



**FINAL REPORT**

**OF THE REVIEW PANEL**

**ON THE**

**GOVERNANCE OF CRICKET**

**OCTOBER 2015**

**CHAIRPERSON, PROF.V. EUDINE BARRITEAU**

## **A. Overview**

This final Report of the CARICOM Cricket Review Panel is the outcome of three months of consultation, interviews, deliberations, and meetings by a five member panel of CARICOM citizens appointed by the Prime Ministerial Committee on the Governance of West Indies Cricket. The composition of the panel, its terms of reference and the list of interviewees are presented in **Appendices I - III**. The main mandate of the Panel was to review the administrative and governance structure of the West Indies Cricket Board (WICB) and submit its recommendation through the CARICOM Secretary-General to the Chairman of the Cricket Governance Committee, Dr. the Right Honourable Keith Mitchell, Prime Minister of Grenada. This is the Panel's submission.

## **B. Introduction: The Existing Governance Structure**

Caribbean societies and the West Indies game of cricket have changed drastically since the origins of the latter in its organized, competitive form in the British colonial Caribbean, in the mid to late nineteenth century. In the twenty-first century, the game of cricket is now embedded in the global, corporate world of business. Caribbean people continue to experience excitement or despair about what happens on every field of play, to agonize about the fortunes, successes, failures or foibles of the West Indies teams; but Caribbean cricket is far more than the public's support and consumption of West Indies cricket.

Cricket today constitutes a global, multi-billion dollar social and economic enterprise. The responsibility for delivery of this product at the present time, given the corporate structure of the WICB, falls to the shareholders, comprised of the six territorial boards, and the overarching, regional West Indies Cricket Board (WICB). The shareholders of West Indies cricket, led by the WICB, however, rely on the active involvement of other stakeholders of the game to deliver its product. These include several Caribbean governments who finance the construction and maintenance of the stadia where the game is played; several important industries such as tourism, aviation and food and beverages; former players, some of whom constitute an elite group of exemplary ambassadors of the game known as the Legends and the current players, both women and men, and their representative organization, the West Indies Players Association (WIPA) constitute another key group of stakeholders. Finally, the Caribbean public completes the stakeholder community on which the delivery of the public good of West Indies Cricket depends.

In spite of substantial transformation and modernization of the business of cricket in other countries such as Australia (Cricket Australia) and England (England and Wales Cricket Board), the governance of West Indies cricket has failed to evolve in a manner which accords with the exigencies of the modern game, but continues to be governed by a structure that is not reflective of the transformation of the game elsewhere. This is especially evident in relation to the

requirements of the player-coaching community, stakeholder investors, and the expectations of the Caribbean cricketing public. The existing governance structure, in its most essential features, remains closely aligned to its origins in the early twentieth century when it was established to coordinate inter-colonial tournaments, select West Indian XIs and touring teams, than with the modern governance, administration and ongoing commercial progress of the industry of cricket in other parts of the world.

**The Panel wishes to state unequivocally it has no issues with the individuals who occupy the leadership and composition of the WICB or the territorial Boards.** Instead, we are of the view that cricket is increasingly a growing social and economic sub sector in the Caribbean. The requirements and inputs for its effective delivery, management and ongoing growth have evolved and changed considerably. These changes have made the existing systems of governance anachronistic. The Panel states that the current governance structure is out of alignment with the modern requirements of the game at the national, regional and international levels. The production, delivery and ongoing advance of what we call West Indies cricket, has outgrown the governance and administrative systems by which it has been delivered, with some modifications, since the 1920s. Hence, if West Indies cricket is to realise its true potential as a dynamic and financially lucrative service export sector, capable of restoring the pride of Caribbean people and fostering their greater sense of togetherness, then the difficult decisions to modernise its governance arrangements must be taken without further delay. It is now past the time to accept that the current governance structures are obsolete.

➤ **The Panel Recommends the Creation of a New Governance and Management Architecture for West Indies Cricket.**

In the twenty-first century Caribbean, the sporting outcomes of the game of cricket will continue to dramatically affect the psyche of Caribbean people. The enduring and ongoing impact of the triumphs and tribulations of successive West Indies cricket teams on the cricketing public will continue to be well documented and researched<sup>1</sup>. Yet we maintain that the issues confronting the governance and administration of cricket, exceed the dynamics of the game on the field of play and its effect on the psyche of Caribbean people. There is an inherent and as yet unresolved tension between the evolution of the game of cricket into a powerful, professionally driven, entertainment and sporting industry and a system of governance predicated on an earlier, more simplified set of requirements.

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<sup>1</sup> Cricket Studies is also an academic discipline internationally and in the Caribbean, at The University of the West Indies, Cave Hill Campus. In the Region, we have rudimentary cricket museums and a rich collection of literature on West Indies Cricket.

- **In this regard, the Panel strongly recommends the immediate dissolution of the West Indies Cricket Board and the appointment of an Interim Board whose structure and composition will be radically different<sup>2</sup> from the now proven, obsolete governance framework.**

**The Panel states that this is a fundamental and foundational requirement. These two, key measures are absolutely necessary in order to transform and modernize the governance, management, administration and the playing of the game. All other recommendations depend on these recommendations being implemented.** The transformation of the governance and administrative framework is necessary to improve conditions affecting all players. The introduction of a new governance structure is also required to build depth and continuity into women's cricket about which we make specific recommendations. Historically, and for too long, challenges with the management and governance of West Indies Cricket have been approached as an issue primarily of the quality of the leadership. Instead, it is the Panel's view that the existing governance mechanisms do not provide an appropriate environment and framework to address the changes and challenges within the game of cricket, and the business of cricket. The outmoded governance structure does not prioritize accountability and transparency.

The Panel wishes to acknowledge the considerable body of work already completed in the area of governance, first, under the chairmanship of the Most Hon. P. J. Patterson and then under Mr. Charles Wilkin – **the Patterson and Wilkin Reports** – and the far-reaching recommendations these Reports offered. The Panel supports and, in some cases, builds some of its own recommendations on the sterling contributions made available to the WICB, Territorial Boards, and Caribbean public in those reports. **Appendix VI** contains their recommendations which we endorse as still relevant and transformative, and which offer a template for the new governance framework for West Indies Cricket.

### **C. State and Status of West Indies Cricket**

The Panel's conclusion that the governance system of West Indian cricket has outlived its capacity to effectively deliver the game and manage the business of cricket, is borne out by the state and status of West Indies Cricket. West Indies Cricket is in a state of disarray and the men's team occupies a low ranking status. Our conclusion is informed by the following facts, garnered from extensive and in-depth consultations with a cross-section of stakeholders:

1. **Playing status of the West Indies men's teams:** The West Indies men's team is currently ranked ninth in the world and is not eligible to participate in the International Cricket Council (ICC) One Day International Champions Trophy in 2017. The qualification deadline was 30 September 2015 and the team did not qualify. Since the introduction of this

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<sup>2</sup> **Appendices IV and V** provide generic guides of a new governance framework and guidelines, and the role description for Board members of the reconstituted Board.

tournament in 1998,<sup>3</sup> this is the first time that the West Indies will not be participating in this prestigious tournament: in fact, this is the first time that the WI team will not participate in any ICC world tournament! Of twelve cricketing nations ranked by the ICC for ODIs, the West Indies men's team ranks only above Ireland, No. 10, Zimbabwe No. 11, and Afghanistan, No. 12.

2. The West Indies men's team is ranked eighth among Test-playing nations and has maintained that low ranking for about ten years.
3. The WICB's relations with the players continue to be fractious and problematic. The long history of this state of affairs suggests that it is, in the main, a structural issue and less one of personalities. The recent abandonment of the Indian tour and the subsequent dropping of the One-Day Captain and Vice-Captain are particularly dramatic and extreme manifestations of this challenge.
4. The fractious and problematic relationship now extends to the Coach, Phil Simmons. Coach Simmons (hired just about six months ago) has been suspended for making statements that he is unable to field the best available 50-over team to tour Sri Lanka because of "interference from outside", resulting in the exclusion of former one-day Captain, Dwayne Bravo and former Vice-Captain Kieron Pollard, which the Board deemed inimical to its interests, and to have brought it into disrepute. The residual point is that there is a breakdown in key relationships necessary for the good management and performance of the team.
5. WIPA no longer represents the top male players. There are also fractious relations between the players association and the top male cricketers.
6. There is a current, problematic "non-relationship" between the WICB and the Board of Control for Cricket in India (BCCI), which could be potentially dangerous. This revolves around the dissolution of the West Indies tour of India, the subsequent demand by the BCCI for damages amounting to US \$42 million and the impasse in negotiations between the most powerful cricketing board and country and an insolvent West Indies Cricket Board.
7. The quality of touring engagements offered to West Indies teams has deteriorated. It is the norm and practice now to offer two test-match tours and two to three one day internationals. The perception by the other cricketing nations is that our teams are not strong enough to offer more attractive, lucrative and longer engagements.

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<sup>3</sup> This biennial competition started in 1998 as the ICC Knock Out Tournament. Its name was changed to the ICC Championship Trophy in 2002. The West Indies men's team won in 2004 and was runners up in the inaugural tournament and in 2006.

8. On the surface, women's cricket appears to be doing well. The current elite team is comparatively high in the rankings. They are ranked fifth in the world after Australia 1, England 2, New Zealand 3, and India 4. They are ahead of South Africa 6, Pakistan 7, Sri Lanka 8, Bangladesh 9 and Ireland 10. However, the women's team no longer plays Test cricket, only ODI's and T20s.
9. In spite of the fact that the management and development of West Indies women's cricket was incorporated into the WICB in 2005, no systematic structures have been introduced to develop women's cricket in the territories. There is widespread concern that when the current crop of women's cricketers graduates from playing, there is no viable second tier being developed to replace them.
10. Officials of the WICB and the Territorial Boards accept no responsibility for the development of women's cricket, preferring this to be the responsibility of governments, in stark contrast to their position that governments should keep out of cricket.
11. There are embarrassingly sharp differentials in the compensation offered to the West Indies women players in regional and international tournaments compared to the male players.
12. The fragile governance arrangements of many of the Territorial Boards, (that is their constitutions, schedule of meetings, audited financial statements, accountability transparency and operational practices), mirrors the concerns we expressed earlier about the WICB. The development requirements of men's and women's cricket in most of the territories are beyond the capacity of the Territorial Boards to deliver, or to be accountable for their delivery.
13. The private company structure invites concerns of the role of the WICB as an institution for delivering a public good, West Indies Cricket, because in its delivery, the WICB relies on the inputs and active involvement of multiple stakeholders, while the current governance structure provides for accountability to its shareholders only, excluding other classes of stakeholders that are essential to the delivery of West Indies cricket.
14. Throughout the Caribbean there *is* widespread discussion in conventional and social media about the state of West Indies Cricket and growing concerns about its governance.
15. There is an absence of vision for the development of both women's and men's cricket, as exemplified by the need for more cricket development initiatives such as Cricket Academies, cricket being played throughout the schools in all the Territories, and more effective use of sports psychologists and specialist coaches. This is evident in the absence of development programmes and policies.

16. If the WICB and the Territorial Boards are accountable to each other, (the shareholder community) that accountability is not demonstrated to the other stakeholders.

Collectively these features underscore the parlous state and status of West Indies cricket. They are symptomatic of a West Indies Cricket in a prolonged condition of crisis and decline. Given this perilous state, the Panel recommends urgent action to expedite the process of transformation in the governance, administration and management of West Indies Cricket. The Panel notes that:

- ✓ there are adverse conditions affecting West Indies cricket on the field and off;
- ✓ as a cricketing Region, we are now in a state of perpetual slide in the performance of West Indies cricket teams in all the formats of the game except senior women's cricket;
- ✓ the standards of corporate, collective accountability demands the resignation of the entire membership of the Board, the dissolution of the current board structure, the appointment of an Interim Board, and the adoption of a new governance framework.

The Panel concludes that the current system of governance is anachronistic; the crises resulting from lack of cricket development, poor on-field performance and our unfavourable international reputation are deepening. We conclude that it is now urgent that a modern, transparent and accountable system of governance replace the existing model. The following section details our recommendations for the rescue and transformation of West Indies Cricket.

#### **D. The Path towards the Transformation of West Indies Cricket**

Having assessed the foregoing factors, the Panel states that it is past the time for the WICB to operate in accordance with acceptable international, modern standards of governance. The recommendations of the Patterson and Wilkins Reports are instrumental in shaping the proposed structure of the new Board. The Patterson Report recommended a Council made up of 23 members, representative of a wide cross section of stakeholders whose primary functions are to determine policies and strategies and provide guidance or the development of West Indies Cricket. The Patterson Report also recommended a new Board consisting of 15 members inclusive of the leadership with both widespread and in depth representation of the cricketing communities and constituencies.

The Panel endorses the foresight of these recommendations and proposes a revised structure incorporating some of their key elements with new features. **Appendix VII** provides a diagrammatic representation of this structure. Our final proposed structure is grounded in the realities of twenty-first century Caribbean Cricket. It bears some similarity to the structure of Cricket Australia which started under very similar circumstances to West Indies Cricket. They accepted the need for review and change and produced a revised governance structure that

emphasized professional competencies over territorial representation. It should also be noted that other international Board(s) are seeking to use Cricket Australia as a model for their own future development.

The Panel concludes these steps have to be implemented in order to begin the overdue work of transforming the governance structure of West Indies cricket. The new governance structure must be committed to the process of transparency and accountability in order to function as a successful, commercial enterprise.

- **The Panel recommends the implementation of an entirely new operational framework, involving institutional changes and new criteria for the selection of the management and Board members.**
- **The selection process must be overseen by a Head Hunting Firm which will lead a process that is rigorous, thorough and driven by a determination to produce highly skilled, competent and knowledgeable individuals of the highest calibre.**
- **The Panel therefore recommends that a Head Hunting firm be selected to ensure that the new Board members possess a particular set of criteria and skills appropriate for membership on a reconstituted Board.**
- **Until the new Board and governance structure are in place, the Panel recommends the appointment of an Interim Board and a Change Management Expert. The Panel took note of the fact that an Interim Board has been installed in Sri Lanka, without falling into disfavor with the ICC. (Appendix V details the personal and professional competencies that should govern the selection of Board Members).**
- **The Panel recommends a Board comprising of 9 members selected on the basis of proven professional competencies. This is a requirement in order to achieve the long overdue shift away from representation to professionalism.**
- **The Board members should possess the skills, professional expertise and track record to advance the growth and success of West Indies cricket as a viable sporting business representing the core values of the Caribbean people.**
- **Given the fragile conditions affecting the sustainability of women's cricket, and its relatively underdeveloped character, the Panel recommends the appointment of a Board member(s) with a specific remit for and representation of women's cricket.**
- **Persons to be considered for board membership would be identified through a consultative process and should first be screened/selected by a Nominations Council who would make their selections available to the Head Hunting Firm.**

- **To ensure the required transformation, the Panel recommends that the Prime Ministerial Committee approach the Caribbean Development Bank (CDB) to provide grant funding for a team of consultants to define the process and regulatory framework for a transformed Board's management structure, governance arrangements and shareholding in a new dispensation.**
- **The Panel therefore recommends that the Prime Ministerial Committee explores funding possibilities with the CDB to support the various initiatives for the transformation of the governance structure of WICB.**
- **The Panel recommends the development and implementation of a common set of criteria or articles of incorporation for the six Territorial Boards.**

## **E. Transitional Arrangements**

The Panel discerned a blurring of roles and responsibilities of Board Members especially the Management of WICB who sit on the Board. It is usual in the corporate world that the policy making functions of a Board of Directors are distinct from the day-to-day administrative functions of Management. We expect and recommend that the Change Management Expert maintain this distinction in the Interim Board and the newly reconstituted framework.

To effect these required and necessary changes, **the Panel restates its earlier recommendation that a professional Change Manager should be engaged to oversee the implementation of the recommendations for transforming the governance structures to fit the new criteria, within clearly defined timelines.**

In making further recommendations, the Panel highlights two important aspects of cricket in the West Indies, viz.:

## **F. West Indies Women's Cricket**

The concerns the Panel has expressed about the general state of the game of cricket in the Region are compounded and exacerbated when the Panel examined the specific issues surrounding women's cricket. The state and status of women's cricket is complicated by contradictory features. Combined they do not augur well for the growth, expansion and professional sustainability of the women's game. Given the ICC's growing emphasis on women's cricket and the commendable performance and reputation of our women's cricket team, this is a potential area of strength for cricket in the twenty first century Caribbean. It is our considered view that it is not currently receiving the support and attention which it deserves from the WICB and the Territorial Boards.

In terms of status, at the international level, the women's team is ranked No. 5 of ten countries ranked by the International Cricket Council. The men's team is No. 8 of the twelve countries ranked. Within the Region, in spite of their international standings, the professional women's cricketers do not enjoy the same status, attention and compensatory benefits from the WICB as the professional men's team. For the Panel, however, it is even more problematic that the WICB and the Territorial Boards have provided very inadequate infrastructural support, apparently expecting Governments in the territories to address the needs of women cricketers.

In many of the interviews we conducted, individuals spoke to the lack of financial and infrastructural support and commitment to the sustainable development of women's cricket. Ironically the decline in specific attention and development programs can be traced to 2005 when, following the ICC decision to merge the management and development of all cricket into one structure and encourage National Boards to do the same, WICB assumed responsibility for women's cricket and thus the West Indies Women's Federation ceased administering women's cricket. The programmatic, planned development of West Indian women's cricket has been on the decline since then.

Prior to 2005, women's regional cricket included a two-day competition, a knock out competition, and a 50 over competition. After 2005, the regional tournament became only the 50 over tournament. Prior to 2005, there was a Senior Tournament and an Under 19 Tournament. After 2005, the WICB focused only on the senior team and discontinued the Under 19 tournament.

If the present trend of neglect continues, West Indies women's cricket will eventually disintegrate in spite of the good standing of the current team. This is due to the following factors:

1. There is no organized, official programmes and policies in place by the WICB to develop women's cricket. The Board states that this is the responsibility of the Governments and Territorial Boards. The WICB admits that all Member Territories do not have women's teams but does not articulate a role in their development. "We need the commitment of governments through the Ministries of Education to bring it into the schools, so girls can play more cricket and graduate to the national and regional level" (Michael Muirhead: 14 August 2015).
2. The panel notes that the WICB management looks towards the Territorial Boards and Governments to take the lead in the area of cricket development for women, while it accepts responsibility for the development of cricket skills for the men's teams. There is not enough teaching and coaching of the basics of the game, and more of two-innings cricket needs to be played, as that is the format where the game is best learnt. The development of young female players, to cultivate a budding crop of players to eventually replace the current team is also critical.

3. There are no organized, consistent set of structures in place by the Territorial Boards. Some Boards do not have clubs, do not encourage the development of clubs and do not organize national/territorial competitions.
4. The men's cricket has national competitions, senior competitions, an A Team, an Under 19 and an Under 15. The Women's cricket has one competition. "There is a clear pathway for the male cricketers, the same cannot be said about the women cricketers" (Wavell Hinds: 14 August 2015).
5. Prior to 2005, Women's cricket had a representative on the Board. After 2005, Ernst and Young produced recommendations for the representation of Women's cricket on the Board based on the ICC model. This was adopted but never implemented. Instead the WICB put a women's committee in place made up of three directors who were charged with overseeing women's cricket. That arrangement disintegrated (Ann Brown John: 14 August 2015).
6. While the women cricketers are very committed to the game, their compensation packages are very minimal. Ten senior players have 'decent' retainer contracts. The sharpest difference is at the regional level where the women receive an allowance of US \$ 150.00 for a two week period.
7. The WICB seems primarily focused on the Senior Men's Team, to the detriment of Women's cricket. Indeed there is a perception of there being a built-in resistance among WICB Directors to representing West Indian women's cricket at Board level.
8. As regards the format played by the women, it is cheaper and easier to manage a short format competition. The Panel heard anecdotal evidence that the recent (August 2015) tournament organised for the women cricketers by the WICB was only for 50 overs format, although the next major international tour in 2016 will be the T-20 format. A request from the women cricketers to the WICB to include a T-20 regional competition, in order for them to better prepare for next year's international T-20 tournament, was rejected.

The foregoing observations apply to the women's game. The specific analysis of conditions affecting West Indies women's cricket reveal a heightened state of decline. We accept a new governance structure should augur well for both the men's and women's game. However given the quiet, deeper crisis in women's cricket we offer a specific set of recommendations to advance the women's game, create a stream of new and younger players and improve the international ranking of the current team, whom we applaud for their dedication and discipline.

- **The Panel recommends that the Vision Statement of the reconstituted Board speak directly to the development of women’s cricket. This can no longer be an afterthought.**
- **The Panel recommends that a demonstrated commitment to the professional development of women’s cricket be a specific criterion in the recruitment and selection of Member(s) for the reconstituted Board.**
- **The Panel recommends an enhanced role for the new Board in improving the skills and performance of the female players as well as the conditions under which they play, with a supporting role for WIPA where appropriate.**
- **The Panel recommends developing specific marketing and sponsorship strategies to popularize the game, especially with families and young girls and to promote the star female players as mentors and role models, as well as to enhance their commercial value to sponsors. The star players should be used in sponsored promotions and speaking engagements in high schools in the Region.**
- **The Panel recommends that more organized women’s cricket be played. The women need to play at different levels and formats more regularly (five 50 over games a year for the women is grossly inadequate).**

## **G. Cricket as a Public Good**

Based on a socio-economic and legal analysis, the Panel holds that cricket in the West Indies is a public good that is managed by a private company. Two of the three defining characteristics of a “public good” are displayed in West Indies Cricket: non-rivalry and non-excludability. Non-rivalry means one person consuming the good does not prevent another person doing so; while non-excludability means if one person consumes the good, it is impossible to stop another person from doing so.<sup>4</sup>

The Supreme Court of India, in a judgment of 22 January 2015, and sitting in a matter which involved the Board of Control of Cricket in India (BCCI), had much to say which is of relevance to the application of the concept of a public good to West Indies Cricket, viz.:

*“any organization or entity that has such pervasive control over the game and its affairs as can make dreams end up in smoke or come true cannot be said to be undertaking any*

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<sup>4</sup> The third characteristic, non-rejectability defined as people not being able to choose not to consume the good, is less clear in the context of cricket. One can be excluded from venues based on an inability or unwillingness to pay. However one cannot be excluded from knowledge of the outcome of the game, following public commentaries and being vested in the teams’ fortunes or failures. See various online reference tools on economics, such as The Online Dictionary of Economics.

*private activity. The functions of the Board are clearly public functions which ... remain in the nature of public functions, no matter discharged by a society registered under the Registration of Societies Act. Suffice it to say that if the government not only allows an autonomous/private body to discharge functions which it could in law take over or regulate but even lends its assistance to such a non-government body to undertake such functions which by their very nature are public functions, it cannot be said that the functions are not public functions or that the entity discharging the same is not answerable on the standards generally applicable to judicial review of State action."*

- **We are persuaded as to the relevance and applicability of this Indian Supreme Court decision on cricket as a public good, to the management of West Indies cricket. The Panel recommends further legal research be done into this matter, to ascertain whether the current corporate structure of the WICB, or with recommended amendments, is capable of satisfying the requirements we have outlined for a modern professional and accountable institution; or alternatively advice on the creation of an alternate institutional structure.**

## **Summary Statement**

**We have reviewed the state of West Indies Cricket, particularly its governance arrangements and conclude that the challenges lie not specifically with the leadership per se, but with a governance structure that is antiquated and incapable of addressing the social, economic and cultural realities of cricket in the twenty first century Caribbean. Cricket is now an economic subsector and a multi-billion dollar international sporting and business industry. The Caribbean is part of the global political economy of cricket, and to continue with anachronistic, unproductive governance arrangements will force a further marginalization of our relevance and involvement. We firmly believe that this archaic structure continues to support particular types of governance practices that do not recognize that in the production of cricket, the interests of the stakeholders - not only those of the shareholders - are equally valid and cannot be ignored. The extant governance arrangements are oblivious to, and/or out of touch with the changes in the Caribbean and the international game and Caribbean societies. The WICB and Territorial Boards have been able to ignore the extent to which their operations lack transparency and accountability because the current structures do not respect these basic tenets of good governance within their operations. The WICB and its attendant executive, managerial and administrative frameworks are incapable of turning around West Indies Cricket. The evidence of this is the state and status of West Indies Cricket which we have documented. Our main recommendation is that the Board should be immediately dissolved and all current members resign while an Interim Board is selected to work with a change management expert to install a new governance framework.**

The members of the Cricket Review Panel expresses its gratitude to the Cricket Governance Committee, its Chairman, Dr. the Hon. Keith Mitchell, Prime Minister of Grenada, and the management of the WICB for the confidence reposed in us to constitute this Panel. We recognize

that, over the last few months, we have covered a lot of ground and we believe that we have returned with a menu of recommendations to introduce long-term and meaningful transformational change for the good of West Indies cricket, its shareholders and stakeholders, and Caribbean societies.

Effecting this process of transformation requires considerable work, including at the level of the Territorial Boards. The Panel is committed to the change process outlined and to see the Great Game flourish in the West Indies in the future. Cricket is a unifying force in the Caribbean, a game we all love and cherish, and a growing economic subsector in our societies.

<b>V. Eudine Barriteau</b>	<b>Chair</b>
<b>Sir Dennis Byron</b>	<b>Member</b>
<b>Dwain Gill</b>	<b>Member</b>
<b>Deryck Murray</b>	<b>Member</b>
<b>Warren Smith</b>	<b>Member</b>

**16 October 2015**

**COMPOSITION OF THE CRICKET REVIEW PANEL**

<b>CHAIRPERSON:</b>	<b>Prof. Eudine Barriteau</b> Pro-Vice Chancellor and Principal The University of the West Indies Cave Hill Campus <b>BARBADOS</b>
<b>MEMBERS:</b>	<b>Rt. Hon. Sir Dennis Byron</b> President Caribbean Court of Justice 134 Henry Street Port-of-Spain <b>TRINIDAD AND TOBAGO</b>
	<b>Dr. Warren Smith</b> President Caribbean Development Bank Wilkey St. Michael <b>BARBADOS</b>
	<b>Mr. Deryck Murray</b> West Indies Cricket Legend <b>TRINIDAD AND TOBAGO</b>
	<b>Mr. Dwain Gill</b> President Grenada Cricket Association Grenada National Stadium Queen's Park St. George's <b>GRENADA</b>
<b>CARICOM SECRETARIAT</b>	<b>Mr. Neville Bissember</b> Adviser, Office of the Secretary-General

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**TERMS OF REFERENCE**  
**FOR THE REVIEW PANEL ON THE GOVERNANCE OF CRICKET**

The Review Panel on the Governance of Cricket was established following a Meeting with the Cricket Governance Committee and the Chairman of CARICOM on Monday, 20 April in Grenada that was attended by the Directors and Management of the West Indies Cricket Board (WICB).

The Meeting was called to review the administrative and governance structure of WICB.

The Panel shall:

- i) Review the current state of the Governance structure of the WICB;
- ii) Review the body of work already done on the topic of Governance of West Indies Cricket, including the Lucky, Patterson and Wilkin Reports;
- iii) Solicit the views of the Cricket Governance Committee, the WICB and the Cricket Legends on the proposals to bring West Indies Cricket back to its glory days; and
- iv) Submit, based on the above, recommendations on the governance structure, including the role and participation of stakeholders in the management of West Indies Cricket, which is a public good, to infuse greater accountability and transparency into the administration of cricket.

The Review Panel on the Governance of Cricket will comprise five (5) persons, with administrative support provided by the CARICOM Secretariat. The panel will comprise of a member of the legal profession, a cricket Legend, someone from academia, a member of the private sector and someone knowledgeable in the administrative and management structure of cricket.

The Panel shall submit its recommendations through the Secretary-General to the Chairman of the Cricket Governance Committee, Dr. the Rt. Hon. Keith Mitchell, Prime Minister of Grenada, within three (3) months of the commencement of its work.

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**LIST OF PERSONS INTERVIEWED BY THE CRICKET REVIEW PANEL**

- Dr. the Rt. Honorable Keith Mitchell, Prime Minister of Grenada and Chairman of the Cricket Governance Committee
- Dr. the Hon. Ralph E. Gonsalves, Prime Minister of the Saint Vincent and the Grenadines
- Mr. Whycliffe ‘Dave’ Cameron, President, West Indies Cricket Board
- Mr. James Sutherland, Chief Executive Officer, Cricket Australia
- Mr. Tom Harrison, Chief Executive Officer, England and Wales Cricket Board
- Mr. Michael Muirhead, Chief Executive Officer, West Indies Cricket Board
- Mr. Roland Holder, Manager, Cricket Operations, West Indies Cricket Board
- West Indies Cricket Legends:
  - Sir Wesley Hall
  - Mr. Lancelot Gibbs
  - Mr. Michael Holding
  - Mr. Alvin Kallicharran
- Mr. Wavell Hinds, President and CEO, West Indies Players Association
- Ms. Ann Browne-John, Cricket Administrator and Former West Indies Women’s Cricketer
- Mr. Winfield Griffith, Director of Research and Information Technology, Caribbean Tourism Organisation

## **GOVERNANCE FRAMEWORK AND GUIDELINES**

### **Preamble:**

### **Development of the Code of Governance**

Governance is high on the agenda in all sectors – public, private and voluntary. As an XX organisation driven by altruistic values and working for public benefit, ABC Organisation is increasingly expected to demonstrate how well it is governed. Good governance is also a vital part of how XX organisations operate and are held accountable.

### **Using the Code**

The good governance characteristics included in this Governance Framework and Guidelines (this “**Code**”) enables the ABC Org. to assess whether it is following sound practice.

This Code recognises that the ABC Org. should (and frequently must) follow principles and practices that fully recognise diversity in all its forms including age, gender, faith, race, sexual orientation, disability, experience and thinking. Such principles do not feature separately; they are an integral part of good practice throughout any community or voluntary sector organisation.

This Code includes references to employees and their roles in relation to governance.

This Code is for guidance and for use in a way that encourages the appropriate flexibility.

### **Introduction**

Good governance is essential for the success of any organisation and is now more important than ever. The board of directors of the ABC Org. (the “**Board**”) plays a vital role in serving the XX’s causes and stakeholders. The members of the Board bring passion and commitment as well as skills and experience to the ABC Org.

The Board sets the long term vision and protect the reputation and values of the ABC Org. To make a difference however, the members of the Board not only need to have proper procedures and policies in place but they also need to work well as a team and have good relationships within the ABC Org. The purpose of these principles is to assist the members of the Board to provide strong leadership, enhance their decision making and demonstrate their accountability. This will in turn assist the people and causes the ABC Org. was established to benefit.

The principles contained in this Code set out good practice but these are closely linked with the responsibilities of the Board and other legal requirements that may be imposed on members of the Board. Some relevant areas of the law are also highlighted under each principle.

There are six high level principles provided in this Code. Underlying each principle is the additional principle of equality – that of ensuring equality, diversity and equality of treatment for all sections of the community. This is fundamental and an essential element of all six principles.

## **The Principles – a summary**

**An effective board will provide good governance and leadership by:**

- 1. understanding their role**
- 2. ensuring delivery of organisational purpose**
- 3. working effectively both as individuals and a team**
- 4. exercising effective control**
- 5. behaving with integrity**
- 6. being open and accountable.**

### **Principle 1**

*An effective board will provide good governance and leadership by understanding their role.*

Members of the Board will understand their role and responsibilities collectively and individually in relation to:

- their legal duties
- their stewardship of assets
- the provisions of the governing document
- the external environment
- the total structure of the ABC Org.

and in terms of

- setting and safeguarding the vision, values and reputation of the ABC Org.
- overseeing the work of the ABC Org.
- managing and supporting staff where applicable.

### **Principle 2**

*An effective board will provide good governance and leadership by ensuring delivery of organisational purpose.*

The Board will ensure that the ABC Org. delivers its stated purposes or aims by:

- ensuring the ABC Org.'s purposes remain relevant and valid
  - developing and agreeing a long term strategy
  - agreeing operational plans and budgets
  - monitoring progress and spending against plan and budget
  - evaluating results, assessing outcomes and impact
  - reviewing and/or amending the plan and budget as appropriate.
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**Principle 3**

*An effective board will provide good governance and leadership by working effectively both as individuals and as a team.*

The Board will have a range of appropriate policies and procedures, knowledge, attitudes and behaviours to enable both individuals and members of the Board to work effectively. These will include:

- finding and recruiting new members of the Board to meet the ABC Org.'s changing needs in relation to skills, experience and diversity
- providing suitable induction for new members of the Board
- providing all members of the Board with opportunities for training and development according to their needs
- periodically reviewing their performance both as individuals and as a team.

**Principle 4**

*An effective board will provide good governance and leadership by exercising effective control.*

As the accountable body, the Board will ensure that:

- the ABC Org. understands and complies with all legal and regulatory requirements that apply to it
- the ABC Org. continues to have good internal financial and management controls
- it regularly identifies and reviews the major risks to which the ABC Org. is exposed and has systems to manage those risks
- delegation to committees, staff and volunteers (as applicable) works effectively and the use of delegated authority is properly supervised.

**Principle 5**

*An effective board will provide good governance and leadership by behaving with integrity.*

The Board will:

- safeguard and promote the ABC Org.'s reputation
- act according to high ethical standards
- identify, understand and manage conflicts of interest and loyalty
- maintain independence of decision making
- deliver impact that best meets the needs of beneficiaries.

**Principle 6**

*An effective board will provide good governance and leadership by being open and accountable.* The Board will lead the ABC Org. in being open and accountable, both internally and externally. This will include:

- open communications, informing people about the ABC Org. and its work
  - appropriate consultation on significant changes to the ABC Org.'s services or policies
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- listening and responding to the views of supporters, funders, beneficiaries, service users and others with an interest in the ABC Org.'s work
- handling complaints constructively, impartially and effectively
- considering the ABC Org.'s responsibilities to the wider community, e.g. its environmental impact.

## **Principle 1**

***An effective board will provide good governance and leadership by understanding their role.***

The members of the Board will understand their role and responsibilities collectively and individually in relation to:

- their legal duties
- their stewardship of assets
- the provisions of the governing document
- the external environment
- the total structure of the ABC Org.

and in terms of

- setting and safeguarding the vision, values and reputation of the ABC Org.
- overseeing the work of the ABC Org.
- managing and supporting staff and volunteers, where applicable.

### **Why?**

The members of the Board have a duty to act within the legal and regulatory frameworks that apply to them and the ABC Org. A full understanding of their role and responsibilities, the purpose and structure of the ABC Org. itself and the external environment will help them to fulfil their legal duties and to lead and govern the ABC Org. effectively.

The Board should consider how it will set the culture of the ABC Org. They should lead by example, ensuring that individuals representing the ABC Org. in any capacity do so in a way that positively reflects its values. The ethos and culture of the ABC Org. should underpin the delivery of its activities or services and the achievement of its objects.

### **Supporting material**

This includes:

- accepting ultimate responsibility for the way the ABC Org. is directed and run in meeting its purposes
  - being alert to those matters that cannot be delegated to individual members of the Board or others
  - acting at all times in the best interests of the ABC Org. and its beneficiaries (see also Principle 5)
  - ensuring the solvency and financial strength of the ABC Org.
  - safeguarding the ABC Org.'s assets and using them only in furtherance of its purposes
  - taking a considered, proportionate and balanced approach to risk management
  - acting reasonably in their decision making and leadership of the ABC Org.
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- recognising and respecting that all members of the Board are equally responsible in law for the Board's decisions
- complying with all relevant legislation and regulation applicable to the SAF and the activities it undertakes and making appropriate public statements to confirm that this is the case (see also Principle 4)
- ensuring that all members of the Board are properly appointed and are not disqualified from so acting (see also Principle 3).

Other important things to consider include:

1. ensuring that the ABC Org. provides every member of the Board with all relevant information, including:

- appropriate induction and training
- copies of key documents such as the governing documents and financial information
- a generic role description for members of the Board and further descriptions for any specific roles or functions (e.g. chair, secretary)
- guidance produced by regulators and other organisations
- handbook of other helpful information, including a code of conduct

2. understanding and ensuring independence of the decision making and action of the Board (regardless of how individual members of the Board were appointed) and putting the needs of beneficiaries ahead of any other interests (see also Principle 5)

3. establishing and periodically reviewing statements setting out the vision, mission and values of the **ABC Org.** Ensuring that these statements are developed in consultation with the **ABC Org.**'s stakeholders, that they accurately reflect the objects in the **ABC Org.'s** governing document, and are effectively communicated and easily understood outside the **ABC Org.**

4. ensuring that all members of the Board understand their relationship with, and responsibilities towards (as applicable):

- beneficiaries or service users
- staff, particularly senior staff
- members
- volunteers
- committees, working groups and advisory groups
- central office and any branches of the ABC Org.
- other organisations with which the ABC Org. formally collaborates

5. being clear about what matters are strategic and what matters are operational in relation to board oversight of the ABC Org. Avoiding inappropriate involvement in operational matters but taking responsibility for challenging and holding to account senior managers (e.g. the chief executive, senior management team) or other persons, ABC Org.'s or agencies to whom they have delegated implementation of their strategic decisions

6. where the ABC Org. has a chief executive, following proper and formal arrangements for the chief executive's appointment, supervision, support, appraisal and remuneration. Being clear which members of the Board are responsible for day to day communication with, and supervision of, the chief executive. Ensuring that the relationship between the Board and the chief executive retains an appropriate balance of support, scrutiny and challenge

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7. where members of the Board also act as volunteers or employees, being clear about the capacity in which they are acting at any given time
8. ensuring that individual members of the Board do not act on behalf of the Board without authority
9. strategically reviewing all aspects of the ABC Org.'s work and functioning to ensure its overall effectiveness.

## Principle 2

***An effective board will provide good governance and leadership by ensuring delivery of organisational purpose.***

the Board will ensure that the ABC Org. delivers its stated purposes or aims by:

- ensuring the ABC Org.'s purposes remain relevant and valid
- developing and agreeing a long term strategy
- agreeing operational plans and budgets
- monitoring progress and spending against plan and budget
- evaluating results, assessing outcomes and impact
- reviewing and/or amending the plan and budget as appropriate.

### Why?

The ABC Org.'s aims or purposes are its reason for existing; it should aim to secure the optimum means of fulfilling them. To do otherwise would be failing its beneficiaries, funders and supporters. If members of the Board are committed to the ABC Org.'s purpose, this should drive them to aim to do better for the ABC Org.'s beneficiaries or service users. The Board should always bear this in mind, and make decisions in the best interests of the people or cause it aims to help. The Board must also ensure that the ABC Org. remains focussed on delivering its purposes and avoids "mission drift".

### Supporting material

This must include:

- ensuring that all activities, services and functions, particularly new ones, match the stated objects of the ABC Org. as defined primarily in the governing

documents Other important things to consider include:

1. identifying and considering the range of data and information from both internal and external sources to help meet the needs of beneficiaries in line with the ABC Org.'s stated purposes
  2. setting short, medium and long term goals and ensuring that ABC Org.-wide strategies are in place to monitor and implement these
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3. ensuring that the ABC Org.'s stakeholders are supportive of, and committed to, achieving these goals
4. aligning management reports of organisational activities to the appropriate powers and objects in the governing documents
5. assessing service provision against relevant comparators (e.g. similar organisations, suitable quality standards), undertaking periodic reviews of services, and seeking stakeholder feedback where appropriate
6. providing members of the Board with timely and regular management accounts, ensuring that all members of the Board are in a position to read and understand them, in order to make informed decisions
7. the Board and senior management team (where applicable) remaining alert to external and environmental factors that could result in the Board having to consider whether –
  - the needs of beneficiaries are being met, or the organisational purpose has been achieved in some other way, and therefore the ABC Org. can be wound up or the purposes changed
  - the purposes could be better achieved through collaboration, or where appropriate, merging with one or more other organisation(s) with similar objectives
  - different ways of working may be required to meet the opportunities and challenges presented by developments within the field of operation, including the risk of missing opportunities
8. having systems in place to measure outcomes, assess impact and enable the Board to ensure the ABC Org. delivers its purpose and identify:
  - successes that the ABC Org. can celebrate
  - areas for improvement
  - new opportunities.

### **Principle 3**

***An effective board will provide good governance and leadership by working effectively both as individuals and as a team.***

The Board will have a range of appropriate policies and procedures, knowledge, attitudes and behaviours to enable both individuals and the Board to work effectively. These will include:

- finding and recruiting new members of the Board to meet the ABC Org.'s changing needs in relation to skills, experience and diversity
- providing suitable induction for new members of the Board
- providing all members of the Board with opportunities for training and development according to their needs
- periodically reviewing their performance both as individuals and as a team.

**Why?**

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To work in the best interests of the ABC Org. and its beneficiaries, the Board needs to recruit individuals who:

- together have a mixture of knowledge, skills and experience that is relevant to the ABC Org.'s circumstances and needs
- have the requisite characteristics and skills to work as a committed, effective and supportive team, whilst retaining independence of thought and the maturity and ability to challenge constructively
- embody diversity in its widest sense, strengthening decision making by bringing a broad range of backgrounds and perspectives.

### **Supporting material**

This must include:

- complying with any qualifications and all requirements in the ABC Org.'s By Laws concerning who/how many individuals may be appointed as members of the Board, terms of office and manner of appointment
- complying with any requirements in the ABC Org.'s By Laws concerning board meetings
- ensuring that members of the Board are, and remain, eligible to act and that appropriate checks have been carried out (this may include minimum age and statutory disqualification,; and requiring new members of the Board to sign a declaration of eligibility and willingness/consent to act).

Other important things to consider include:

1. ensuring that the Board meets often enough to be effective, that members of the Board are well-prepared and committed to attending and contributing constructively, and that meetings have a well structured agenda and good chairmanship
  2. adhering to this Code which sets out expected standards of behaviour and the consequences of inappropriate behaviour, ensuring that any potential sanctions are in line with the ABC Org.'s By Laws
  3. maintaining a strategy for board renewal that will meet the ABC Org.'s changing needs. This will cover maximum terms of office and succession planning, particularly for the chair and other key positions/skills
  4. ensuring that beneficiaries and other stakeholders can contribute appropriately and meaningfully to decision making
  5. ensuring that the Board:
    - collectively provides a mixture of skills, experience, qualities and knowledge appropriate to the ABC Org. and its beneficiaries' needs, using skills audit and other relevant tools as appropriate
    - takes an active and intelligent approach towards diversity, understanding the term in its widest sense, avoiding tokenism and using board diversity to support its effectiveness
    - is big enough to provide the skills and experience needed, but not so large that decision making becomes unwieldy
    - invests sufficient time in developing positive working relationships amongst themselves and (where applicable) between the Board and senior staff, particularly the chief executive
    - acts quickly and positively to deal with any relationship strains or breakdowns, using external facilitation or mediation where appropriate
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6. so long as it is permitted by the governing document, using a range of ways to recruit members of the Board to encourage diversity; including formal recruitment procedures and making appointments based on merit, objectively measured against the agreed skills audit and role description
7. using provisions in the ABC Org.'s By laws for appointing members of the Board effectively and intelligently, so that (where applicable) elections by members and nominations are informed by the skills needs identified by the Board, and any power of co-option is used to fill key gaps in board skills
8. where staff are permitted to become members of the Board by the ABC Org.'s By laws or other legal power, ensuring that:
  - staff are only appointed as members of the Board where this can be shown to be in the interests of the charity
  - conflicts of interest are identified and properly managed
  - there is clarity about individuals' roles as staff members and members of the Board
9. setting aside time to reflect on performance and functioning of the Board and its committees as teams, and identifying and dealing with any areas for improvement
10. supporting members of the Board in their training and development, and to facilitate this, periodically reviewing the performance and development needs of each board member.

## **Principle 4**

***An effective board will provide good governance and leadership by exercising effective control.***

As the accountable body, the Board will ensure that:

- the ABC Org. understands and complies with all legal and regulatory requirements that apply to it
- the ABC Org. continues to have good internal financial and management controls
- it regularly identifies and reviews the major risks to which the ABC Org. is exposed and has systems to manage those risks
- delegation to committees, staff and volunteers (as applicable) works effectively and the use of delegated authority is properly supervised.

### **Why?**

The Board is ultimately responsible for the decisions and actions of the ABC Org.. Members of the Board need to be assured that everyone acting in the ABC Org.'s name is complying with the Board's directions and the requirements of law or regulation. The Board should provide direction, leadership and oversight without inappropriate involvement in operational matters. Delegation needs to be effectively supervised and monitored.

### **Supporting material**

This must include:

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- ensuring, through appropriate policies, procedures and reporting mechanisms, that the ABC Org. understands and complies with all legal and regulatory requirements which apply to the ABC Org., including where applicable:
  - the relevant laws in relation to charities and non-profit companies
  - trust law
  - the requirements of the Corporate Affairs and Intellectual Property Office and other regulators (e.g. Barbados Revenue Authority)
  - employment law
  - health and safety regulations
  - data protection legislation
  - equality legislation
  - legislation applying to particular activities, such as fundraising, protection of children or vulnerable adults, provision of health or care services, provision of financial advice, housing and tenancy law
- complying with relevant provisions in the ABC Org.s Bylaws and relevant law concerning the exercise of powers of delegation by the Board
- acting prudently to protect the reputation, assets and property of the ABC Org.
- ensuring that the ABC Org.'s assets and property are used only to deliver its stated objects and aims.

Other important things to consider include:

1. regularly reviewing the range and impact of risks the ABC Org. faces, including the risk of missed opportunities and the potential of small risks to snowball into higher impact risks. Considering the impact of each identified risk on beneficiaries or service users, staff and volunteers, long term plans and income generation, and putting in place strategies to manage those risks. This will include having and regularly reviewing the Board's risk policy, outlining the Board's appetite for risk and how it will manage and limit the impact of identified risks
  2. maintaining and regularly reviewing the systems of financial controls, internal controls, performance reporting, policies and procedures, with the Board periodically taking steps to assure itself of their effectiveness and relevance to the activities the ABC Org. undertakes and the risks it faces
  3. recognising and maximising the value of diversity within the Board as a means of identifying and managing risks, especially as a way of challenging institutional assumptions and thinking
  4. having clear written terms of reference for committees of the Board, advisory groups and panels, and for all delegated authority, which provide sufficient delegated authority and clear boundaries to allow officers, committees, staff, volunteers, consultants and agents to discharge their duty effectively and which are regularly reviewed and updated
  5. periodically reviewing the ABC Org.'s governance structure to ensure that it continues to meet the ABC Org.'s governance needs
  6. allowing the proper exercise of delegated authority by the chief executive and/or other staff and volunteers without inappropriate interference, whilst being sufficiently involved and engaged to properly supervise, hold to account and retain ultimate responsibility for decisions and actions taken, through appropriate systems of monitoring and reporting back
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7. taking appropriate professional advice where necessary before making important decisions, especially those involving material risk.

## **Principle 5**

***An effective board will provide good governance and leadership by behaving with integrity.***

the Board will:

- safeguard and promote the ABC Org.'s reputation
- act according to high ethical standards
- identify, understand and manage conflicts of interest and loyalty
- maintain independence of decision making
- deliver impact that best meets the needs of beneficiaries.

### **Why?**

The Board, both individually and collectively, have ultimate responsibility for the ABC Org.'s funds and assets, including its reputation. They take the lead in setting and championing the values and ethos of the ABC Org. (see Principle 1). It is vital, therefore, that they maintain the respect of beneficiaries, other stakeholders and the public at large, by behaving with integrity both when acting as trustees and more generally. To behave otherwise risks bringing the charity and its work into disrepute.

### **Supporting material**

This must include:

- having in place and scrupulously following governing document provisions, policies and procedures for identifying, declaring and managing conflicts of interest and conflicts of loyalty. Where members of the Board have a material conflict of interest, managing this may include:
    - not voting on, or participating in, discussion of a matter
    - not being counted towards the quorum
    - withdrawing from that part of the meeting at which a matter is discussed
  - ensuring that the ABC Org. complies with company law on the management of conflicts of interest and conflicts of loyalty
  - always taking decisions in the best interests of the ABC Org. and its beneficiaries, ensuring that
    - the decision is within the Board's powers
    - the Board is acting in good faith
    - the Board has adequately informed itself and is basing its decision on a range of data and information that provides sound understanding of all relevant factors
    - the Board is not allowing itself to be swayed by irrelevant factors
    - the decision is within the range of reasonable options open to the Board and can be justified as such to stakeholders and regulators
  - complying with laws against bribery, including implementing policies and clear guidelines concerning hospitality or gifts, the declaration and recording of offers of gifts or hospitality, and in what circumstances such offers may be accepted or must be refused.
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- complying with any statutory or regulatory requirements concerning reporting or disclosure of payments, expenses or other benefits that members of the Board receive from the

ABC Org. Other important things to consider include:

1. ensuring that the ABC Org.'s values and ethos are enshrined in its policies and practices
2. including standards of ethical behaviour in the code of conduct for members of the Board (see Principle 3)
3. fostering a working environment that supports constructive challenge and welcomes different points of view
4. maintaining a register of interests and declaring an interest even if the Board member is unsure of its relevance and potential impact
5. being open and honest in all matters presented to the Board where a personal or business relationship may be perceived to impact adversely on (or simply influence) the work of the Board or the ABC Org.
6. where possible, seeking to diversify income streams to help ensure that no single funder can exercise undue influence over the actions and decisions of the Board
7. where members of the Board or others act as spokespersons for the ABC Org., ensuring that their personal views are never confused with, or represented as being, those of the ABC Org.
8. Members of the Board and other representatives of the ABC Org. should never accept gifts or hospitality where this could be perceived as being likely to influence their decisions
9. ensuring that any statement made on behalf of the ABC Org. is consistent with its mission, vision and values
10. where members of the Board are nominated or appointed by other bodies, being clear that the responsibility as a board member of this ABC Org. is to act and make decisions in the interests of this ABC Org.s and its beneficiaries, and not as a delegate or representative of the appointing body
11. ensuring that all members of the Board understand and accept the need to be transparent and honest in all dealings with or on behalf of the ABC Org., to avoid any public perception of improper conduct. This will include the establishment of an expenses policy and procedures to claim legitimate expenses incurred (see also Principle 6)

## **Principle 6**

***An effective board will provide good governance and leadership by being open and accountable.***

the Board will lead the ABC Org. in being open and accountable, both internally and externally. This will include:

- open communications, informing people about the ABC Org. and its work
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- appropriate consultation on significant changes to the ABC Org.'s services or policies
- listening and responding to the views of supporters, funders, beneficiaries, service users and others with an interest in the ABC Org.'s work
- handling complaints constructively, impartially and effectively
- considering the ABC Org.'s responsibilities to the wider community, e.g. its environmental impact.

### **Why?**

Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build trust and confidence with stakeholders and to demonstrate legitimacy when representing them.

### **Supporting material**

This must include:

- fully complying with any legal requirements to produce annual reports and accounts. These should present a balanced and accurate assessment of the ABC Org.'s performance
- holding an annual meeting for members or other stakeholders if required by the ABC Org.'s governing document
- complying with equality legislation
- complying with any applicable legal or regulatory requirements concerning membership records.

Other important things to consider include:

1. identifying those with a legitimate interest in the ABC Org.'s work (users or beneficiaries, staff, volunteers, members, and other stakeholders) and ensuring that there is a strategy for regular and effective communication with them about the ABC Org.'s achievements and work, including the Board's role and the ABC Org.'s objects and values
  2. ensuring that these people have the opportunity to hold the Board to account and know how to do this appropriately, and that their views inform the ABC Org.'s planning, decision making and strategic reviews
  3. demonstrating that the ABC Org. learns from mistakes and errors and how that learning is used to improve organisational performance and internal decision making. This could be by having clear and effective complaints procedures, implementing them constructively and using the process as a valuable source of management information
  4. ensuring that the ABC Org. upholds principles of equality and diversity in every sphere of activity, going beyond the legal minimum where appropriate.
  5. in ABC Org.s where members of the Board are appointed by a wide membership, ensuring that the ABC Org.:
    - has clear policies on who is and is not eligible for membership of the ABC Org.
    - has clear and accurate and up-to-date membership records
    - keeps members informed about the ABC Org.'s work
    - actively seeks, values and takes into account the views of members on key issues
    - encourages members to participate in the governance of the ABC Org., clearly informing them about the responsibilities of members of the Board
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6. recognising and acting on broader organisational responsibility towards communities, wider society and the environment, in so far as this does not divert the ABC Org. from achieving its objects.

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## **Role description for Board Members**

### **Key responsibilities**

1. Ensuring that XX has a clear vision, mission and strategic direction and is focused on achieving these.
2. Being responsible for the XX performance and for its culture.
3. Ensuring that XX complies with all legal and regulatory requirements.
4. Acting as guardians of XX assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
5. Ensuring XX governance is of the highest possible standard.

### **Statutory Duties**

The over-arching duty is to act in XX best interests at all time. In particular, the Board of Directors individually and collectively must:

- Ensure that XX complies with its Memorandum and Articles of XX, company law and any other relevant legislation or regulations
- To be familiar with and ensure that XX pursues its objects as defined in its Memorandum and Articles of XX and reviews them regularly
- Ensure that XX uses its resources exclusively in pursuance of its objects
- Contribute actively to the board of directors' role in giving XX firm strategic direction, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
- To follow due process at board meetings and respect the collective responsibility of the board.

- To understand accept and respect the difference in roles between trustees and staff ensuring that every action is taken to develop and ensure a mutually supportive relationship.
- Safeguard the good name and values of the organisation, and act as a positive ambassador for XX, promoting its mission to a wider audience
- Ensure the effective and efficient administration of XX
- Ensure XX financial stability in the short, medium and long term
- To maintain absolute confidentiality about all sensitive/confidential information received in the course of trustees responsibilities to XX
- To act fairly and in accordance with good equal opportunities principals
- Appoint the chief executive officer and monitor her/his performance
- To work with board members and staff to ensure XX governance is of the highest possible standard.

### **Good Practice Duties**

This is about each director using their specific skills, knowledge or experience to help the Board to make sound decisions. For example: in helping the Board to understand the impact of their decisions on the lives of people who use or need XX services, or in facilitating strategic discussions.

All trustees need to ensure that they are able to:

- Scrutinise board papers, prepare for and attend meetings.
- Specify the information they need from the staff to fulfil their duties.
- Use any specific skills, knowledge, or experience they have to help the Board of Directors reach sound decisions. This may involve leading discussions, focusing on key issues, providing advice and guidance on new initiatives, evaluation, or other issues in which the Director has special expertise.
- Focus on the key issues, knowing when to maintain a high level strategic view and when they need to scrutinise the detailed information about the operations of the organisation.
- Provide guidance on initiatives to improve the success of the organisation, whether this guidance is about obtaining service user feedback, understanding the impact advocacy or building the reputation of the organisation.
- Act as an ambassador for the organisation, promoting the aims and activities of the organisation to relevant audiences as agreed with the Chief Executive.
- Contribute added value, for example through external networks that might assist XX work, facilitating pro-bono support etc.

- Review the performance of the Board on a regular basis to ensure that it is effectively leading the organisation.

### **Person Specification for Board Members**

#### **Experience and Knowledge:**

- EITHER professional/business experience at a senior level, in for example: finance, human resources, law or strategic management;

#### **Abilities and Skills required of all Directors**

- Willingness to devote the necessary time and effort to fulfil the role of non-executive director, including Board and Committee meetings, ambassadorial activities, ad hoc support to the Chief Executive, other senior managers or other trustees
- Strategic vision and the ability to consider what is in the best interests of the organisation and the people it works with for in the short, medium and long term. Ability to see the 'big picture'; to consider the long-term strategic implications of issues and to spot opportunities, identify key risks and how to manage them.
- Willingness and ability to communicate your views, combined with the ability to work effectively as a member of a team with other Board members and senior staff.
- Ability to read, understand and analyse written and numerical reports and to identify key points for discussion.
- Good, independent judgement and the ability to think creatively.
- Ability to challenge constructively while respecting the roles, views and feelings of others.
- A commitment to forming a consensus with other Board members when making decisions.
- Ability to make balanced and informed decisions.
- Willingness to act as an ambassador for at formal and informal gatherings.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship and directorship
- Understanding of the concept of 'cabinet responsibility', whereby decisions of the Board are decisions of the whole Board whichever way a particular individual decides to vote
- Understanding and ability to follow the Nolan principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- A commitment to continuing professional development in relation to the role, responsibilities and expertise of a Non-executive Director.

**Personal Qualities:**

- A genuine interest and commitment to the delivery of quality services.
- A high degree of honesty and integrity. A commitment to the interests of current and future clients, and equal access and treatment in employment and services.
- Commitment to empowering individuals and involving clients in making decisions.

**Specific Skills, Knowledge and Experience:**

It should be recognised that it is the skills to 'oversee, lead and scrutinise' that are important rather than the skills to do the work of the paid staff of the organisation.

This list sets out the skills that the Board should seek in order to be an effective Board:

- Professional knowledge of delivery and/or public sector commissioning of the services XX provides
- An understanding of and experience in managing change
- Financial acumen / professional expertise in human resources, contract and other areas of law
- Understanding or expertise in public relations and the media
- Demonstrable experience of leading at a strategic level in an entrepreneurial and innovative organisation delivering high quality services
- The majority of the Board should have previous experience in a non-executive director capacity.

## **Recommendations from WICB Reports**

**Recommendations from the following WICB Reports –  
Committee on Governance of West Indies Cricket (2007);  
and the Governance Committee of the West Indies Cricket  
Board (2012)**

## **Recommendations from the Final Report of the Committee on Governance of West Indies Cricket (October 2007)**

The Committee put forward the following recommendations:

1. A new governance structure be established to be named Cricket West Indies (CWI) which will be a two-tiered system comprising:
  - (a) **Cricket West Indies Council** which will consist of 23 members, representative of a wide cross section of stakeholders and will determine policies and strategies and provide guidance for the development of West Indies Cricket. It will appoint the President, Vice-President and Executive Directors, not appointed by the Territorial Boards.
  - (b) **Cricket West Indies Board**, which will consist of 15 members – President, Vice-President and 13 Directors (6 nominated by the Territorial Boards; a Cricket Director appointed on the basis of nominations from the Territorial Boards, past players, WIPA, WCO and WSA; one director representing CARICOM; one director selected on the basis of nominations by WIPA; 3 chosen for their special expertise in operational areas, and the Chief Executive Officer) and will be responsible for the executive management of the day-to-day affairs of the entity. **(Part 4, New Governance Structure, sections 15, 16)**
2. The Secretariat, be responsible for implementation. The Chief Executive Officer and the Financial Controller will be the two key officials of the Secretariat. Further in respect of the Secretariat:
  - i. an immediate audit of both management and staff be carried out to ascertain the Board's requirements for guaranteeing efficiencies.
3. In relation to WICB and WIPA that:
  - i. WIPA be included on certain Sub-committees of WICB and that there be a Standing Committee of WICB and WIPA charged with the responsibility of negotiating and settling terms and conditions for tours at least six weeks before the commencement of a tour;
  - ii. the Secretariat have readily available the services of a pool of industrial practitioners with good track records and proven experience;
  - iii. Experts, who can avoid and resolve sports and entertainment disputes;
  - iv. WICB consciously seek to have access to and use of Industrial Relations' experts to enable it to negotiate with WIPA on an equal footing;

- v. WICB seek to re-negotiate the retainer contracts on a performance related basis with effect from October 2007.
4. That the Board addresses those recommendations which have not yet been fully addressed, two of which are from the Griffith Report, viz:
    - i. the Board maintain an up-to-date register of addresses and telephone contacts of Players and make direct contact with Players;
    - ii. the Board enter early discussions on transitional arrangements for senior players who may be considered near to retirement or non-inclusion;
    - iii. the Board mandate its Executive Committee to invite the Players or their representative to meet formally with it twice annually, prior to the April and November meetings of the Board. **(Part 4, New Governance Structure, section 18)**
  5. Having regard to the pace and organisation of international cricket, the detected weaknesses in the West Indies team and the need for remedial work,
    - i. specific players be identified for compulsory intensive coaching and physical fitness. Any player who needs this remedial programme is deemed to be unavailable;
    - ii. when there is a sufficient break between tours, a squad of 16-18 be encamped to undergo rigorous training and orientation. A player who refuses, without offering a compelling reason acceptable to the Board, should be debarred from selection;
    - iii. prior to every tour, and bearing in mind the duration and nature of the games to be played, it becomes mandatory for the entire touring party to go into a camp for final preparations.
    - iv. We recommend also retainer status, with suitable remuneration for a sufficient cadre of players-in-waiting. **(Part 3, Securing the Future, section 11)**
  6. Regarding the Media and the Public that:
    - i. the cricket and media authorities cooperate in ensuring that West Indies cricket, as much as possible, is covered by television throughout the Region;
    - ii. the Board establish a close working relationship with the media;

- iii. WICB involve the media in the Council and in nominating potential members of the Board to ensure the popularization of the game and appeal to the youths of the Region;
  - iv. in the audit of management, attention be directed to the important need for professional communication and public relations staffing, equipped with up-to-date technology;
  - v. the Board pin-point, for discussion and decision, the formulation of policy concerning communication with the public and dealings with the media including press conferences and press releases. (**Part 6, Public and Media Relationships, section 22**)
7. Regarding the role, function and contribution of Territorial Boards:
- i. a reassessment of the structure and operations of the Territorial Boards and the WICB be undertaken. Emphasis should be placed on cricket and its development and a review of the relationship between WICB and Territorial Boards undertaken;
  - ii. a thorough appraisal be done in each territory to evaluate resources and ascertain the types and levels of assistance required. Emphasis should be placed on the Leeward and Windward Islands. Emphasis should also be laid on the resuscitation of the club system. (**Part 1, Structure of West Indies Cricket and its Institutions, section 3**)
8. Given the importance of the game to the overall economic, social and psychological well-being and pride of the Regional and the West Indian Diaspora:
- i. Caribbean Governments continue to play an active role in the development of West Indies Cricket;
  - ii. Governments continue to contribute to cricket development through the PMSC and in this immediate period dedicated to the rebuilding of West Indies Cricket, a Prime Minister be designated with special responsibility for the Cricket portfolio to function within the organs of the Community in a similar fashion to other portfolios of the CARICOM quasi cabinet. Contributions should also come from the Council of Human and Social Development. (**Part 1, Structure of West Indies Cricket and its Institutions, section 4**).
9. Regarding the development of cricket throughout the Region, Cricket clubs, district and national cricket boards and the WICB devote much more attention to the promotion of schools' cricket and work more closely with the Ministries of Education. In this regard:
- i. more competitions be organised, more facilities be provided for both organised and casual cricket and greater media support secured;

- ii. Territorial Cricket Boards should seek to get their governments to appoint a cricket master at least in each secondary school and strenuous efforts be made to get cricket included in the school curriculum;
- iii. effective steps be taken to ensure that schools' cricket is adequately funded;
- iv. schools, clubs and territorial cricket boards should cooperate to entice talented secondary school cricketers to join clubs when they leave school;
- v. WICB should pursue the idea of the creation of a West Indies Cricket College League, and in this regard should examine in detail questions of finance, possible sponsorship, academic time-tables, the regional cricket competition schedule and the plans for the Professional League itself. **(Part 3, Securing the Future, section 10.1)**

**Cricket Clubs:**

- vi. the WICB and Territorial Boards address, as an urgent priority, the serious question of the inadequate funding of clubs;
- vii. the WICB commission an audit of the state of club cricket in the various territories;
- viii. a meeting be called of all head grounds men of our international and other first-class cricket grounds to plan the way forward in relation to pitch preparation and ground maintenance under the guidance of Andy Roberts and Richard Edwards;
- ix. the appointment of a WICB inspector of pitches. **(Part 3, Securing the Future, section 10.2)**

**ICC Relationships:**

- 10. That the WICB avail itself of the full scale of services being made available through the ICC to Member countries including –
  - (a) educational programmes and resources for playing, coaching and umpiring;
  - (b) advice on marketing strategies and funding opportunities;
  - (c) elite coaching for players and coaches;
  - (d) exceptional training and fitness facilities.
- 11. With the rapid expansion of the game and the potential for new and valuable sources of income, the West Indies cements its relationship with those countries for which it has responsibility, particularly the United States of America and Canada, and the Board move swiftly to assert itself and establish a leadership position.

12. Cognisance be taken of the increasing development of the game in Asia particularly in those countries with significant economic growth, as there will be opportunities for massive revenue accruals. **(Part 1, Structure of West Indies Cricket and its Institutions, section 7)**

13. Regarding Economic and Financial Issues, that:

- i. both the WICB and Governments move speedily to solidify and expand the linkages between cricket and other economic activities;
- ii. the WICB upgrade its commercial operations, particularly with respect to marketing and promotion. And that immediate attention be given to strengthening the secretariat capacity, as well as to, the establishment of a corporate entity owned by the Board in whole or in part;
- iii. the relevant governments and other interests in the region utilize the CWC 2007 legacy in the form of infrastructure and organizational expertise and take it forward by designing and implementing programmes in regard to Sports Tourism in different parts of the Region. **(Part 4, New Governance Structure, section 18);**

#### **Specific Economic Challenges**

- iv. the Board take the necessary corrective action and put relevant programmes in place to capture niches in the global market for cricket;
- v. the Board take the initiative to contract special field investigations for the purpose of preparing specific feasibility and pre-investment studies that could be used as a basis for investment promotion. This should become a major focus of secretariat initiatives. **(Part 5. Economic and Financial Issues, section 21).**

14. Regarding Former Players, we recommend that:

- i. the WICB maintain a register of all Test players and past administrators of note with updated contact details and issue a quarterly or bi-annual Newsletter giving current news about West Indies cricket and plans for development to all past members;
- ii. the extraordinary honour of Test match play be commemorated. Medals of this distinguished service could be issued to all Test players inscribed with the players' name on one side and the simple words of honour, West Indies Test Player, on the other. Newly elected Test players should receive such medals with due ceremony. **(Part 1, Structure of West Indies Cricket and its Institutions, section 6).**

15. West Indies Women's Cricket:

- i. WICB use its best endeavours in consultation with the WIWCF to develop the performance of the women players currently representing the West Indies;
  - ii. WICB in conjunction with the WIWCF, take action in order to comply with the ICC ruling that all member countries must enter into some form of integration of their men's and women's cricket bodies. (**Part 1, Structure of West Indies Cricket and its Institutions, section 5**)
16. Professional League. Teams in CARICOM member states should be encouraged to recruit players from other member states on the same basis as they recruit their own nationals, as is already provided for in the CARICOM Single Market arrangements. (**Part 3, Securing the Future, section 12**)
17. **Twenty/20 Cricket.**  
The West Indies be in the forefront of change and adaptation to change and take the lead in discovering and applying whatever new approaches lead to success. (**Part 3, Securing the Future, section 13**)

## **Recommendations from the Governance Committee of the West Indies Cricket Board (January 07, 2012)**

The Governance Committee of the West Indies Cricket Board made the following recommendations:

1. The Board be reduced to 15 comprising the President, the Vice President, 6 Territorial Board (TCB) appointees, 6 elected directors and the CEO who should be a director ex officio. The President, Vice President and CEO shall not be subject to the rules of rotation of directors so long as they continue to hold office. The President and Vice President shall be chairman and deputy chairman, respectively of the Board of Directors (BOD).
2. The MOU proposed to be made between WICB and each TCB should contain a provision recognising the importance of the TCB selecting as its director a person with the requisite skills and experience to contribute effectively as a director to the business of the WICB as a whole and not simply as a delegate of his TCB.
3. WICB should provide assistance to the respective TCBs in educating their members as to the qualities and the duties and responsibilities of a director.
4. A Nominations Committee should be established by WICB to identify and recommend persons with appropriate skills and experience to serve as elected directors. The Nominations Committee should be comprised of 4 persons of whom 1 each should be selected by WICB, CARICOM, CAIC (representing the regional private sector) and UWI. The WICB nominee should chair the Committee.
5. The Nominations Committee should meet annually, at least 60 days before the scheduled date of WICB annual meeting to recommend a slate from which the shareholder TCBs of WICB can elect directors to replace those elected directors retiring by rotation in accordance with the following system.
6. The Nominations Committee should identify and interview such number of persons as they think fit from which it should nominate up to 4 candidates for election representing a good balance of the requisite skill sets and experience at the time required by WICB from which 2 persons would be elected to the BOD.

To allow for the term of directors to be staggered the current 4 “independent” directors should remain in office, 2 for 1 year and 2 for 2 years (to be determined by lot) and 2 further “independent” directors added to their number at the forthcoming AGM of WICB for a term of 3 years. Thereafter the work of the Nominations Committee should commence and

“independent” director elected annually at the WICB AGM shall be from the list of candidates provided by the Nominations Committee to replace directors retiring. The term of each director so elected should be three (3) years. All elected directors and the “independent” directors should be eligible for re-election.

The remaining 6 Territorial Board (TCB) appointees, should also be staggered in a manner to allow 2 to remain in office for 1 year, 2 for 2 years and 2 for 3 years (to be determined by lot) such persons being eligible for reappointment. Thereafter appointments by the TCB should be for a period of 3 years.

The effect of the foregoing would mean that from the second year of transition 2 elected directors and 2 TCB appointees will retire by rotation but may be eligible for re-election if nominated by the Nominations Committee or reappointed by the TCB as the case may be.

7. Elected directors may be elected only from the list submitted by the Nominations Committee.
8. The term of the President and Vice President should be extended from 2 years to 3 years. The President and Vice President may each be re-elected for a second and final term. The President should retain his duties set out in Articles 93 and 94 and be paid commensurately.
9. The Executive Committee should be renamed as its present name is a misnomer. Composition of that Committee should be revised to comprise the President, VP, CEO and the Chairs of the Cricket Committee, HR Committee and the Finance and Business Development Committee (the latter as reconstituted – see below) with the CFO and the Corporate Secretary as ex officio non voting members.
10. Article 27 should be amended to require that a director appointed by a TCB shall not represent that TCB or any other TCB at a general meeting. It is totally inappropriate for a director to represent his TCB (in its capacity as a shareholder) at an AGM or other shareholders meeting of WICB.
11. The Umpires and Match Referees Committee and the Pitches and Grounds Committee should be abolished and their duties subsumed within the Cricket Committee in consultation with Cricket Ops.
12. The Audit Committee should be a standalone committee and the finance functions of the current Finance and Audit Committee should be combined with those of the Marketing and Business Development Committee into a new and strengthened Finance and Business Development Committee.
13. The functions of the HR Committee should be expanded to include player “soft” skills and player relations.

14. The contract of the CEO should include a full job description including specification of his powers to make contracts on behalf of WICB and his performance targets. Full job descriptions should also be produced for other executive officers.
15. A clear policy should be stipulated by the BOD regarding authority for making contracts on behalf of WICB.
16. The designation of the Disciplinary Committee should be reviewed. If it is in practice a tribunal then that fact should be reflected in its name to distinguish it from standing committees of the BOD. The names of other panels which are not standing committees of the BOD should likewise be changed e.g. the Selection Committee and the Medical Review Committee should be renamed as Panels or given other distinctive names.
17. The corporate documents of WICB should be amended to give effect to the above recommendations on advice from WICB's Solicitors in the BVI, its place of incorporation.

**REVISED GOVERNANCE STRUCTURE  
FOR WEST INDIES CRICKET**

Appendix VII

