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DECISION OF THE EUROPEAN CENTRAL BANK

of 29 March 2012

on the establishment of the TARGET2-Securities Board and repealing Decision ECB/2009/6

(ECB/2012/6)

(2012/235/EU)

(OJ L 117, 1.5.2012, p. 13)

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▼M1*Article 1***Definitions**

Terms used in this Decision shall have the same meaning as in Guideline ECB/2012/13 ⁽¹⁾ and in the T2S Framework Agreement endorsed by the Governing Council on 17 November 2011.

▼B*Article 2***T2S Board****▼M1**

1. The T2S Board shall be established as a governance body with the task of developing proposals for the Governing Council on key strategic issues and executing tasks of a purely technical nature assigned to it by the Governing Council. It shall operate as one of the dedicated formats of the Market Infrastructure Board (MIB).

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2. The T2S Board's mandate, including its objectives, responsibilities, tasks, composition, working procedures and budget, shall be as set out in Annex I to this Decision.

3. The Rules of Procedures of the T2S Board shall be set out in Annex II to this Decision.

4. The Code of Conduct for the members of the T2S Board shall be set out in Annex III to this Decision.

5. The procedures and requirements for the selection, appointment and replacement of the T2S Board non-central bank members shall be set out in Annex IV to this Decision.

6. The T2S Board shall commence work in July 2012.

*Article 3***Repeal**

Decision ECB/2009/6 is repealed.

⁽¹⁾ Guideline ECB/2012/13 of the European Central Bank of 18 July 2012 on TARGET2-Securities (OJ L 215, 11.8.2012, p. 19).

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Article 4

Transitional provisions

The T2S Programme Board members shall continue to carry out their responsibilities and tasks until all voting members of the T2S Board have been appointed.

Article 5

Final provision

This Decision shall enter into force on 29 March 2012.

*ANNEX I***T2S BOARD
MANDATE****INTRODUCTION**

In line with the Treaty on the Functioning of the European Union and the Statute of the European System of Central Banks and of the European Central Bank, the Eurosystem will offer T2S services to central securities depositories (CSDs) in Europe. The overall objective of T2S is to facilitate post-trading integration by supporting core, borderless and neutral pan-European cash and securities settlement in central bank money so that CSDs can provide their customers with harmonised and commoditised settlement services in an integrated technical environment with cross-border capabilities.

RESPONSIBILITIES OF THE T2S BOARD

Without prejudice to the ultimate decision-making power of the European Central Bank's (ECB's) Governing Council, the Governing Council has entrusted the T2S Board with the performance of clearly defined tasks related to the T2S Programme and the provision of T2S services. If and when new issues related to T2S arise, the Governing Council may assign to the T2S Board further clearly defined tasks that are otherwise under the responsibility of the Governing Council. In the light of the Governing Council's ultimate competence on T2S issues, any of its tasks entrusted to, and performed by, the T2S Board may still be performed by the Governing Council. The T2S Board is also based on a T2S Protocol signed by the Eurosystem central banks.

The T2S Board acts within the scope of the T2S legal framework (in particular the Framework Agreements, the Currency Participation Agreements, the Level 2-Level 3 Agreement adopted on 20 April 2011 and Guideline ECB/2010/2).

The T2S Board ensures that the T2S Programme is delivered:

- (a) in accordance with market expectations, as reflected in the User Requirements Document (URD);
- (b) within the T2S financial regime;
- (c) within the time frame decided on by the Governing Council.

The T2S Board is scheduled to take over the responsibilities and tasks of the T2S Programme Board from July 2012. This mandate is valid until the end of the T2S migration period, after which it will be revised.

After the implementation of the T2S Programme, the T2S Board ensures the smooth operation of the T2S system in accordance with the relevant technical and legal documents. It also facilitates the continuous adaptation of the T2S Services in line with future market needs.

TASKS

The Governing Council has entrusted the following tasks to the T2S Board:

1. Elaboration of proposals for decision by the Governing Council on:
 - (a) overall T2S strategy;
 - (b) T2S Governance;

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- (c) T2S finances, including:
 - (i) the main features of the T2S financial regime (in particular budget, amount, time period covered, financing);
 - (ii) regular analysis of the financial risks to which the Eurosystem is exposed;
 - (iii) the management rules for the T2S project account held in the books of the ECB and managed by the T2S Board on behalf of the Eurosystem;
 - (iv) the T2S cost methodology;
 - (v) the T2S pricing policy;
- (d) overall T2S Programme Plan;
- (e) authorisation and prioritisation of Change Requests relating to the URD;
- (f) any contract to be signed between the Eurosystem and external stakeholders;
- (g) the T2S risk management framework;
- (h) service level agreements established with the CSDs, the national central banks (NCBs) and the 4CB;
- (i) T2S testing and migration strategies;
- (j) the connectivity services strategy;
- (k) the crisis management strategy;
- (l) the T2S Service Description;
- (m) liability and other claims;
- (n) compliance of CSDs with the CSD eligibility criteria.

2. Management/steering of T2S and relations with the 4CB

The T2S Board:

- (a) carries out the overall management of the T2S Programme and of the T2S services;
- (b) manages a detailed plan, on the basis of the overall T2S Programme Plan, as approved by the Governing Council;
- (c) negotiates any amendments to the Level 2-Level 3 Agreement and submits them for endorsement by the Governing Council;
- (d) establishes regular contacts with the 4CB in order to obtain all of the information needed for the performance of its tasks in line with the Level 2-Level 3 Agreement;
- (e) discusses and approves the 4CB deliverables (e.g. the General Functional Specifications, the User Detailed Functional Specifications and the User Handbooks), according to pre-agreed quality standards, and ensures that they are consistent with the URD;

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- (f) validates proposals from the 4CB, in particular on IT strategy, network provision and capacity planning strictly related to T2S;
- (g) coordinates a proper change management process relating to the T2S Scope Defining Set of Documents and the prioritisation of authorised changes relating to new T2S releases;
- (h) establishes test scenarios for the Eurosystem Acceptance Tests and coordinates tests which involve various types of stakeholders;
- (i) establishes a substructure in charge of User Testing in line with the Schedules on User Testing in the Framework Agreement and the Currency Participation Agreement;
- (j) implements the T2S risk management framework within the parameters set by the Governing Council;
- (k) implements the T2S migration strategy within the parameters set by the Governing Council;
- (l) implements the T2S operational framework, including the T2S incident and crisis management strategy, within the parameters set by the Governing Council;
- (m) ensures the proper functioning and quality of the T2S Services;
- (n) ensures compliance of the T2S services with regulatory and oversight requirements.

3. Relations with external stakeholders

The T2S Board:

- (a) ensures that the T2S services meet the market needs;
- (b) interacts with CSDs and central banks to facilitate their migration to T2S;
- (c) negotiates with CSDs and non-euro area central banks which have signed the Framework Agreement and the Currency Participation Agreement any amendments to these agreements; this is done jointly with Eurosystem central banks;
- (d) coordinates with the other T2S Governance structures, in particular with the CSD Steering Group, the Non-euro Currencies Steering Group, and the T2S Advisory Group;
- (e) interacts with providers of connectivity services;
- (f) appoints the chairpersons of the technical groups after consultation of the CSD Steering Group and the Non-euro Currencies Steering Group, and receives reports from the technical groups;
- (g) discusses, coordinates and aims at finding possible solutions to settle disputes arising in the T2S context with participating CSDs and central banks within the framework of the Dispute Resolution and Escalation Procedure provided for in the Framework Agreement and the Currency Participation Agreement and within its mandate;
- (h) provides relevant information to competent regulatory and oversight authorities;

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- (i) performs, with the help of the ECB's T2S Programme Office and the central bank expert network, a central role in communication on T2S in relation to market participants and public authorities;
- (j) promotes and contributes to T2S-related harmonisation work;
- (k) closely cooperates with all relevant public authorities and private bodies (e.g. the European Commission, the European Parliament, securities regulators), on relevant initiatives in the field of securities clearing and settlement;
- (l) ensures transparency through the timely and consistent publication of relevant documentation.

4. T2S financial regime

The T2S Board manages the T2S financial regime as set out in Guideline ECB/2010/2.

As from the start of the operational phase, the T2S Board provides the contracting CSDs and the contracting non-euro area NCBS with financial statements on a regular basis that fairly represent the business and financial conditions, results of operations and state of cost recovery in relation to T2S.

The CSD Steering Group, the Non-euro Currencies Steering Group, the T2S Advisory Group, and relevant European System of Central Banks committees are consulted before proposals on the T2S financial regime resulting in changes to the T2S Pricing are made to the Governing Council.

To the extent required, the ECB provides appropriate support to the T2S Board. All costs triggered by such support are reimbursed to the ECB.

Moreover, the T2S Board:

- (a) manages the T2S budget by means of the T2S project account;
- (b) approves the payment of instalments to the 4CB, in accordance with an agreed payment schedule approved by the Governing Council, once the 4CB deliverables have been accepted by the T2S Board;
- (c) approves costs related to additional support from the 4CB to the Eurosystem central banks, in accordance with the Level 2-Level 3 Agreement;
- (d) approves the payment of instalments to the ECB, on the basis of the costs incurred by the latter in relation to T2S;
- (e) approves and initiates the collection of fees from T2S clients and the reimbursement to Eurosystem central banks.

COMPOSITION

All members of the T2S Board are appointed by the Governing Council. The members report collectively and exclusively to the ECB decision-making bodies when they act in their capacity as T2S Board members and comply with the principles provided for in the T2S Board Code of Conduct set out in Annex III. In this capacity, the members from Eurosystem central banks and non-euro area central banks may seek advice from other employees of their institution of origin. In no circumstances may they take instructions from their institution of origin, or commit to take a specific position during the deliberation and the vote of the T2S Board.

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The T2S Board is composed of:

- (a) the Chairperson, who is a senior manager at the ECB;
- (b) nine members from other Eurosystem NCBs, including one from each of the following: the Deutsche Bundesbank, the Banco de España, the Banque de France and the Banca d'Italia;
- (c) one member from a non-euro area central bank which has signed the Currency Participation Agreement (or two such members if the settlement volume in non-euro currencies is at least 20 % of the euro area volume);
- (d) two non-central bank board members (without any voting right) not originating from central banks with solid backgrounds as senior officials in the securities settlement industry and, possibly, with project management experience, who do not have any conflicts of interest.

The Chairperson is supported by a Deputy Chairperson who is appointed by the Governing Council. The Deputy Chairperson is a member who is ready to replace the Chairperson in the case of absence. If the Delivery-versus-Payment (DvP) volume settled in non-euro currencies in T2S represents at least 40 % of the DvP volume settled in euro, participating non-euro area central banks may propose the Deputy Chairperson.

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The mandate of a T2S Board member lasts for 24 months and may be renewed. The Governing Council may decide on a shorter mandate, including when members resign or retire before the expiry of their mandate.

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The Governing Council decides on the composition of the T2S Board on the basis of a proposal from the ECB's Executive Board. For categories (a) to (c), applications are presented by the Governor/President of the relevant central bank. The Executive Board gives preference to candidates who report directly to the highest governance body in their central bank. The Executive Board ensures in its proposal that an appropriate balance is maintained between members with IT experience, project management experience, and experience in the securities settlement business (either as a provider of services or as a user of those services).

WORKING PROCEDURES**1. Decision-making**

If possible, the T2S Board decides by consensus. However, if consensus cannot be reached within a reasonable time frame, the Chairperson may decide to hold a vote based on a simple-majority voting procedure.

The following rules apply:

- (a) in principle, a quorum of at least seven members should be met in order for the T2S Board to deliberate validly;
- (b) only T2S Board members from categories (a) to (c) above have a voting right;
- (c) in the case of absence, a voting member may delegate their vote to another member; no member can exercise more than two votes on any issue;
- (d) in the case of an equal number of votes, the Chairperson has a casting vote;

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(e) members of the T2S Board do not participate in the decision making and do not vote when they are in a situation of conflict of interest;

(f) members adhere to the Code of Conduct for the T2S Board.

2. Workload and support

Without prejudice to the good governance principles laid down in Article 8 of Guideline ECB/2010/2:

(a) the Chairperson works full time on the T2S issues; the remaining members are expected to work on a 30 % basis;

(b) the T2S Board is supported by a T2S Programme Office at the ECB;

(c) the T2S Board receives input from a programme controller;

(d) the T2S Board is supported by a Technical Committee that will seek consensus on technical matters; if consensus cannot be reached, matters will be brought to the T2S Board;

(e) the T2S Board may create other committees.

3. Reporting and representation

The T2S Board reports to the ECB decision-making bodies directly, on a regular and structured basis. In this respect, it prepares reports to the ECB decision-making bodies as necessary. These reports are also sent to the Euro-system IT Steering Committee (EISC), which may advise the ECB decision-making bodies. The Payment and Settlement Systems Committee (PSSC) receives the reports for information purposes.

The Chairperson chairs the T2S Advisory Group and represents the T2S Board externally, unless the T2S Board decides otherwise.

4. Rules of Procedure

Details of the working procedures are to be addressed in the T2S Board Rules of Procedure set out in Annex II.

▼B*ANNEX II***T2S BOARD
RULES OF PROCEDURE****CHAPTER I
THE T2S BOARD***Article 1***The members**

1. Members of the T2S Board (hereinafter the ‘members’) act in their personal capacity and in the best interest of the T2S Programme, in accordance with the T2S General Principles. Members take their own, fully independent positions during the T2S Board meetings.
2. Central bank members must be provided with sufficient time by their central banks, and non-central bank board members must ensure that they have sufficient time, to be actively involved in the work of the T2S Board (in principle 30 % of their working time for all members except the Chairperson).

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3. Members shall not be directly involved in the oversight of T2S or of central securities depositories that outsource settlement operations to T2S, to the extent that such involvement could give rise to actual or potential conflicts with their functions as T2S Board Members. Appropriate measures shall be put in place to identify and avoid any such conflicts. Members shall not be part of the Internal Auditors Committee (IAC), nor shall they be involved in Level 3 Activities on a day-to-day basis.

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4. Members must comply with the T2S Board Code of Conduct (hereinafter the ‘Code’), set out in Annex III.

*Article 2***The Chairperson and Deputy Chairperson****▼M1**

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2. The Chairperson, in cooperation with the other members, ensures the functioning of the T2S Board, the fulfilment of the T2S Board’s mandate, the adherence to the rules of procedure, and the efficient decision-making. In particular, the Chairperson:
 - (a) proposes the agendas of the T2S Board meetings and chairs them;
 - (b) proposes the annual schedule of the meetings;
 - (c) deals with all administrative decisions concerning the T2S Programme Office.
3. The Chairperson is supported by a Deputy Chairperson who replaces the Chairperson in the case of absence. The Chairperson will notify this absence to the Deputy Chairperson as soon as possible.

*Article 3***Secretariat**

1. The Chairperson will appoint a highly experienced member of staff of the European Central Bank (ECB) as T2S Board Secretary. The Chairperson may also appoint an alternate Secretary.
2. The Secretary shall assist the Chairperson and work under his/her guidance. The Secretary manages the flow of information, in a timely manner: (a) between members; and (b) between the T2S Board and other stakeholders, including in particular other Eurosystem or European System of Central Banks committees.

CHAPTER II

T2S BOARD MEETINGS*Article 4***Date and location of T2S Board meetings**

1. The T2S Board decides on the dates of its meetings upon a proposal of the Chairperson. The T2S Board should meet regularly based on a schedule it prepares in good time before the start of each year. The frequency of meetings is determined by the needs of the T2S Programme Plan.
2. The Chairperson may convene extraordinary meetings of the T2S Board whenever they deem it necessary. The Chairperson will convene an extraordinary meeting if a request for such a meeting is submitted by at least three members.
3. The T2S Board generally holds its meetings at the ECB's premises.
4. Meetings may also be held by means of teleconference, unless three or more members object.

*Article 5***Participation in T2S Board meetings**

1. In accordance with principles of good governance, members shall regularly participate in T2S Board meetings. Participation is strictly on a personal basis; members may not be replaced.
2. Attendance at T2S Board meetings is restricted to members and other persons invited by the Chairperson.

*Article 6***Conduct of T2S Board meetings**

1. The working language of the T2S Board is English.
2. The T2S Board adopts an agenda for each meeting. As a rule, the Secretary prepares a provisional agenda, under the responsibility of the Chairperson, and sends it to members at least five working days in advance of a meeting. The T2S Board may decide to remove items from, or add items to, the provisional agenda on a proposal of the Chairperson or of any other member. An item will be removed from the agenda at the request of three or more members if the related documents are not submitted to the members in due time.

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3. As a rule, the Secretary sends documents for discussion to members five working days in advance of a meeting. However, short documents may be sent one working day in advance. Documents sent less than two working days in advance are considered 'table documents' which cannot lead to a decision of the T2S Board, unless all members agree otherwise.

4. Following each T2S Board meeting, the Secretary prepares draft minutes recording the topics that were under consideration and the results of the discussion. The draft minutes include positions expressed during the meeting by individual members when so requested. The draft minutes are circulated to the members within five working days of the meeting.

5. Also following each T2S Board meeting, the Secretary prepares a draft action list containing the tasks and deadlines that were allocated and agreed during that meeting, which is circulated to the members within five working days of the meeting.

6. Members provide the Secretary with comments on the draft minutes and action list within five working days of receipt. The draft minutes and action list are submitted to the T2S Board for approval at the subsequent meeting (or, if necessary, earlier by written procedure) and are signed by the Chairperson.

*Article 7***Decision-making by the T2S Board**

1. To the extent possible, decisions of the T2S Board are taken by way of consensus.

2. In order for the T2S Board to validly deliberate, there must be a quorum of at least seven members. If the quorum is not met, the Chairperson may convene an extraordinary meeting at which decisions may be taken without regard to the quorum.

3. If necessary, the T2S Board proceeds to vote at the request of the Chairperson. The Chairperson also initiates a voting procedure upon the request of any member with a voting right. In line with the Code, a member must not vote if they have a conflict of interest, as described in the Code. In the case of absence, a voting member may delegate their vote to another voting member; no member may exercise more than two votes on any issue.

4. The Chairperson may initiate a secret ballot if requested to do so by at least three members.

5. Decisions may also be taken by written procedure, unless three or more members object. A written procedure shall require: (i) normally not for less than two working days for consideration by every Member; and (ii) a record of any such decision in the conclusions of the subsequent meeting of the T2S Board.

6. A proposal receiving a simple majority of votes is deemed approved. In the case of equal numbers of votes, the Chairperson has a casting vote. In the Chairperson's absence, the Deputy Chairperson does not have a casting vote.



CHAPTER III COMMUNICATION AND TRANSPARENCY

Article 8

External communication

1. The Chairperson regularly informs the relevant stakeholders about the progress made in the implementation of the T2S Programme. With the help of the Secretary, the Chairperson ensures transparency through the timely and consistent publication of relevant documentation on the T2S website, subject to the confidentiality obligations set out in the Code.

2. Members must inform the Chairperson in advance of undertaking any relevant and substantial external representation in relation to the T2S Board's responsibilities and tasks, such as speaking on T2S at conferences or meetings with T2S stakeholders, and must provide the T2S Board with a written summary within five working days following the event. Any substantial external communication must be in the interest of the Eurosystem and the T2S Programme and must respect any decisions of the Governing Council and the T2S Board.

3. The T2S Board designates a member/members and/or ECB/national central bank (NCB) staff supporting T2S to participate in public and private initiatives related to securities clearing and settlement and to possibly represent T2S in relevant committees or working groups. A member of ECB or NCB staff can only be designated in this manner if it is established that they comply with obligations in relation to confidentiality and conflict of interest that are at least equivalent to the obligations of the Code.

Article 9

Internal communication

1. Members of the T2S Board who do not belong to the Eurosystem receive, under confidentiality conditions, all documentation on T2S submitted to the Governing Council after the Governing Council meeting, as well as the decision points of the Governing Council minutes on T2S.

2. Eurosystem NCBs that do not have a staff member on the T2S Board have automatic access to all T2S Board documentation. They may also make a request to the Chairperson to participate in a T2S Board committee if they have a particular interest in a topic. One member will be responsible for informing such Eurosystem NCBs if it is considered that they might have a particular interest. This member may also bring any point raised by such a Eurosystem NCB before the T2S Board.

CHAPTER IV FINANCIAL REGIME

Article 10

Functioning of the T2S project account

1. The T2S Board operates a T2S project account on behalf of the Eurosystem, which is held in the books of the ECB and which has the status of a transit account. The T2S project account is used for: (a) managing financial flows (in particular collection of funds and payment of instalments) between the

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Eurosystem central banks which result from the T2S budget; and (b) managing financial flows related to T2S service fees. The T2S Board ensures that the balance of the project account is 'nil' or 'positive' at all times.

2. The Chairperson invites in a timely manner the Eurosystem NCBs to budget for their cost shares (in accordance with the T2S cost allocation key) and to pay their cost shares to the T2S project account in accordance with the payment schedule approved by the Governing Council.

3. The Chairperson instructs the payment of instalments out of the T2S project account, subject to the prior approval of the T2S Board. The payment of an instalment to the 4CB is regarded as formally approved by the T2S Board once it has validated and accepted a 4CB deliverable and this validation and acceptance is formally approved in the minutes of the T2S Board's meeting. The payment of an instalment to the ECB takes place at the start of every year in accordance with the agreements laid down in the financial envelope.

CHAPTER V**AUDIT***Article 11***Audit**

The T2S Board's activities are subject to the review of the IAC.

*ANNEX III***T2S BOARD
CODE OF CONDUCT****Introduction**

The T2S Board is composed of members appointed by the Governing Council. Members must act solely in the best interest of T2S Programme, in accordance with the T2S General Principles, and must allocate sufficient time to the work related to the T2S Programme.

The T2S Board assists the European Central Bank's (ECB's) decision-making bodies in ensuring the successful and timely completion of the T2S Programme and reports to the Governing Council. It is essential for the informed and independent decision-making of the Governing Council that the T2S Board's work is unaffected by any circumstances that may give rise to a conflict of interest of any member.

It is also essential to the good reputation and credibility of the Eurosystem/ European System of Central Banks (ESCB) and to the legal soundness of the T2S Programme that the members are guided and are seen to be guided by the general interest of the Eurosystem, and by the interest of the T2S Programme in particular. Members therefore need to: (a) avoid situations where conflicts of interest exist or appear to exist; (b) act only in their capacity as Eurosystem and T2S representatives in their dealings with public authorities, central banks, representatives of industry and other external stakeholders involved in the design, development and operation of T2S; and (c) ensure objectivity, neutrality and fair competition between potential suppliers with an interest in the T2S Programme.

The obligation of professional secrecy stated in Article 37.1 of the Statute of the European System of Central Banks and of the European Central Bank (hereinafter the 'Statute of the ESCB') applies to both ECB staff and national central bank (NCB) staff performing ESCB tasks, and covers confidential information regarding trade secrets or information having a commercial value. An equivalent obligation applies to non-central bank board members of the T2S Board. Non-central bank board members must also comply with any additional rules of conduct that may be provided for in the letter of their appointment and in their contract with the ECB.

It is appropriate and in accordance with good administrative practice to set ethical standards concerning professional integrity, the principle of fair competition, the avoidance of conflicts of interest and the protection of confidential information produced by the Eurosystem or provided by third parties, while preserving the expertise and experience in the relevant areas of the T2S Programme within the T2S Board for the overall benefit of the Eurosystem/ESCB. Moreover, it is appropriate and in accordance with good administrative practice that the Conditions of Employment applicable to the members who are ECB staff members, and the equivalent provisions applicable to members who are staff members of an NCB, should provide for legal redress for breaches of this Code of Conduct (hereinafter the 'Code'). An equivalent provision applies to the non-central bank board members of the T2S Board.

This Code is without prejudice to any requirements resulting from other ethical provisions as may be applicable to the members of the T2S Board in their function as members of staff of the ECB or an NCB.

▼B**1. Definitions**

For the purposes of this Code:

- (a) ‘Chairperson’ means the person appointed by the Governing Council to chair the T2S Board;
- (b) ‘Deputy Chairperson’ means the person appointed by the Governing Council to replace the Chairperson in the case of absence;
- (c) ‘confidential information’ means, without prejudice to the obligation of professional secrecy in Article 37.1 of the Statute of the ESCB or to documents classified according to the ECB confidentiality regime which are provided to each member of the T2S Board: (i) trade secrets of the Eurosystem or third parties and any information having a commercial value other than for the purpose of the work of the T2S Board; (ii) any information the unauthorised disclosure of which could harm the essential interests of the Eurosystem; and (iii) any information that a reasonable person would consider to be confidential; ‘confidential information’ does not include any information which: (i) is or becomes generally available to the public, other than through a breach of this Code; or (ii) is developed independently by a third party with no access to confidential information; or (iii) subject to Section 3, is required to be disclosed by law;
- (d) ‘non-central bank board member’ means a member of the T2S Board who is not an ECB or an NCB staff member;
- (e) ‘mandate’ means the mandate set out in Annex I;
- (f) ‘member’ means a member of the T2S Board, including the Chairperson;
- (g) ‘potential suppliers’ means commercial entities having an interest in providing T2S-related goods and/or services to a euro area or non-euro area central bank that has committed to settle its national currency via T2S.

2. Avoidance of conflicts of interest

- 2.1. A conflict of interest arises with respect to the provision of goods and/or services relevant to the T2S Board’s mandate where a member has a commercial or professional interest, or a stake, in a potential supplier, whether through ownership, control, investment or otherwise, which influences or may influence the impartial and objective performance of their duties as a member.
- 2.2. Members act in the general interest of the Eurosystem and the T2S Programme. They avoid any situations that are likely to give rise to a conflict of interest.
- 2.3. If a conflict of interest arises or is likely to arise in connection with the T2S Board’s tasks, the member concerned makes known such actual or potential conflict of interest to the compliance authority of their central bank (or, in the case of a non-central bank board member, to the ECB’s Ethics Officer) by using the form set out in Appendix 2 and simultaneously informs the Chairperson thereof. If the compliance authority (or, in the case of a non-central bank board member, to the ECB’s Ethics Officer) concludes that a conflict of interest exists, it gives its recommendation to the Governor of the central bank concerned (or, in the case of a non-central bank board

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member, to the ECB's President) regarding the appropriate management of the conflict of interest, and the Governor/President informs the Chairperson thereof without undue delay. The Governor/President provides the necessary details to enable the Chairperson to have an informed view on the appropriate management of the conflict of interest.

- 2.4. If, during a T2S Board meeting, a member has reason to believe that the participation of another member in the discussion, voting or written procedure of the T2S Board could give rise to a conflict of interest, they inform the Chairperson immediately.
- 2.5. The Chairperson invites the member who has identified an actual or potential conflict of interest pursuant to Section 2.3 or about whom concerns of a conflict of interest have been raised pursuant to Section 2.4 to state whether an actual or potential conflict of interest exists. If the Chairperson is not content with the statement of the member then any relevant item is withdrawn from the agenda. The Chairperson informs the compliance authority of the central bank concerned (or, in the case of a non-central bank board member, the ECB's Ethics Officer) about any such case without undue delay and, if deemed necessary, the Governing Council.
- 2.6. If the Chairperson is concerned by Sections 2.3, 2.4 or 2.5, the Chairperson informs the Deputy Chairperson.
- 2.7. A member must not vote on any matter in respect of which they have a conflict of interest. This also applies to a member who is a member of staff of the 4CB if the T2S Board is deciding on the validation of 4CB deliveries.

3. Proper use of confidential information

- 3.1. Members use confidential information solely for the purposes of and in the interests of the Eurosystem and the T2S Programme and in accordance with the T2S Board's mandate.
- 3.2. Members must not disclose confidential information to third parties and, as regards members who are staff members of the ECB or an NCB, may only disclose confidential information to members of the staff of their central bank or another central bank on a strict 'need to know' basis in order to provide advice to enable an opinion on a specific issue to be formed. Confidential information marked 'members only' may in principle not be disclosed by members to members of the staff of their central bank nor to other central banks unless otherwise agreed by the T2S Board.
- 3.3. Members take all necessary measures to prevent the accidental disclosure of or unauthorised access to confidential information.
- 3.4. Members must not use their access to confidential information for the benefit of an entity outside the Eurosystem or without any appropriate justification for the benefit of their central bank.
- 3.5. In so far as a member is ordered by a court or a regulatory, supervisory or other competent authority that has jurisdiction over that member to disclose or make available confidential information, they must:
 - (a) give prompt written notice, when permitted by law, of such an order to the Chairperson and the compliance authority (or, in the case of a non-central bank board member, the ECB's Ethics Officer) of their central bank, with as much detail as possible;
 - (b) obtain expert legal advice as to the lawfulness and enforceability of such an order, if considered necessary by the Chairperson;

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- (c) cooperate with all the central banks concerned and provide such assistance as the Chairperson may reasonably request to allow the T2S Board or the central bank of the member concerned to seek legal remedies to protect the confidential information;
- (d) notify the court or authority concerned of the confidential nature of the information and request the court or authority to preserve the confidentiality of the information, to the extent permitted by law.

If the Chairperson is concerned by this Section, they inform the Deputy Chairperson.

4. **Transparency and openness**

- 4.1. Subject to the requirements regarding confidential information, in their contacts with potential suppliers or trade organisations representing potential suppliers, members strive to maintain fair competition and provide objective and pertinent information to all such potential suppliers or representatives in a coordinated and non-discriminatory manner. Depending on the information to be provided, this aim may be achieved by engaging them in constructive dialogue and sharing documentation with them in consultative groups.
- 4.2. A member gives due consideration to any written communication addressed to them by potential suppliers or trade organisations representing potential suppliers. Members treat such communications as confidential, unless the contrary is explicitly stated by the potential supplier or representative.
- 4.3. Sections 4.1 and 4.2 must not be construed as impeding contacts between the T2S Board and potential suppliers or trade organisations representing potential suppliers. However, members maintain regular exchanges of information within the Eurosystem concerning their contacts with such potential suppliers or representatives.

5. **Advice on ethical questions**

If a member has any question on the application of the Code, they should seek advice from the ECB's Ethics Officer.

6. **Sanctions and final provisions**

- 6.1. Without prejudice to the rules on disciplinary proceedings contained in their conditions of employment or to any applicable criminal, disciplinary, administrative or contractual penalty, a member who breaches this Code will immediately be dismissed from the T2S Board and replaced in accordance with the procedures set out in Annex I.
- 6.2. Once a member has ceased their duties, they continue to be bound by Section 3.
- 6.3. A former member must not use confidential information in order to gain employment with a potential supplier, or reveal or use any confidential information acquired by virtue of their participation in the T2S Board as an employee of a potential supplier.
- 6.4. During the first year after their duties have ceased, members continue to avoid any conflict of interest that could arise from any new professional activity or appointment. They must, in particular, inform the T2S Board in writing whenever they intend to engage in any professional activity or accept an appointment, and must seek the T2S Board's advice before committing themselves.

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- 6.5. If a former member does not respect the requirements set forth in Sections 6.3 and 6.4, the T2S Board may inform their employer that a conflict of interest arises between their new position and the former one.

7. **Addressees and distribution**

This Code is addressed to the members of the T2S Board. A copy is distributed to each existing member and to new members upon appointment. Members are required to sign Appendices 1 and 2 before participating in T2S Board meetings.

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Appendix 1

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

By this Declaration, I accept the attached Code and acknowledge my obligations hereunder, in particular my obligation to (a) maintain the confidentiality of confidential information acquired by me; and (b) avoid and declare situations that would involve a conflict of interest in the performance of my duties as a member of the T2S Board in relation to the T2S Programme.

.....
(Signature and date)

.....
(Full name)

.....
(Address)

.....

.....

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Appendix 2

DECLARATION OF INTEREST ⁽¹⁾

.....

(Full name)

.....

(Address)

.....

(Occupation)

The T2S Programme is directly or indirectly (e.g. in relation to a family member) affected by the following pecuniary and/or non-pecuniary interests, which might create a conflict of interest within the meaning of this Code ⁽²⁾:

Investment (e.g. direct or indirect in a commercial entity, including subsidiaries or other entities belonging to the same corporate group, which has an interest as a potential supplier to the T2S Programme, unless held via investment or pension funds or similar):

.....
.....
.....

Position (e.g. current or previous, paid or unpaid, with a commercial entity which has an interest as a potential supplier to the T2S Programme):

.....
.....
.....

Income or gifts (e.g. current, previous or expected remuneration, including deferred benefits, options to be exercised at a later stage and pension rights transfers, or gifts, received from a commercial entity which has an interest as a potential supplier to the T2S Programme):

.....
.....
.....

Other:

.....
.....
.....

⁽¹⁾ If a member has no relevant interest, this should be indicated by stating 'none' in the relevant field(s).

⁽²⁾ A member with a relevant interest should describe all relevant facts and circumstances, using additional space if necessary.

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I hereby declare, on my honour, that the information disclosed is true and complete to the best of my knowledge.

.....
(Signature and date)

.....
(Full name)



ANNEX IV

**PROCEDURES AND REQUIREMENTS FOR THE SELECTION,
APPOINTMENT AND REPLACEMENT OF THE NON-CENTRAL
BANK MEMBERS OF THE T2S BOARD****1. Call for competition**

- 1.1. The European Central Bank (ECB) will publish a call for competition for experts to be appointed as non-central bank members of the T2S Board and the creation of a reserve list. The call for competition will be carried out in accordance with Decision ECB/2007/5 of 3 July 2007 laying down the Rules on Procurement⁽¹⁾ and as further implemented in Chapter 8 of the ECB's Business Practice Handbook. However, it deviates, in particular, from Article 16a of Decision ECB/2007/5 to a certain extent and will respect at least the main principles of public procurement and ensure proper and transparent competition.
- 1.2. The call for competition sets out, inter alia: (a) the role of the T2S Board; (b) the role of the non-central bank members within the T2S Board; (c) the selection criteria; (d) the economic aspects of the mandate; and (e) the application procedure, including a deadline for receipt of applications.
- 1.3. The call for competition is published in the *Official Journal of the European Union* and on the ECB's website simultaneously. Where appropriate, the ECB may use additional means to publicise the call for competition. In the case of discrepancies, the version published in the *Official Journal of the European Union* takes precedence over other versions.
- 1.4. The deadline for candidates to submit an application must be at least 21 calendar days following publication of the call for competition in the *Official Journal of the European Union*.

2. Selection procedure

- 2.1. The Governing Council decides on the composition of the T2S Board on the basis of an Executive Board proposal and appoints all members of the T2S Board.
- 2.2. As regards the non-central bank members of the T2S Board, the Governing Council evaluates the candidates according to the selection criteria in Section 3.
- 2.3. The T2S Board Chairperson, representatives from Eurosystem national central banks, and ECB staff may support the Executive Board in completing the candidate assessment forms, which include a summary of merits and shortcomings against the selection criteria and a recommendation for appointment as to a candidate's suitability.
- 2.4. Contrary to Article 16a(6) of Decision ECB/2007/5, two candidates will be appointed immediately and a reserve list will be set up for potential candidates for future vacancies.

3. Selection criteria

The selection criteria are:

- (a) expertise in the securities settlement business, either as a service provider or as a user of services in this field, as well as expertise relating to the wider Union financial sector;

⁽¹⁾ OJ L 184, 14.7.2007, p. 34.

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- (b) at least 10 years of experience interacting with major market players in Union financial markets;
- (c) preferably experience in project management.
- (d) The working language of the T2S Board is English; therefore, the non-central bank members must be able to effectively communicate in English.

4. Reserve list

- 4.1. The ECB will maintain a reserve list of potential candidates.
- 4.2. In case of a vacancy in the T2S Board, the Executive Board may select a candidate from the reserve list according to their ranking in this reserve list and propose them to the Governing Council as a member of the T2S Board for a two-year mandate, renewable once.
- 4.3. The reserve list remains valid for a period of two years once it has been approved by the Governing Council. The validity of the reserve list may be extended if necessary, for another period of two years.
- 4.4. Contrary to Article 16a(7) of Decision ECB/2007/5, the reserve list is not open for new applicants.
- 4.5. Deviating from Article 16a(8) of Decision ECB/2007/5, candidates may access, update or correct their data but may not update or correct their eligibility criteria and selection criteria after the closing date of the call for competition.

5. Appointment

- 5.1. T2S Board non-central bank members are appointed in a personal capacity. They may not delegate their responsibilities to another member or a third party.
- 5.2. All appointments are subject to the appointee signing a contract of appointment from the T2S Board Chairperson, a contract with the ECB on indemnities and reimbursement of expenses, and the declarations referred to in Section 6.1.
- 5.3. The Governing Council appoints T2S Board non-central bank members as non-voting members of the T2S Board for a two-year mandate, renewable once.

6. Declarations

- 6.1. T2S Board non-central bank members commit to abide by the T2S Board Code of Conduct. Accordingly, they are required to sign the 'Declaration of compliance with the Code of Conduct' in Appendix 1 of Annex III and to complete and sign the 'Declaration of interest' in Appendix 2 of Annex III.
- 6.2. T2S Board non-central bank members are also required to sign the declarations provided in the call.

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7. Termination and replacement

- 7.1. The Governing Council may terminate the mandate of a T2S Board non-central bank member in the case of a conflict of interest, breach of duty, inability to perform their duties, breach of the Code of Conduct or serious misconduct.
- 7.2. The mandate is considered as terminated when the non-central bank member resigns or their mandate expires without being renewed.
- 7.3. If a mandate is terminated prior to the end of a two-year term, Sections 4.2 and 4.3 apply.