MIDDLESEX CRICKET

GOVERNANCE REVIEW

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OCT 2026

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PURPOSE OF THE REVIEW

The Board of Middlesex County Cricket Club commissioned this independent Governance Review to assess whether the Club's governance structures, rules, decision making processes and member engagement mechanisms are modern, proportionate and aligned to best practice across cricket and the sport sector as a whole.

The review has considered both the formal governance arrangements of the Club and how those arrangements work in practice. This includes the Board, committees, constitutional arrangements, decision making processes and accountability, as well as the way governance supports organisational leadership, strategy, cricket performance, financial sustainability, people and culture, and relationships with members and key stakeholders.

Middlesex operates as a member owned First Class County Cricket Club within the regulatory framework of the England and Wales Cricket Board. Its governance therefore needs to balance democratic accountability with the demands of running a modern professional sports organisation. The review has considered this context alongside the Club's particular operating environment, including its relationship with Marylebone Cricket Club and the financial and organisational pressures it has experienced.

The review has been undertaken with a clear focus on the future. Its purpose is not simply to identify weaknesses in the current arrangements, but to determine what needs to change to provide the Club with stronger leadership, clearer accountability, better decision making and a governance model capable of supporting sustainable organisational and cricket performance.

The report therefore provides an evidence based assessment of the Club's current position and sets out practical recommendations, including a clear implementation plan and timeline, to help Middlesex move from its current position to a stronger and more effective governance model.

Review approach

This review has been conducted as an independent, evidence based assessment of the Club's governance arrangements, organisational effectiveness and decision-making.

The review has taken a consultative approach, drawing on the perspectives of Board Directors, Committee members, Executive leaders, Club members and key external stakeholders. Interviews were conducted as open and confidential conversations rather than through a rigid set of questions. This allowed participants to explore the issues they considered most important and provided an opportunity to understand the experience of governance across different parts of the Club.

The review has also considered the Club's formal governance framework, including its Rules, Board and Committee Terms of Reference, Scheme of Delegation, policies, Board and Committee papers and other supporting documentation. This has been considered alongside

the requirements of the ECB County Governance Framework and County Partnership Agreement, as well as relevant external benchmarking.

The evidence has been tested across multiple sources wherever possible. This has allowed the review to distinguish between individual perceptions and issues that are supported by documentary evidence, repeated across interviews or observed directly.

The review has not been undertaken on the basis that governance change is required for its own sake. The focus throughout has been on what Middlesex needs to do differently.

The recommendations therefore focus not only on what needs to change, but on how Middlesex can make those changes in practice, including the sequencing, responsibilities, dependencies and timelines required to move to a stronger governance model.

Context for the review

This review needs to be considered in the context in which Middlesex County Cricket Club has been operating over the past twelve months.

Since autumn 2025, the Club has operated without a permanent Chief Executive and without a dedicated Company Secretary/governance lead, alongside significant financial constraints. These circumstances have inevitably limited the Club's capacity to address some of the longer term governance issues identified in this review.

The review therefore does not assume that the Club has been operating in a steady state or that the issues identified could simply have been addressed over the past year. The circumstances facing the Club have affected its ability to undertake wider governance reform while dealing with more immediate priorities.

There have nevertheless been a number of developments during this period, including the appointment of an interim CEO and progress in men's cricket following the appointment of a new Head Coach. The Club is also approaching the conclusion of the Cricket Regulator process.

The Club is now in a more stable position from which to address the governance issues identified in this review.

The recommendations should therefore be viewed in the context of this transition. They are intended to provide a practical framework for the next phase of the Club's development, while recognising the circumstances that have affected its ability to address these issues over the past twelve months.

Methodology

The review has been undertaken between June and September 2026 and has drawn on a broad range of evidence to assess both the Club's formal governance arrangements and how governance operates in practice.

The review has been informed by:

- A comprehensive review of the Club's constitutional documents, including the Rules, Board and Committee Terms of Reference, Scheme of Delegation and other governance documentation.
- A review of Board and Committee papers, policies, decision making arrangements and other supporting material.
- Benchmarking against the ECB County Governance Framework and County Partnership Agreement, relevant governance standards and practice within professional sport, and selected comparable county cricket organisations.
- Interviews with Board Directors, Committee Chairs and members, Executive Team members, Club members and other relevant stakeholders.
- Engagement with key external stakeholders, including the England and Wales Cricket Board and Marylebone Cricket Club, to understand external perspectives on the Club's governance, strategic relationships and future challenges.
- Observation of the Club's governance in practice, including attendance at a Finance, Audit & Risk Committee meeting and the Board meeting on 1 September 2026.
- An independent review of the Club's elite cricket performance environment, undertaken by an experienced former Performance Director, to assess leadership, performance systems, accountability and organisational alignment.
- A review of member engagement arrangements, communication mechanisms and democratic processes.

Interviews were conducted on a confidential and non-attributable basis. No individual comments or quotations have been attributed within this report. Findings from interviews have instead been considered thematically and tested against other evidence wherever possible.

The review has drawn on evidence from 39 stakeholder interviews.

Evidence has been triangulated across documentary review, interviews, observation, benchmarking and independent assessment. Where differing perspectives have emerged, these have been considered and reflected where relevant. The strength of the evidence has, however, been the very clear consistency of a number of themes across different groups.

The methodology has therefore sought to provide not simply a review of whether the Club has the right governance structures on paper, but an assessment of whether those structures are working effectively in practice and supporting the Club's leadership, accountability and performance.

What we heard

One of the most striking features of this review has been the consistency of the evidence gathered from across the Club and from its key external stakeholders.

Each group naturally viewed the Club from a different perspective, and there were differences in emphasis. However, a number of fundamental issues came through repeatedly.

These included:

- The absence of a clear organisational strategy that is understood and used across the Club
- Concerns about the effectiveness of Board leadership, challenge and accountability
- A lack of clarity between the roles of the Board, its committees and the Executive
- Committees taking on responsibilities that would normally sit with the Executive
- Inconsistent approaches to decision making, reporting and accountability
- Weaknesses in the way organisational and cricket performance are overseen
- A need for greater clarity around Board composition, skills and independence
- Weaknesses in some of the Club's governance infrastructure, including delegation, policies and committee responsibilities
- Concerns about member communication, engagement and confidence
- A need to rebuild important external relationships

These themes were not identified from interviews alone. Many were also evident in the Board and Committee papers, Terms of Reference, decision making arrangements, policies and other governance documentation. They were further tested against the ECB's governance requirements and relevant external comparators.

There were also areas where the evidence was positive. The Finance, Audit & Risk Committee provides an example of a committee operating with a clear remit, strong leadership, appropriate independence and effective challenge. There are also individuals across the Club who have worked hard to provide stability and improve governance in difficult circumstances.

The issue is therefore not that everything within the Club is failing. Rather, the good practice that exists is not currently operating as part of one clear and consistent governance system.

The evidence points to a number of interconnected issues rather than a series of isolated problems. Weaknesses in strategic leadership have affected accountability and performance. Gaps in executive capacity have contributed to committees becoming more operational. Unclear responsibilities have made decision making more difficult. In turn, this has made it harder for the Board to focus on the issues for which it is ultimately accountable.

The review has also found that the Club's current position cannot be addressed simply by adding more processes or making minor changes to individual committees. The evidence points to the need for a more fundamental reset of the Club's governance arrangements, including the way the Board is constituted and led.

Overall conclusion

The review finds that Middlesex needs a fundamental reset of its governance arrangements.

This is not simply a question of changing individual committees, improving Board papers or adding further processes. The issues identified are interconnected and go to the way the Club is led, governed and held to account.

The evidence points to:

- The absence of a clear Club wide strategy translating ambition into priorities, measures and accountability
- Concerns about Board leadership, challenge and accountability
- A Board structure and culture that require genuine reform
- A committee structure that has become too complex and, at times, blurred the distinction between governance and management
- Inconsistent approaches to decision-making, reporting and accountability
- Insufficiently coherent arrangements for holding Executive delivery to account
- Weaknesses in the way organisational and cricket performance are overseen
- A need for greater clarity around Board composition, skills, independence and succession
- Weaknesses in governance infrastructure, including delegation, documentation and committee responsibilities
- Concerns about Member communication, engagement and confidence
- The need to rebuild important external relationships.

These issues have developed in a difficult operating environment. Periods of executive instability and reduced organisational capacity have, at times, resulted in Board committees taking on responsibilities that would normally sit with the Executive. While this has often reflected a genuine desire by Directors and committee members to support the Club, it has also blurred roles and weakened organisational accountability.

There are areas of positive practice. The Finance, Audit & Risk Committee provides an example of effective committee operation, with a clear remit, strong leadership, appropriate independence and effective challenge. The review also found a well developed safeguarding

framework and individuals across the Club who have worked hard to provide stability and improve governance during difficult circumstances. However, these examples are not currently operating as part of one clear and consistent governance system.

The central issue is therefore not a lack of effort or commitment by individuals. It is that the Club's governance system is not currently structured or operating in a way that consistently provides the leadership, clarity, accountability and strategic focus that Middlesex needs.

It does need to be stated however, that the introduction of an experienced Interim CEO has already led to positive changes.

What needs to change

1. Board

A full Board reset is required. All Director positions should be reopened through an appropriate and transparent process, with existing Directors able to reapply if they wish to continue. The future Board should be designed around the skills, experience, independence, diversity and behaviours the Club requires rather than around the composition of the current Board. The role and position of the Chair should also be addressed through the appropriate constitutional and legal process.

2. Governance and management

There needs to be a clear distinction between the role of the Board and the role of the Executive. The Board should govern, set strategy, approve the risk appetite and performance expectations, oversee the Executive and hold it to account. The Executive should manage and deliver. A clear Scheme of Delegation, supported by defined Board reserved matters and consistent reporting, should underpin this distinction.

3. Committee structure

The current committee structure should be simplified. The proposed future model is five core Board committees: Finance, Audit & Risk; Nominations; Remuneration; Cricket; Membership. Committees should provide scrutiny, assurance and advice within clear delegated responsibilities and should not become an alternative layer of Executive management.

4. Strategy, performance and accountability

The Club needs one Club wide strategy which translates its ambition into a limited number of clear priorities, measurable outcomes and resource requirements. The Board should approve the strategic direction and hold the Executive to account through meaningful KPIs, regular performance reporting and clear corrective action where delivery is off track. Executive objectives and accountability should flow directly from the agreed strategy.

5. Cricket performance and governance

The review found significant cricket performance activity already taking place, but concluded that the governance framework around it needs strengthening. The Board should define what “high performance” means for Middlesex and establish a Cricket Performance Dashboard covering the key areas of sporting performance, player development, availability, sports science and medicine, workforce capability and financial sustainability. The Cricket Committee should provide expert challenge and assurance without becoming involved in operational coaching, selection or player management decisions.

6. Members

The Club needs to rebuild confidence and strengthen its relationship with Members. This requires a structured annual engagement programme, better communication and greater transparency around significant decisions, strategy and performance. The Membership Committee should become a meaningful conduit between Members and the Board and the membership of the Committee should be diverse and reflect all Members.

7. Governance infrastructure

The Club needs stronger governance infrastructure and clearer ownership of it. This should include a senior governance/Company Secretary function, one central governance register, an annual Board planner, action and decision tracking, a clear Scheme of Delegation, Board reserved matters and consistent Board and Committee reporting. The aim is not to create more bureaucracy. It is to create one clear system that people understand and use consistently.

The recommendations

The review sets out ten recommendations covering these areas. They are deliberately designed to operate together rather than as ten separate actions.

The most important point is that the recommendations should be treated as one governance reset programme.

The Board cannot, for example, redesign the committee structure effectively without first being clear about the future Board model and the distinction between governance and management. Similarly, permanent Executive leadership should be considered in the context of the future governance structure rather than being recruited into a model that is itself being fundamentally redesigned.

MASTER RECOMMENDATIONS

Recommendation 1. Board, Chair and President

Middlesex should undertake a complete reset of its Board, this should be a full renewal process, not an incremental reform of the existing Board.

Review the constitutional role of the President.

Recommendation 2. Governance and management

Define clearly the matters reserved to the Board, including strategy, budget, risk appetite, performance expectations, CEO accountability and cricket oversight.

Give the Executive clear authority to manage the Club within agreed parameters.

Recommendation 3. Committee structure

Reduce the number of committees to five core Board committees with clear and distinct purposes.

The five core committees should be:

- Finance, Audit & Risk Committee, Nominations Committee, Remuneration Committee, Cricket Committee (covering both men's and women's cricket), Membership Committee

Recommendation 4. Strategy and performance

Middlesex should develop and adopt a single Club wide strategy, supported by measurable objectives and KPIs.

Recommendation 5. Cricket Performance and Governance

Middlesex should establish a genuinely high performance cricket environment, supported by clear accountability, measurable outcomes and a significantly simplified Cricket Committee.

Recommendation 6. Member engagement and transparency

Middlesex should rebuild member confidence through more transparent communication and meaningful engagement.

Recommendation 7. Governance infrastructure

Appoint a suitably qualified Company Secretary or senior governance lead with clear responsibility for maintaining the Club's governance framework.

Recommendation 8. Board skills and succession

The Board should adopt a formal skills, diversity and succession framework to ensure future appointments are driven by the needs of the Club.

Recommendation 9. Executive accountability

The Board should establish a clear accountability framework for the CEO and Executive team.

Recommendation 10. Implementation

The recommendations in this report should be delivered through one integrated governance reset programme.