

### Corporate Integrity policies

In its responses to Recommendations arising from an audit by Sport Northern Ireland approved by the Board at its meeting of 22<sup>nd</sup> June 2011, Cricket Ireland undertook as follows.

- A document specifying the roles and responsibilities of the Board and Officers of CI will be prepared for consideration and approval by the Board
- A formal risk management policy will be prepared for consideration and approval by the Board (a risk register is already in place)
- A formal policy in relation to the receipt of gifts and hospitality will be developed for consideration and approval by the Board
- Draft documents accordingly for consideration by the Board are at Appendices 1-3 following

CI also undertook to consider introducing a record of Directors' interests (on the basis that Directors should complete a record of interests, which should be maintained by CI and updated as necessary).

This was duly considered at the Board meeting of 22<sup>nd</sup> June 2011 at which it was decided that a more appropriate course would be for Directors to complete a statement annually stating, if it is the case, that their outside interests did not involve a conflict or potential conflict in relation to their position in CI, or, where a conflict or potential conflict is considered to exist, what the relevant interest and conflict/potential conflict is, and how the Director proposes to deal with it (for example, by refraining from involvement in CI consideration of relevant matters).

A draft statement for consideration by the Board is at Appendix 4.



**Directors:** David Williams (Chairman), Roger Bell, Joseph Doherty, Leo Durity, James Joyce, Jerry Liston, Bob Magee, Ross McCollum, Matthew Sheridan, Brian Turtle, Brian Walsh.

**President:** Richard Johnson. **Chief Executive:** Warren Deutrom.

Cricket Ireland is the trading name of Irish Cricket Union Limited, a limited company incorporated under The Companies Act 1963 to 2006. Company number: 452651.

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## **Appendix 1**

### **Roles and Responsibilities of the Board and Officers of Cricket Ireland**

#### **1. Role of the Board**

The Board meets regularly so as to provide strategic leadership to the Company, exercise effective control over the organisation, and monitor executive management and performance. The Board is wholly non-executive and comprises nominees of the constituent Unions and “independent” Directors. The primary responsibility of all Directors is to act in the best overall interest of Cricket Ireland at all times – it is appropriate to recognise, however, the particular importance of the contribution of the “independent” Directors in this area. Specific responsibilities of the Board are:

- To provide vision, leadership and direction for the Company, normally through the consideration and approval of Strategic Plans
- In this context, to define the Company’s mission, decide its strategic goals and approve policies to achieve those goals
- To ensure that the Company is well managed and that a proper balance is maintained between the respective roles of Board and Management
- To set performance targets and, in particular, to approve and monitor the Annual Operating Plan and Budget
- To ensure that the Company behaves ethically and in a manner that accords with its core values as determined in the Strategic Plan
- To define and promote the Company’s role in the community by consulting its stakeholders and informing the public in an open accountable manner
- To agree the Chief Executive’s performance objectives in consultation with him

#### **2. Role of the Chairman**

The Chairman has responsibilities additional to those of other Board members, particularly in relation to leadership and the conduct of meetings. These include:

- Providing leadership and strategic direction to the Board
- Ensuring that Directors understand their corporate roles and responsibilities, in particular in relation to the declaration of potential conflicts of interest
- Planning the work of the Board with the Chief Executive/ Company Secretary
- Ensuring that the Board carries out its functions efficiently and effectively, in particular that all planned business is dealt with, that appropriate authority is delegated to Board Committees and Management, that all Directors are given the opportunity to express their views, and that the Board receives external professional advice when needed
- Developing an effective working relationship with the Chief Executive, and
- Reporting on important aspects of Company operations in the Annual Report.

### **3. Role of the Chief Executive**

The Chief Executive is responsible for managing the day-to-day operations of the Company on behalf of the Board. As head of the executive, he is accountable to the Board and is expected to:

- Carry on, manage and control generally the administration and business of the Company
- Present a strategic plan (for periods approved by the Board) to the Board for consideration
- Present an annual business plan to the Board for consideration and implement the approved plan
- Monitor performance and hold his staff accountable
- Ensure that the Board has timely and accurate information to enable it to fulfil its functions
- In relation to matters reserved to the Board, bring forward comprehensive proposals for consideration by the Board
- Advise the Board on risk identification, measurement and mitigation strategies
- Provide effective leadership for the Company's staff and efficient deployment of its resources, including human resources
- Ensure that the systems, procedures and practices of the Company are fit for purpose, and
- Report to the Board regularly on the Company's operations and performance

### **4. Role of the Company Secretary**

The role of the Company Secretary comprises:

- Ensuring that the provisions of the Companies Acts, as they apply to the Company, are complied with
- Contributing to the smooth running of the Board's activities by assisting in the setting of agendas for Board meetings, ensuring appropriate arrangements for the circulation of papers to the Board in a timely manner and for the preparation of minutes of meetings for consideration by the Board, and advising on Board procedures
- Acting as a point of contact and source of advice and guidance for Directors as regards the Board and its activities
- Ensuring that relevant corporate governance standards, where applicable, are observed
- Dealing, in concert with the Chief Executive, with governance issues, and
- Monitoring the implementation of Board decisions

## **5. Role of the Chair of Finance**

The role of the Chair of Finance comprises:

- Overseeing the financial affairs of the Company generally,
- Presenting Budgets and Management Accounts to the Board on a regular and timely basis,
- Ensuring that financial processes and procedures are fit for purpose and properly implemented,
- Participating in ongoing Management review of financial matters,
- Liaising as necessary with the independent auditors, and
- Acting as advisor to the Board on financial matters generally.

## **6. Board/Management Relationships**

The Board is wholly non-executive and it is clearly essential that effective governance and reporting links are maintained between Executive Management and the Board. These are achieved in the following manner:

- The Chief Executive attends all Board meetings
- A rolling 4-5 year Strategic Plan is considered and approved by the Board
- An Annual Operating Plan and Budget is considered and approved by the Board
- A comprehensive Management Report is issued to Directors and considered at each Board meeting
- All projects involving material capital investment, significant service proposals, and positions on material compliance issues must be pre-approved by the Board
- A Board Finance Committee keeps all financial matters under review

Furthermore, in order to ensure a continuing strong link between the executive function and the Board, the Chairman takes an active role in the affairs of the Company by liaising with the Chief Executive on a regular basis, for example, in the development of policies and procedures and in compliance related issues.

## **Appendix 2**

### **Cricket Ireland Risk Management Policy**

#### **Introduction**

Cricket Ireland, in pursuing its objectives, is exposed to a variety of strategic, operational and financial risks which may arise from either internal or external sources. In accordance with good governance, the Board has developed this policy document on identifying, evaluating and managing the risks the Company faces. Effective risk management assists the Board in improving the Company's strategic, operational and financial performance.

#### **Risk Management Cycle**

The Company will identify risks and implement an action plan to address the risks in a systematic manner. The Board will consider and specify the Company's "risk appetite" in relation to major risk categories.

Risk management will be a regular agenda item for the Board.

In developing an appropriate risk management framework, a process based on the standard risk management cycle will be implemented, ie risk identification, risk reporting, risk assessment, risk mitigation, and risk monitoring. The process will be formalised in a Risk Register.

#### **Risk Reporting and Review**

The Board will receive regular reports from Management (at least twice yearly) on developments in relation to risk and risk mitigation and will consider proposals for changes to the Risk Register arising therefrom.

The Board will on an annual basis assess the identified risks and mitigation plans. Risk assessment will be based on the criteria of impact, likelihood of occurrence, and effectiveness of existing controls. The resulting overall risk rating will be assessed on a high/moderate/low scale.

Risk reporting will identify issues that need to be reviewed from time to time, issues that need constant monitoring by Management, responsibility for overseeing the risk, and issues that require immediate attention by Management.

The Board will on an annual basis formally review the risks specified in the Risk Register and the management plan for mitigating the identified risks.

### **Appendix 3**

#### **Cricket Ireland Policy in relation to Receipt of Gifts and Hospitality**

As a general rule, Directors and staff of Cricket Ireland should not accept personal gifts or hospitality arising from their roles in Cricket Ireland. Exceptions are permissible in the case of gifts/hospitality of low value (up to €100) where these arise in the course of normal business exchanges.

Details of gifts/hospitality accepted should be disclosed, in the case of Directors, to the Board at its next regular meeting and, in the case of staff, by the Chief Executive to the Board at its next meeting.

## Appendix 4

### Annual Statement by Directors of Cricket Ireland in regard to Conflict of Interests

#### Name of Director:

Having reviewed my interests outside of Cricket Ireland, I do not consider that any conflict/potential conflict with my directorship of Cricket Ireland arises from those interests.\*

Having reviewed my interests outside of Cricket Ireland, I consider that the following conflict(s)/potential conflict(s) with my directorship of Cricket Ireland arises from those interests (specify) and I propose to deal with these conflict(s)/potential conflict(s) in the following manner (specify).\*

Where a change in circumstances arises during the year, I will advise the Chairman accordingly.

Details (where applicable):

\*Delete whichever is inapplicable.

Signature of Director:

Date: