

TERMS OF REFERENCE ICC CHIEF EXECUTIVES' COMMITTEE

Capitalised terms referred to in the following Terms of Reference are defined herein.

1. REMIT AND RESPONSIBILITY

- 1.1 The Chief Executives' Committee (the "**Committee**") has been established by the ICC Board, in accordance with Article 5 (A) of the Amended and Restated Memorandum and Articles of Association of ICC, to act as a committee of the ICC Board in furtherance of the objects of ICC ("**ICC**"), which include promoting and developing the game of cricket at all levels throughout the world and governing and regulating cricket at the International level.
- 1.2 The Committee **is established to assist and advise the ICC Board** in relation to the operational, financial, commercial and management matters relating to the game of cricket, including the following:
- (a) To assist and advise the Chief Executive of ICC in the management and administration of the activities of ICC.
 - (b) In conjunction with ICC management, ensure adherence and compliance to all ICC rules and regulations by all Member countries.
 - (c) To consider relevant recommendations from ICC Committees as determined by the ICC Board, including but not limited to the Cricket Committee, and the Women's Committee (where appropriate).
 - (d) To consider and address any cricket management issues raised by an ICC Member or by ICC management including issues concerning ICC Events.
 - (e) To consider and address any matters in regard to any of the ICC's rules and/or regulations relating to the playing and / or integrity of the game.
 - (f) make appropriate recommendations to the ICC Board in relation to the Committee's activities from time to time (in accordance with paragraph 4.1, below).
 - (g) To consider any other cricket-related matters deemed relevant by ICC Members and/or ICC management including but not limited to Members' subscriptions and the performance of global events.
- (together, the Committee's "**Areas of Activity**").
- 1.3 In the discharge of its remit and responsibilities in the Areas of Activity, the Committee shall have the authority to request from the ICC or any ICC member cricket federation (or any individual and/or third party as may be affiliated to or in any way connected with the ICC or any ICC member cricket federation) information in such form, whether verbal, written or otherwise recorded, as it may, in its absolute discretion, consider to be reasonably necessary for the proper discharge of its duties under these Terms of Reference. For the avoidance of doubt, the Committee shall be entitled to request from the ICC such financial information as it deems necessary in order to fulfil its duties and functions as stated herein.
- 1.4 In support of the Committee's activities, all ICC member cricket federations will (and to the extent that it is within their power, procure that such other individuals and third parties will) provide all such information and do all such things as are reasonably within their power to facilitate the discharge of the Committee's duties under these Terms of Reference.

1.5 The Committee shall only be empowered to make recommendations to the ICC Board. However, the Committee shall have the following decision-making powers, which have been delegated to it by the ICC Board:

- (a) approval and oversight of the Code of Conduct for Players and Player Support Personnel as well as Match Officials and Match Official Support;
- (b) approval and oversight of policies and regulations in relation to illegal bowling actions;
- (c) approval and oversight of the Standard Playing Conditions including those for ICC events;
- (d) approval and oversight of the regulations and protocols relating to international venues, pitch monitoring, clothing and equipment, and other rules and/or regulations relating to the playing and/or integrity of the game (including those set out at (f) below);
- (e) operational issues relating to, or arising from, ICC events, including approval of match schedules, approval of prize money breakdown and approval of qualification pathways for ICC events (including for multi-sport events);
- (f) approval and oversight of the Anti-Doping Code, Anti-Corruption Code, Anti-Discrimination Code, Classification of Official Cricket, Regulations on the Sanctioning of Events, Safeguarding Regulations, DRS rules and protocols;
- (g) the approval and oversight of medical policies and guidelines relating to international cricket; and
- (g) approval and oversight of the Future Tours Programme.

The above delegation is subject to being in line with the budget agreed by the Board from time to time and the ICC Policy on Procurement, Contract Approval and Delegation of Authority.

1.6 Once the Committee has established the policies and practices to be implemented under paragraph 1.2 above, and the ICC Board has approved such policies and practices (where appropriate), the ICC management shall undertake the operational responsibilities and activities necessary to implement such policies and practices.

2. MEMBERSHIP

2.1 The membership of the Committee shall consist of the following:

- (a) a representative appointed by each Full Member, who shall be the Full Member's Chief Executive Officer, Chief Operating Officer or senior cricket administrator; and
- (b) three additional members elected by the Voting Associate Members and the Regional Representatives.

2.2 The ICC Chief Executive shall be the Chairperson of the Committee and an *ex-officio* member of the Committee. In addition, the following individuals will be *ex-officio* members of the Committee:

- (a) the Chair of the ICC Cricket Committee;
- (b) the Chair of the ICC Women's Committee; and
- (c) the ICC Chairperson.

2.3 The Committee may, at its discretion, appoint additional individuals as *ex-officio* members of the Committee from time to time as it deems necessary.

2.4 For the avoidance of doubt, members of the Committee will be entitled to appoint an alternate or proxy to act on their behalf.

- 2.5 Each Committee member and all *ex-officio* members of the Committee will undertake an induction process to ensure that they understand the role, responsibility and workings of the Committee and their duties to their fellow members of the Committee, to the ICC Board and to the Council.
- 2.6 A Committee member will cease to be a member of the Committee in the following circumstances:
- (a) such individual is de-appointed or replaced by the relevant Member or group of Members;
 - (b) where the ICC Board considers, in its absolute discretion and for whatever reason, that it is no longer appropriate for such individual to be a member of the Committee;
 - (c) where he/she is convicted of a criminal offence in any jurisdiction (other than an offence which is, in the opinion of the ICC Board, a minor offence); or
 - (d) the Committee member no longer occupies his/her representative position within the Full Member body; or
 - (e) in the case of a Committee member appointed by the Associate Members, his/her term of office expires and he/she is not re-elected.
- 2.7 In the case of paragraph 2.6(b) and (c) above, cessation of membership will take effect immediately upon written notice being provided to the individual concerned and the relevant individual will be replaced, pursuant to the criteria for appointment, as quickly as is reasonably practicable.
- 2.8 In the case of paragraph 2.6(a) and (d) above, cessation of membership of the individual will take effect immediately once the relevant Member or group of Members has provided written notice of the termination of appointment to the Chairperson of the Committee. Following such written notice, the relevant Member or group of Members shall appoint a new representative to the Committee by the time of the next Committee meeting.
- 2.9 In addition to the above, the Committee may:
- (a) appoint the General Manager – Cricket, or any other appropriate person, to act as secretary to the Committee;
 - (b) utilise such other members of the ICC's management team (or other stakeholders within the sport of cricket) to assist the Committee as may be appropriate from time to time; and/or
 - (c) request other third party advisers to attend, present and speak at Committee meetings from time to time.

For the avoidance of any doubt, the individuals described in paragraphs 2.9(a), (b) and (c) will not be regarded as members of the Committee and will not have any entitlement to vote.

3. MEETINGS

- 3.1 Committee meetings will take place in person and at such venue and with such frequency as the Chairperson (in consultation with the other Committee members) shall determine necessary, save that the Committee shall meet, in full, on not less than three occasions in any twelve month period. Where necessary and practicable, such meetings may also take place via telephone/video conference.
- 3.2 All Committee members (or their respective alternates) shall be entitled to attend each Committee meeting and the quorum at any meeting will be at least eleven members of the Committee. All members of the Committee (including the Chairperson) shall be treated as being present in person at a meeting where he/she is in continuous communication with the meeting either in person or by telephone/video conference. Such a member will be counted in the quorum of the meeting and shall be entitled to vote. A duly convened Committee meeting at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

- 3.3 The agenda and conduct of such Committee meetings will be at the discretion of the Chairperson (in consultation with the other Committee members, who shall be entitled to request for any relevant item to be placed on the agenda) and the Committee secretary will circulate a meeting agenda and supporting documents to the Committee members and other attendees, as appropriate, a reasonable period in advance of each Committee meeting. Minutes of each meeting will be prepared by the Committee secretary as soon as reasonably practicable after each Committee meeting, circulated for comment and approved at the subsequent Committee meeting.
- 3.4 The Committee is a working committee and attempts should be made to reach a consensus, so that voting will not usually be required. However, on occasions where consensus cannot be reached, then the Committee will resolve such issues by voting. Only the Committee members shall be entitled to vote.
- 3.5 For the avoidance of doubt, all third party advisers, members of the ICC's staff or *ex officio* Committee members will have no right to vote.
- 3.6 Resolutions shall be deemed to have been carried if at least two-thirds of the Committee members present and voting at the meeting have cast their vote in favour of the resolution.
- 3.7 In the event of a dissenting vote being recorded, then, to the extent that such dissent relates to any recommendations or report that are subsequently put to the ICC Board, then such dissenting opinion(s) must be presented simultaneously to the ICC Board for it to consider at the same time that the relevant recommendations and/or report are presented.
- 3.8 The Committee may agree separate procedural rules to regulate its business and meeting procedures provided that such rules shall not be in conflict with the Amended and Restated Memorandum and Articles of Association of ICC.

4. REPORTING / PERFORMANCE OF DUTIES

- 4.1 The Committee shall report to the ICC Board on a regular basis as and when required by the ICC Board or when the Committee considers it necessary to report on a specific matter in advance of the next scheduled reporting date.
- 4.2 The Cricket Committee, Women's Committee and other sub-committees of the Committee shall in turn report to the Committee as and when required by the Committee.
- 4.3 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 ICC Board) without the consent of the 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.
- 4.4 All information provided to the Committee shall, unless otherwise agreed with the Chairperson in advance, become and remain the property of ICC even after any relevant period of appointment has expired.
- 4.5 In performing their duties and functions described in these Terms of Reference, each Committee member will act in the best interests of the game of cricket and in accordance with their individual responsibilities under the ICC's Code of Ethics.

5. GENERAL PROVISIONS

- 5.1 The Committee may, with the approval of the ICC Chairperson or Chief Executive, obtain such external third party professional advice (eg from experts, consultants, lawyers etc) as it deems reasonably necessary to assist in the proper performance of its duties and functions set out in these Terms of Reference. The ICC shall be fully responsible for any such costs and expenses properly incurred directly or indirectly by any such third party.

- 5.2 The members of the Committee shall be entitled to have all reasonable costs and expenses that they incur (or such other fees and allowances as may be determined by the ICC Board from time to time) reimbursed by the ICC.
- 5.3 The ICC hereby agrees to indemnify and keep indemnified each member of the Committee from and against all liabilities, obligations, losses, damages, suits and expenses which may be incurred by or asserted against the Committee member in such capacity, provided that such indemnity shall not extend to those liabilities, obligations, losses, damages, suits and expenses which have been incurred as a result of any negligence, fraud or wilful misconduct of the Committee member.
- 5.4 These Terms of Reference will be reviewed as and when required from time to time by the ICC Board (taking into account any comments, feedback and/or amendments suggested by the Committee itself) to ensure that they remain fit for purpose.
- 5.5 These Terms of Reference shall be governed by and construed in accordance with English law. If any dispute arises in relation to the interpretation or application of these Terms of Reference, then such dispute will be determined by the ICC Disputes Resolution Committee. For the avoidance of doubt, no disputes, appeals, questions or interpretation or any other matter in relation to these Terms of Reference shall be submitted to any other process other than as set out in this paragraph 5.5.
- 5.6 These Terms of Reference are approved by the ICC Board on 14 July 2021 and will come into full force and effect immediately upon such approval. Any subsequent amendments to these Terms of Reference must be approved by the ICC Board.

Approved by Board 14 July 2021