



EONIA Oversight Committee
Terms of Reference
EONIA Governance Framework

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Reference to regulatory requirements

For ease of reference, next to each paragraph in all documents of the EONIA Governance Framework, EMMI includes an explicit mention to the applicable EU BMR requirement, e.g.

BMR 5, 3(c) Refers to article 5, paragraph 3, point (c) in the EU BMR.

Annex 1 Reference to Annex 1 on interest rate benchmarks in the EU BMR.

Furthermore, in case the requirement arises from a regulatory technical standard (RTS) developed by ESMA, EMMI refers to the RTS by indicating the article for which it provides further specification, e.g.

RTS 5, 2.1 Refers to article 2.1 on the RTS further specifying the requirements in EU BMR article 5 on procedures and characteristics of the oversight function.

In case the corresponding RTS includes an annex complementing its main text, reference to the annex will be made applying the same logic, e.g.

Annex 5, 1 Refers to article 1 in the annex to the RTS article further specifying the requirements of EU BMR article 5.

RESPONSIBILITIES OF THE EONIA OVERSIGHT COMMITTEE

1. Purpose

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|------------------------------------|--|
| BMR 5, 1
BMR 5, 4
RTS 5, 2.1 | 1. The EONIA Oversight Committee is an independent committee established by the European Money Markets Institute (EMMI) that exercises an independent oversight of all aspects of the provision of the EONIA index, including those concerning its governance and methodology. |
| BMR 5, 2
RTS 5, 3.1(a) | 2. The procedures and governance arrangements related to the composition, duties and functioning of the EONIA Oversight Committee are established in the present Terms of Reference. |
| NEW | 3. These Terms of Reference are based on the EU BMR ¹ Article 5 ('Oversight function requirements'), Annex I (3) ('Interest rate benchmarks') and related regulatory technical standards (RTS). |
| RTS 5, 3.1(a)
AMENDED | 4. These Terms of Reference form an integral component of the Governance Code of Conduct and have been adopted on [11 September 2019] by the EMMI General Assembly (hereinafter, the General Assembly), following a recommendation by the EMMI Board of Directors (hereinafter, the Board). They shall be reviewed if and when appropriate. |

2. Duties

General requirements:

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| <i>No change</i> | 5. The EONIA Oversight Committee shall ensure oversight of all aspects of the provision of the EONIA index, including those concerning its governance and methodology. |
| <i>No change</i> | 6. The EONIA Oversight Committee shall promote the implementation of the Governance Framework, check compliance, monitor its effectiveness and propose changes. |
| <i>No change</i> | 7. The EONIA Oversight Committee shall also monitor market developments. |
| Annex 5
<i>No change</i> | 8. The EONIA Oversight Committee shall have the possibility to create sub-committee(s), working group(s), task force(s) to perform a subset of the oversight responsibilities and tasks, provided that the Chairperson remains responsible for the overall direction and coordination of the EONIA Oversight Committee and for interaction with the Board and the competent authority. |
| RTS 5, 3.1(j)
NEW | 9. To carry out their duties, the EONIA Oversight Committee shall be supported by EMMI's staff. The oversight function shall have direct access |

¹ Regulation (EU) 2016/1011

to the information pertinent to the proper performance of its duties and can dispose of all resources necessary to perform its tasks.

Regarding the administrator:

RTS 5, 2.2. 10. To assess, and where appropriate challenge, the decisions of the administrator with regards to the provision of EONIA to ensure the fulfilment of the requirements of the EU BMR. Without prejudice of their reporting responsibilities defined in section 11 below, the EONIA Oversight Committee shall address all recommendations on benchmark oversight to the Board of Directors.

NEW

RTS 5, 2.3. 11. Where the EONIA Oversight Committee becomes aware that the Board has acted or intends to act contrary to any recommendations resulting from a decision of the EONIA Oversight Committee, it shall record this fact clearly in the minutes of its next meeting, which shall be made public. The minutes will be share with the Board of Directors prior to publication.

NEW

Regarding methodology and input data:

BMR 5, 3(a) 12. To review the benchmark’s definition and methodology at least annually and make recommendations to the Board of Directors and General Assembly.

No change

BMR 5, 3(b) 13. To define what constitutes a *material change* of the benchmark, to oversee such changes and ensure that stakeholder consultation procedures concerning material changes of the benchmark are performed in accordance with the *EMMI Benchmarks Consultation Policy*.

AMENDED

BMR 5, 3(b) 14. To oversee, monitor and approve the implementation of proposed changes to the benchmark.

AMENDED

BMR 5, 3(d) 15. To review and recommend fallback procedures and contingency arrangements in the event that the benchmark cannot be published, as well as any procedures for the cessation of the benchmark.

AMENDED

BMR 5, 3(g) 16. To monitor the input data and EMMI’s actions in challenging or validating contributions of input data.

No change

Regarding control framework, management and operation of the benchmark:

BMR 5, 3(c) 17. To oversee the benchmark determination process and ensure it remains transparent.

AMENDED

BMR 5, 3(c) 18. To oversee the administrator’s control framework, management and operation of the benchmark.

AMENDED

BMR 5, 3(e) 19. To oversee third parties involved in the benchmark provision.

AMENDED

- BMR 5, 3(f)
No change
20. To assess EMMI's internal and external audits related to the EONIA benchmark's governance and design, the integrity of its determination and its control framework and monitor the implementation of recommendations or remedial actions identified in those reviews.
- AMENDED**
21. To address complaints following the escalation procedure described in the *EMMI Complaints Policy*.

COMPOSITION OF THE EONIA OVERSIGHT COMMITTEE

3. Composition

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| RTS 5, 1.2
Annex 5, 1
AMENDED | 22. The EONIA Oversight Committee is composed of a balanced representation of stakeholders, including members directly or indirectly affiliated to supervised entities that use the index and other external stakeholders, such as market infrastructure operators, as well as independent experts. |
| Annex 5, 1
NEW | 23. The Secretary General of EMMI shall be an <i>ex-officio</i> member of the EONIA Oversight Committee with no voting rights. He/she may appoint a representative within EMMI's staff in case of absence. |
| RTS 5, 1.5
AMENDED | 24. The composition of the Oversight Committee shall be diversified. |
| RTS 5, 1.5
AMENDED | 25. The EONIA Oversight Committee will consist of a minimum of ten members. If the EONIA Oversight Committee is composed of less than ten members, the Board will make best efforts to propose without undue delay to the General Assembly the appointment or replacement of members to bring the composition of the EONIA Oversight Committee to ten members. |
| RTS 5, 1.6
NEW | 26. Representatives of the Board shall not be members but may be invited to attend meetings by the Chairperson as observers. |
| RTS 5, 1.6
RTS 5, 3.1(c)
AMENDED | 27. The Chairperson of the EONIA Oversight Committee may permit one or more persons, including representatives of the Board, members of the EMMI staff and service providers, to join specific agenda items in meetings of the oversight function as guests or observers on an <i>ad hoc</i> basis, to provide their expertise and technical input on specific topics. Guests or observers may be required to sign a declaration of interest and confidentiality agreements. Guest and observers shall not have voting capacities. |
| RTS 5, 3.1(e)
NEW | 28. The Chairperson of the EONIA Oversight Committee will be responsible for its overall direction and coordination and for acting as the contact point for the Secretary General, the Board and the competent authority for any issue related to the oversight function of the index. |
| RTS 5, 3.1(k)
NEW | 29. The Chairperson has the responsibility of welding a group of capable individuals into an effective committee. He/she will be responsible for managing any disputes within. |
| Annex I, 3(a)
RTS 5, 3.1(f)
No change | 30. The list of members of the EONIA Oversight Committee will be publicly available, together with their individual biographies and their declarations of interests. |

4. Suitability

- RTS 5, 1.3
NEW
31. The EONIA Oversight Committee shall be composed of members that together have the skills and expertise appropriate to the oversight of the provision of EONIA and to the responsibilities the oversight function is required to fulfil.
- RTS 5, 3.1(b)
NEW
32. The below list of necessary and desirable skills should be collegially met within the EONIA Oversight Committee:
- An appropriate knowledge of the underlying market or economic reality the benchmark seeks to measure;
 - Outstanding knowledge of the financial markets, in particular of the financial instruments using interest rate benchmarks;
 - Strong understanding of the consequences related to changes in benchmarks in terms of risk, impact and stakeholder behaviour in financial markets;
 - Outstanding knowledge of the functioning, composition, use, and technical aspects of financial indices used as benchmarks;
 - Good knowledge of regulatory requirements for financial benchmarks, in particular the EU BMR and IOSCO Principles.
- RTS 5, 3.1(b)
NEW
33. The Chairperson of the EONIA Oversight Committee should possess (i) a high degree of expertise in the financial industry, (ii) proven records of integrity, professionalism and independence, and (iii) sufficient time to dedicate to his/her role.
- RTS 5, 3.1(b)
NEW
34. All EONIA Oversight Committee members must be able to devote sufficient time to perform their role. When selecting candidates, the Board of Directors should assess the time necessary to properly exercising such mandate against the number of other mandates exercised by the candidates.
- RTS 5, 1.7
NEW
35. Persons who have been subject to sanctions of administrative or criminal nature relating to financial services shall not be considered for EONIA Oversight Committee membership.
- NEW**
36. All EONIA Oversight Committee members should receive induction on joining the EONIA Oversight Committee. Training sessions shall be organized on an *ad-hoc* basis.

5. Appointment and Revocation Rules

- Annex I, 3(a)
NEW
37. This section describes the rules and procedure for nomination or removal and replacement of EONIA Oversight Committee members.

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| RTS 5, 3.1(d)
AMENDED | 38. The selection of potential EONIA Oversight Committee candidates falls under the competence of the Secretary General and the EONIA Oversight Committee Chairperson, who shall submit a list of nominations to the Board. The Board shall propose nominations to the General Assembly. |
| No change | 39. The appointment or revocation of EONIA Oversight Committee members and Chairperson falls under exclusive competence of the General Assembly of EMMI and requires a majority of two-thirds of the votes. |
| No change | 40. The Chairperson and all other members of the EONIA Oversight Committee are appointed for a three year mandate, which can be renewed only once. This shall not apply to the Secretary General as <i>ex officio</i> member. |
| RTS 5, 3.1(b)
NEW | 41. Before recommending nominations to the General Assembly, the Board shall evaluate the expertise and skills of the candidates to EONIA Oversight Committee membership. This evaluation shall include an assessment of the candidates' profile against the criteria defined in Section 4, taking into consideration, for example, their availability due to their membership to other oversight functions. For that purpose, candidates will be required to fill in a due diligence questionnaire to demonstrate their skills, expertise, and time commitment. |
| RTS 5, 3.1(d)
No change | 42. The General Assembly may revoke any members for the following reasons: <ul style="list-style-type: none"> a) The relevant supervisory or regulatory authority requests the members' removal; b) The member was appointed as a representative of an organisation and is no longer employed by such; c) The member notifies his/her decision to resign from the EONIA Oversight Committee; d) The member is incapable of performing the duties of his/her position in account of physical or mental incapacity; e) The member does not attend more than three consecutive meetings (either physical or by conference call). |
| RTS 5, 3.1(d)
No change | 43. If a member is revoked, or ceases to be a member for any other reason before the expiry of his/her mandate, another member may be appointed by the General Assembly. |
| | 44. In order to maximise the efficient use of the skills as outlined in paragraph 32, and taking into consideration the similarity of issues related to EONIA and EURIBOR, the membership of the EONIA Oversight Committee is the same as the one of the EURIBOR Oversight Committee. |

6. Confidentiality

- RTS 5, 3.1(n) **NEW** 45. Members of the EONIA Oversight Committee shall act in accordance with the *EMMI Confidentiality Policy*.
- RTS 5, 3.1(n) **NEW** 46. Members of the EONIA Oversight Committee shall declare adherence to the *EMMI Confidentiality Policy* at least on an annual basis.

7. Conflicts of Interest

- RTS 5, 1.2 **NEW** 47. Each of the EONIA Oversight Committee members should demonstrate high standards of integrity and ethics, and be free of any relationship that, in the opinion of the Board or of the Conflict of Interest Oversight Committee, would interfere with their individual exercise of independent judgment.
- RTS 5, 1.5 *No change* 48. To mitigate any potential conflicts of interest, all members are appointed on a personal basis, must be independent, and must not be subject to instructions from the companies or organisations to which they belong. Accordingly, each member of the EONIA Oversight Committee must submit and sign a declaration of interests whereby members shall declare any relevant interests.
- RTS 5, 3.1(h) **NEW** 49. At the beginning of each meeting of the EONIA Oversight Committee, the Chairperson shall invite each member to consider the items set at the agenda and to consequentially disclose any particular interest they hold in relation thereto. Each particular interest so disclosed should be minuted and members with conflicting interest are personally responsible to recuse themselves from the discussion, deliberation and voting.
- RTS 5, 3.1(g) **NEW** 50. Voting rights of members for decisions that would have a direct business impact on the organisations they represent may be suspended, either through members' recusal from a decision-making process, from a decision of the Chairperson of the EONIA Oversight Committee or upon recommendation of the Conflicts of Interest Oversight Committee.
- RTS 5, 3.1(i) **NEW** 51. Similarly, members may be excluded from specific discussions in respect of which they have a conflict of interest either through members' recusal from the discussions, from a decision of the Chairperson of the EONIA Oversight Committee or upon recommendation of the Conflicts of Interest Oversight Committee. The exclusion from discussion shall be recorded in the minutes of the meeting.
- NEW** 52. Each member of the EONIA Oversight Committee shall commit to act in accordance with the *EMMI Conflicts of Interest Policy*.

FUNCTIONING OF THE EONIA OVERSIGHT COMMITTEE

8. Meetings

Annex I, 3(b) 53. Meetings of the EONIA Oversight Committee are called by the Chairperson, at least on a quarterly basis, and are attended in person or by electronic means (e.g. teleconference and/or video conference).
RTS 5, 3.1(a)
No change

Annex I, 3(b) 54. The EONIA Oversight Committee promptly publishes the minutes of its meetings on EMMI's website after approval by its Chairperson and members.
RTS 5, 3.1(a)

AMENDED

NEW 55. The Secretariat to the EONIA Oversight Committee is provided by EMMI.

9. Decisions and votes

RTS 5, 1.5 56. The EONIA Oversight Committee cannot deliberate and execute its responsibilities, tasks, and rights unless half of its members are present.
No change

No change 57. Each member of the EONIA Oversight Committee has one vote. Decisions will be taken by a simple majority of votes of the members present at meetings. In case of a tie vote, the Chairperson has a casting vote.

NEW 58. Abstention votes are computed for the presence quorum but not for majority threshold.

NEW 59. If the presence quorum and/or the majority of the votes cannot be obtained at a first meeting, a second meeting may be convened at the request of at least two members of the EONIA Oversight Committee. This shall be organized within two weeks after the first meeting, so that a final decision may be taken.

No change 60. Any member of the EONIA Oversight Committee who is prevented from attending a EONIA Oversight Committee meeting (physically or by conference call) may arrange to be represented by another EONIA Oversight Committee member, to whom he/she shall give a written proxy, by fax or email. Each member of the EONIA Oversight Committee shall however not have more than one proxy. The number of votes in favour, against and abstentions shall be systematically recorded in the minutes of the meetings.

NEW 61. In exceptional circumstances, and whenever urgency and EONIA's interests so justify, the EONIA Oversight Committee may resolve by means of written resolution. For a written resolution to be valid, votes must be clearly expressed and decisions taken by a simple majority, unless specified otherwise in these Terms of Reference.

10. Information sharing with the Board of Directors

- RTS 5, 3.1(a) **NEW** 62. The minutes of EONIA Oversight Committee meetings shall be shared with the Board of Directors promptly after the meeting.
- RTS 5, 3.1(a) **NEW** 63. Notwithstanding paragraph 26, members of the Board shall be invited to attend EONIA Oversight Committee meetings following a rotation system. The member of the Board attending a meeting shall report to the Board at their following meeting.
- RTS 5, 3.1(a) **NEW** 64. The Chairperson of the EONIA Oversight Committee shall be invited by to Board for a general discussion on the functioning of the Oversight Committee at least on an annual basis.

11. Reporting responsibilities

- RTS 5, 3.1(a) **NEW** 65. The Chairperson of the EONIA Oversight Committee shall present a report to the Board on its activities on an annual basis.
- BMR 5, 3(i) 66. The EONIA Oversight Committee shall report to the relevant competent authority any misconduct of which the EONIA Oversight Committee becomes aware, and any anomalous or suspicious data.
- RTS 5, 3.1(m)

12. Self-assessment

- NEW** 67. The EONIA Oversight Committee shall, at least every two years, review its own performance, constitution and Terms of Reference. It shall evaluate if it is operating at maximum effectiveness and recommend for approval, by the Board and the General Assembly, any changes it deems necessary or that may be required by laws and regulations.
- NEW** 68. Reviews will, among others, address the general functioning of the EONIA Oversight Committee, its competences, composition and size, individual and collective efficiency and effectiveness of activities, interactions with the Secretary General, the EMMI staff and the Board.
- NEW** 69. Reviews shall be performed, among others, by means of anonymized self-assessment questionnaires set by EMMI's Corporate Governance Risk & Controls Unit and/or an independent reputable third-party appointed by the Board. The result of this assessment shall be discussed during a dedicated session of the EONIA Oversight Committee. Minutes will be drawn of the conclusions of this assessment, as well as of the measures taken in order to improve the functioning of the EONIA Oversight Committee, and subsequently shared with the Board.