1 Executive summary

1.1 This report sets out the findings of the external governance review for the Board of Sussex Cricket Ltd carried out by Campbell Tickell.

1.2 This executive summary highlights our principal findings. These, and our comments throughout the report, reflect our opinions and interpretations. These have been drawn up in good faith, based on the extensive experience of our consultancy and our team members over many years in conducting governance reviews and board evaluations, working in non-profit, statutory and commercial sectors. Our experience has included developing a number of codes of governance, codes of conduct and similar.

1.3 Sussex Cricket Ltd (SCL) recorded a substantial operating loss in 2024/25, after which it was compelled to enter a framework agreement with the England and Wales Cricket Board (ECB). These events were made possible by significant failures of governance.

1.4 In summary, the Board approved an unrealistic budget, together with unrealistic plans for its delivery through commercial activity, and then failed to take action as income fell short of, and costs exceeded, budget.

1.5 These problems were caused by a lack of relevant financial and commercial skills, and by a lack of governance skills and experience. In addition, the Board culture favoured an optimistic consensus over realistic challenge, and observation over action.

1.6 The recruitment of Board Directors was hampered by failure to use proper selection criteria, and by the requirement to select 50% of the Board by election from Members of three years' standing.

1.7 The Board has made significant steps towards renewal. Directors must build on recent progress, and work together to take control of SCL's future and deliver a sustainable business strategy which will support its performance on the pitch.

Table of recommendations

Financial systems

R1 The Audit and Risk Committee (ARC) should oversee revision of the format of the management accounts, to ensure that income and expenditure are properly related, and business centres align with management responsibility.

R2 ARC should oversee revision of the process for forecasting year end results.

R3 ARC should oversee creation of a new internal budget format which provides sufficient detail to support Board scrutiny.

R4 The Board, ARC, and the senior executives should commit to enforcing standard financial discipline across SCL. The Board should set financial targets for the whole of SCL, and the CEO should set clear income and expenditure targets for managers. The Board should hold the CEO responsible for meeting the overall targets, and the CEO should hold the managers responsible for meeting their individual targets.

Purpose

R5 The Board should reaffirm that it is committed to continued excellence on the pitch and to a return to financial sustainability, and work with the executive to set a strategy to pursue these aims.

Board skills and culture

R6 All Board Directors should be appointed on the basis of their skills and experience. Elected Directors should be properly screened for the required skills, as set out in the Rules.

R7 Recruitment for skills and experience will be easier if SCL can look beyond the Membership for more than half the Directors. The Board should present the Membership with options to amend the constitution to reduce the number of elected Directors, including at least one option to reduce the number of elected Directors to two out of 12.

R8 The Board should recruit two additional Directors with significant experience of delivering governance to a high standard in other types of organisations such as larger charities, larger housing associations, health trusts, or public limited companies.

R9 The Board should at all times include at least two Directors with significant financial management skills and experience, including one qualified accountant.

R10 The Board should include at least one Director with relevant marketing skills and experience. Experience of successfully promoting stadium-based sporting events and related offerings such as catering, and of securing sponsorship, will naturally be highly desirable.

R11 The Board should carefully consider the additional skills and experience it needs. Here the Board should also consult all senior staff about what they want from the Board.

R12 As soon as practically possible, the Board should recruit new Directors to replace the remaining Directors who served in 2024/25.

R13 The Board should appoint a Senior Independent Director, with a remit to hear any concerns from other Directors and staff and ensure these are resolved properly.

R14 The Board as a whole should arrange and undertake at least one full day (or equivalent, e.g. two half-days) of bespoke governance training from a reputable training provider.

R15 The Board should, as part of its governance training, collectively develop and agree a Director's role description and a Director's commitments document, which set out key behaviours the Board will use in future to strengthen governance. These should include commitments to attend meetings, read the papers, contribute in meetings etc. Directors should individually sign the document.

R16 The Board should create a standing item on the Board agenda to review the management accounts, agree what action is required, and ensure that it is followed through. This should remain a standing item at least until such time as SCL has achieved an audited annual surplus.

Member Communications

R17 At the next general meeting, the Board should discuss with the Members how they would like to be communicated with in future. The Board should then make appropriate arrangements accordingly.

Board committees

R18 The Board should set up a time-limited working group with three Directors and three senior members of staff to develop options for a more efficient committee structure, and to prepare revised terms of reference, for the Board to approve one option no later than December 2026. The proposals should include an option in which ARC and Governance, Nominations, and Election Committee (GNEC) are the only permanent committees.

Board and executive responsibilities

R19 The Board should work together with senior executives to develop a new, clear, schedule of delegations, which outlines how all key decisions will be made. The schedule should be integrated with the new committee structure. Once it has been debated and approved everyone at SCL should follow it.

The need for sustained change

R20 The Board as a whole should be involved in setting its own annual agenda. Individual meeting agendas should be set by a transparent process to which all Directors can contribute.

The Board may find it helpful to think of operating in three modes (originally defined by Richard Chait at Harvard). Effective Boards work across all three modes. Each requires the Board to absorb information, but each also requires action from the Board. These modes are:

- **Fiduciary** - ensuring the organisation is well run, financially sound, compliant with laws and regulations, accountable for performance, and faithful to its mission;
- **Strategic** - setting the organisation's priorities and course
- **Generative** - applying their wisdom and insight to critical issues facing the organisation before or while policies, strategies and plans are formed.

R21 Meeting papers should be circulated at least a week in advance. All papers should have clear cover sheets that state their purpose. Directors may find it helpful if the expected mode of Board operation is indicated. Papers should be concise, summarising key issues. Committee minutes should be available to Directors but should not be included in main Board packs: instead, each Committee Chair should provide a short, written report summarising key assurances the Committee is providing to the Board; the issues and risks for the Board's attention; and decisions taken by the Committee under delegated authority.

R22 Papers should include a report from the CEO summarising important issues and information. Other papers should not normally be 'for information' only.

R23 The Board should approve and use an annual process to review individual Directors' contributions to the Board, and ensure they are properly supported, including with training at SCL's expense if necessary.

R24 The Board as a whole should review its own performance annually. Internal reviews should be supplemented by periodic external reviews like this one.