



## PROPOSED AMENDMENTS TO THE CONSTITUTION

Amendment One – (Proposer Mr Evans):

### **Existing:**

5.3 No Nominated Member shall serve for more than three years without being submitted to the Nominations Panel for re-appointment following the agreed procedure.

5.4 Elected Members and Nominated Members that retire in accordance with 5.2 and 5.3 above shall be eligible for re-election or re-appointment.

### **Proposal:**

5.3 **Replace** '..... being submitted to the Nominations Panel for re-appointment following the agreed procedure' **With** '..... seeking re-election from the Club's membership'.

5.4 **Delete** 'or re-appointment' from the end of the second line

### **New:**

5.3 No Nominated Member shall serve for more than three years without seeking re-election from the Club's membership.

5.4 Elected Members and Nominated Members that retire in accordance with 5.2 and 5.3 above shall be eligible for re-election.

**Effect of changes above:** To ensure that a Nominated Member can only continue to serve on the General Committee, having served their first three-year term, if they are elected by the membership and thus removing the option to be re-appointed by the Nominations Panel.

**Statement For** (Mr Evans): 5.3 The Rules presently allow for a Member of the Committee, appointed by the Panel, to seek re election (after their three year term) via the Panel. I do not consider this to be what the ECB had in mind. These individuals have had three years in which to make themselves visible and available to Club Members, whilst demonstrating their ability and commitment to the role. As such I am proposing that at that time they put themselves before the Members for election. If not, after this year's appointment potentially the Panel could spend the next six years re appointing the same people! Not what the ECB envisaged and not the best use of the Panel.

5.4 the deletion is a tidying up exercise if 5.3 above is approved.

**Statement Against** (General Committee): The role of Nominated Member and their route into General Committee was created to maximise opportunity for attracting and appointing individuals with the skills and experience needed by the General Committee at any particular point in time. Once their first three- year term has expired, a Nominated Member may still have a skillset that the General Committee has identified a need for. This rule change would remove the option for the Nominations Panel to reappoint that Nominated Member, thus potentially reducing the ability of the panel to fulfil its obligations under the rules.

Furthermore, this rule offers an important safety net to ensure that if this cannot be fulfilled by the Elected Member process, the composition of the Club's General Committee is compliant with the ECB's Code of Governance in relation to gender and ethnically diverse representation. This was part of the game's united commitment to equity, diversity and inclusion made in November 2021.

Amendment Two – (Proposer Mr Evans):

**Existing:**

5.6 An Elected Member or Nominated Member may serve in excess of the Maximum Term in the following circumstances:

**Proposal:**

5.4.1 **Addition** 'Nominations for election or appointment to the General Committee shall be submitted through either the Club's membership or the Nominations Panel but not both.'

5.6 **Delete** 'or nominated member' from the first line and 's' off 'circumstances' from the second line.

**New:**

5.4.1 Nominations for election or appointment to the General Committee shall be submitted through either the Club's membership or the Nominations Panel but not both.

5.6 An Elected Member may serve in excess of the Maximum Term in the following circumstance:

**Effect of changes above:** The changes above mean that a committee candidate can only proceed down *either* the elected route or the nominated route, but not both.

**Statement For** (Mr Evans): 5.4.1 This proposed, new, rule is designed to stop the practice of individuals using the Nominations Panel as a fall back. Already we have seen an instance where an individual having failed to be voted in by Club Members (in fact coming last in the vote) was installed by the Panel. This year an individual is standing for re election using both the Members and Panel route, despite them not having been appointed originally by the Panel. In my opinion an abuse of the system and not what the ECB intended. Comments made above (5.3) in relation to the next six years apply also.

5.6 the deletion is a tidying up exercise if 5.4.1 is approved.

**Statement Against** (General Committee): In essence, the dual route which is open to existing and newly proposed candidates for election, ensures that the Nominations Panel always retains the widest possible pool of talent from which to recruit giving the breadth of choice to support their role in finding the best possible candidates for the General Committee.

Having both routes available also provides the flexibility of encouraging previously nominated members to stand for election by the membership, whilst at the same time ensuring that they are not precluded from being considered by the Nominations Panel. The panel may still deem a candidate's skillset as essential to complement the General Committee once the outcome of elections is known.

Amendment Three – (Proposer Mr Evans):

**Existing:**

The first provision of 5.7: in each case subject to a vote of two-thirds of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire.

**Proposal:**

5.7 **Replace** 'vote of two-thirds' **With** 'majority vote' on Line One.

**New:**

The first provision of 5.7: in each case subject to a majority vote of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire.

**Effect of changes above:** To alter the threshold required for General Committee approval of an extension to a Member's Maximum Term, reducing it from two-thirds required to a simple majority vote.

**Statement For** (Mr Evans): 5.7 Current rules 5.6.1 (Chair) and 5.6.2 (General Committee Member) allow for, in exceptional circumstances, an extension of one year where that individual has completed their maximum term of nine years. For this to happen it must be supported by the Nominations Panel, followed by a two-thirds vote in favour by the General Committee Members eligible to vote. Current rule 5.7.

Let's presume that an exception is put forward for the Chair and supported by the Panel. The Chair being ineligible to vote, that leaves 11 Committee Members. Let's presume they are all eligible to vote.

Let's presume the vote goes 7-4 in favour. A healthy majority one might feel in view of the small number voting. However, two-thirds of eleven is 7.33. i.e. not a majority. To simplify matters I am proposing a straight majority vote, instead of considering whether or not to round up or down decimal points.

The deletion relates to 5.8.1, 5.8.2 and 5.8.3 and is again a tidying up exercise.

**Statement Against** (General Committee): The principal reason for the requirement for a two-thirds majority being specifically chosen was to ensure a more complete agreement on such an important decision and achieve a qualified majority. Our rules also use the same approach of a two-thirds majority requirement in relation to significant decisions such as borrowing limits and alteration of the rules. The Club wishes to maintain this higher threshold to ensure fuller support, for consistency with other key rules and to ensure greater consensus in the case of key decisions with a significant impact upon the future of the club.

Amendment Four – (Proposer Mr Evans):

**Existing:**

None

**Proposal:**

5.8.4 **Addition** ‘Only Elected Members may stand for election or be appointed as Chair.’

**New:**

5.8.4 Only Elected Members may stand for election or be appointed as Chair.

**Effect of changes above:** Restricts the eligible candidates for the position of Chair based on their route to the General Committee; excluding Nominated Members (four of the twelve General Committee members).

**Statement For** (Mr Evans): 5.8.4 Currently any Committee Member, however appointed, can be appointed Chair. The Chair is arguably the most important individual in the Club. He/she leads the Committee, there to manage the business on behalf of the members (the owners). The Chair meets with other County leaders to discuss major cricketing items/policy. Similarly with the ECB and other interested organisations. He/she represents the Club and is the one who votes (binding the Club) on major proposals from the ECB etc. I feel that it is important that the Chair is someone whom the Members of the Club have shown their trust and backing in, by voting them onto the Committee. This does not disallow members placed by the Panel (without Club Members support) who would be eligible after their initial three years term (subject to their being re elected).

**Statement Against** (General Committee): All members of the General Committee share equal corporate responsibility and accountability in relation to essential requirements such as financial integrity, health and safety and safeguarding and should therefore have equal opportunity to hold this strategic leadership role. This change would undermine the role of Nominated Members and create a two-tier leadership body.

In practice, this rule could become very restrictive when considering candidates for the Chair of the Club. For example, following our AGM in 2023, there will be four nominated members and up to three newly elected members joining the General Committee for the first time. In this scenario, only five of the eight members eligible to stand will have any General Committee experience at all.

It should then be noted that not all would necessarily be qualified or indeed inclined to stand for this position. Shrinking the pool in this way, therefore, has the potential to greatly restrict our ability to find the most appropriate candidate for this critical role.

Amendment Five – (Proposer Mr Evans):

**Existing:**

5.5 Subject to 5.6 and 5.10, Members of the General Committee who have served three consecutive terms or served for nine years in aggregate at any time (the “Maximum Term”) may not be re-elected or re-appointed to the General Committee.

5.10 Members of the General Committee serving at the date these rules come into force (“Original Members”) that have already served a Maximum Term, shall be deemed to be serving their second consecutive term of office for the purposes of 5.5 above, allowing them to serve one more term of three years. Such Original Members shall be recognised as being Elected Members within the meaning of the Rules where the context requires (including in relation to eligibility or processes around re-election to the General Committee).

**Proposal:**

5.10 **Delete.**

5.5 **Delete** ‘.....and 5.10’ from first line

**New:**

5.5 Subject to 5.6, Members of the General Committee who have served three consecutive terms or served for nine years in aggregate at any time (the “Maximum Term”) may not be re-elected or re-appointed to the General Committee.

**Effect of changes above:** Removes the right for Members of the General Committee to extend their time beyond the Maximum Term of nine years by virtue of them being Original Members.

**Statement For** (General Committee and Mr Evans): This rule was always timebound and was put in place to guard against a sudden loss of expertise at General Committee level in a short period of time at the outset of the amendments to the constitution ratified at the 2020 AGM. It only applied to four ‘Original Members’, three of whom have already exercised this right and the final one has chosen not to do so in 2023. It is, therefore, no longer relevant moving forward and can now be removed.

Amendment Six – (Proposer General Committee):

**If Amendment Six is passed, then Amendment Seven will be discounted. Please vote for both, but in the event that Amendment Six is passed, then Amendment Seven will be discounted.**

**Existing:**

5.6 An Elected Member or Nominated Member may serve in excess of the Maximum Term in the following circumstances:

5.6.1 if the Member is appointed Chair and the Nominations Panel unanimously votes to extend the Member's appointment by one year. Any such extension may only be made three times, and is therefore limited to a maximum of three years (and always subject to 5.8); or

5.6.2 if the Nominations Panel unanimously votes that the Member should be re-appointed to the General Committee, due to their exceptional skills or experience being required, or the Club facing exceptional circumstances. Any such re-appointment can only be made once and shall be limited to a maximum of one year;

5.7 in each case subject to a vote of two-thirds of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire. The Chair and Vice-Chair of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chair of the meeting shall have the casting vote.

5.8 The Chair may serve in the role for a period of no more than six years, and always subject to the term limits in 5.5 and 5.6 above.

**Proposal:**

5.6 **Delete** '.... in the following circumstances:' from lines one and two

5.6 **Add** '....if the Nominations Panel unanimously votes that the Member should be re-appointed to the General Committee, due to their exceptional skills or experience being required, or the Club facing exceptional circumstances. Any such re-appointment can only be made once and shall be limited to a maximum of one year;'

5.6.1 **Delete.**

5.6.2 **Delete.**

5.7 **Replace** 'in each case' **With** 'Any proposal that an elected member may serve in excess of the Maximum Term in clause 5.6 is.....' at the beginning of Line One

5.7 **Delete** 'The Chair and Vice-Chair of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chair of the meeting shall have the casting vote.' from line three onwards.

5.8 **Delete** 'and 5.6 above' from the second line.

5.8.1 **Addition** The Chair and Vice-Chair of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chair of the meeting shall have the casting vote.

**New:**

5.6 An Elected Member or Nominated Member may serve in excess of the Maximum Term if the Nominations Panel unanimously votes that the Member should be re-appointed to the General Committee, due to their exceptional skills or experience being required, or the Club facing exceptional circumstances. Any such re-appointment can only be made once and shall be limited to a maximum of one year;

5.7 Any proposal that an elected member may serve in excess of the maximum term in Clause 5.6 is subject to a vote of two-thirds of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire.

**\* If Amendment Three is passed then ‘vote of two-thirds’ will be replaced by ‘majority vote’**

5.8 The Chair may serve in the role for a period of no more than six years, and always subject to the term limits in 5.5.

5.8.1 The Chair and Vice-Chair of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chair of the meeting shall have the casting vote.

**Effect of changes above:** To remove the ability for a General Committee member to serve beyond their Maximum Term of nine years by virtue of holding the position of Chair, subject to 5.6. In addition, it separates out the section referring to the process of appointing the Chair and Vice-Chair for clarity.

**Statement For:** (General Committee): It is no longer felt appropriate that a single member of our General Committee should be eligible to serve beyond their Maximum Term by virtue of holding the position of Chair.

Given there is a Maximum Term of nine years for any individual, it is deemed reasonable that this time frame provides sufficient notice for the discharging of their duties and for the succession planning required for the appointment of a replacement.

The Nominations Panel is already charged with assisting the General Committee with succession planning to ensure a diverse pipeline of talent with a range of skills and experience, including strategic leadership, thus rendering rule 5.6.1 somewhat redundant.

Amendment Seven – (Proposer Mr Evans):

**Existing:**

5.7 in each case subject to a vote of two-thirds of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire. The Chair and Vice-Chair of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chair of the meeting shall have the casting vote.

**Proposal:**

5.7 **Delete** 'The Chair and Vice-Chair of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chair of the meeting shall have the casting vote.' From line three onwards.

5.7 **Replace** 'in such case' with 'Any proposal that an elected member may serve in excess of the Maximum Term in clause 5.6 is.....' at the beginning of Line One

5.8.1 **Addition** The Chair of the Club shall be elected annually by the General Committee at its first meeting after the Annual General Meeting unless already appointed under the provisions of 5.6.1 and 5.7.

5.8.2 **Addition** The Vice-Chair of the Club shall be elected by the General Committee at its first meeting after the Annual General Meeting.

5.8.3 **Addition** In both 5.8.1 and 5.8.2 if there is an equality of votes the chair of the meeting shall have the casting vote.

**New:**

5.7 Any proposal that an elected member may serve in excess of the maximum term in Clause 5.6 is subject to a vote of two-thirds of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire.

**\* If Amendment Three is passed then 'vote of two-thirds' will be replaced by 'majority vote'**

5.8 The Chair may serve in the role for a period of no more than six years, and always subject to the term limits in 5.5.

5.8.1 The Chair of the Club shall be elected annually by the General Committee at its first meeting after the Annual General Meeting unless already appointed under the provisions of 5.6.1 and 5.7.

5.8.2 The Vice-Chair of the Club shall be elected by the General Committee at its first meeting after the Annual General Meeting.

5.8.3 In both 5.8.1 and 5.8.2 if there is an equality of votes the chair of the meeting shall have the casting vote.

**Effect of changes above:** To simplify the process of appointing the Chair and to recognise that, had they been extended under 5.6.1, the need for further election of the Chair at the first General Committee meeting after the AGM would be precluded.

**Statement For** (General Committee and Mr Evans): The General Committee supports the tidying up of the rules offered under the proposal submitted above by Mr Evans. However, it has been discussed by both parties and we agree that, if the previous rule changes proposed under Amendment Six are accepted, in effect deleting the option to extend the Chair beyond their Maximum Term and also separating out the timelines, then the changes outlined in this proposed amendment are no longer required. For example, if rule 5.6.1 is deleted as proposed in Amendment Six, then Amendment Seven would become largely ineffective or not required.

### **Summary comments from Mr Evans):**

In 2019/20 the first postal vote of Club Members (the owners) in living memory was held by the Club. Its purpose was to bring Club Rules into line with Sport England and ECB recommendations for the governance of First-Class Counties. The outcome was some 50 amendments (many unknown to members and many having nothing to do with governance) passed on a single 'all or nothing' vote. 'All or nothing', the legal concept of which is highly questionable. One, single, vote which falls outside Club Rules which requires each proposed amendment to be considered/voted on separately – which will happen with these proposals.

The main (governance) change was to see a limitation of nine years (subject to re selection every three years) placed on membership of the General Committee and the formation of a Nominations Panel. Over a three years cycle the Panel was to appoint 4 members to the Committee – leaving Club Members to appoint the remaining 8 (previously all 12).

With the appointment now of a 4th individual at the end of the Panel's first three years cycle, it now seems an appropriate time to revisit its role (and Club Rules) in the light of performance to date.

I, humbly, seek your support for these proposals, whilst asking yourself why we are having only the second postal vote in memory. Is it for the benefit of the Club?

### **General Committee response:**

During 2019, the Club undertook an extensive exercise to review its constitution and to bring its governance in line with Sport England and the ECB's guidelines.

Following consultation with its membership through in person forums and written correspondence, the Club then held a postal ballot at the start of 2020 ahead of the AGM that year. Given the importance of the rule changes being proposed, the use of a ballot ensured that all eligible members had the option to cast their vote, not just those able to attend the AGM in person. That principle remains.

All postal ballots have been conducted in accordance with our rules and we have always sought legal advice from qualified professionals when conducting such an approach.

Whilst some of the rule changes being proposed here are administrative in nature, e.g. removing rules that are no longer effective given the passage of time or adding clarity to existing points, others could have a more significant effect on the leadership and management of the Club.

Some of the proposed changes could reduce the ability of the Club to attract the best candidates for the General Committee by impacting the route for selection of candidates and to also restrict some of its members becoming Chair of the Club.

Given the scrutiny that cricket is currently facing in regard to diversity and inclusivity in its leadership, it is vital that the Club maintains the flexibility it needs to attract and retain a General Committee that has the skill set and differing perspective to represent our County and its members and supporters.

We trust that the previous pages provide sufficient clarity on what each rule change entails, what its impact is and what the arguments are in terms of for or against. We would, therefore, ask you to consider each amendment carefully before submitting your vote on the enclosed ballot paper.