



Policy for the Co-option of Non-Executive Board members

1. Introduction

Cricket Wales (CW) is committed to ensuring the effective management of the Recreational Game throughout Wales whilst simultaneously working in partnership with Glamorgan County Cricket Club (GCCC) to provide a pathway for all age groups to progress to the professional game.

CW is committed to ensuring a vibrant, diverse, and effective Board. Co-option is also seen as a tool for expanding current Board expertise, and self-improvement of an individual.

1.1 General Conditions of Co-option of Non-Executive Board Members (NEBM)

The Board is empowered to co-opt or remove co-opted members. Co-opted Board memberships will be used to address the lack of skills and knowledge or experience in particular key areas. Any decision to use co-opted Board members will be made by the Board, following proposal /recommendation from the Nominations Committee.

Subject to individual Terms of Reference, the Board can co-opt to the Board or to a sub-committee anyone who it deems is suitable to become a Board Member or member of a sub-committee.

Co-optees do not need to be Members or Affiliated to CW but they can only serve as co-optees on the Board or sub-committee for a maximum of twelve months or until the next annual general meeting or until otherwise removed from the Board in line with CW Articles, they resign.

A person co-opted to the Board is permitted to serve on a relevant sub-committee but cannot be the Chair of a sub-committee.

A person appointed as a co-optee shall undertake the role of Board Member or member of a sub-committee and accordingly will be subject to the duties and expectations of a Board Member.

Co-optees can take part in discussions at the Board or any sub-committees but do not have voting rights.

A co-optee will have to be an eligible person under the Company's Articles and should bring a specialist expertise or knowledge to the area to the Board has identified where it is required.

Should the Co-opted member be unable to attend any meetings, there is no right for them to send a substitute in their place.

2. The Policy

This policy sets out the procedures to be followed, to ensure there is compliance, continuity and consistency in the co-option of Board Members to CW.

This Policy will be managed by the Nominations Committee and reviewed at least every 2 years.

2.1 Process

The Co-option of Non-Executive Board members (NEBM) may occur in the following instance where a gap in critical skills or experience has been identified, which may be on a temporary basis, potentially for a specific identified project, or business need.



The Board may recruit by means as deemed appropriate, and appoint as per this policy.

The process should minimally include a minuted record of why the appointment was identified and a justification for the appointment of a candidate. The minutes should formalise the role, term and expectations, and annex a formal appointment letter for reference.

2.2 Eligibility

To be considered for co-option as a Non-Executive Board Member a candidate must be able to demonstrate an evidence of the identified required skill set or experience.

2.3 Recruitment/Application

The vacancy advertised as required. Members of CW may signpost the vacancies and processes to any suitably qualified candidates.

Although there are no statutory requirements candidates may be requested to:

- Submit information about themselves by way of short application form CV or covering letter
- Agree to a DBS check
- Disclose any bankruptcy or IVA's
- For certain roles, unspent conviction details could be required.

Where appropriate interviews may be conducted to identify the most suitable candidate for the identified role. Interviews and any short-listing process will be carried out by the Nominations Committee.

Co-opted Non-Executive Board members will be appointed by agreement of the Committee.

3.1 Responsibilities

Co-opted Non-Executive Board members may be required to be complete induction or training as part of their role on either the board or a sub-committee.

Co-optees will also be required to complete the following information:

- Code of Conduct compliance
- Declaration of interest/good character
- Equalities monitoring form
- References
- Board Member Appraisal (as appropriate)

3.2 Board Attendance

The commitment to the Board includes attendance at all Board meetings (unless there are extenuating circumstances) and co-optees are required to submit apologies or request leave of absence should this be required.

4. Length of Co-option

All Co-opted Non-Executive Director (NED) Board Members will serve for a maximum term of 12 months from the date of appointment, or to the next AGM, unless there is a genuinely unique required skill set which requires a longer term to fill on an alternative basis (e.g., upskilling directors, or hiring of a new permanent Director).

This possibility and mitigation should be ideally be identified at the outset of the process.

If the Board wishes to extend a co-option beyond the initial term, a review will occur involving CW Chair NomCom Chair and CEO.



5. Appointment

The final appointment is subject to the approval of the CW Board.

Successful applicants will be provided with a letter of appointment confirming their role, length of appointment, responsibilities, and other relevant information.

6. Equity, Diversity and Inclusion

Constantly seeking to achieve and exemplify the values of equality diversity and inclusion is a long-standing priority for Cricket Wales.

In addition to fulfilling all standing EDI legal requirements and its own standards in the hiring of all Board members, the Board may actively use co-option to further its expertise in this area.

Policy proposed to Board: February 2022

Review due: February 2024