



## **DRAFT DOCUMENT - FOR DISCUSSION ONLY**

### **10. The Supervisory Board of Directors**

The Club is led by a Supervisory Board of Directors (hereinafter called the Supervisory Board). The role of the Supervisory Board includes:

- Establishing the Club's values
- Determining the Club's strategic direction, having regard to the views of the members
- Setting objectives that achieve the Club's strategy and monitoring achievement of those objectives
- Ensuring the Club has the resources to achieve its objectives
- Ensuring the Club complies with all legal and statutory requirements and the rules of its governing body

The Supervisory Board is quorate if a minimum of five Directors are present, the majority of whom must be Non-Executive Directors.

The Supervisory Board consists of no fewer than nine but no more than 11 Directors split as follows:

No more than five but no fewer than three Member elected Non-Executive Directors

- Non-Executive Director – Commercial
- Non-Executive Director – Ground And Operations
- One Non-Executive Director with no specialist skill requirements
- Up to two Non-Executive Directors with appropriate specialist skills at the discretion of the Supervisory Board

Three Nominations Committee appointed Non-Executive Directors

- Non-Executive Director – Cricket
- Non-Executive Director – Finance
- Non-Executive Director - Legal

Three Executive Directors

- Chief Executive Officer
- Director of Cricket
- Chief Financial Officer



All Member elected Non-Executive Directors must be a Member of the Club. Nominations Committee appointed Non-Executive Directors may be a Member of the Club but this is not a requirement.

All Directors share responsibility with the other directors for the decisions made by the Supervisory Board.

The Supervisory Board is supported by a Board Secretary who is not a voting member.

All Non-Executives Directors should have the following skills:

- The ability to constructively challenge and hold the Executive Directors to account for the delivery of strategy
- Positive relationship builder
- Commitment to inclusion, diversity and equality
- An interest in cricket and a commitment to the local community
- Independent judgement, logical thinking and diplomacy
- Integrity and discretion

In addition to these skills, the specialist Non-Executive Directors must have the following skills according to their role:

#### **Non-Executive Director - Finance**

- Degree-level education
- A qualified member of an accountancy institute (ICAEW, CIMA, ACCA or CIPFA) or equivalent body
- Significant experience in finance, with at least five years in senior management
- Experience of managing professional staff
- Good working knowledge of how an effective Audit and Risk Committee operates

#### **Non-Executive Director - Cricket**

- Played First Class cricket, preferably but not necessarily for Derbyshire, or have held a prominent position in the administrative side of the game or possess a high level ECB coaching qualification



- Sufficient involvement in the professional and amateur game to ensure they are attuned to the ever-changing nature of the game both domestically and internationally

### **Non-Executive Director - Legal**

- Strong knowledge of corporate laws and regulations
- Member of the Law Society or equivalent body
- Possess a law degree

### **Non-Executive Director - Commercial**

- Experience of working with senior management teams to formulate sales strategies and solutions
- Proven track record of increasing revenue in a commercial organisation

### **Non-Executive Director – Ground and Operations**

- Senior management experience in construction, facilities management or a related sector
- Significant knowledge of Health and Safety legislation

### **Chair**

The Supervisory Board is led by a Chair. Only the Member elected Non-Executive Directors are eligible to be Chair. The Chair is elected by all of the members of the Supervisory Board.

The term of office for the Chair will match the relevant Non-Executive Director's term of office as a member of the Supervisory Board. When that term ends, the Supervisory Board will again select a Chair from the Member elected Non-Executive Directors.

The role of the Chair is to:

- Provide effective leadership of the Club working within the framework set out by the England and Wales Cricket Board (ECB)
- Exhibit and uphold the highest standards of governance and integrity



- Establish a collaborative and open relationship with the Club's members
- Set the agenda for the Supervisory Board in consultation with the Chief Executive and Board Secretary
- Ensure the effective running of the Supervisory Board
- Regularly evaluate the performance of the Supervisory Board and its Committees
- Conduct an annual appraisal of the Chief Executive and Non-Executive Directors
- Represent the Club as both a spokesperson and an ambassador

The individual elected as Chair must:

- Have sufficient time to carry out all activities pertaining to this role, including representing the Club at away fixtures and at ECB-related meetings, presentations and other duties as required throughout the country
- Have a proven track record at executive level and ideally hold or have held a main board position in a plc or mutual or public sector organisation, or have built up his or her own business
- Demonstrable commercial acumen
- Good knowledge of governance and strategic planning

## **Supervisory Board Appointments**

### **Ex Officio Directors**

The Chief Executive Officer, Director of Cricket and Chief Financial Officer will be members of the Supervisory Board by virtue of the roles they perform.

### **Member Elected Directors**

Every candidate for these roles must be a voting Member of the Club and if they are not already a serving Director or are only a serving Director by virtue of appointment by the Nominations Committee they must have a proposer and ten seconders, all of whom must be voting Members.

Any member who is currently serving as a Director and Supervisory Board member must confirm to the Chair of the Nominations Committee their intention to stand for re-election in writing but does not need to re-submit a proposer or seconder.



Any Member standing for election to the Supervisory Board must state in a written submission to the Chair which specific Director role they are standing for along with their suitability for the role.

All submissions for election or re-election must be submitted to the Chair of the Nominations Committee no later than 4pm on 15<sup>th</sup> February of the appropriate year.

The Nominations Committee will determine the suitability of a candidate and their decision to reject a nomination will be final.

In the event of an election being necessary, all voting Members will be invited to vote in a postal or online ballot.

Each ballot paper shall contain details limited to approximately 250 words setting out the candidates' qualifications, experience and suitability for the role.

Any ballot paper containing more votes than the number of vacancies to be filled shall be declared void. No Member may cast more than one vote for any candidate. The ballot papers must reach the Auditors or the Club (as determined by the Supervisory Board) not less than seven days before the Annual General Meeting and, if not so received, shall be void.

The Club shall, as soon as reasonably practicable after being notified by the Auditors of the results of the election, advise the candidates accordingly, and then notify Members at the AGM, and in any other event, place a notice containing such results in a conspicuous position at the Club's registered office.

### **Membership of the Nominations Committee**

The Nominations Committee consists of the Chair of the Club and all three of the Nominations Committee appointed Non-Executive Directors of the Club.

The Nominations Committee may choose to appoint to its membership a human resources or recruitment specialist. This individual will have full voting rights on the Nominations Committee and must not be a current Member of the Club. This individual will be appointed to the Nominations Committee for a defined term of no more than three years and may serve for a maximum of nine years.



The Chair of the Nominations Committee will be the Club Chair unless the agenda causes a conflict of interests for the Club Chair in which case a Nominations Committee appointed Non-Executive Director will act as Chair of the Nominations Committee for the appropriate agenda item(s).

Members of the Nominations Committee will not take part in any part of the meeting that concerns their position on the Supervisory Board or may cause a conflict of interests.

In the event of a tied vote, the Chair of the Nominations Committee will have the casting vote.

### **The Role and Workings of the Nominations Committee**

The Nominations Committee is quorate if a minimum of three of its members are present, the majority of whom must be Nominations Committee-appointed Non-Executive Directors. One of these members must be the Chair of the Club unless this causes a conflict of interests.

The Nominations Committee shall meet as required but no less than annually.

The role of the Nominations Committee is to appoint the Non-Executive Directors with Finance, Cricket and Legal specialist skills.

All three of these roles will be appropriately advertised and candidates will be interviewed by the Nominations Committee to ensure they have the requisite skills to perform the role, will act in the best long term interests of the Club, and have no conflict of interests.

Nominations Committee appointed Non-Executive Director appointments do not have to be ratified by the Members.

The role of the Nominations Committee is also to determine the suitability of candidates for Member elected Director roles and discuss any succession planning for Supervisory Board roles as appropriate.

In exceptional circumstances and following a unanimous vote from the Nominations Committee, any Non-Executive Director may be dismissed for performance issues or if it is believed their behaviour may bring reputational damage to the Club.



## **Terms of Office**

All Directors, other than Directors serving in an ex officio capacity, serve for defined terms.

A Director may serve on the Supervisory Board for a maximum of nine years. No term should last for more than three years although where necessary shorter terms may be agreed between the Chair and relevant Director.

In the exceptional circumstance that the Supervisory Board believes an extension of any term is in the best interests of the Club, an extension to the normal terms may be granted but this extension must be for a maximum of one year.

Directors serving in an ex officio capacity will serve on the Supervisory Board only for the duration they hold the relevant office.

## **Supervisory Board Vacancies**

The Nominations Committee has the power at any time to fill a specific Member elected Director vacancy without recourse to a ballot. The Supervisory Board Director so appointed will hold office until the next Annual General Meeting at which a ballot for Supervisory Board membership is required in accordance with the Club's election rules.

## **Absence**

Any Non-Executive Director who has been absent from Supervisory Board Meetings for three consecutive months without authorisation shall be deemed to have retired and the role will be treated as a vacancy.