THE WEHBY REPORT ON
GOVERNANCE REFORM OF
CRICKET WEST INDIES

30th July 2020
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EXECUTIVE SUMMARY

The Task Force was established under the Chairmanship of Don Wehby who was invited by the Board of Directors ("BOD" or "the Board") of Cricket West Indies ("CWI") to co-opt a team of prominent regional persons (knowledgeable and experienced in corporate governance and in cricket and independent of CWI) to undertake a review of the corporate governance framework, standards and practices of CWI and to recommend changes “to enhance stakeholder trust and ensure more transparency and accountability in line with modern best practices for corporate governance.” Within that overarching remit, the Task Force was asked specifically to review the roles of the President and Vice President, the structure and role of the BOD itself, and the Committee framework of the BOD. The Task Force was also mandated to “examine effective ways in which the organization can bring the strongest possible influence to bear on member associations, with a view to improving their own standards of corporate governance”.

CWI is an International Business Company incorporated in the British Virgin Islands. Its shareholders are the six Territorial Boards/Associations of Jamaica, the Leeward Islands, the Windward Islands, Barbados, Trinidad and Tobago and Guyana (“TCBs” or the “Territorial Boards”).

The Task Force consulted extensively within CWI and the region and internationally.

The terms of reference of the Task Force recognise the weaknesses in the governance of CWI and the need to enhance the trust of the wide range of stakeholders of West Indies cricket across the region. These failings have been examined by several committees established by CWI going back over 15 years. Hardly any significant changes have emanated from the recommendations of the noteworthy reports from the committees. The Task Force reviewed those reports which it found instructive.

The background to the current state of West Indies cricket is laid out in the report of the Task Force (the “Wehby Report or the “Report”). The glory days of West Indies cricket (from the 1960s through the 1980s) have been followed for 25 years by a steep decline of performance on the field of play contributed to by weak governance of CWI and limited financial resources. Account is taken also of the commercial factors within world cricket which have been detrimental to the growth of West Indies cricket.

The Report recognizes the enormous cricket talent in the region and the need to harness that talent and promote its growth. This will take time. The significant way in which improved governance will contribute to that growth is presented.

The Task Force examined the importance of cricket as a public good yet administered by CWI as a private company without due cognizance of the public duty involved. The fundamental opinion of the Task Force is that the sustainability of CWI as presently constituted, and consequently the future of West Indies cricket, is at serious risk. The capacity of CWI in its current dispensation to carry out its duties of administering cricket as a public good is severely compromised. The Task Force found that the standards of governance of CWI fall far short of best governance practices and do not provide the accountability and transparency which are expected of a corporate body exercising an important and influential role in the sport which brings
the Caribbean people together and which in essence belongs to the people of the Caribbean.

The Task Force found that the governance practices of CWI have driven it and its shareholders away from the Governments and other key stakeholders of the game in the region. The Task Force has sought, by its recommendations, to foster the rebuilding of trust and a common purpose between CWI and the other stakeholders. The recommendations in this regard include an annual meeting between CWI and a Stakeholders Council with full discussion on all aspects of West Indies cricket streamed live across the region.

The Report stresses the importance of regional Governments to the development of West Indies cricket and advises that it is essential if West Indies cricket is to be revived that cordial relations be restored between CWI and the Governments.

The Report references the Business Situation Assessment and Financial Review of CWI undertaken in 2019 by the accounting firm of PKF which contains a scathing indictment on the intrusive and autocratic executive role assumed by the former senior leadership of CWI. It is noted with approval that the current Board, having initiated the review, has moved immediately to implement its recommendations relative to the management of the finances of CWI and oversight by the Board. The report finds that the PKF Review graphically highlights the need for comprehensive reform of the governance structure of CWI.

The Report looks at cricket governance models among other major cricket nations and describes the radical governance changes voluntarily undertaken by the governing bodies in England, Australia and New Zealand and compelled in India by the Supreme Court. The New Zealand model is highlighted because of the similarities between cricket there and here and because the reform there has in seven years led to dramatic improvements in the performance of New Zealand teams internationally.

The Report outlines the key principles of modern corporate governance which CWI should adopt including the role of the Board and the need for the membership of the Board to reflect a wide cross section of the skills and competencies required for carrying out its role. The responsibilities of individual directors are highlighted as is the need for the performance of individual directors to be assessed annually by an external qualified body.

The Task Force examined the current composition of the CWI Board of eighteen (18) directors with twelve (12) delegates of the Territorial Boards and four independent directors plus the President and Vice President. The Report notes the extent to which the Board of CWI has in the past usurped the function of the executives of CWI contrary to good corporate governance principles and to the detriment of the management and development of West Indies cricket. A smaller and more balanced Board is recommended for a three year period comprising six (6) Territorial Board delegates and six (6) nominated directors including a Chairperson and Deputy Chairperson. After the transitional period the Board should be reduced to nine (9) members (regardless of territorial origin) and including at least two (2) women.

The Report proceeds to comment on the roles of the President and Vice President, which it is noted, reflect the ancient concept of a private Cricket Club. It is noted also
that the CWI Articles of Association do not adequately define the roles of the President and Vice President. The result has been that some Presidents took executive and at times autocratic roles to the detriment of the organization. The Report recommends that the positions of President and Vice President be redefined as Chairperson and Deputy Chairperson to become more Board specific and clearly non-executive.

The Report reviews the Committee structure of CWI which it finds overloaded and over costly. The recommendation is for a reduction from twelve (12) to five (5) committees of the Board with power in the Board to establish ad hoc committees as needed for specific purposes.

The Report notes that the weak structures of the Territorial Boards as the shareholders of CWI contribute to the dysfunction found across CWI. Each Board has its own structure and management practices and operates without central oversight from CWI. It is highly undesirable that this continue. The recommendation is for a comprehensive review by CWI of the governance structures of the Territorial Boards and reform to meet best governance practices and to establish as much uniformity as reasonably possible.

The Task Force recommends that the necessary legal action be taken immediately to revise the governing documents of CWI to achieve the reforms recommended.

The Task Force recommends that CWI establish a Governance Committee to monitor and advise on implementation of the recommendations in the Wehby Report.
TASK FORCE TERMS OF REFERENCE

On 9th June 2019, the Board of Cricket West Indies Inc. (CWI) appointed this Task Force with the remit to review the governance structure and procedures of the organisation and to assess the findings of the reports produced between 2005 and 2016 with a view to advise the board on the implementation of the recommendations for corporate governance reform which are relevant, beneficial and meaningful to the organisation and will result in improved ethical behaviour, effective management practices and corporate accountability.

Though the appointments were ultimately approved by the CWI Board, the Task Force is separate and independent of CWI. As such, members were invited to participate by, or with the consent of its Chairman, Senator Don Wehby. The only appointments made by CWI were the Chairman himself, Senator Wehby, and the Secretary, Lynford Inverary. The latter is a full-time employee of CWI who received no extra remuneration for his role on the Task Force.

As part of its remit, the Task Force has been empowered to:

i. Make recommendations for change to the corporate governance framework with a view to enhance stakeholder trust and ensure more transparency and accountability in line with modern best practices for corporate governance.

ii. Examine, and redefine as necessary, the roles and functions of the offices of the organisation’s President and Vice-President in the context of a modern full-time executive management structure, with a view to determining whether these elected offices should operate as executive, non-executive, or partially executive.

iii. Determine a pragmatic term limit for the office of President and Vice-President.

iv. Review the significance of the organisation’s committees and the frequency and timing of Board and committee meetings.

v. Examine effective ways in which the organisation can bring the strongest possible influence to bear on member associations, with a view to improving their own standards of corporate governance.

vi. Evaluate the significance of the organisation’s structure in respect of its mission and vision.

vii. Evaluate the effectiveness of the organisation’s governance practices and any relevant governance issues and highlight deficiencies of and opportunities for the governance framework.

viii. Review the role of the Board of Directors and its committees through which the Board fulfills its duties and responsibilities, including a process for a self-evaluation of the Board and make recommendations to the Board with respect to such methods and processes.

The Task Force is comprised of the following five members and a Secretary. More information about the membership can be found at Appendix A.

- Senator Donald Wehby (Chairman)
- Professor Sir Hilary Beckles
- OK Melhado
- Deryck Murray
- Charles Wilkin, QC
- Lynford Inverary (Secretary)
CONSULTATIONS
The Task Force was fully informed by CWI and other stakeholders on all issues raised in the course of its work. The Task Force thanks the President, the Board of Directors and all participants in this exercise for their time and co-operation.

Specifically, the Task Force interviewed and/or consulted with the following persons during this undertaking:

- Richard Skerritt, President, Cricket West Indies
- Dr. Kishore Shallow, Vice-President, Cricket West Indies
- Anand Sanasie, Director, Cricket West Indies
- Azim Bassarath, Director, Cricket West Indies
- Conde’ Riley MBE, Director, Cricket West Indies
- Enoch Lewis, Director, Cricket West Indies
- Wilford “Billy” Heaven, Director, Cricket West Indies
- HE Michael Findlay, Independent Director, Cricket West Indies
- Imran McSood-Amjad, Independent Director, Cricket West Indies
- Ken Gordon, Past President, Cricket West Indies
- Ian Lovett, President, England & Wales Cricket Board
- Greg Barclay, Chairman, New Zealand Cricket
- Jonathan Grave, Chief Executive Officer, Cricket West Indies
- James Adams, Director of Cricket, Cricket West Indies

Past President Dr. Julian Hunte did not take part in the consultations. However, he made a submission to the President of Cricket West Indies which was shared with this Task Force.

The Task Force invited Mr. Whycliffe “Dave” Cameron to be a part of these consultations as the immediate past President of CWI; Mr. Cameron declined.
BACKGROUND
CWI is the governing body responsible for the management, growth and development of cricket in the West Indies including coaching, umpiring, youth development, and regional and international competitions. Accordingly, CWI selects representative West Indies teams at all levels. Cricket is a professional sport and offers a good potential livelihood for its players and officials who have a fundamental right to work. CWI facilitates and, in many respects, influences the exercise of that right. Teams selected by CWI represent collectively all its member countries and territories and by extension the peoples of the West Indies. With its proud history and the admiration it generates throughout the cricket world of over 100 countries West Indies cricket is a regional treasure with tremendous social, cultural and economic significance. No other regional activity raises as much emotion with the community as does West Indies cricket. The growth of female cricket and the Caribbean Premier League further highlight the significance of the game to the life and psyche of the region. West Indies cricket is a key symbol of regional unity and pride. Therefore, as the trustee of West Indies cricket, CWI is a prominent regional body with widespread influence and a commensurate responsibility.

The West Indies began its Test journey in 1928 and fought in a twenty-year apprenticeship to reach the top. After defeating India and England in successive tours in 1948/50, the team unsuccessfully challenged Australia for the unofficial title of world champion in 1951. The team did however reach the top in 1967 when between 1963 and 1967 it defeated India, England and Australia in successive series. It lost that title the following year but between 1976 and 1986 it defeated all teams and sustained its dominance for near two decades. Also, it remains the only team that has globally dominated the three formats of the game. With this record of achievement, the team is arguably the most successful team in the history of sport.

Towards the end of that golden era, changes in revenue sharing arrangements for international tours and changes to the structure of international competition were made by the International Cricket Council (ICC) to the great detriment of the finances of West Indies cricket. West Indies were the most deeply impacted national team by cricket globalisation after 2000. Indeed, only the West Indies were unable, partly because of timing clashes with global franchises, to place its best team on the field in many international tournaments. This coincided with large increases in revenues from television rights and the expanded commercialisation of the game across the world. That added a commercial perspective to the longstanding need to modernise Cricket West Indies (CWI), then West Indies Cricket Board of Control (WICBC), from an outdated, private Association of delegates of the six Territorial Boards (TCBs) to a genuine corporate business structure. The need was recognised by some of the CWI leadership of the time. The internal Griffith Report highlighted in 1992 the need for change in governance to make CWI more accountable and transparent.

Change began with the incorporation of West Indies Cricket Board Inc in 1998 as an international business company registered in the British Virgin Islands. However, the governance structure of the new entity simply mirrored that of the amateur entity it
succeeded. The new structure retained the offices of President and Vice President and applied corporate style names to the Territorial Boards as the voting shareholders (called members) and their representatives on the Board of Directors (directors). There was however no meaningful change in the governance framework to expand the membership and to address the agreed need for transparency and accountability to stakeholders.

CWI continued to acknowledge the need for reform but made no significant progress in effecting the substantial changes. CWI sought external advice primarily through the Committee on Governance of West Indies Cricket, a high-powered committee headed by The Most Honourable P.J Patterson and including Sir Alister McIntyre and Dr. Ian McDonald. The Committee produced the Patterson Report in October 2007 which called for the recognition by CWI of cricket as a public good and the reflection of that fact, inter alia, in a new two tiered structure with a Cricket West Indies Council as the oversight body with membership of a wide range of stakeholders of West Indies cricket and with a differently structured Board of Directors. The principal response of CWI to the Patterson Report was to add a small number of independent directors to the Board while retaining control for the representatives (2 each from 1998 to the present) of the Territorial Boards. None of the fundamental governance changes recommended by the Patterson Report were implemented.

CWI then turned inward and requested its Governance Committee to recommend changes to the Board of Directors to reflect the commitment in its 2011 to 2016 Strategic Plan to increase the “diversity” and “the promotion of inclusion of critical stakeholders”. The Governance Committee duly reported in January 2012 (the “Wilkin Report”) recommending substantial changes, inter alia, to the nomination and composition of the Board of Directors. The key recommendations were shelved.

When in 2015 there had been no real advancement of the transformation process, the CARICOM Governments intervened and (with the concurrence of CWI) established a Review Panel on the Governance of West Indies Cricket, another high-powered body with distinguished Caribbean personages. That Panel reported in October 2015 and recommended the immediate dissolution of CWI and the creation of a new entity to govern West Indies cricket reflective of broad stakeholder involvement and an independent and accountable Board of Directors. CWI rejected the Panel’s recommendations.

A year later, in 2016, CWI established a subcommittee - the Corporate Governance Reports Review Committee (CGRC)- comprised of independent directors with a remit to review the past corporate governance reports with a view to determining the CWI’s level of implementation, and the reasons for which recommendations were not implemented. In order to assist the CGRC with its work, CWI engaged the services of consultancy firm PricewaterhouseCoopers SRL. This report revealed that many of the significant and fundamental recommendations were not accepted as the CWI was not convinced that the proposals were suited to the legal and social context of West Indies cricket. The report also disclosed that there is no formal mechanism in place
to allow CWI to drive, support and monitor implementation, or to consolidate a suite of recommendations into an integrated programme.

Most recently, CWI’s governance structure and internal processes came under the microscope yet again when in 2019, the Accounting and Management Consulting firm Pannell Kerr Foster (PKF), was engaged for a six-month period to conduct a business situation assessment and review of the organisation’s financial management systems, and to provide recommendations for addressing any shortcomings. Shortly after, this Task Force was established with its terms of reference mentioned earlier in this report.

This Task Force wishes to recognise the significant work and stellar contribution made in the area of governance reform of West Indies cricket, in the past. The notable contributions of the Lucky Report, the Griffith Report, the Patterson Report, the Wilkin Report, CARICOM, the CGRC and others (including the experiences of other international Cricket Boards who have undertaken radical governance changes in the last ten (10) years) have provided this Task Force with useful history, learnings, context, and direction.

HOW GOVERNANCE REFORM CAN POSTIVELY IMPACT TEAM PERFORMANCE

West Indies teams have, with a few notable exceptions, performed poorly on the field for 25 years. One cricket author described it as the collapse from “awesome” to “awful” (H. Beckles). One cannot therefore expect immediate improvement. However, we recall the famous statement by Albert Einstein that “the definition of insanity is doing the same thing over and over but expecting different results.”

Governance reform in New Zealand has in seven years made a huge impact on the performance of the New Zealand Cricket team. The structure of New Zealand cricket prior to the reform was very similar to that of CWI. We are confident that substantial and genuine governance reform can exponentially bring similar results to West Indies cricket. Here is why we perceive that the governance reform we recommend will improve West Indies team performance on the field.

There is no doubting the enormous cricket talent that exists in our region. We need to harness that talent and promote its growth. Improved governance of CWI will:

1. bring greater accountability, transparency, stability and commercial experience to CWI, and
2. minimise the possibility of conflict of interests, and
3. improve the management of the finances of CWI, and
4. bring greater professionalism, and more access to scientific and educational approaches and knowledge, to the administration of the game by CWI and the TCBs, and
5. enhance the hiring and retention of the highest quality of staff, and
6. boost morale within the executive and staff of CWI, and
7. restore public confidence in CWI across the region and support for the game among the governments and other stakeholders who have been turned off by the dysfunction of the past, and
8. boost the regeneration of support among the players and coaches, and
9. engender greater involvement and tangible support at the local level, and
10. generate greater sponsorship and involvement of the public sector and the private sector, and
11. provide more funding for and better execution of grassroots programmes, high performance training in dedicated centers, and coaching and development of players at every level, and
12. improve the standard of regional competitions, and incrementally improve performance on the field internationally.

CRICKET AS A PUBLIC GOOD

In its strategic planning over the past decade, CWI makes reference to the inclusion of critical stakeholders in its governance structure. That suggests implicitly a recognition of the fact, and law, that cricket is a public good in the region and that CWI carries out a public function. That recognition has now been acknowledged expressly by the Board of CWI and has led to the appointment of this Task Force with a mandate inter alia to recommend ways in which the structure of CWI can properly reflect that reality.

We consider it highly pertinent, and therefore quote as applicable to West Indies cricket, the statement of the Supreme Court of India in its ruling that cricket is a public good in India, with CWI holding a status commensurate with that of BCCI pronounced upon by the Court.

"The majority view thus favours the view that BCCI is amenable to the writ jurisdiction of the High Court under Article 226 even when it is not ‘State’ within the meaning of Article 12. The rationale underlying that view if we may say with utmost respect lies in the “nature of duties and functions” which the BCCI performs. It is common ground that the respondent-Board has a complete sway over the game of cricket in this country. It regulates and controls the game to the exclusion of all others. It formulates rules, regulations norms and standards covering all aspect of the game. It enjoys the power of choosing the members of the national team and the umpires. It exercises the power of disqualifying players which may at times put an end to the sporting career of a person…… It sells broadcast and telecast rights and collects admission fee to venues where the matches are played. All these activities are undertaken with the tacit concurrence of the State Government and the Government of India who are not only fully aware but
supportive of the activities of the Board. The State has not chosen to bring any law or taken any other step that would either deprive or dilute the Board’s monopoly in the field of cricket. On the contrary, the Government of India have allowed the Board to select the national team which is then recognized by all concerned and applauded by the entire nation including at times by the highest of the dignitaries when they win tournaments and bring laurels home.... Such is the passion for this game in this country that cricketers are seen as icons by youngsters, middle aged and the old alike. Any organization or entity that has such pervasive control over the game and its affairs and such powers as can make dreams end up in smoke or come true cannot be said to be undertaking any private activity. The functions of the Board are clearly public functions, which, till such time the State intervenes to take over the same, 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 takeover or regulate but even lends its assistance to such a nongovernment 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....”

As noted repeatedly by the Supreme Court in India, cricket is a public good, and therefore its management and control is a public function. CWI should exercise that public function on behalf of the people of the region as a public good. Despite its stated commitment to the transformation of the governance of CWI to one which truly and effectively carries out a public function, CWI remains a privately-run entity.

While CWI has vacillated and resisted change, West Indies teams have descended to the bottom of the international rankings and CWI has moved from crisis to crisis financially. CWI is approaching the mid-way point of its 2018-2023 strategic plan and its finances remain unfavourable with the reality of cyclical revenue flows and diminishing sponsorship opportunities. It faces criticism and a lack of confidence and support from the public and stakeholder groups across the region including governments. The sustainability of CWI as presently constituted, and consequently the future of West Indies cricket, is at serious risk. The capacity of CWI in its current dispensation to carry out its duties of administering cricket as a public good is severely compromised.

The 2012 Wilkin report, in its introduction, pointed out that in the twelve (12) years prior, CWI, then WICB, had 5 Presidents, 6 CEOs, and 7 Captains. In the 8 years since that 2012 report, CWI has had an additional 2 Presidents, 2 CEOs, 3 Directors of Cricket, 7 Head Coaches and several Captains across all formats. These alarming
statistics signal organisational instability, discontinuity and dysfunction and serve as an indictment of the Board’s capacity to function as a sustainable corporate entity managing a public function.

THE ROLE OF GOVERNMENTS IN WEST INDIES CRICKET
Governments play an important role in West Indies cricket. They developed and own all but one of the international cricket stadia. They operate most of the schools in the region at which cricket is played. They fund UWI which has played an important role in the development of cricketers. They facilitated at great expense the hosting of the 2007 ICC Cricket World Cup. They provide tax concessions to CWI.

The Governments in turn benefit from the tourism created by West Indies cricket. West Indies cricket would fail without Government support.

Unfortunately, relations between the Governments and CWI, though improved in the past year, are still not as close and cordial as they should be. This has been due in part to the governance weaknesses of CWI and the failure by CWI to implement its long-stated commitment to involving a wider cross section of stakeholders in its governance. The only direct participation by CARICOM in CWI has been its nomination of a director on the Board of CWI which ceased approximately three years ago. It is worth noting that CARICOM nominated such a candidate in December 2017, but the nomination was not accepted by the Board of CWI.

It is essential if West Indies cricket is to be revived that cordial relations be resumed, and that the role of Governments is seen as supportive of CWI. We do not advocate for the Governments to control CWI and are not aware of any intention on their part to do so. We recommend strongly that when it commits to the reform of its governance, CWI engage the Governments in a comprehensive dialogue on the revival of the game in the region and that the parties explore additional ways in which Governments may assist CWI in improving its finances, facilities and resources.

PKF PANNELL KERR FORSTER REPORT
The Task Force was shown the Business Situation Assessment and Financial Review dated 25th November 2019 conducted by the international accounting firm, PKF. That review contains a scathing indictment on the intrusive and autocratic executive role assumed by the former senior leadership of Cricket West Indies. We are pleased to see that the current Board has taken the initiative to not only conduct this exercise but has also moved immediately to implement its recommendations relative to the management of the finances of CWI and oversight by the Board. In addition, this Task Force recommends that the Audit & Risk Committee be tasked with monitoring management’s implementation of the review and report progress to the Board. The Review graphically highlights the need for comprehensive reform of the governance structure of CWI.
A LOOK AT CRICKET GOVERNANCE MODELS AMONG MAJOR CRICKET NATIONS

The modern-day governance of sporting organisations in every discipline is recognised across the sporting world to require top-to-bottom professionalism. This applies to cricket at the international level controlled by ICC and its member organisations including CWI. ICC has over the past several years engaged in a continuous review of its structure and governance.

Other prominent cricket nations have likewise comprehensively reformed their governance structure. These include Australia, England and New Zealand. Reform was imposed in India by the Supreme Court. South Africa has reformed its cricket governance as part of the fundamental restructuring of its society. The report will now highlight the changes in Australia, England and New Zealand which are particularly pertinent to CWI.

CRICKET AUSTRALIA

Cricket Australia (CA) is the national governing body for cricket in Australia. The board is comprised of 6 state associations. Following a comprehensive review of governance in 2011 by specialists Crawford and Carter, a resolution was passed for the approval of a smaller independent board of nine directors. Prior to then, the board had a head count of fourteen members, mainly representatives of the State Associations.

Crawford and Carter regarded the preceding governance structure as non-ideal and misaligned with best practice for governance. Their report noted that the board with 14 members was too large to be efficient or effective in decision making. Further, they noted inherent conflicts of interest which threatened sound decision making. It was also noted that the process for appointing Directors did not take adequate account of the Board's skill needs. Crawford and Carter also referred to an overlapping of functions and ambiguity in respect of the Board, members and management.

Under the new structure, no director can be a director or officer of a State Association. This is intended to also remove the element of conflict of interest between state and national obligation.

ENGLAND AND WALES CRICKET BOARD

The England and Wales Cricket Board (ECB), a private company limited by guarantee, is the governing body for cricket in England and Wales. Its membership consists of 41 members which includes the chairs of 18 First Class Counties, the 21 Cricket Boards of the non-First-Class Counties, the Minor Counties Cricket Association and the Marylebone Cricket Club.

In 2017, the ECB undertook a comprehensive governance reform exercise which installed a fully independent board of directors, reduced the size of its board, updated its board appointment process and revamped its articles of association.
The ECB is now comprised of twelve directors which include a Chairman, five cricket non-executive directors who are defined as persons with extensive experience in the game of cricket, four independent non-executive directors who are professionals in non-cricket areas, and their CEO and CFO who are also directors.

Under this new ECB system, the Board oversees the daily operations through delegation to the CEO and his leadership team. The Board delegates authority to eight committees which are responsible for aspects of governance. These eight committees are comprised of board members and independent experts.

Directors are elected at the AGM on nomination by a Nominations Committee.

**NEW ZEALAND CRICKET**

New Zealand Cricket (NZC) has been widely regarded as a leader in best practice for the governance of non-profit sporting organisations. Coupled with great resistance to their board structure and governance framework and concerns from their stakeholder base that they were underperforming, NZC faced enormous criticism which necessitated change. It was felt that this change would improve the governance of the organisation with ripple effects that would be felt throughout the game.

According to a report done by Hood (1995), the specific concerns were: inappropriate governance structures, a large board with too many subcommittees, sub-optimal board composition, mistrusted board processes, unevenly distributed voting power, and unclear management roles and responsibilities leading to low staff morale and poor teamwork. Therefore, the purpose of the report was to identify strategies and structures for the management and administration of NZC and scope issues which would be considered in the redrafting of their constitution.

A key recommendation from the Hood Report was that NZC implement an independent board structure with “the appropriate mix of business management, media and marketing, strategic, cricket playing and cricket administrative experience” who were not representatives of particular provinces or other sectional interests” that could lead the organisation forward in an increasingly changing and professional era.

The new governance model came into effect in 2013. Under it, NZC has a board of directors consisting of 9 fully independent directors including the Chairman. There is a President whose role is ceremonial. The holders of that office have been outstanding national figures such as Sir Richard Hadlee.

Directors are elected from persons nominated by a Nominations Committee which also reviews on a regular basis the competencies within the Board.

Stakeholder attendance at AGMs of NZC has been substantially expanded from the original 6 provincial cricket associations to include 23 Districts and other interest groups including the umpires.
KEY PRINCIPLES OF CORPORATE GOVERNANCE APPLICABLE TO CRICKET WEST INDIES

Before we set out our recommendations we consider it important, in exercise of our mandate, to highlight those principles of modern corporate governance which in our opinion should apply to the Board of Directors of CWI as a corporate entity carrying out a public function.

1. The principal roles and responsibilities of the Board are organisational and financial planning and reporting, decisions on investments and capital projects, preserving the assets of the company, establishing policy, selecting the executive, general oversight of the executive and exercising other powers given to it by the constituent documents of the company.

2. The membership of the Board should reflect a wide cross section of the skills and competencies required for carrying out its roles and responsibilities.

3. While retaining oversight of the executive, the Board should not interfere unnecessarily in the day to day execution of policy and the management of the company.

4. Each director must be fully informed and insist on receiving prompt and complete information.

5. Each director must exercise independent judgment and must not simply rely on other directors or management.

6. There is no special qualification required to be a director but each director must understand fiduciary responsibility and the role and duties and the business of the company.

7. A director must be capable of analysing and making an individual assessment of the accounts and finances of the company.

8. A director must act with reasonable care, skill and diligence.

9. A director must always act in the best interest of the company as a whole even where that interest conflicts with that of a shareholder by whom he/she was nominated.

10. There should be substantial continuity in the composition of the Board.

11. The Board must meet regularly and directors must be fully informed and briefed sufficiently in advance of each meeting to enable the directors to carry out their roles and duties outlined above.

12. The Board must appoint capable and competent executives on whom it can rely in the day-to-day management of the company.

13. The Board should appoint such committees with external expertise as can assist in specific areas of governance and the business it carries out.

14. The Board must have an independent Audit, Risk & Compliance committee.

15. Directors must be amply trained in advance of taking office.

16. The performance of individual Directors must be assessed by an independent body on an annual basis; this can be overseen by the Nominations Committee.
COMPOSITION OF THE BOARD
The current composition of the Board of CWI with twelve (12) TCB delegates, the President, Vice President and four (4) independent directors for a total of eighteen (18) members is too large. The Executive Committee of the Board comprising the President and six (6) TCB directors is a total misconception and contrary to the principles of modern corporate governance. Although this Task Force is pleased to learn that this organ has not been recently activated, we strongly recommend that the provision for its activation, which is currently in CWI’s articles, be removed as this structure impedes the ability of the full-time executive to carry out their duties effectively. The structure of the Board of CWI is very distant from modern best practices in corporate governance.

ROLE OF THE PRESIDENT AND VICE PRESIDENT
The Task Force was asked to look specifically at the roles of the President and the Vice President in the governance framework of CWI. While the office of President has existed in the CWI structure from inception in 1927, that of the Vice President is relatively new, circa 1985. They reflect the concept of a private Cricket Club such as MCC, the body which played a historic role in the governance of cricket in England. The influence of MCC was also pervasive across the cricket world. The model of the governing boards of cricket in the British colonies appear to have emanated from MCC. We note elsewhere in this Report the manner in which the governing structure of cricket in Australia, England and New Zealand has been modernized.

When in 1998 CWI was converted to a corporation, the offices of President and Vice President were retained although they are anomalous to a modern corporate structure as is the delegate structure of the Board of Directors.

The 1998 Articles do not adequately define the roles of those office holders.

Modern corporate governance separates the role of the Board of Directors from that of the full- time paid executives. Such executives run the corporation on a day to day basis subject to oversight of the Board.

The position of the President has been defined as wholly executive and at times autocratic. The impact has been detrimental to the operations of CWI as demonstrated in the PKF review referred to earlier in this Report. An executive presidency has undermined the proper function of the paid executives of CWI and clouded the separate roles of the Board and management.

We are strongly of the view that CWI should convert to an approved corporate commercial structure in which the Board is headed by a Chairperson elected by the directors from within its ranks. The Chairman in such structure plays a critical role and we have made recommendations defining that role as including a link between the Board and the other organs of CWI and of international cricket. The key difference is that the role of Chairperson is performed as a member of the Board with clear responsibility to the Board and accountability to a Stakeholders Council (see pg. 20).
For this reason, we recommend that the positions of President and Vice President be redefined as Chairperson and Deputy Chairperson with the respective roles redefined to become more clearly Board specific and non-executive. We also recommend that the Chairperson be given the power to select from within the Board, and in consultation with the Board, a Deputy Chairperson to support him/her and act in his/her stead when the Chairperson is not available.

We also strongly recommend the abolition of the Executive Committee.

**COMMITTEES**
The Task Force was asked to review the Committee structure of CWI. Our information is that CWI has thirteen (13) committees which are listed in Appendix B. Our investigation discloses that CWI is overloaded with committees. Several do not function regularly and efficiently and much of the work can be done by the CWI executive with proper reporting to the Board. The expansion of competencies within the Board should enable the Board to take advice internally. Where it considers it necessary to obtain external advice, the Board can engage external experts for that purpose. We were advised that the budgeted annual cost to CWI of maintaining these committees is upwards of US$ 255,425.00. This structure is unwieldy, costly and inconsistent with modern best practices and the genuine needs of CWI. We have recommended a streamlined committee structure as set out within the section headed Specific Recommendations. A detailed listing of CWI’s committee costs can be found at Appendix C.

**TERRITORIAL CRICKET BOARDS (TCBs)**
The Task Force was asked to examine effective ways in which the organisation can bring strongest possible influence to bear on member associations, with a view to improving their own standards of corporate governance. We note in this regard that each TCB has its own constitution and structure and management practices. It is highly undesirable that this continues. We have, in the section headed Specific Recommendations, made recommendations for in depth investigation of the various structures of the TCBs, for commonality in structure and for governance practices to be made mandatory with consequences if not adhered to.
SPECIFIC RECOMMENDATIONS

STAKEHOLDERS COUNCIL

To implement the principle that cricket is a public good, to give effect to the commitment which CWI has made repeatedly over the past decade for greater stakeholder involvement, to increase the expertise available to CWI, to enhance the profile of CWI, to restore in the region a sense of unity towards cricket and to build public support for the game and CWI we recommend that:

1. CWI engage the following stakeholders to establish a Stakeholders Council (“the Council) of their representatives:
   - CARICOM sub-committee for cricket;
   - West Indies Players’ Association;
   - West Indies Retired Players’ Foundation;
   - West Indies Cricket Umpires Association;
   - An appropriate group representing the Media;
   - An appropriate organisation representing Higher Education;
   - An appropriate group representing the Business Sector;
   - An appropriate group representing the Tourism sector; and
   - The principal sponsor of CWI.

2. The Council should be a standing one with members serving for three (3) years to allow for continuity and rapport between members and the CWI directorate.

3. CWI should submit an extensive annual report to the Council prior to each annual general meeting (AGM) of CWI.

4. The Council should meet prior to the AGM at the venue of the AGM to discuss the report.

5. CWI should invite the members of the Council to the AGM as observers.

6. Immediately following the CWI AGM, the Council should meet formally with the TCB representatives and Directors of CWI. That meeting should be streamed live across the region. The agenda should include a formal presentation by the CWI Chairperson of the report submitted to the Council. The Council should then present its recommendations. The report and recommendations should then be discussed by the meeting.

7. CWI should through its Chairperson consult with the Council as seen fit between the annual meetings. Members of the Council should informally communicate on an individual basis with CWI Directors and with the
Territorial Boards in their respective territories but should not hold office in a Territorial Board.

**BOARD OF DIRECTORS**

The Task Force are strongly of the opinion that smaller and more competence focused boards are optimal, enhance decision making and lessen the prevalence of conflicts of interest. In keeping with this view, this Task Force recommends that the Board should be immediately changed to one (1) delegate director of each TCB and six (6) nominated directors including the Chairperson and Deputy Chairperson. The Nominations Committee (see page 23, para. 26) shall ensure that at least three (3) of the six (6) nominated directors have substantial and relevant cricket experience. Nominated directors should be elected by TCB shareholders at the CWI AGM from among nominees of the Nominations Committee as specified below.

8. The Chairperson should be nominated by the Nominations Committee, and subsequently elected by the Board, and ratified at the AGM, for a three-year term from among the directors other than the delegate directors. There should be a term limit of two consecutive terms for the Chairperson.

9. The Task Force therefore recommends for an effective transition that the term of office of the existing President and Vice President be extended by one year (in the roles as Chairperson and Deputy Chairperson) to allow adequate time for implementation of the recommendations herein.

10. The positions of President and Vice President should be redefined and rebranded as Chairperson and Deputy Chairperson with the respective roles to be established clearly as Board specific and non-executive. The terms President and Vice President only serve to add to the interpretation of both roles as executive positions.

11. The Chairperson of the Board of Directors should represent CWI at ICC meetings and should be the focal point between the Board and the executive, the Board and the TCBs, the Board and the Council, the Board and its committees, the Board and the Governments, the Board and sponsors and the Board and the media.

12. The Chairperson should be empowered to appoint a Deputy Chairperson from among the Board (delegate or nominated) to deputise for or support the Chairperson in carrying out his duties.

13. All directors should be paid commensurately with their responsibilities. The Chairperson and Deputy Chairperson should be paid appropriate monthly retainers for their respective services. Other directors should be paid
appropriate fees for attendance at meetings, chairmanship of committees, task forces and working groups.

14. A Nominations Committee should be established to review the range of competencies within the Board, to identify and evaluate potential directors and to nominate a list of persons suited to be elected as nominated directors to replace those retiring after expiry of their term of office or otherwise. The Nominations Committee should also recommend the re-election of serving directors who have not exhausted the term limit. Directors are to be elected by the CWI Board only from the list of nominees of the Nominations Committee. Those appointments should be ratified by the CWI AGM.

15. The Nominations Committee should be empowered also to nominate persons suitable to serve as Committee members, to the Board for ratification. The Nominations Committee should ensure that all vacancies to the Board and its Committees are advertised, all interested persons are invited to submit recommendations and to ensure that any such advertisement takes into account the skills and expertise needs of the Board.

16. This Task Force became aware that there is currently no rigorous structured induction process in place for new directors nor is there a job description for CWI’s directors nor upskilling, training and development programmes being undertaken by the current Board. We recognize that modern corporate practice prescribes that directors have a key role in providing the leadership and accountability that determine the long-term success of CWI. New, and current, directors should spend significant time getting to understand their role and the operation of the board to enable them to contribute effectively. All directors should be formally inducted and provided with all requisite information. Training sessions and workshops to this end should be held at least annually.

17. In the interest of continuity, the term of nominated directors should be staggered. A system should be established to achieve that from the outset. The term limit for a nominated director should be two (2) terms of three (3) years save that the Task Force acknowledges that the current term of CWI’s non delegate directors is two (2) years and therefore recommends that these directors are grandfathered in as nominated directors for one (1) year.

18. The Board should have the power to terminate (at any time after due process) the appointment of a director who breaches the Articles of Association of CWI or his duties as a director.
19. The Task Force further recommends that within three (3) years, the Board should move to a maximum of nine (9) directors (regardless of territorial origin), and at least two (2) of whom should be women, who shall possess the requisite skills and experience across various criteria based on the Board’s needs from time to time and who hold no office or other position in a TCB. Election of directors will be made by the TCB shareholders at the CWI AGM from among nominees of the Nominations Committee. A Person who was a delegate director or served as an officer of a TCB but no longer holds office in a TCB should qualify for nomination as a director if he or she possesses the requisite skills and experience. All directors should then be nominated by the Nominations Committee under the process described above. There will be no need then for classification of directors as delegate or nominated.

**COMMITTEES**

20. The Executive Committee of the Board should be abolished. All other current committees except those named below should also be abolished. This will result in the reduction of the number of Board committees from its current twelve (12) to five (5); namely, the Nominations Committee, the Audit Risk and Compliance Committee, the Cricket Advisory Committee the Commercial Advisory Committee and the Governance Committee.

21. The Disciplinary Tribunal which is currently, and will continue to be, independent of the Board should be renamed the Dispute Resolutions Committee and maintain its current role.

22. The current Cricket Committee should be renamed the Cricket Advisory Committee (CAC) and as the name suggests should perform an entirely advisory role to the Board. It should comprise persons of prominent stature in the game with a maximum of seven (7) members. The CAC should be chaired by one of the three directors with substantial cricket experience. The CWI Director of Cricket should be a member.

23. The current Communications & Commercial Affairs Committee should be renamed the Commercial Advisory Committee. This committee should be a resource for the Board and management to seek advice and guidance on complex procurement and sponsorship bids and agreements. It should be chaired by a director with strong commercial experience.

24. The Audit, Risk and Compliance Committee should comprise a maximum of five (5) members who should all be independent of the Board except for the Chairperson who should be a nominated Director.
25. CWI should employ a Chief Audit Executive who should report to the Chair of the Audit, Risk and Compliance Committee.

26. The Nominations Committee should be selected by the Board and comprise five (5) members, including the Chairperson of the Board, and four other directors of the Board of whom at least two (2) members should be nominated directors. The Board should empower the Nominations Committee to engage head-hunting firms, or other qualified consultants, for the purpose of shortlisting suitable candidates from which the Nominations Committee can make its nominations.

27. A Governance Committee should be established whose initial primary purpose should be the monitoring and advice on the implementation of the governance reform of CWI. This Committee should also be responsible for formulating a whistleblowing policy which will allow individuals to report occurrences of suspected misconduct/inappropriate behaviour including sexual harassment. The committee should comprise a maximum of seven (7) persons including one delegate director, one nominated director and between three (3) and five (5) persons independent of CWI and the TCBs including its Chairperson.

28. The term limit of all Committee members should be two (2) terms of three (3) years.

29. The Chairperson, with the approval of the Board, should be empowered to appoint special short-term working groups or task forces for achieving specific tasks such as executive recruitments, HR performance evaluations, policy level reform projects, and strategic reviews etc.

30. The Committee remuneration structure should be revamped to ensure that Chairpersons of committees are paid commensurate with their responsibilities.

**TERRITORIAL CRICKET BOARDS**

31. The Articles of Association of CWI should be amended to mandate the governance standards for the TCBs. These should, to the best extent possible, mirror those of CWI.

32. Key Performance Indicators (KPIs) should be established for the TCBs by MOU with CWI

33. A comprehensive review should be undertaken by CWI of the governance documents and the current structures and administration of the TCBs
34. This process should be implemented over a maximum period of three years with expert professional assistance.

**AMENDMENT OF CORPORATE GOVERNING DOCUMENTS**

35. The constituent corporate documents of CWI should be amended to give effect to the above recommendations on advice from Legal Counsel and from CWI's Solicitors in the BVI, its place of incorporation.

**ENGAGING THE CARIBBEAN DEVELOPMENT BANK**

The Caribbean Development Bank (CDB) is a well-regarded financial institution that helps Caribbean nations finance social and economic programs in its member countries. CDB is also a strong advocate for promoting good governance.

Due to cricket’s huge social and economic significance to the region, and CWI’s now governance focused approach which has triggered the work of this Task Force, we strongly recommend that CWI engage the Caribbean Development Bank through an appropriate channel, and in a meaningful way to:

36. Request grant funding for the technical expertise required for the Board to effectively implement the recommendations herein; and

37. Request grant and other available funding for CWI development programmes.
## APPENDIX A – SUMMARY CV OF TASK FORCE MEMBERS

<table>
<thead>
<tr>
<th>Name</th>
<th>Senator Donald Wehby</th>
</tr>
</thead>
<tbody>
<tr>
<td>Role</td>
<td>Chairman</td>
</tr>
<tr>
<td>Profile:</td>
<td></td>
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<tr>
<td></td>
<td>Senator Donald G. Wehby, BSc (Hons.), MSc (Acctg.), FCA, CD is a former Independent Director of the West Indies Cricket Board who also served as Chairman of its Corporate Governance Review Committee in 2016. He has been the Group Chief Executive Officer of GraceKennedy Limited since July 01, 2011. He is also a Director of several of GraceKennedy’s Boards including chairman of GraceKennedy Financial Group, GK Foods &amp; Services Limited, GraceKennedy Money Services SRL (Western Union) and the recently acquired Key Insurance Company Limited. Mr. Wehby’s prior professional affiliations include Chairman of the Jamaica Cricket Franchise Development Company, Vice President of the Private Sector Organization of Jamaica and Chairman of its Economic Policy Committee. He also served on the Boards of Food for the Poor and Cable &amp; Wireless (Jamaica Limited). He is currently the chairman of JAMPRO and the Finance Committee of the Roman Catholic Archdiocese of Kingston as well as New Zealand’s Honorary Consul to Jamaica. He is an avid sports fan and was instrumental in GraceKennedy’s sponsorship of School Boy Cricket in Jamaica and the ISSA/GraceKennedy Boys &amp; Girls Championship.</td>
</tr>
<tr>
<td>Name</td>
<td>OK Melhado</td>
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<tr>
<td>--------------</td>
<td>----------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Role</td>
<td>Member</td>
</tr>
</tbody>
</table>
| Profile:     | O.K. Melhado has extensive experience in general and financial management. In 1966, at the age of 27, he was appointed General Manager of IBM Jamaica. In 1969 he joined Desnoes and Geddes Ltd. brewers and soft drink manufacturers as Marketing Director. He held this position until 1973 when he accepted the offer to serve as Special Assistant and administrative head of former Prime Minister Michael Manley’s personal staff.

In 1984 he re-joined Desnoes & Geddes as Senior Vice President and Chief Financial Officer and held this position until 1993. In 1993 he was primarily responsible for the negotiation and sale of the controlling interest in Desnoes and Geddes to a major international brewer.

During his career he served on a number of Boards including Air Jamaica where was a Director and later Chairman. Currently retired, he is a Director of York Investment Management S.A. |

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Charles Wilkin</th>
</tr>
</thead>
<tbody>
<tr>
<td>Role</td>
<td>Member</td>
</tr>
</tbody>
</table>
| Profile:     | Charles L.A Wilkin CMG, QC is senior partner of Kelsick, Wilkin & Ferdinand in St. Kitts, a leading law firm on the island. Mr. Wilkin has provided public service to his country as Chairman of the Electoral Commission (1988-1996) and has chaired the National Competitiveness Council from 2010 to 2012. He has, since 1979, been a director of TDC, a leading public company listed on the Eastern Caribbean Securities Exchange.

Mr. Wilkin led his country's local organizing committee for the ICC Cricket World Cup 2007. He was honoured in Her Majesty’s 2010 New Year’s Honours List with the award of CMG, Commander of The Most Distinguished Order of Saint Michael and Saint George for services to the law.

Mr. Wilkin is an avid sports fan with notable cricket experience. He played cricket for Cambridge University in England for two seasons against the Counties and won a Cricket Blue. He later played cricket for the Leeward Islands and for the Combined Islands in the Shell Shield. He has also played football nationally for St. Kitts. |
### Name: Prof. Sir Hilary Beckles

**Role:** Member

**Profile:**
Professor Sir Hilary Beckles is the Vice-Chancellor of The University of the West Indies. Before assuming this office on May 1, 2015, he served the university as Professor of Economic History, Pro-Vice-Chancellor for Undergraduate Studies, and Principal of its Cave Hill Campus in Barbados for thirteen years (2002-15).

A former CWI Director, Sir Hilary is an avid cricket fan who has written extensively on West Indies cricket. Sir Hilary has had a distinguished career as an academic, international thought leader, United Nations committee official, and global public activist in the field of social justice and minority empowerment.

Sir Hilary is also a Director of Sagicor Life Inc and Life of Jamaica Limited.

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### Name: Mr. Deryck Murray

**Role:** Member

**Profile:**
Deryck Murray is a former West Indies cricketer who has served as a diplomat in the Foreign Service of Trinidad and Tobago 1978–1989. Mr. Murray has also worked in the financial services industry in the United Kingdom and in Trinidad and Tobago.

An alumnus of Queen’s Royal College (Port-of-Spain), he studied at Cambridge University where he was a cricket Blue, and at the University of Nottingham (UoN) from which he also received a Lifetime Achievement Award.

As a cricketer, Murray captained TT from 1976-1981, and was vice-captain of the West Indies teams that won the 1975 and the 1979 Cricket World Cups.

Mr Murray has been recently appointed as Trinidad & Tobago’s High Commissioner to Jamaica and is the current Chairman of the Commonwealth Advisory Body on Sport (CABOS).
<table>
<thead>
<tr>
<th>Name</th>
<th>Lynford Inverary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Role</td>
<td>Secretary</td>
</tr>
<tr>
<td>Profile:</td>
<td>Lynford Inverary holds the position of Business Planning Executive at Cricket West Indies. He has worked in cricket administration at Cricket West Indies for the past nine (9) years. During his tenure, Mr. Inverary has completed several projects across various areas of the business including finance, cricket operations and business planning. Lynford reports directly to the Chief Executive Officer. A passionate cricket fan, Lynford holds a bachelor’s degree in Management with a concentration in International Business from the University of the West Indies and a Master of Business Administration from the University of South Wales.</td>
</tr>
</tbody>
</table>
APPENDIX B – ORGANIGRAM OF PROPOSED STRUCTURE

Organigram for Reformed CWI Structure

CWI Shareholders

The Dispute Resolutions Committee

CWI Board of Directors

The Commercial Advisory Committee

CWI Executive

CWI Stakeholders Council

Nominations Committee

The Governance Committee

The Audit, Risk & Compliance Committee
## APPENDIX C – LIST AND RESPONSIBILITIES OF CURRENT CWI COMMITTEES

<table>
<thead>
<tr>
<th>Ref</th>
<th>Committee</th>
<th>Name of Chairman</th>
<th># of Members</th>
<th>Scope of Activity</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Audit, Risk &amp; Compliance</td>
<td>Wilbur Harrigan, Independent Member</td>
<td>7</td>
<td>Responsible for oversight of:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Reliability and integrity of the accounting principles and practices, financial statements and other financial reporting;</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Internal audit functions of the Company;</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Risk management functions and processes of the Company;</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Qualifications, independence and performance of the external auditors of the Company;</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• System of internal controls and procedures established by Management and the review of their effectiveness;</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td>• Company’s compliance with applicable legal and regulatory requirements;</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Company’s compliance with its Memorandum and Articles of Association and material contracts.</td>
</tr>
<tr>
<td>2</td>
<td>Human Resources Development</td>
<td>Dr. Kishore Shallow, CWI Vice President</td>
<td>8</td>
<td>• Strategic oversight of matters relating to the development, management and risks associated with the Company’s human resources with the main objective of creating a competitive human resource function for the organisation.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Operating as an overseer with accountability to the Board. It shall make recommendations to the Board for the latter’s consideration and approval.</td>
</tr>
</tbody>
</table>
Note: The Committee does not assume the functions of management, which remain the responsibility of senior officers and other members of management.

<table>
<thead>
<tr>
<th></th>
<th>Finance</th>
<th>Wilford Heaven, CWI Director</th>
<th>10</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Reviewing, prior to approval thereof by the Board of Directors, all financial statements of the company and the budget process, whether annual or periodic, and the external auditor’s report, if any, thereon and reporting to the Board of Directors if the same have been prepared in accordance with the laws to which the company is subject, and the policies from time to time adopted by the Board of Directors</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Reviewing returns of the company as may be required under the International Business Companies Act, Cap 291, of the British Virgin Islands;</td>
<td></td>
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<tr>
<td></td>
<td>Reviewing estimates and judgments that are material to reported financial information;</td>
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<tr>
<td></td>
<td>Ensuring that appropriate internal control procedures are in place and reviewing reports of the internal or external auditor relating to accounting and internal control practices and the response by management to recommendations by the internal or external auditor;</td>
<td></td>
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</tr>
<tr>
<td></td>
<td>In consultation with the Audit, Risk and Compliance Committee, meeting with the external auditor to discuss the annual statement and the returns and transactions referred to in this Scope of Activity</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Reviewing the competence and adequacy of the company’s staffing for accounting and financial functions.</td>
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</tbody>
</table>
- From time to time, reviewing the financial performance of the Company as per management reports and making recommendations on the same.

<table>
<thead>
<tr>
<th></th>
<th>Cricket</th>
<th>Enoch Lewis, CWI Director</th>
<th>15</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>4</strong></td>
<td>Reviewing and developing of playing conditions;</td>
<td>Developing rules and improvements to the game;</td>
<td>Classification of first-class matches;</td>
</tr>
<tr>
<td></td>
<td>The development of all formats of the game;</td>
<td>Women’s cricket and its development;</td>
<td>Receiving recommendations from the Umpires and Match Referees Sub-Committee;</td>
</tr>
<tr>
<td></td>
<td>Matters related to the development of the sport of cricket, including Kiddy Cricket, Grassroots Cricket, and Club Cricket;</td>
<td>Matters arising from Manager’s, Coach’s and Captain’s Tour reports;</td>
<td>Matters arising from Umpires and Referees reports and conferences;</td>
</tr>
<tr>
<td></td>
<td>Coaching Education;</td>
<td>The use of technology;</td>
<td>The Bowling Review process, including recommendations and reports;</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Umpires &amp; Match Referees</th>
<th>Azim Bassarath, CWI Director</th>
<th>7</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>5</strong></td>
<td>Evaluating and appointing umpires and referees for regional cricket;</td>
<td>Recommending umpires to the ICC for appointment to the 3\textsuperscript{rd} and 4\textsuperscript{th} Umpire positions in international cricket played in the West Indies;</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Communications &amp; Commercial Affairs</td>
<td>Richard Skerritt, CWI President</td>
<td>9</td>
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</tr>
<tr>
<td></td>
<td>• Recommending umpires and referees to the ICC International Panel of Umpires and referees.</td>
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<td></td>
<td>• Articulating the Company’s commercial strategy and, in consultation with Management, oversee the implementation of the Commercial Plan;</td>
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<tr>
<td></td>
<td>• Reporting to the board all matters relating to commercial affairs to the Board;</td>
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<td></td>
</tr>
<tr>
<td></td>
<td>• Monitoring the progress of the strategy to ensure that key targets are being met;</td>
<td></td>
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<tr>
<td></td>
<td>• Ensuring that the Company’s returns from exploitation of its intellectual rights and properties are maximized;</td>
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</tr>
<tr>
<td></td>
<td>• Growing traditional streams of revenue in accordance with the commercial strategy and the annual budget;</td>
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</tr>
<tr>
<td></td>
<td>• In consultation with management, developing a stream of non-traditional revenue to support the Company’s goals and objectives;</td>
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<td></td>
</tr>
<tr>
<td></td>
<td>• In consultation with Management, developing strategies to grow the brand;</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Seeking to create stronger cross marketing opportunities with territorial boards, national associations and clubs;</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Ensuring that the Company has effective communications strategies and tools to achieve its goals.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>International Fixtures</td>
<td>Ricky Skerritt, CWI President</td>
<td>8</td>
</tr>
<tr>
<td></td>
<td>• All relevant technical cricketing considerations as advised by the Head of the Cricket Department and/or the Head Coach;</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
- Logistical considerations and player welfare;
- Cost considerations;
- Weather;
- Compliance with WICB and ICC regulations; and
- Commercial Considerations.

<table>
<thead>
<tr>
<th></th>
<th>Ethics</th>
<th>Justice Winston Anderson, Independent Member</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>The role of the Ethics Committee (&quot;the Committee&quot;) is to be the arbiter of disputes under the CWI Code of Ethics for Directors, Committee Members and Employees. When exercising such jurisdiction, the Ethics Committee is independent of the Board, and its recommendations shall be regarded as highly persuasive.</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>The Ethics Committee is also charged with reviewing the ethical environment of the organization. The Committee accepts and reviews declarations of gifts and conflicts of interest.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Disciplinary Tribunal</th>
<th>Justice Winston Anderson, Independent Member</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>To serve as the Disciplinary Tribunal to consider and adjudicate on disputes and matters referred to it in relation to the Codes of Conduct of Team Players &amp; Officials, Umpires and Referees;</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>To serve as the arbiter to infractions on the Illicit Drug Policy; and to resolve disputes referred to the Tribunal by the Board.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Chief Executives</th>
<th>Johnny Grave, CWI CEO</th>
<th>11</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Channelling the concerns of the territorial boards and franchises to the Board of Directors and the Management of CWI;</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
• Assisting and advising the Chief Executive of CWI in the management and administration of the activities of CWI;
• Discussing the implications of board decisions, committee recommendations and policy to the territorial boards and franchises.

|   | Executive Performance Review | Ricky Skerritt, CWI President | 6 | Reviewing the performance of the Chief Executive Officer and Director of Cricket.  
*Note*: TOR to be developed |
|---|-----------------------------|-------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------|
| 12 | Medical Advisory            | Dr. Donovan Bennett, CWI Director | 7 | Fitness Standards  
Injury Prevention  
Injury Management  
Rehabilitation  
*Note*: TOR to be developed |
| 13 | NOC Review                  | CWI Vice President            | 5 | Reviewing and adjudicating upon requests for No Objection Certificates (NOCs) as required.  
*Note*: TOR to be developed |
APPENDIX C – COMMITTEE MEETINGS BUDGETED ANNUAL COSTS IN USD

<table>
<thead>
<tr>
<th>Committee</th>
<th>Cost Per Meeting</th>
<th>Cost Per Year</th>
<th>Meetings Per Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit, Risk &amp; Compliance</td>
<td>$400</td>
<td>$1,600</td>
<td>4</td>
</tr>
<tr>
<td>Finance</td>
<td>$700</td>
<td>$2,800</td>
<td>4</td>
</tr>
<tr>
<td>Human Resource Development</td>
<td>$10,900</td>
<td>$32,700</td>
<td>3</td>
</tr>
<tr>
<td>Cricket</td>
<td>$22,650</td>
<td>$90,600</td>
<td>4</td>
</tr>
<tr>
<td>Umpires &amp; Match Referees</td>
<td>$10,750</td>
<td>$21,500</td>
<td>2</td>
</tr>
<tr>
<td>Communications &amp; Comm Affairs</td>
<td>$13,500</td>
<td>$27,000</td>
<td>2</td>
</tr>
<tr>
<td>International Fixtures</td>
<td>$11,450</td>
<td>$22,900</td>
<td>2</td>
</tr>
<tr>
<td>Chief Executives</td>
<td>$15,700</td>
<td>$31,400</td>
<td>2</td>
</tr>
<tr>
<td>Exec Performance Review</td>
<td>$8,000</td>
<td>$8,000</td>
<td>1</td>
</tr>
<tr>
<td>Ethics</td>
<td>$8,525</td>
<td>$8,525</td>
<td>1</td>
</tr>
<tr>
<td>Disciplinary Tribunal</td>
<td>$6,900</td>
<td>$6,900</td>
<td>1</td>
</tr>
<tr>
<td>Medical Advisory</td>
<td>$500</td>
<td>$1,500</td>
<td>3</td>
</tr>
<tr>
<td>NOC Review Committee</td>
<td>nil</td>
<td>nil</td>
<td>nil</td>
</tr>
<tr>
<td>Total</td>
<td>$255,425</td>
<td></td>
<td>29</td>
</tr>
</tbody>
</table>