****

**Roles and responsibilities of the Cricket Wales Board**

The Board of Cricket Wales is appointed to act on behalf of the shareholders (the leagues, regions and associatiojns) to run the day to day affairs of the business. The Board are directly accountable to the shareholders and each year the company will hold an annual general meeting (AGM) at which the Directors must provide a report to shareholders on the performance of the company, what its future plans and strategies are and also submit some of themselves for re-election to the Board.

The objects of the company are defined in the Memorandum of Association and regulations are laid out in the Articles of Association.

The Cricket Wales Board of Directors' key purpose is to ensure the company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its shareholders and stakeholders, including its funding partners. In addition to business and financial issues, the Cricket Wales Boards of Directors must deal with challenges and issues relating to corporate governance, corporate social responsibility and corporate ethics.

Board meetings are held periodically so that Directors can discharge their responsibility to control the company's overall situation, strategy and policy, and to monitor the exercise of any delegated authority, and so that individual Directors can report on their particular areas of responsibility.

The duty of the Cricket Wales Chair is to ensure that meetings are conducted in such a way that the business for which it was convened is properly attended to, and that all those entitled to may express their views and that the decisions taken by the meeting adequately reflect the views of the meeting as a whole. The Chair will decide upon the agenda in conjunction with the Cricket Wales CEO and will sign off the minutes of each Board meeting following their approval.

Individual Directors have only those powers which have been given to them by the Board. Such authority need not be specific or in writing and may be inferred from past practice. However, the Board as a whole remains responsible for actions carried out by its authority and it should therefore ensure that executive authority is only granted to appropriate persons and that adequate reporting systems enable it to maintain overall control.

The Chair of the Cricket Wales Board is seen as the spokesperson for the Board and the company.

Appointment of Cricket Wales Directors

The ultimate control as to the composition of the Cricket Wales Board of Directors rests with the shareholders – the voting leagues, regions and associations. The shareholders can also fix the minimum and maximum number of Directors.

Roles of the Cricket Wales Board of Directors

The roles of the Cricket Wales Board of Directors include :-

Establish vision, mission and values

* [Determine the company's vision and mission](http://www.brefigroup.co.uk/directors/facilitation_for_corporate_retreats.html) to guide and set the pace for its current operations and future development.
* [Determine the values](http://www.brefigroup.co.uk/directors/e-course/vision/determine_your_organisations_values.html) to be promoted throughout the company.
* Determine and review company goals.
* Determine company policies

Set strategy and structure

* Review and evaluate present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses and risks relating to the company.
* Determine [strategic options](http://www.brefigroup.co.uk/directors/e-course/strategy/determine_corporate_and_financial_strategic_options.html), select those to be pursued, and decide the means to implement and support them.
* Determine the business [strategies and plans](http://www.brefigroup.co.uk/directors/e-course/strategy/determine_strategies_and_plans.html) that underpin the corporate strategy.
* Ensure that the company's [organisational structure](http://www.brefigroup.co.uk/directors/e-course/strategy/ensure_the_organisations_structure_is_appropriate.html) and capability are appropriate for implementing the chosen strategy

Delegate to management

* Delegate authority to management (led by the Cricket Wales CEO), and monitor and evaluate the implementation of policies, strategies and business plans.
* Determine monitoring criteria to be used by the Board.
* [Ensure that internal controls are effective](http://www.brefigroup.co.uk/directors/e-course/delegation/internal_control_procedures.html).
* Communicate with the Cricket Wales CEO

Exercise accountability to shareholders and be responsible to relevant stakeholders

* Ensure that communications both to and from shareholders and relevant stakeholders are effective.
* Understand and take into account the interests of shareholders and relevant stakeholders.
* Monitor relations with shareholders and relevant stakeholders by gathering and evaluation of appropriate information.
* Promote the goodwill and support of shareholders and [relevant stakeholders](http://www.brefigroup.co.uk/directors/e-course/stakeholders/manage_relations_with_stakeholders.html).

Responsibilities of Cricket Wales Directors

Cricket Wales Directors look after the affairs of the company, and are in a position of trust. They might abuse their position in order to profit at the expense of their company, and, therefore, at the expense of the shareholders of the company.

Consequently, the law imposes a number of duties, burdens and responsibilities upon Directors, to prevent abuse. Much of company law can be seen as a balance between allowing Directors to manage the company's business so as to meet its objectives, and preventing them from abusing this freedom.

Cricket Wales Directors are responsible for ensuring that proper books of account are kept.

* The Directors must always exercise their powers for a 'proper purpose' – that is, in furtherance of the reason for which they were given those powers by the shareholders.
* Directors must act in good faith in what they honestly believe to be the best interests of the company, and not for any collateral purpose. This means that, particularly in the event of a conflict of interest between the company's interests and their own, the Directors must always favour the company.
* Directors must act with due skill and care.
* Directors must consider the interests of employees of the company.

Non-executive or Independent Cricket Wales Directors

Legally speaking, there is no distinction between a Cricket Wales Recreational Game Director and a Cricket Wales Independent Director. Yet there is inescapably a sense that the Independent Director’s role can be seen as balancing that of the Recreational Game Director, so as to ensure the Board as a whole functions effectively. Where the Recreational Game Director has an intimate knowledge of the company, the Independent Director may be expected to have a wider perspective.

The Chair of the Cricket Wales Board

The Articles provide for the election of a Chair of the Cricket Wales Board. They empower the Directors to appoint one of their own number as Chair for a twelve month period..

Since the Chair’s position is of great importance, it is vital that his/her election is clearly in accordance with any special procedure laid down by the Articles and that it is unambiguously minuted. .

Role of the Cricket Wales Chair

The Chair’s role includes managing the Board's business and acting as its facilitator and guide. This includes:

* Clarifying board and management responsibilities;
* Planning and managing Board and Board committee meetings;
* Developing the effectiveness of the Board.