

## 1. Purpose

The purpose of the Demutualisation Consultation Group (the “Consultation Group”) is to:

- support the board of directors (the “Board”) of The Yorkshire County Cricket Club Limited (the “Club”) in its consideration of and preparation for the proposed conversion of the Club from a society governed by the Co-operative and Community Benefit Societies Act 2014 into a company governed by The Companies Act 2006 (“Proposed Demutualisation”);
- act as a representative consultative forum for members and other relevant stakeholders on Proposed Demutualisation (“Group Members”);
- provide a forum through which the Board is able to engage with and provide information to Group Members on Proposed Demutualisation;
- provide a structured platform for Group Members to provide feedback, views, suggestions and recommendations and/or raise issues and concerns to the Board in relation to Proposed Demutualisation.

## 2. Status and Authority

- The Consultation Group is consultative only and does not hold any governance, operational, or decision-making authority or powers.
- The Consultation Group may make recommendations to the Board and/or the Club’s executive but cannot mandate or require any actions to be taken.
- The Board retains full responsibility for all decisions relating to the Proposed Demutualisation.

## 3. Scope and responsibilities

The Consultation Group shall:

- review and discuss proposals, plans, and supporting materials shared with it relating to the Proposed Demutualisation;
- consider the impact of the Proposed Demutualisation on behalf of Group Members, having regard for broad and relevant interests, including Club membership, cricketing activities, governance, long-term financial sustainability of the Club, community engagement and local economy;
- act as a two-way communication channel and structured platform through which Group Members may raise issues, concerns, and suggestions relating to Proposed Demutualisation, ensuring these are considered and escalated;
- collate and present collective feedback, concerns, and suggestions on Proposed Demutualisation to the Board.

## 4. Membership

### 4.1 Composition

The Consultation Group shall comprise a maximum of 12 members, including:

- the Chair of the Board (who shall chair the Consultation Group)
- representatives of the Club's membership
- representation from the Club's Members' Representative Group
- representation from men's cricket
- representation from women's cricket
- representation from recreational cricket
- representation from diverse the community

provided that a majority of members of the Consultation Group shall be members of the Club.

Additional members (within the 12-member limit) may be appointed to ensure a balanced range of experience, skills, and perspectives.

#### 4.2 Attendance of Board members and Club executives

- Members of the Club's Board and executive team will be invited to attend meetings of the Consultation Group as appropriate and at the discretion of the Chair.
- Such attendees shall:
  - Provide information, technical input, or clarification as required; and
  - Not be members of the Consultation Group unless formally appointed.

#### 4.3 Appointment

- Members shall be appointed by the Board (or via a process determined by the Board).
- Consideration will be given to diversity of experience, background, and stakeholder interests.

#### 4.4 Term

Members shall serve for the duration of the Consultation Group's mandate unless they resign or are replaced.

### 5. Chair

- The Consultation Group shall be chaired by the Chair of the Board.

The Chair shall:

- set the agenda for all meetings in consultation with the Board and Club's executive team as appropriate;
- facilitate meetings and ensure balanced participation;
- determine when attendance of Club Board members, executives or advisers is appropriate;
- exercise discretion in relation to the provision of information to the Consultation Group;
- act as the primary link between the Consultation Group and the Board.

## 7. Access to Information

- The Consultation Group may request information from the Club that is reasonably required to fulfil its role.
- The provision of such information shall be at the discretion of the Chair.
- Any information shared shall be subject to:
  - confidentiality obligations;
  - data protection requirements;
  - legal, regulatory, and commercial sensitivities.

## 8. Conduct

Members of the Consultation Group are expected to:

- model respectful, inclusive, and constructive dialogue at all times;
- treat fellow members of the Consultation Group, Club employees, and representatives with respect;
- act in a representative capacity, ensuring that views reflect those of Group Members;
- act in good faith and in the best interests of the Club as a whole;
- disclose any actual or perceived conflicts of interest promptly and formally to the Club.

## 9. Removal

Members of the Consultation Group may be removed by the Board at its discretion:

- for breach of the Conduct provisions set out above;
- due to inactivity, including failure to attend meetings without reasonable justification; or
- for failure to fulfil responsibilities under these Terms of Reference.

## 10. Meetings

- Meetings shall be held as required, with frequency determined by the Chair.
- A quorum shall be at least 50% of members.
- Meetings may be held in person or virtually.

## 11. Reporting

The Consultation Group shall report to the Board after meetings or at agreed intervals. Outputs may include:

- summary reports of discussions;
- consolidated Group Member feedback;
- recommendations to the Board.

The Board shall periodically report updates from the Consultation Group to the wider membership.

### 13. Confidentiality

Members of the Consultation Group must:

- maintain strict confidentiality in respect of sensitive operational, commercial, and personal information;
- not disclose, publish, or communicate confidential information to third parties, including:
  - the press or media; or
  - via social media or other public platforms;
- use confidential information solely for the purpose of fulfilling their role;
- comply with data protection laws (including GDPR) and adhere to the Club's privacy policies and standards;
- continue to be bound by these obligations after their membership ends.

### 14. Duration and Dissolution

- The Consultation Group shall exist for the duration of the consultation and decision-making process in relation to Proposed Demutualisation.
- It will be dissolved upon completion of its mandate or at the discretion of the Board.

### 15. Review

These Terms of Reference may be reviewed and amended by the Board at any time.

---

**June 2026**