

APPOINTMENT OF MEMBERS TO THE OVERSIGHT COMMITTEE (“OC”) OF IBA

Whereas

- (1) Principle 5 (“Internal Oversight”) of the IOSCO Principles for Financial Benchmarks published July 2013 requires ICE Benchmark Administration (“IBA”)
to develop and maintain robust procedures regarding its oversight function, which should be documented and available to relevant Regulatory Authorities... [with respect to] criteria to select members of the oversight function
- (2) Letters of appointment from IBA to the OC notified appointees of a forthcoming review of the composition of the OC.
- (3) the number of representatives of benchmark submitters who have been appointed to the OC is one fewer than the number which was appointed to the Interim LIBOR Oversight Committee and, therefore, the directors wish to consider whether a further appointment to the OC is necessary or appropriate.

The Board of Directors of IBA has considered the following proposal for a nominating committee and has resolved that it should be adopted:

- (1) The directors of IBA (hereafter, each a “director”) shall serve as the IBA Nominating Committee (“NC”) with responsibility for determining the membership of the OC.
- (2) The NC shall appoint a director to be the Chairman of the NC to serve for such period as may be agreed.
- (3) The NC shall, in 2014, undertake a review of the composition of the OC.
- (4) The NC may by a decision appoint (or reappoint) a person who is willing to serve as a member of the OC for such period, not to exceed three years, as may be agreed.
- (5) The NC may by a decision remove a person as a member of the OC if, for any reason, it appears appropriate to the NC to do so, including without limitation for the following reasons:
 1. IBA, the OC or the NC is asked by the FCA to remove the person;
 2. The person was appointed to the OC as a representative of an organisation which is a benchmark submitter, a benchmark user, an infrastructure provider or IBA and is no longer employed by the organisation in question or was appointed in an independent capacity and is no longer qualifies as such;
 3. The person has become physically or mentally incapable of acting as an OC member and may remain so for more than three months;
 4. The person has served notice notifying IBA of his/her intention to retire from the OC; and/or
 5. The person is absent without the permission of the Chair of the OC from all OC meetings held within a consecutive period of six months.
- (6) The President of IBA (“the IBA President”) and the Chair of the OC (“the OC Chair”) shall constitute a sub-committee with responsibility for making recommendations to the NC regarding the membership of the OC (“the NC Reporting Sub-Committee”).
- (7) The NC may delegate additional powers or functions to the IBA President and OC Chair on any terms the NC sees fit and may revoke any such delegation.

- (8) In making recommendations to the NC, the NC Reporting Sub-Committee shall have regard to any applicable regulatory requirements.
- (9) In each case, the NC shall be responsible for inviting the NC Reporting Sub-Committee to draw up the recommendations and shall accompany this request with a brief description of the nature of the determination which the NC seeks to make.
- (10) The IBA President and the OC Chair may by decision appoint one or more persons to serve as *ad hoc* members of the NC Reporting Sub-Committee for the purpose of addressing a request of the NC, provided always that such appointments are made from serving members of the OC.
- (11) Recommendations made by the NC Reporting Sub-Committee shall include, without limitation, the following: i) recommendations concerning the criteria for an appointment or other determination (as required) by the NC; and ii) in the case of a prospective appointment, a list of nominations.

Adopted by the Board of IBA on 2 April 2014
