Governance of Durham Cricket Foundation

Durham Cricket Foundation (**DCF**) is a registered charity. The foundation has existed since 2009, but formally merged with the Durham Cricket Board on the 1st June 2024. The Articles of Association (the Articles) are adopted by a special resolution dated 1st June 2024.

Board

The Board is made up of up to 12 members. There is a Chair who is appointed using the process set out in article 19 of the Articles of Association (the Articles). The Chair is responsible for seeking and representing the collective view of the Board, both at and (as necessary), between, meetings of the trustees.

Permanent appointments to the Board are:
The CEO of Durham Cricket CIC (**CIC**)
The Finance Director of Durham Cricket CIC
All other directors are non-executive members and are appointed via the Nominations Committee and are subject to the term limits set out below.
The Chief Executive Officer of Durham Cricket Foundation is a permanent attendee, but not a trustee

The Nominations Committee is chaired by the Chair and the procedure for appointment to the Committee is set out in Article 17 of the Articles. The Nominations Committee currently consists of Mike Smith, Ian Dawson and one other, but the position is currently vacant.

When a new board member is to be recruited, the need for such is identified at board level and then the Nominations Committee is tasked with finding that new member. An external consultant can be appointed to publicly advertise and commence the search process and produce a shortlist of candidates (following a briefing as to the skills and interests required and with a view to the independence and diversity required on the Board). The candidates are then interviewed by the Nominations Committee, and an appointment is made.

At the first Board meeting following their appointment, the term limit is selected for each non executive Board member (in consultation with that member). The term limits are either:
2 terms of 4 years (2x4 on the org chart)
3 terms of 3 years (3x3 on the org chart)
4 terms of 2 years (4x2 on the org chart)

As part of the recruitment process, the external consultant will be required to undertake appropriate background checks including a DBS check. Upon appointment, all Board members are required to sign a Declaration of Good Character and Code of Conduct.

The Board has created the following committees:

- Nominations Committee – to supervise nominations to the Board
- Finance and Remuneration Committee – to make a recommendation to the Board regarding the remuneration of staff of DCF; to review and monitor the financial position of DCF and report to the Board at each meeting, including checking and challenging the Finance Director as necessary
- EDI Committee – to ensure equality, diversity and inclusion within all aspects of DCF
- Cricket Committee - covered in detail below

The Board nominates one of its number to lead each Committee. Staff and other Board members from DCF may be co-opted onto any committee as required by the Board member appointed to lead that Committee. Each Committee may also select external representatives who advise the Committee as required from time to time on specific issues.

Terms of reference have been produced for each committee.

Membership
The Members of DCF are a maximum of two, as governed by Article 5. CIC is one member and the other member is appointed by Special Resolution of the Board. There is no second member currently.

Members should meet once a year at an AGM which is normally convened at the beginning of each calendar year.

Management team
In order to ensure the smooth running of the DCF we have a management team. An organisational chart is available for DCF, to confirm the structure in place from time to time.

Day to day management of DCF is conducted by the management team. They meet weekly in order to discuss immediate past and upcoming projects, as well as suggested initiatives. As and when required, team members from DCF are specifically mentored by Board members. This is shown on the Board org chart.

DCF then breaks down further as is set out in the staffing structure.

Each staff member at DCF has a monthly 121 (or more frequently as required) with an immediate supervisor.

All staff members of DCF have an annual appraisal.

There is a Cricket Committee (**CC**) which consists of the CEO, Operations Manager, representatives of all member leagues (as chosen by those leagues) and the associations (officials, ground staff and coaches), again as chosen by those associations. Staff members are invited to CC meetings which are held quarterly and organised by the Foundation. The purpose of the CC is to:

- Connect all key major stakeholders of cricket in Durham
- Share good practice
- Ensure synergy of programmes across the game
- Provide regular communications and updates

Financial controls
The Finance Director produces a report for each Board meeting.

Governance meetings
The Board meets approximately every 8 weeks (on at least 14 days' notice) or more often as is necessary. The quorum is 2 Board members. The format of Board meetings is that an agenda and the previous minutes are circulated prior to each meeting, together with any specific information that requires consideration.

Regular updates are provided to the Board via email and via the Teams channel, with emails and reports prior to and at board meetings. In addition, management team representatives attend board meetings as required in order to update the board on safeguarding, discrimination, marketing & comms and staff team programme updates such as Chance to Shine etc.

An AGM is held at the beginning of each calendar year.

Safeguarding and anti-discrimination

Safeguarding is managed by the Head of Safeguarding and Anti-Discrimination. There is a board lead who mentors the Head of Safeguarding and Anti-Discrimination, and they meet at least quarterly or more often as required.

The Durham Cricket Foundation has fully adopted ECB Safeguarding and Equity policies and the anti-discrimination code of conduct.

Risk

A risk register is in production by the Chair and all risk will be scored. This will be reviewed annually between the Chair, CEO and the board member who mentors in relation to governance and compliance, who are the members of the Risk and Audit Committee.

Planning

A half to full day strategy and planning meeting is held annually, towards the beginning of each calendar year. This is used to identify what the strategy for the coming year should be, discuss KPIs, logistics and how board can best provide challenge and support. The performance over the previous year is reviewed and discussed. The mission, values and culture of the Board are reviewed, as well as ensuring that the strategy is aligned with the national strategy of the ECB.

Whilst strategy is set by the Board, including methods of evaluation such as KPIs, as referenced above, the implementation of the strategy and achievement of the KPIs is then delegated to the management committee and onwards by them to the staff team at DCF as appropriate.

The planning session should also review the succession plan for DCF (at a Board and management level) and consider whether future leaders should be identified and/or mentored in order to provide for future growth and success.