

NORFOLK CRICKET FOUNDATION CODE OF GOVERNANCE (APRIL 2025)

1. Introduction

1.1 The Norfolk Cricket Foundation (NCF) recognises the importance of good governance in promoting high performance, protecting against risk and generally managing successful organisations. Good governance also helps to ensure the confidence of stakeholders and the wider public.

1.2 The NCF's Board of Trustees ("the Director/Trustees") have always sought to apply the principles of good governance to the way they carry out their role. At the behest of the England and Wales Cricket Foundation (ECB), the Foundation have reviewed their governance arrangements and these are now enshrined in this Code.

1.3 This Code was adopted in **April 2025** and will be kept under regular review. It will also be published on the NCF website. It is operative from 14th April 2025.

2. Robust and Effective Structures

2.1 The NCF was formally registered as a Charitable Incorporated Company 'CIC' in February 2025, registered with both Companies House and the Charities Commission (formally the Norfolk Cricket Board which incorporated as a company limited by guarantee in February 2011). The Foundation has range of objectives related to the development of cricket in Norfolk. These objectives translate into a strategy mission that aims to 'Create a lasting, positive impact on the lives of individuals and communities in Norfolk through the power of cricket

2.2 With effect from December 2024 the NCF's membership is in Appendix 1 (paragraph 1) and there is provision in the NCF's Articles of Association provision for others (including individuals, clubs, leagues, organisations and cricket agencies) to apply to be a member. This membership entitles members to attend AGMs, to put forward resolutions and to call for a special general meeting.

2.3 With effect from December 2024 the Foundation of Director/Trustees will be constituted as set out in Appendix 1 (paragraph 2). The Foundation believes that this is of the right size to meet the NCF's requirements, effectively discharge its duties and have the appropriate balance of skills, experience, independence and knowledge.

2.4 The Foundation will ensure that (in line with ECB Governance Standards)

- At least 25% of its non-executive director/trustees are appointed by the Foundation through a Nominations Committee (see para 4.2)
- Director/trustees serve for a maximum term as indicated in Appendix 1 (paragraph 3)
- There is a staggered rotation of Foundation members in order to ensure continuity.

2.5 In exceptional circumstances, a director/trustee may be co-opted onto the Foundation if this is necessary to ensure that the Foundation has the skills and/or experience necessary to fulfil its role.

2.6 The Foundation has established, and will maintain, the following Committees

- Recreational Committee
- County Youth Committee
- Recreational Youth Committee
- Remuneration Committee
- Nominations Committee

The membership of these Committees and their Terms of Reference are set out in Appendix 2.

2.7 The Foundation may also establish other committees, either standing or ad hoc. Whenever doing so, it must also determine their membership and terms of reference.

3. Responsible Leadership

3.1 Subject to any overriding powers of the wider membership, the Foundation is the ultimate decision-taking body of the NCF and therefore exercises all powers of the NCF. In this respect, the Foundation exercises collective responsibility with no one director/trustee having the unfettered power to take a decision.

3.2 Without overriding the Foundation's collective responsibility, one of its non-executive director/trustees must be appointed to oversee the NCF's safeguarding arrangements.

3.3 The Foundation will also consider, and keep under review, the desirability of appointing other director/trustees to oversee, champion or lead on specific areas of their responsibilities.

3.4 A written statement of the Foundation's roles and responsibilities is contained in Appendix 2. In particular, it is the Foundation's role to set, support and monitor the NCF's strategy and performance, mission, values and culture, including county-wide plans that are aligned to ECB strategies. This statement also seeks to ensure a clear division between the Foundation's strategic and oversight roles and the operational role of staff.

3.5 For organisations such as the NCF, with a Chair and a chief executive officer (in the NCF's case, their Cricket Development Director), it is important to define the respective roles, and Appendix 3 therefore sets out this division of roles.

4. Effectiveness and Inclusivity

4.1 The NCF has in place a formal and transparent process for appointing non-executive director/trustees that considers the skills and experiences required on the Foundation. This process is set out in Appendix 4.

4.2 To assist in this process, the Foundation have a Nominations Committee comprised as, and with the terms of reference, set out in Appendix 2. This Committee will normally be chaired by the Foundation's Chair except that in the case of the appointment or reappointment of

the Chair, this role will be exercised by another director/trustee who has been appointed to the Foundation on the nomination of the Nominations Committee (ie an Appointed Director/trustee).

4.3 The members of the Nominations Committee must be appointed from time to time by the Foundation.

4.4 The NCF have in place, and will maintain, a target of a minimum of 40% of each gender on the Foundation; and will take all appropriate action to encourage the achievement of this target. (in line with ECB CPA Requirements)

4.5 The NCF have in place, and will maintain, a target for diversity on the Foundation that reflects its local communities and population demographics; and will take all appropriate action to encourage the achievement of this target. (in line with ECB CPA Requirements)

4.6 More generally, the NCF commits to, and will identify, appropriate actions to progress towards greater diversity in general on the Foundation including (but not limited to) gender, ethnic diversity, age, disability, social background and skills; and in this respect will show consideration for its local demographics and priority activities.

5. Good Practices and Behaviours

5.1 In order to ensure that the NCF follow good government practices and behaviours the Foundation have in place the Code of Conduct set out in Appendix 5. Its key elements are that director/trustees must always act

- In the NCF's best interests,
- With integrity, selflessness, objectivity, accountability, openness, honesty and leadership; and
- In a manner consistent with their legal duties.

5.2 Prior to appointment Foundation members must provide the NCF with a **Declaration of Good Character**.

5.3 The Foundation will meet at least four times each year and more if that is necessary to carry out its responsibilities. They must maintain a proper record of their meetings and of decisions taken.

5.4 The Chair must proactively address and manage conflicts of interest amongst the Director/trustees in accordance with a formal Conflicts of Interest Policy.

5.5 The Foundation commits to following practices that encourage

- Open dialogue and debate amongst Foundation members
- Evaluation and consideration of relevant evidence, and
- Clear expectations with respect to the running of Foundation meetings.

5.6 The Foundation, led by the Chair, will undertake, maintain a record of, and act upon, an annual evaluation of its own skills and performance, both collectively and as individuals. The evaluation of the Chair will be led by a relevant Foundation member.

5.7 On appointment, each Foundation member must be given a full induction and a copy of this Code of Governance.

6. Transparency, Accountability and Engagement

6.1 The NCF will publicly disclose up-to-date, fair and accurate information on its governance, structures, people, strategy, performance and finances on its website, including an annual report and financial statements.

6.2 The NCF strongly commits to engage with, listen to and respond to its members and other stakeholders, and will undertake the appropriate actions to meet this commitment.

6.3 The NCF will also carry out a regular staff and volunteer survey, communicate its results and act on the learnings from it.

7. Risk, Assurance and Stewardship

7.1 The Foundation will maintain a risk register and systems for identifying, assessing and managing risk (including safeguarding, player welfare, health and safety and financial risks). The Foundation will also review the risk register every six months.

7.2 The Foundation will continue to actively plan and monitor the financial position of the Foundation and the NCF's financial performance against an annually approved budget and a financial forecast.

7.3 The Foundation will continue to have in place appropriate and proportionate financial and operational policies and procedures.

8. Legal and Regulatory Compliance

8.1 The Foundation will continue to ensure that both individually and collectively they understand the NCF's legal and regulatory obligations (including those relating to data protection and data security and those specific to sporting bodies such as safeguarding, anti-doping and those set out in ECB Rules and Regulations and County Partnership Agreement 'CPA' Standards).

8.2 The Foundation will continue to have in place appropriate policies and procedures that ensure compliance with these obligations.

8.3 The NCF will continue to prepare annual accounts which comply with requirements as set out by Charities Commission and Companies House.

9. Review

The Foundation will review this Code at least as regularly as every four

APPENDIX 1 - MEMBERSHIP OF THE NORFOLK CRICKET FOUNDATION AND BOARD OF TRUSTEES

1. Membership of the Norfolk Cricket Foundation from February 2025

- The Norfolk County Cricket Club
- The Norfolk Cricket Alliance
- The Norfolk Cricket League
- The Mid Norfolk Sunday League
- The Norfolk Association of Cricket Officials
- The Recreational Committee
- The County Youth Committee
- The NCF Chair
- The NCF Vice Chair
- The NCF Secretary
- The NCF Cricket Development Director
- The NCF Lead Safeguarding Trustee

2. Membership of the Foundation of Directors/Trustees from February 2025

- Non-executive director/trustees appointed by the Foundation, such appointments ordinarily to be made following a procedure that involves open advertisement and interview by the NCF's Nominations Committee, and ratification by the membership of the NCF. It is anticipated that there will be seven to nine non-executive director/trustees appointed in this way.
- The NCF Lead Safeguarding Trustee
- One person appointed by the Norfolk County Cricket Club
- Up to two persons co-opted by the Director/trustees

3. Maximum terms of membership for Foundation members

Subject to the exceptions below, a director/trustee may serve on the Foundation for a maximum of either

- Four terms of two years;
- Three terms of three years; or
- Two terms of four years.

The only exceptions to the above are that

- A director/trustee may serve on the Foundation for a maximum of twelve years if appointed as the NCF's Chair
- Subject to that, the Chair shall be appointed for a maximum of six years
- A director/trustee appointed in an ex officio capacity may serve on the Foundation for the duration of their holding the relevant office
- In exceptional circumstances and with the agreement of the Foundation, a director/trustee or Chair may hold office for a further year
- Where a director/trustee has completed their maximum term, a minimum period to be determined by the Foundation must elapse before they are eligible to serve as director/trustee again
- When a director/trustee has completed their maximum term, the NCF have the discretion to consider how to retain their skills and experience through approaches such as non-voting Foundation advisers, mentors or committee members.

APPENDIX 2 - TERMS OF REFERENCE OF THE FOUNDATION OF DIRECTORS AND COMMITTEES

1. Terms of Reference of the Foundation

- Agree the NCF's policies, protocols, strategies, budget and action plans
- Ensure the NCF's policies are aligned to national ECB strategies
- Agree the NCF's staffing structure and be involved in the appointment process
- Monitor the NCF's mission, values and culture
- Monitor performance against the annual delivery plans
- Monitor financial performance against the agreed budget
- Agree proposals to enter arrangements that involve significant partnership working
- Agree significant proposals to enter arrangements for the supply of goods and services and the provision of premises for the NCF's activities
- Receive and scrutinise reports on the NCF's activities.

2. Recreational Committee

Membership

A Chair appointed by the Committee and a Secretary together with representatives of

- Norfolk Cricket Alliance
- Norfolk Cricket League
- Mid Norfolk Sunday League
- East Anglian Premier League
- Friendly Alliance
- Seniors cricket
- The Norfolk Association of Cricket Officials
- NCF Women & Girls Cricket Lead
- As well as the County Safeguarding Officer

The relevant lead NCF Director/trustee will also be entitled to attend when the Committee considers any of the NCF's key priorities.

There may also be circumstances when the Foundation Chair should attend.

Terms of Reference

- Secure effective relationships between all parts of the Norfolk cricket network
- Ensure that the NCF's work is informed by full knowledge of all areas of recreational cricket
- Through regular review, support the delivery of the NCF's key priorities
- Advise the Director/trustees on disciplinary procedures and issues (but not on individual cases) including arrangements for dealing with disciplinary matters within the NCF's ambit
- Advise the Director/trustees on whether to approve changes to the Constitution and General Rules of the NRCA (this role to be appropriate for performing through a sub-committee)

4. County Youth Committee

Membership

The Executive Committee comprises

- An independent Chair
- An independent Secretary
- The NCF's Cricket Development Director/trustee, Cricket Development Officer, County Safeguarding Officer, Performance Manager and Sponsorship Co-ordinator
- Representatives of the CAG managers

The Managers Committee includes the above plus all the CAG Managers.

Terms of Reference

Executive Committee

1. Ensure transparency and governance of the County Age Group programme
2. Meet at least twice per annum with reports from Chairman, CDD, Performance Manager, FONYC, Welfare – all documented by minutes
3. Agree the appointment of Managers for each age group including budgets
4. Agree annual winter programme, appointment of coaches and pay rates
5. Agree annual awards – Caps, Louis Brooks, Girls, Boys, Performance & Services
6. Agree summer match programme including ECB competitions and summer tours
7. Agree on kit supplier for county age group teams
8. Set date and agree format for annual presentation dinner
9. Through the Performance Manager oversee the day to day running of the CAG and EPP programmes
10. Deal with welfare/disciplinary matters.

Managers Committee

1. Meet at least twice per annum – ideally March and September to review and report individually on the winter training programme and summer match programme
2. Receive Executive Committee reports as above including presentation dinner
3. Decide Nominations for all award winners – especially caps to Performance Manager
4. Ensure professionalism whilst running age-group sides
5. Consider welfare/disciplinary matters.

5. Remuneration Committee

Membership

Chair and Vice-Chair of the Foundation and a minimum of two other Foundation members

Terms of Reference

- To make recommendations to the Foundation on
 - the annual pay review for staff
 - the hourly rate to be paid to the Foundation's casual coaches and to self-employed coaches
 - matters relating to staff terms and conditions of service not covered by the next bullet point

- to agree minor variations to staff terms and conditions of service that have no significant financial or other implications

6. Nominations Committee

Membership

The Committee will comprise three to five members of the Foundation each appointed by the Foundation. The majority of the Committee must be Appointed Director/trustees ie themselves appointed on the recommendation of the Nomination Committee.

The Foundation's Chair will normally chair the Committee. However, when the Committee is considering the appointment or re-appointment of the Chair, it will be chaired by one of the Appointed Director/trustees.

Terms of Reference

To lead the appointment process and make recommendations to the Foundation for all Appointed Director/trustees and in doing so must consider

- The skills, experience, independence and diversity required on the Foundation
- Representation of its membership and stakeholders
- The need to publicly advertise vacancies.

APPENDIX 3 - ROLES OF FOUNDATION CHAIR AND CRICKET DEVELOPMENT DIRECTOR/TRUSTEE

Role of Foundation Chair

- To provide leadership for the NCF and the Foundation
- To chair and facilitate Foundation meetings
- To liaise regularly with the Foundation's Cricket Development Director/trustee (CDD) and to consult the CDD on matters of strategy, finance and HR
- To represent the NCF at appropriate events, meetings and functions
- (when representing the NCF at the ECB, Recreational Assembly and similar meetings) to seek and represent the collective view of the Foundation
- To act as the spokesperson for the NCF where appropriate
- To oversee the CDD activities in the context of the implementation of NCF strategy and policies
- To maintain careful oversight of any risk to reputation and / or financial standing of the organization
- To receive informal progress reports of the NCF's work and financial performance
- To line manage and review the performance of the CDD.

Role of Foundation's Cricket Development Director/trustee

- To implement and deliver the Foundation's strategies and plans and generally to carry out the Foundation's activities, in accordance with their agreed policies and within the agreed budget
- To prepare policies and plans for agreement by Director/trustees (but recognising that in appropriate cases it may be agreed that a director/trustee will take the lead and work in consultation with the CDD)
- To advise the director/trustees on issues that may have a significant impact on the Foundation's activities
- To provide the Foundation with appropriate, timely and accurate information to support strategic decision-making and oversight
- To provide regular reports to the director/trustees regarding NCF activities and programme delivery including successes and issues
- To provide regular updates to the director/trustees on financial performance as against the agreed budget
- Together with the Chair, to refer to the Foundation any day-to-day issues that arise that cannot be resolved together by the CDD and Chair
- To line manage the NCF's employed staff and to have management oversight of the NCF's employed and contracted coaches.

In the event of any unresolved uncertainty as to the application of the above in a particular case, the matter will be referred to the Foundation Board of Trustees for decision.

APPENDIX 4

PROCESS FOR THE APPOINTMENT OF APPOINTED DIRECTOR/TRUSTEES

The following process will apply:

1. The Foundation will seek interest in vacancies via the NCF and ECB websites and Active Norfolk (or their equivalent); by writing to the member organisations of the NCF; and through other means relevant to the vacancies they are seeking to fill. At the same time, the Foundation will set out the attributes, skills and experience they are seeking from applicants.
2. Interested persons must submit to the Foundation a short CV and explain how they consider they demonstrate those attributes, skills and experience.
3. Applicants will be interviewed by the Nominations Committee who will make recommendations to the NCF based on their assessment against the vacancy criteria.
4. The Nominations Committee will make only one recommendation for each vacancy.
5. The Foundation will confirm (or otherwise) recommendations in a formal meeting on which this is on the agenda. In special circumstances, the decision may be taken by email.
6. The membership of the NCF will in general meeting or by other means ratify (or otherwise) any appointment made by the Foundation under paragraph 5.

CO-OPTED DIRECTOR/TRUSTEES

As indicated in paragraph 2.5 of this Code the Foundation may in exceptional circumstances co-opt a director/trustee.

Such co-option will last only until the next following AGM so that for a co-opted director/trustee to then continue in office the process set out above must be followed.

APPENDIX 5 - CODE OF CONDUCT FOR DIRECTOR/TRUSTEES

Introduction

This Code of Conduct sets out the standards of behaviour that the Norfolk Cricket Foundation (NCF) expects of its director/trustees. The aim is to ensure that

- The NCF is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with staff and others who work for the NCF is productive and supportive.

The Code of Conduct

1 Selflessness

In carrying out their role director/trustees should always act in the NCF's best interests and never in order to gain financial or other benefits for themselves, their family or friends or any organisation to which they belong.

2 Integrity

Director/trustees should never conduct themselves in a manner that might damage or undermine the NCF's reputation. More particularly

- Director/trustees should not place themselves under any obligation to outside individuals or organisations that might seek to influence them in the performance of their role
- Should avoid accepting gifts and hospitality that might be thought to influence their judgement; and to declare to the NCF any gift or hospitality exceeding £50 in value received in connection with their role.

3 Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, director/trustees should ensure that their decisions are based solely on merit.

In arriving at decisions in areas where they do not themselves have expertise, director/trustees should consider the need to obtain external advice.

4 Accountability

Director/trustees must always act in accordance with the law and the NCF's Articles of Association. In this respect, a note on the legal duties applying to NCF director/trustees is attached.

In addition, director/trustees are accountable to the members of the NCF and other stakeholders for their decisions, the NCF's effectiveness and its performance.

5 Openness

Director/trustees should ensure that confidential information and material, including material about individuals, is handled in accordance with due care, so that it remains confidential.

Director/trustees should also be as open as possible about their decisions and the actions they take. As far as possible they should give reasons for their decisions and restrict information only when the wider interest requires it.

6 Honesty

Director/trustees have a duty to avoid any conflict of interest, and more on this is contained in a note separately provided to director/trustees. In addition, director/trustees should recognise that conflicts can arise not only when they are directly affected by a decision but also when it affects a member of their family, friend or organisation to which they belong, more than the generality affected by the decision.

Director/trustees are also required to register with the Foundation details of any director/trusteeships or senior level positions with other organisations or other significant associations within cricket. Any changes should be notified as they arise and in addition the Foundation will write annually to director/trustees to confirm the up-to-date information.

7 Leadership

Director/trustees should demonstrate and promote good leadership and in particular should

- Strive to attend all Foundation meetings; ensure that they prepare for and contribute appropriately and effectively; respect the views of others and the authority of the person chairing the meeting; and ensure that all decisions are made in the NCF's best interests
- Be willing to participate in the NCF's activities outside of formal meetings and to represent the NCF at outside meetings and events
- Be careful not to undermine decisions made on behalf of the NCF whether by the director/trustees themselves or by staff
- Recognise and respect the difference in roles between director/trustees and staff ensuring that all work effectively and cohesively for the NCF's benefit
- Ensure that appropriate policies are in place and that NCF finances are regularly reviewed
- Abide by the NCF's policies including those relating to safeguarding, equal opportunities, diversity, health and safety, bullying and harassment
- Ensure that when speaking or writing as a director/trustee comments reflect NCF policy
- Strive to uphold the NCF's reputation when speaking privately
- Treat everyone with respect and in a fair and equal manner
- Always act professionally and be polite, helpful, open and honest in all our dealings

8 Breaches of the Code

In cases where there is a concern that a director/trustee has breached this Code, the matter will be reviewed by the chairman and another director/trustee, or two director/trustees appointed by the chairman, who will make a recommendation to the other director/trustees. If the concern relates to the Chair then the Vice-Chair will fulfil the Chair's role.

Any sanctions will be decided by the director/trustees including requiring the director/trustee to resign. The director/trustee about whom the concern was raised will not take part in the decision and may be excluded from any part of the director/trustees' deliberations.

Director/trustee's Declaration

I declare that

- I undertake to fulfil my responsibilities and duties as a director/trustee of the NCF in good faith and in accordance the law and the NCF's objects, mission and values
- I will make known any interest in any matter under discussion in which may give rise to a conflict and withdraw from the room and not participate in the discussion or decision-making, unless the remaining director/trustees agree otherwise
- I will abide by the NCF's Code of Conduct for director/trustees
- In the event of my breaching the Code I am prepared to accept any sanction determined by the other director/trustees.

Signed

Date

Name of Director/trustee