

European Benchmark Administrators' Forum (EBAF)

Terms of Reference

1 Introduction

These Terms of Reference (ToR) cover the establishment and operation of the European Benchmark Administrators Forum (EBAF) and outline the procedure of the activities of the EBAF.

2 Purpose

The EBAF is a forum for interaction between benchmark administrators in Europe.

The purpose of EBAF is to exchange views on common areas of interest in relation to interest rate benchmarks and to foster communication and co-operation within the limitations of competition law.

EBAF aims to:

- Facilitate dialogue between benchmark administrators on key industry developments.
- Promote best practices in benchmark governance, methodology, and regulatory compliance.
- Enhance transparency and trust in financial benchmarks.

3 Membership

3.1 Members

The members of EBAF are supervised interest rate benchmark administrators in Europe, represented by their delegates with expertise on the various aspects of benchmark administration, such as methodology, governance, technology, and benchmark regulation. The founding members are EMMI, CFBF, SFBF, NoRe, and DFBF.

Each administrator may:

- submit an application for membership, which will be voted for by the then current EBAF members according to the rules set forth under para. 5.1.;
- alternatively, non-members can be invited to join the EBAF by means of an invitation by the Chair of the EBAF, after an agreement – taken at simple majority – of the then current EBAF members;
- upon approval of their request, appoint 2 representatives to attend the meetings or conference calls of the EBAF.

By joining the forum, members commit to abide by the EBAF Terms of Reference.

A list of members will be made and updated by the Secretariat upon notification by the members of any changes in appointments.

3.2 Chair

The EBAF is chaired by a representative from one of the EBAF member organisations.

The Chair is appointed by the members for a mandate of 1 year, which can be renewed. The Chair may designate an alternate among the members or a representative of his/her organization.

3.3 Observers

External experts may be invited on an ad hoc basis to present on specific topics or contribute to selected discussions in individual meetings of the EBAF.

4 Meetings

4.1 Secretariat

The secretariat to the EBAF is provided by the firm of the Chair, for the same period as the mandate of the Chair. At the end of this period, the provider of the secretariat will arrange for the handover of member details to the successor after the last meeting of the calendar year.

The role of the Secretariat is limited to performing the following tasks and services:

- define, in collaboration with the EBAF, if possible, at the end of the year the date(s) for the EBAF meeting(s) and conference call(s) for the next calendar year and communicate these via email to the members;
- set up meetings and conference calls and all associated communication;
- host, if possible, at maximum one physical meeting per year at a location of their choice;
- maintain the members' list;
- distribute agendas via email;
- collect and distribute working materials prepared by the EBAF members via email;
- draft summaries of each meeting or conference call and circulate these for review and comments to the participants before finalisation;
- distribute anonymised summaries of the meetings or conference calls, the Terms of Reference of the EBAF and the membership list by email.

The provider of the secretariat will only bear the costs related to the execution of these tasks and services mentioned above, including the hosting of one physical meeting per year, where the Secretariat volunteers to host such a meeting. It will not bear any other costs, including, but not limited to, the use of services of professional firms, travel and accommodation expenses to and from physical meetings of EBAF members, remuneration for attendance.

4.2 Procedures

The EBAF will meet at least once a year, either physically, by conference call or in a hybrid format, at the decision of the Chair.

The secretariat will organise the physical meeting at their initiative and on a voluntary basis. Another member of EBAF may volunteer to host the meeting; that member will not bear the costs for travel and accommodation expenses to and from physical meetings of EBAF members.

Upon request of the Chair and/or (a) member(s), ad hoc conference calls can be organised, should market conditions require to do so.

Each meeting follows an agenda which is circulated to the members, prior to the meetings or conference calls. It is established by the Chair, in consultation with the members and the secretariat, by gathering discussion topics prior to the meeting.

When available, working materials and presentations prepared by the members will be provided via email ahead of the meetings or conference calls, unless the provider clearly indicates not to do so.

Summaries of the discussions held in the EBAF meetings and conference calls are circulated to the participants for review and comments prior to finalisation.

5 Governance

5.1 VOTING AND DECISION MAKING

While the EBAF is a forum for discussion and best practice sharing, voting and decision making may occur in very specific circumstances related to, for example, membership and appointment of the Chair. Each member of the EBAF will have one vote.

Observers will not be eligible to vote.

In order for the EBAF to make decisions, at least half of the members must be present, with the only exception of the dissolution of the group as stated in para.5.6.

Remote voting, confirmed in writing to the Secretariat will be accepted.

Decisions should be reached by consensus, if possible, otherwise by simple majority of the votes of the members present at the meeting.

Abstention votes are counted for the presence quorum, but not for the majority threshold.

If no consensus is reached, majority in favour or against and number of abstentions shall be recorded in the summaries of the meetings on an anonymous basis.

5.2 INFORMATION SHARING

Consistent with the purpose of the EBAF, members are encouraged to share their views and best practices on any agenda item and are expected to actively engage in discussions and presentations. They will however not disclose commercially sensitive information.

A disclaimer related to para. 5.3, 5.4, 5.5 will be provided at the beginning of all meetings and mentioned in the summaries.

5.3 CONFIDENTIALITY

Members shall not disclose any confidential or any other unpublished information. Any non-public information disclosed, or opinions expressed during the EBAF meeting will be treated as confidential unless and until the EBAF members have authorised their public release.

5.4 COMPETITION LAW

It is the members' own responsibility to ensure they understand their responsibilities under, and fully comply with, all applicable laws and regulations, including EU competition law.

5.5 CONFLICTS OF INTEREST

At the beginning of the EBAF meetings, the members will inform the Chair about their actual or potential conflicts of interest and will recuse themselves from the discussions and votes on the relevant item(s) of the meeting agenda.

5.6 DISSOLUTION

The Chair with the approval of at least 2/3 of the EBAF members may decide to dissolve the EBAF and in this case, the secretariat will give written notice at least two months ahead of any planned meeting of the EBAF to all its members.