

TERMS OF REFERENCE ICC WOMEN'S CRICKET COMMITTEE

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

1. REMIT AND RESPONSIBILITY

1.1 The ICC Women's Cricket Committee (the "**Committee**") has been established by the ICC Board, in accordance with Article 5.1 of the Amended and Restated Memorandum and Articles of Association of ICC, to act as a sub-committee of the Chief Executives Committee in furtherance of the objects of ICC ("**ICC**"), which include administering, developing, co-ordinating, regulating and promoting the game of cricket worldwide in cooperation with its member countries.

1.2 The Committee is established to assist, advise and report to the **ICC Chief Executives Committee** on:

1.2.1. Matters relating to women and girls involvement in cricket in line with the ICC's Strategy from time to time, including but not limited to:

- a) Driving the growth in participation of women and girls;
- b) Overseeing the plans and resources to grow the female fan-base and fans of women's cricket;
- c) Promoting opportunities for women involved in the administration and leadership of cricket around the world; and
- d) Creating cricket competitions, pathways and events, which foster competitive women's cricket that has clear context and meaning.

1.2.2. The playing of international women's cricket including but not limited to:

- a) Recommending playing conditions, regulations and relevant guidelines;
- b) Maintaining and reviewing the Global Rankings;
- c) Updating the Future Tours Program; and
- d) Exploring the use of technology.

1.2.3. Any other matters deemed relevant by the Chief Executives Committee or the ICC Board.

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 power and right 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.

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 have no autonomous decision-making powers and shall act solely as an advisory committee to the ICC Chief Executives Committee.

2. MEMBERSHIP

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

- a) a Chair;
- b) six additional full Committee members (the “**Full Committee Members**”) consisting of the following:
 - i. two representatives of the Full Members, appointed by the ICC Chief Executives Committee. The appointees shall be the current Chief Executive of a Full Member.
 - ii. one representative of the Associate Members, appointed by the Associate Members. It is recommended that the appointee (i) has significant experience in playing, working or administering women’s cricket, (ii) has a full understanding of the structures of international women’s cricket and the women’s cricket pathways of Associate and Full Members of the ICC, and (iii) represents an Associate Member with an established women’s cricket program in its territory. The Associate Member representative should be appointed in accordance with the procedure set out in Appendix A.
 - iii. Two additional representatives of the Full Members, appointed by the ICC Chief Executives Committee. It is recommended that the appointees are experts in the women’s game and/or currently work within this functional area. These appointees must be from different countries to the Full Member representatives appointed in accordance with paragraph 2.1(b)(i) above.
 - iv. one independent member, appointed by the ICC Chief Executives Committee. It is recommended that the one independent member, appointed by the ICC Chief Executives Committee is an expert in marketing, broadcast and/or media (the “**Independent Member**”). The appointee must not be directly employed by a Member Board; and
- c) four additional stakeholder Committee members (the “**Stakeholder Members**”) consisting of the following:
 - i. One current international women’s player or player representative of FICA represented countries appointed by the team captains of those Member boards with women’s ODI Status, subject to and in accordance with the procedure set out in paragraph 1 of Appendix B;
 - ii. One current international women’s player or player representative of non-FICA represented countries appointed by the team captains of those Member boards with women’s ODI Status, subject to and in accordance with the procedure set out in paragraph 2 of Appendix B;
 - iii. One current national women’s team coach appointed by the team coaches of those Member boards with women’s ODI Status, subject to and in accordance with the procedure set out in paragraph 3 of Appendix B; and
 - iv. One representative from the media with extensive commentating and broadcast experience appointed by the ICC Chief Executives Committee.

2.2 The Chair of the Committee shall be nominated by the ICC Board.

2.3 All appointments of all members of the Committee, including its Chair, shall be ratified by the ICC Board. The ICC Board shall not have a right to intervene, step in, overrule or change the result of the election save in exceptional circumstances, including, without limitation, where the appointee is currently serving a suspension in cricket for corruption, doping or other similar matter, or where the appointment of that person might be contrary to the spirit of cricket or could bring the game into disrepute.

2.4 The ICC Chairperson and the ICC Chief Executive shall automatically be *ex-officio* members of the Committee.

- 2.5** Where the Chair of the Committee is unable to attend a Committee meeting, they shall inform the Women's Cricket Manager and appoint another member of the Committee to take over their Chair duties.
- 2.6** Where a Full Member representative or Associate Member representative is unable to attend a Committee meeting, they shall inform the Chair of the Committee as such and may nominate a proxy or nominee to attend the meeting. No other members of the Committee will be entitled to appoint an alternate, proxy or nominee to act on their behalf.
- 2.7** 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, the Chief Executives Committee, the ICC Board and to the Members.
- 2.8** Each member of the Committee shall be eligible to serve three terms (or two terms in the case of the Independent Member) in the following manner:
- a) The Chair of the Committee, the Full Member representatives and the Associate Member representative shall be eligible to serve an initial three year term, and shall be eligible for re-election or re-appointment: (a) at the end of that initial term for a further period of three years; and (b) at the end of that second term for a further period of three years.
 - b) The Independent Member shall be eligible to serve an initial two year term, and shall be eligible for re-election or re-appointment at the end of that initial term for a further period of two years.
 - c) The Stakeholder Members shall be eligible to serve an initial two year term, and shall be eligible for re-election or re-appointment: (a) at the end of that initial term for a further period of two years; and (b) at the end of that second term for a further period of two years.
- 2.9** Such periods of appointment of all members of the Committee are to be determined by the ICC Board, who shall have due regard to the need to retain relevant knowledge and experience on the Committee at all times. No Committee member shall serve more than three consecutive terms (save that in the case of the Independent Member, he/she shall not be eligible to serve more than two consecutive terms).
- 2.10** A Committee member will cease to be a member of the Committee in the following circumstances:
- (a) such individual resigns his/her appointment by providing notice in writing to the Chair of the Committee;
 - (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's term of appointment expires and he or she is not re-appointed by the appointing body; or
 - (e) the status of the individual member changes such that he or she no longer represents the relevant stakeholder group or no longer meets the requirements of the position as set out in paragraph 2.1(a), 2.1(b) or 2.1(c) above.
- 2.11** In the case of paragraph 2.10 (b) or (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.
- 2.12** In addition to the above, the Committee may:
- (a) appoint a member of the ICC's management team, 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.
- 2.13** For the avoidance of any doubt, the individuals described in paragraphs 2.12 (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 its Chair (in consultation with the other Committee members) shall determine necessary, save that the Committee shall meet on not less than two occasions in any year, preferably in April and October, so that recommendations can be made to the Chief Executives Committee as appropriate. Both of these meetings shall be in person. Where necessary and practicable, such meetings may also take place via telephone/video conference.
- 3.2** The Stakeholder Members shall be required to attend at least one Committee meeting per year, preferably the first meeting in the calendar year. Where the Chair of the Committee considers it appropriate, the Stakeholder Members may also be invited to attend other meetings of the Committee.
- 3.3** The Chair of the Committee and all Full Committee Members (or their respective alternatives) shall be entitled to attend each Committee meeting and the quorum at any meeting will be a majority of the Chair of the Committee plus the Full Committee Members entitled to vote at meetings. All members of the Committee (including its Chair) 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. Save in the case of the Stakeholder Members, 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.
- 3.4** The agenda and conduct of such Committee meetings will be at the discretion of its Chair (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.
- 3.5** 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. Each member of the Committee, as follows, will have one vote:
- a) the Chair of the Committee, who shall have a casting vote and a deliberate vote;
 - b) the Full Committee Members; and
 - c) the Stakeholder Members, when present.
- 3.6** In the case of a delegate attending a meeting under proxy, the written appointment of the proxy shall be lodged with the Chair prior to the meeting. A proxy shall not be entitled to act as proxy for more than one member.
- 3.7** 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.
- 3.8** Resolutions shall be passed by a simple majority vote of those present and entitled to vote at the meeting. 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 Chief Executive's Committee, then such dissenting opinion(s) must be presented simultaneously to the ICC Chief Executive's Committee for it to consider at the same time that the relevant recommendations and/or report are presented.

- 3.9** 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 memorandum and articles of association of ICC.

4. REPORTING / PERFORMANCE OF DUTIES

- 4.1** The Committee shall report to the ICC Chief Executives Committee on a regular basis as and when required by the ICC Chief Executives Committee or when the Committee considers it necessary to report on a specific matter in advance of the next scheduled reporting date. The Chair of the Committee will also sit on the ICC Chief Executives Committee and attend all meetings of the ICC Chief Executives Committee.
- 4.2** 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 members of the ICC Chief Executives Committee or directors of the ICC Board) without the consent of the Chair of the Committee 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.
- 4.3** All information provided to the Committee shall, unless otherwise agreed with its Chair in advance, become and remain the property of ICC even after any relevant period of appointment has expired.
- 4.4** 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, in accordance with their fiduciary duties 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 (e.g. 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 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 16 November 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 16 November 2021





Appendix A

1. The procedure for appointing the Associate Member representative listed in paragraph 2(b)(ii) of the Terms of Reference shall be as follows:
 - a. To be put forward as a candidate, nominees must have the support of a proposer and seconder, who must both be Voting Associate Members.
 - b. The proposer and seconder must be persons from a Voting Associate Member who have the authority of that Voting Associate Member to put forward a nomination (e.g. be a holder of a senior position of office).
 - c. The nominee is not permitted to submit themselves as a candidate.
 - d. Associate Members are not obligated to nominate a person from their own Member Association, they are permitted to appoint another person who, if nominated, shall act as the representative of that Associate Member for the purposes of representing the Associate Members on the Women's Committee.
 - e. The nominee must sign a declaration indicating their consent to being put forward, and upon appointment shall provide written acceptance of the nomination.
2. The voting for the election of the Associate Member representative will be as follows:
 - a. Elections will be conducted using an electronic voting system which allows for anonymous voting. In the event of the electronic system not working, the vote will be conducted as a manual vote by secret ballot.
 - b. Voters will be asked to vote for the one candidate that they wish to see appointed. Voters should not vote for MORE THAN 1 candidate. If they do, their vote will be treated as spoilt and therefore will not be counted.
 - c. If there is a tie, the candidates involved shall be asked to agree between themselves which of them should be appointed.
 - d. In circumstances where the candidates are not able to agree between them and: (a) there is more than two tied candidates, a suitable weighted voting system will be employed to resolve the deadlock; or (b) there are only two tied candidates, a coin toss will decide the successful candidate.

Appendix B

3. The procedure for appointing the Stakeholder Member listed in paragraph 2.1(c)(i) of the Terms of Reference shall be as follows:
 - a) The ICC Women's Cricket Manager shall contact the Chief Executive of each Member board with women's ODI status from a FICA represented country and request the e-mail contact details for their women's ODI Team Captain. For the purposes of this paragraph 1, "ODI Team Captain" means the captain appointed for the Full Member's most recent women's ODI Match, or where such captain has been replaced since the last ODI Match was played, the new captain of the women's ODI team;
 - b) The ICC Women's Cricket Manager shall contact each ODI Team Captain directly by e-mail, using a dedicated and secure e-mail address which only he/she has access to, and request that they nominate, by e-mail to his/her dedicated and secure e-mail address, one representative of current female international players from FICA represented countries for appointment to the Committee, within a specified deadline. Only past and present female international cricketers shall be eligible for appointment to the Committee;
 - c) The ICC Women's Cricket Manager shall collate all nominations received within the deadline and distribute this list to the ODI Team Captains, again using the dedicated and secure e-mail address, with a request that each ODI Team Captain vote for her final nominee from the collated list, within a specified deadline. All votes made by the ODI Team Captains should be sent to the ICC Women's Cricket Manager using his/her dedicated and secure e-mail address, who shall keep the details of each ODI Team Captain's vote confidential;
 - d) The nominee who receives the highest number of votes from the ODI Team Captains shall become the appointed representative for the purposes of paragraph 2.1(c)(i).
 - e) In the event of a tie for the highest number of votes, the individuals who are tied for the position shall both get appointed to the Committee, even if this results in more than 1 person being appointed to the Committee in this category.
 - g) The ICC's Internal Auditor shall independently verify the results of the voting process immediately following its conclusion.
 - h) At all times during the nomination and voting procedure set out above, the ODI Team Captains shall make their decisions on their own behalf. They can, if they so wish, consult with anyone they wish to in going through this process, however, neither Members nor any player association nor any other third party shall interfere in any way with the ODI Team Captain's decision-making under this paragraph 1 (although, for the avoidance of doubt, it shall be permitted for Members and player associations to discuss the matter with the ODI Team Captains and/or lobby them in respect of a particular candidate). Consequently, all correspondence between each ODI Team Captain and the ICC Women's Cricket Manager shall be made using the dedicated and secure e-mail address, and shall be strictly between those two individuals. No third party should be involved in or copied in on such correspondence.
 - i) For the avoidance of doubt, in circumstances where an ODI Team Captain fails to submit her nomination or vote within the specified deadline, she shall lose the right to participate in the election process. Further, ODI Team Captains shall not be permitted to change their nomination and/or vote once it has been submitted or cast in any circumstances.
2. The procedure for appointing the Stakeholder Member listed in paragraph 2.1(c)(ii) of the Terms of Reference shall be as follows:
 - a) The ICC Women's Cricket Manager shall contact the Chief Executive Officer of each Member board with women's ODI status, which is not represented by FICA, and request the e-mail contact details for their women's ODI Team Captain. For the purposes of this paragraph 2, "ODI Team Captain" means the captain appointed for the Full Member's most recent women's ODI Match, or where such captain has been replaced since the last ODI Match was played, the new captain of the women's ODI team;

- b) The ICC Women's Cricket Manager shall contact each ODI Team Captain directly by e-mail, using a dedicated and secure e-mail address which only he/she has access to, and request that they nominate, by e-mail to his/her dedicated and secure e-mail address, one representative of current international female players from non-FICA represented countries for appointment to the Committee, within a specified deadline. Only past and present female international cricketers shall be eligible for appointment to the Committee;
 - c) The ICC Women's Cricket Manager shall collate all nominations received within the deadline and distribute this list to the ODI Team Captains, again using the dedicated and secure e-mail address, with a request that each ODI Team Captain vote for her final nominee from the collated list, within a specified deadline. All votes made by the ODI Team Captains should be sent to the ICC Women's Cricket Manager using his/her dedicated and secure e-mail address, who shall keep the details of each ODI Team Captain's vote confidential;
 - d) The nominee who receives the highest number of votes from the ODI Team Captains shall become the appointed representative for the purposes of paragraph 2.1(c)(ii).
 - e) In the event of a tie for either the highest number of votes, the individuals who are tied for the position shall both get appointed to the Committee, even if this results in more than 1 person being appointed to the Committee in this category.
 - f) The ICC's Internal Auditor shall independently verify the results of the voting process immediately following its conclusion.
 - g) At all times during the nomination and voting procedure set out above, the ODI Team Captains shall make their decisions on their own behalf. They can, if they so wish, consult with anyone they wish to in going through this process, however, neither Members nor any player association nor any other third party shall interfere in any way with the ODI Team Captain's decision-making under this paragraph 2 (although, for the avoidance of doubt, it shall be permitted for Members and player associations to discuss the matter with the ODI Team Captains and/or lobby them in respect of a particular candidate). Consequently, all correspondence between each ODI Team Captain and the ICC Women's Cricket Manager shall be made using the dedicated and secure e-mail address, and shall be strictly between those two individuals. No third party should be involved in or copied in on such correspondence.
 - h) For the avoidance of doubt, in circumstances where an ODI Team Captain fails to submit her nomination or vote within the specified deadline, she shall lose the right to participate in the election process. Further, ODI Team Captains shall not be permitted to change their nomination and/or vote once it has been submitted or cast in any circumstances.
3. The procedure for appointing the Stakeholder Member listed in paragraph 2.1(c)(iii) of the Terms of Reference shall be as follows:
- a) The ICC Women's Cricket Manager shall contact the Chief Executive Officer of each Member board with women's ODI status and request the e-mail contact details for their women's ODI Team Coach. For the purposes of this paragraph 3, "ODI Team Coach" means the coach appointed for the Member's most recent women's ODI Match, or where such coach has since been replaced since the last ODI Match was played, the new coach of the women's ODI team;
 - b) The ICC Women's Cricket Manager shall contact each ODI Team Coach directly by e-mail, using a dedicated and secure e-mail address which only they have access to, and request that they nominate, by e-mail to their dedicated and secure e-mail address, one current national women's team coach for appointment to the Committee, within a specified deadline;
 - c) The ICC Women's Cricket Manager shall collate all nominations received within the deadline and distribute this list to the ODI Team Coaches, again using the dedicated and secure e-mail address, with a request that each ODI Team Coach votes for his/her final nominee from the collated list, within a specified deadline. All votes made by the ODI Team Coaches should be sent to the ICC Women's Cricket Manager, using their dedicated and secure e-mail address, who shall keep the details of each ODI Team Coach's vote confidential;

- d) The nominee who receives the highest number of votes from the ODI Team Coaches shall become the appointed representatives for the purposes of paragraph 2.1(c)(iii).
- e) In the event of a tie in the votes for the nominee with the highest number of votes, the individuals who are tied for the position shall both/all get appointed to the Commission, even if this results in more than one person being appointed to the Committee.
- f) The ICC's Internal Auditor shall independently verify the results of the voting process immediately following its conclusion.
- g) At all times during the nomination and voting procedure set out above, the ODI Team Coaches shall make their decisions on their own behalf. They can, if they so wish, consult with anyone they wish to in going through this process, however, neither Members nor any player association nor any other third party shall interfere in any way with the ODI Team Coach's decision-making under this paragraph 3 (although, for the avoidance of doubt, it shall be permitted for Members and player associations to discuss the matter with the ODI Team Coaches and/or lobby them in respect of a particular candidate). Consequently, all correspondence between each ODI Team Coach and the ICC Women's Cricket Manager shall be made using the dedicated and secure e-mail address, and shall be strictly between those two individuals. No third party shall be involved in or copied in on such correspondence.
- h) For the avoidance of doubt, in circumstances where an ODI Team Coach fails to submit their nomination or vote within the specified deadline, they shall lose the right to participate in the election process. Further, ODI Team Coaches shall not be permitted to change their nomination and/or vote once it has been submitted or cast in any circumstances.