committee for the purposes of the election of the Initial Board only shall be comprised as follows:
 - (i) Ms. Amy Perko;
 - (ii) Mr. Rohan Chandran;
 - (iii) Mr. Keith Aaron; and
 - (iv) Mr. David Richardson.

3. Scope of Activity

- 3.1. In furtherance of the Purpose described above, the Committee’s main roles are to:
 - (i) Organize and supervise the process by which candidates are identified and screened for election to the Board of Directors pursuant to Section

7.5 of the Constitution (as amended by Exhibit C to the Constitution in respect of the Initial Board);

- (ii) Verify the eligibility of all candidates for election to the Board of Directors in accordance with Articles 7.3(A) and 7.5 of the Constitution (as amended by Exhibit C to the Constitution in respect of the Initial Board);
 - (iii) Recommend the candidates for the Independent Director positions on the Board of Directors pursuant to Section 7.5 of the Constitution (as amended by Exhibit C to the Constitution in respect of the Initial Board); and
 - (iv) Perform such other duties as may be assigned to it by the Board of Directors and make such other decisions as may be necessary to support any aspect of the Committee's role, objectives or Purpose.
- 3.2. Candidates may only be recommended for the Independent Director positions on the Board of Directors in accordance with paragraph 3.1(iii) above where at least three (3) of the members of the Committee agree to recommend such candidate.
- 3.3. The Committee shall be assisted in its work in identifying and recommending candidates for the Independent Director positions on the Board of Directors by the members of the Sustainable Foundation Advisory Group or by members of the ICC Americas' USA Project staff where appropriate.
- 3.4. The detailed work of the Committee shall be supported where appropriate by the USA Project management staff and appropriate officers and/or employees of the ICC (who shall be entitled to join (in an observer only capacity) any meetings of the Committee in order to provide appropriate support as may be required from time to time).
- 3.5. The Committee is a working committee 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 Committee shall seek to reach a consensus view or position when considering issues within its mandate.

- 3.6. 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 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 Committee has ceased or the period of appointment of the Committee has expired.
- 3.7. Meetings of the Committee will be held via video/teleconference, although face-to-face meetings will also be held where considered necessary.
- 3.8. In accordance with Article 9.12 of the Constitution, minutes of each meeting of the Committee will be taken.

4. **Other matters**

- 4.1 Any reasonable personal expenses incurred by the members in attending meetings of the Committee shall be reimbursed upon submission of appropriate supporting documentation.
- 4.2 USA Cricket reserves the right, following discussions with the members of the Committee, to add or amend the Terms of Reference as may be deemed appropriate.