

## **BOARD ROLES AND RESPONSIBILITIES**

### **INDEPENDENT DIRECTORS**

#### **NATURE AND SCOPE:**

The primary responsibility of a Director of Cricket Hong Kong Limited is to consider, deliberate and act upon what is in the best interests of Cricket Hong Kong (“CHK”) and all its members and stakeholders.

- To be fully informed on organisational matters and to participate meaningfully in the CHK’s Board deliberations on matters of governance, policy and strategy.
- To work closely with CHK executive management to develop and deliver the objectives set out in the CHK Strategic Plan.

All CHK Directors are expected to adhere to the principles of the *Cricket Hong Kong Board Support Framework*.

#### **GENERAL BOARD RESPONSIBILITIES:**

1. The Board of Directors act in the best interests of CHK at all times and provide vision, leadership and direction through the approval, adherence and monitoring of CHK’s Values, Mission Statement, Strategic Goals, Policies and Operational Plans.
  2. The Board meets regularly to provide strategic leadership, exercise effective control over the organisation, and monitor executive management and performance This also includes attending Committee, Working Group and other such meetings that may require the presence of a CHK Director or officer
  3. The Directors ensure that Company is properly managed and that an appropriate balance is maintained between the respective roles of Board and Executive Management.
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4. The Board defines and promotes the CHK's role in the community by consulting all its stakeholders and informing these stakeholders and public in an open, transparent and accountable manner. In all interactions with the public, media, partners, sponsors and stakeholders, Directors represent the position and views of the Board, even if they differ from the Director's personal position or views.
5. It is the responsibility of all the Directors of CHK to:
  - a. Act in the utmost good faith,
  - b. Act in the best interests of CHK,
  - c. Act with the care, diligence and skill required of a company director.

## **INDEPENDENT DIRECTORS**

A Director is *independent* if they are free from any *Close Connection* to CHK and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be independent even if they are associated with a Member Club and /or play competitive cricket. Examples of a *Close Connection* include:

1. They are or have within the last three years been actively involved in CHK's affairs or those of a Member organisation.
2. They are or have within the last three years been an employee of CHK or a Member organisation; or
3. They have close family ties with any of the CHK's directors or Executive Management.

Independent Directors are expected to enhance decision-making by providing objective scrutiny and offering an independent perspective, drawing on their current and previous experience from outside of CHK. The element of independence in CHK's governance structure is intended to enhance its reputation with funders and potential partners, investors or sponsors.

Independent Directors will receive an induction into CHK, have access to the right information at the right time, and have the confidence and space within the boardroom to offer constructive challenge. In return, Independent Directors need to ensure they are able to commit sufficient time to their role and to understanding CHK's business.

## **SPECIFIC DUTIES:**

*In line with the CHK Strategic Plan ensure implementation of the following objectives:*

The **Independent Directors** are responsible for contributing to strategic matters of CHK and its associated activities.

These include but are not limited to:

- Acting in advisory capacity to the management team at CHK when required
- Providing guidance and strategic direction to CHK and contributing to discussions on matters of strategic importance and the achievement of the goals of CHK.
- Provide expertise where relevant and sit on sub-committees as required by the Board of Directors.
- Provide an independent perspective on issues affecting CHK at meetings of the Board of Directors
- Prepare a report for members at the AGM summarising the contributions made by the Functional Directors during the year.
- Participate as members of the Nominations Committee.