

Oversight Committee Terms of Reference

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Stibor Oversight Committee Overview

The Swedish Financial Benchmark Facility (**SFBF**) is the Benchmark Administrator of the Benchmark STIBOR. The Benchmark Oversight Committee (the OC) is an independent committee appointed by the SFBF Board that has the primary governance oversight of the methodology, determination and dissemination of STIBOR. The OC's purpose is to support the integrity, accuracy and reliability of STIBOR to the benefit of all users of STIBOR and reliant market participants.

The OC is comprised of users of STIBOR, independent experts, representatives from STIBOR Panel Banks and SFBF. Suppliers to SFBF with outsourcing agreements and consultants, are invited as rapporteurs during meetings.

Guests, such as representatives from market associations, stakeholder committees, market infrastructure providers and other users of STIBOR, may be invited to participate on a non-voting basis.

The OC is embedded within the organisational structure of SFBF but distinct from other governance functions of SFBF. A Secretariat to support the OC is provided by the administrator.

The OC shall assess and challenge the decisions of the SFBF Board of Directors (the **Board**) with regards to the provision of the Benchmark to ensure the requirements of regulation, including the EU 2016/1011 Benchmark Regulation (**BMR**) are being met.

The OC is granted access to all SFBF documentation necessary to carry out its duties.

Oversight function responsibilities

The oversight function shall operate with integrity and shall have the following responsibilities, which shall be adjusted by the administrator based on the complexity, use and vulnerability of the benchmark:

With respect to Benchmark¹ determination:

- Reviewing STIBOR's definition and methodology at least annually. In conducting reviews, the OC should consider the underlying market dynamics and the usage of STIBOR.
- Oversight of the STIBOR Panel Bank Code of Conduct including overseeing the practice standards as detailed within it and reviewing these regularly.
- Adopting, reviewing, and where required updating the SFBF Control Framework to ensure that STIBOR is determined and published in accordance with all relevant SFBF governance arrangements including the STIBOR Panel Bank Code of Conduct, referred to in Article 15 of the BMR, and all applicable regulatory standards.
- Monitoring the input data and contributors (Panel Banks) and the actions of the SFBF as the administrator of STIBOR in challenging or validating contributions of input data.
- Taking effective measures in respect of any breaches of the STIBOR Panel Bank Code of Conduct.
- Reporting to Finansinspektionen (FI) any misconduct by Panel Banks or the SFBF of which the OC becomes aware, and any anomalous or suspicious input data.
- Overseeing any changes to the STIBOR methodology and being able to request SFBF to consult on such changes.
- Reviewing and approving procedures for cessation of STIBOR or of any individual tenor for STIBOR, including any consultation about a cessation.

¹ STIBOR

- Overseeing any third party involved in the provision of STIBOR, including calculation or dissemination agents.

With respect to STIBOR Panel Banks:

- Undertaking regular reviews of the composition of the STIBOR panel of banks.
- Defining rules and procedures to join, remain or leave the STIBOR panel of banks.
- The OC may require an external audit of a Panel Bank if dissatisfied with any aspects of its conduct.

With respect to the SFBF:

- Assessing and, where appropriate, challenging the decisions of the management body of SFBF with regard to STIBOR provision to ensure the fulfilment of the requirements of the BMR and addressing all recommendations on benchmark oversight to that management body.
- Considering existing or potential conflicts of interest where material.
- Taking measures to remain informed about material issues and risks relating to the determination of STIBOR.
- Assessing internal and external audits or reviews and monitoring the implementation of identified remedial actions.
- Keeping the SFBF Oversight Committee Terms of Reference and the SFBF Oversight Committee Rules and Procedures under regular review.

Appointment of members to the Oversight Committee

The Board has the authority and responsibility to determine the membership of the OC on an annual basis. Appointments to the OC will be for an initial period of one year. The Board will nominate a candidate to act as the OC's Chairperson and the OC itself will ratify the nomination. If the OC does not wish to ratify the Board nominated candidate, the Board will nominate an alternative candidate for the OC's ratification. This process will continue until the Chairperson position has been confirmed by the OC.

The OC shall be composed of members that together have the skills and expertise appropriate to the oversight of the provision of the Benchmark and to the responsibilities the oversight function is required to fulfil.

The selection criteria for membership of the OC are as follows:

- Representatives from supervised entities that use the benchmarks should have a demonstrable understanding of how their organisation, and others, use the Benchmark
- Independent members must have a good understanding of the BMR Regulation and the underlying markets the Benchmark provides a representative measure of

The standing OC will consider the requirement to add new members on to the OC and vote them on to the OC, via a recommendation to The Board

The Secretariat will assist the Board in identifying suitable nominees for OC membership, taking into consideration the criteria above and other matters such as the nominee's specialist skills, knowledge and expertise, independence, and their availability to attend meetings. The OC, as a whole, should have sufficient coverage of relevant subject matter including financial markets, legal, regulatory, risk and compliance and accounting.

In accordance with BMR the SFBF will ensure that members with conflicts of interest shall not hold a majority. The SFBF will also give due consideration to conflicts arising from relationships between potential members and other external stakeholders with a vested interest in the STIBOR rates.

Oversight Committee Membership

The OC will consist of a balanced representation of stakeholders including independent members, supervised entities that use STIBOR, contributors and staff of the SFBF. Other external stakeholders may be invited as guests for example market associations and market infrastructure operators.

The Board will ensure that the OC has a minimum of 6 and a maximum of 12 voting members. The OC may include:

- At least two independent members
- Representatives from contributors to STIBOR where the maximum number of all these representatives does not form a majority of OC voting members.
- Representatives from external stakeholders such as market associations, market infrastructure operators and other input data sources in a non-voting capacity.
- At least one SFBF staff not part of the SFBF management body nor directly involved in the provision of STIBOR or any related activities.
- At least one SFBF staff, not part of the SFBF management body, who is involved in the provision of STIBOR in a non-voting capacity

Members shall not include persons who have been convicted of financial services related offences, in particular manipulation or attempted manipulation. Declarations should be collected on an annual basis from all OC members as evidence of no convictions of financial services related offences.

Details of the OC membership will be made public on the SFBF website as will any declarations of any conflict of interest along with the processes for election and nomination of OC members.

Observers may be invited to attend meetings of the OC by the Chairman. Observers must have signed a non-disclosure agreement prior to attending and also confirmed in writing any potential conflicts of interest they might have through their attendance. Observers will be asked to leave meetings when issues are being discussed where there is a potential conflict of interest.

Removal of members to the Oversight Committee

The Board may remove a person as a member of the OC if, for any reason, it appears appropriate for the Board to do so, including without limitation for the following reasons:

- The Board or the OC is asked by the FI to remove the person.
- The person was appointed to the OC as a representative of an organisation which he or she is no longer employed by and the Board considers their involvement is no longer in the best interests of the OC.
- The person has become physically or mentally incapable of acting as an OC member.
- The person has served notice of his or her intention to retire from the OC.
- The person is repeatedly absent from the OC

A person, as a member of the OC, wishing to resign from the OC is required to communicate their intention to resign by providing six-month notice in writing to the Chairperson of the OC. The Chairperson, may at their discretion, accept a lesser notice period if requested by the resigning member where, in the Chairperson's opinion, a lesser notice period will have no negative impact upon the OC's ability to fulfil its mandate.

Oversight Committee Meetings and Decisions

The OC meets as needed and no less than once every four months. Meeting dates should be scheduled 12 months in advance for regular meetings.

A meeting of the OC will be called whenever one of the OC members so requests. The Chairperson can convene a meeting of the OC with a minimum of 48 hours-notice in exceptional circumstances.

Individual matters may be dealt with in writing, provided that all the members consent. Decisions of the OC will be minuted.

Meeting agenda and supporting documents should be distributed to the OC members one week prior to OC meetings, other than for meetings convened at short notice when agenda and supporting documents should be distributed at a minimum the day prior to the meeting.

The OC decisions are made by voting. The OC constitutes a quorum when two thirds of the OC voting members are present. If a voting member is unable to attend a meeting or participate in the consideration of a matter, the member may provide a proxy vote on agenda items to the Chairperson of the OC or any other member of the OC. OC members unable to attend meetings may not be represented at the meeting by an alternative representative.

Members representing STIBOR panel banks shall never constitute the majority when voting in the OC.

Persons directly involved in the provision of STIBOR that may be members of the OC, shall have no voting rights.

Where matters for determination cannot be agreed by consensus, an affirmative vote from at least three quarters of OC members present is required for a motion to be carried.

The OC's decisions shall record any objections raised against the majority's conclusions. In case of dissent, the minutes shall indicate which members voted for and against each decision.

OC meeting discussion and decisions will be minuted, such minutes to be prepared by the Secretariat and distributed to OC members within one week following the meeting.

Summarised versions of the OC minutes, including OC decisions, shall be made publicly available by publication on the SFBF's website within 14 days of OC meetings.

Managing Conflicts of Interest within the Oversight Committee

To mitigate any potential conflicts of interest all OC members appointed on a personal basis must be independent and must not be subject to instructions from the companies or organisations to which they belong. On an annual basis each member of the OC must submit and sign a declaration of interest whereby members shall declare any relevant interests. Declared conflicts of interest will be made publicly available on the SFBF website.

Conflicts of interest which may arise within the OC due to competing interests shall be managed using, where appropriate, the following non-exhaustive list of procedures:

- External OC members should have their voting rights suspended for decisions that would have a direct business impact on the organisations they represent.
- OC members are required to disclose conflicts ahead of the discussion of each agenda item during meetings of the OC.
- OC members should excuse themselves from specific discussions of agenda items which would cause them to become conflicted, either prior to the agenda item being discussed or during

discussion should a conflict arise at that time. Details of any exclusion are to be recorded in the minutes of any relevant meeting and redact such minutes prior to publication.

- OC members that are excused from discussion to avoid conflicts will have their voting rights removed for decisions relating to the specific agenda item.

Where it is not possible to manage the conflicts of interest through the procedures listed above or by other means, the SFBF will revise the structure of the OC and where appropriate, replace the conflicted members.

Administrative details

Rules governing the operational functioning of the OC are detailed in the accompanying document “Oversight Committee Rules and Procedures”

This document will be publicly available on the SFBF website