

Private and confidential

Minutes of the committee of regional representatives' meeting held on March 18, 2021 via conference call

- Present: Chris Muyldermans Chair, CRR
(KBC Bank N.V., Brussels)
- Tim Skeet, Deputy Chair, CRR
(Bank of China Limited, London Branch), London
- Ekow Afedzie, Co-Chair, Africa region – Chair, West Africa
(Ghana Stock Exchange, Accra)
- Yves Bodson, Chair, Luxembourg region
(Banque et Caisse d'Epargne de l'Etat, Luxembourg)
- Nick Kaltsogiannis, Chair, Greece, Turkey, Cyprus & Balkan States chapter
(GMM Global Money Managers Ltd, Nicosia)
- Michael Kuen, Chair, Austria, Eastern and South Eastern European region
(Raiffeisen Bank International AG, Vienna)
- Andrey Krylov, Chair, Russia and other CIS countries region
(NFA – National Finance Association, Moscow)
- Jean Luc Lamarque, Chair, France and Monaco region
(Crédit Agricole Corporate and Investment Bank, Paris)
- Ashish Malhotra, Chair, Asia Pacific region
(Standard Chartered Bank, Singapore)
- Carlos Muñiz-Morell, Chair, Iberia region
(Banco Santander S.A., Madrid)
- Herman Van Cauwenberge, Chair, Belgium region
(Delen Private Bank, Antwerp)
- Marinus van Schaik, Chair, Netherlands region
(InsingerGilissen Bankiers N.V., Amsterdam)
- Mark Whelan, Chair, Irish region
(Allied Irish Bank plc, Dublin)
- Marc Weingart, Vice-Chair, Germany region
(UniCredit Bank AG, Munich)
- Johan Wijkström, Chair, Nordic region
(Swedbank AB (publ), Stockholm)
- Alberto Zaffignani, Chair, Italy region
(NATIXIS, Milan)

Monwabisi Zukani, Co-Chair, Africa region – Chair, South Africa
(*The Standard Bank of South Africa Limited*), Rosebank

Apologies: Fawaz Abu Sneineh, Chair, Middle East and North African region
(*National Bank of Abu Dhabi (PJSC)*, Abu Dhabi)

Benjamin Heck, Chair, Switzerland and Liechtenstein region
(*Credit Suisse AG*, Zurich)

Joachim Heppe, Chair, Germany region
(*Commerzbank AG*, Frankfurt)

Nicholas Pfaff (*ICMA*, Paris)
Mario Kessler (*ICMA*, Zurich)

Also present:

Leland Goss (*ICMA Ltd.*, London)

Gabriel Callsen¹ (*ICMA Ltd.*, London)

Ruari Ewing¹ (*ICMA Ltd.*, London)

Thomas Hunziker (*ICMA*, Zurich)

Mushtaq Kapasi (*ICMA*, Hong Kong)

Katie Kelly¹ (*ICMA Ltd.*, London)

Allan Malvar (*ICMA Ltd.*, London)

Paul Richards (*ICMA Ltd.*, London)

Martin Scheck, *Chief Executive* (*ICMA*, Zurich)

Candice Weinrich, *Secretary* (*ICMA*, Zurich)

Chris Muyldermans, as Chair of the CRR opens the meeting at 15:00 and welcomes all members online.

The committee then addresses the items on the agenda for today's meeting in the following order:

1. Introduction and draft minutes of the CRR meeting held on December 10, 2020 via Conference call (agenda item 1.1)

The committee unanimously approves the minutes of the committee meeting held on December 10, 2020 as contained in the attachment to agenda item 1.1.

2. Common topics identified by Regional Committees (agenda item 1.2)

Mr. Skeet thanks the members for the very detailed reports received and refers to the topics identified for the meeting. There are a number of common topics, all of which are covered in the agenda. This includes Benchmark Reforms, SFTR, Sustainable Finance and Asia Pacific in particular.

With no further comments, the Chairs moves on to the next item on the agenda.

¹ joins the meeting at 16:00

3. Strategy matters (agenda item 2.1)

Tim Skeet provides an in-depth overview of discussions held with several regional chairs and a full discussion with all members of the CRR follows. A number of points were raised including some recommendations for the ICMA executive and board.

- The CRR represents a seasoned and experienced group of market professionals, some of long-standing involvement with the Association. This contrasts with a board with time limited mandate periods resulting in regular turnover.
- The CRR offers a strong link to the regions and the majority of smaller members not represented at board level. It represents continuity and acts as a local source of intelligence on market practice issues and regulatory changes.
- It is noted that there are significant differences between the regions, their local committee structures, the underlying local and regional markets and types of member. The CRR has for some time been endeavouring to achieve greater diversity for itself and of its regional committee membership, with more to be done.
- Overall, the CRR chairs feel that the various recommendations set out below will enhance the prestige of the CRR overall and that of the regional Chairs and committees, ensuring stronger participation and support.

The conclusions of the discussions resulted in a consensus as summarised below:

- The regularity of the meetings is supported, with a strong preference for physical meetings as per past precedent. The AGM CRR reception should continue.
- Ways of integrating Zoom-style formats with physical meetings should be explored to accommodate those unable to travel and make full use of new technologies.
- The agendas for meetings should not remain static. Broadly the regional reports should continue in written format to be submitted prior to the meeting. It will be assumed that the regional reports have all been read prior to meetings
- CRR chairs are recommended to avoid general economic and other widely available input, but prioritise a mix of regulatory and market related matters. It was further noted that CRR members are interested in exploring regional differences in practices to better inform the committee
- There is a proposal to set a theme for at least one meeting per year to permit a 'deep-dive' on topical issues. Board members, members of the executive or external experts might be invited to present
- The CRR is chaired by a board member and the Vice-Chair is a regional Chair, not currently on the board.
- The purpose of the recommendations below is to reinforce a heightened sense of mutual accountability between the regions and the main board
- While the executive has in recent years done an excellent job flagging up in broad terms the board agendas prior to meetings and input from the meetings, there is a need for more timely and more detailed feedback on discussions at the board.

- It is proposed that a redacted note be prepared shortly after the board meeting addressed on a confidential basis to the CRR members and regional committees to enhance their understanding and feedback. This in turn will allow greater input from the CRR to major initiatives or actions at the board.
- There is a case for senior CRR members from time to time to be invited to attend or speak to the board where relevant proposals are being discussed.
- It is recommended that new board members attend the CRR to meet members and present themselves as soon as possible after their appointment
- It is recommended that board members should make themselves available to present to the CRR in cases where they have expertise or are contributing thoughts or proposals to the board, likely to have an impact on the members and regions
- Regional board members are to be encouraged to ensure they also find time to support their local regional committees.
- Diversity is an ongoing objective, including by type of member (eg buy and sell side, market infrastructure etc), gender and age (Future Leaders etc.)
- A regular review of regional chairs and committee members should be undertaken to avoid any region becoming stale, unrepresentative or unresponsive.
- Adjustments are to be ongoing- for instance changing the UK region post-Brexit by introducing a committee; separating the Irish Region; considering a Portuguese Chapter as part of Iberia

In summary Mr. Scheck thanks the CRR and their committees for the excellent work and states that ICMA greatly appreciated the input.

He mentions that the CRR and the regional committees are designed to be the eyes and ears of the regions and the content of the regional meetings are very relevant to ICMA in terms of what is going on in all the regions. This includes particular market practice issues and the regulatory environment.

In conclusion Mr Scheck discusses the composition of the committees and the importance of diversity within the committees. This includes not only gender but also age, skill set and type of member representation. Even though great strides have been made in the last few years but there is always room for improvement.

Chris Muyldermans thanks the CRR for the feedback and excellent exchange of ideas.

Without any further comments or questions the Chair moves on to agenda item 3.1.

Ruari Ewing, Gabriel Callsen and Katie Kelly join the meeting
Carlos Muñiz-Morell leaves the meeting at 16:00

4. Regional Matters (agenda item 3.1)

Paul Richards addresses the questions and topics that have been asked and highlighted by the regional committees in the reports and introduces Ruari Ewing and Katie Kelly to comment on their various areas of expertise.

Katie Kelly comments that she'd looked at the regional reports and LIBOR transition had come up in a few different contexts. She provides oversight into the assistance given to the Reserve Bank of Australia. She also provides an overview of LIBOR transition more generally, in particular Sterling, Yen and Dollar LIBOR. She invites all members to contact her should they have any queries and she will assist them directly.

Ruari Ewing then comments on the Nordic reference to the Swedish FSA investigation on prospectus complaints and mentions that he will follow up with this at the Nordic syndicate group discussion when that group meets later in April if there has been no further clarity on this.

Ashish Mulhotra then reports on the Hong Kong SFC consultation. In February, the HK SFC published a consultation paper on the proposed code of conduct on book building and placing activities, both in ECM and DCM.

Mushtaq Kapasi comments that the geographical scope of this consultation of this potential reform in Hong Kong, does extend certainly beyond Hong Kong because the concerns that have been raised in the market in terms of market practice are generally seen mainly from the Chinese issuers but also from other issuers in Asia and the concerns of the buy side with respect to some of these practices extends to transactions across the region. He'll take any questions on this topic offline after the meeting. He thinks it's fair to say that this is the main focus of Asia, of the region right now, among other things, but this is the main priority and so they'll be keeping the committee updated on that.

Paul Richards thanks Katie, Ruari, Mushtaq and Ashish for their valuable contributions.

With no further comments the Chair moves on to agenda item 4.1.

5. The post-Brexit impact on the international bond market (agenda item 4.1)

Paul Richards comments on the post Brexit situation as per the report as contained in the attachment to agenda item 4.1.

With no further comments the Chair moves on to agenda item item 4.2.

6. Fintech Update (Agenda item 4.2)

Gabriel Callsen provides an overview and update of Fintech and reiterates that should there be any questions he is happy to address them after the meeting.

The Chair, in the absence of further comments or questions on agenda item 4.2, moves to agenda item 4.3.

Ruari Ewing leaves the call at 16:20

Mushtaq Kapasi leaves the call at 16:30

Ashish Malhotra leaves the call at 16:30

7. Market practice and regulatory policy round up (Agenda item 4.3)

Paul Richards comments on the current initiatives of the market practice and regulatory policy department as per the report as contained in the attachment to agenda item 4.3.

Paul Richards explains what they'd done in the market practice and regulatory policy report, is to list 16 different practical initiatives in which they're engaged, which are mostly about good market practice and sometimes about the impact of regulation on good market practice and he highlights 6 initiatives that are particularly worth noting in the report.

No 1 - ICMA has updated the standard primary market documentation language to the end of the post-BREXIT transition period and the work there is led by Ruari Ewing and Charlotte Bellamy, and they are the experts on that.

No 5 - ICMA has reformed the ECP Committee to include a broader commercial paper market. Not just dealers, but issuers, investors and the market infrastructure. The work there is being led by Andy Hill and there is input on the buy side, specifically on money market funds, which is particularly important and that's being led by Arthur Carabia.

No 8 - He also wants to draw attention to a report which ICMA produced last year on an EU consolidated tape of the bond markets and that has now been picked up by the European Commission.

No. 10 - CSDR mandatory buy-ins. Both Andy Hill and Lisa Cleary have just coordinated a joint letter, a joint letter incidentally of 15 different trade associations in Europe to the European Commission and ESMA which flags the markets' concerns about mandatory buy-ins.

No 22 – Completion of the implementation of the SFTR. This work for ICMA has been led by Alex Westphall and he has coordinated an absolutely massive group of member firms who all wanted to come together to take a common approach to implementation, which is much more cost effective than is the members then all doing it differently.

No. 41 – The work on the buy side in the AMIC Excom, particularly on the Commission's AIFMD review and also on future work on ELTIFs both of which are important issues on the buy side and of course the impact on the buy side of the ESG agenda.

Paul Richards concludes by thanking Katie Kelly and Charlotte Bellamy for the expert help that they've provided on the transition from LIBOR, in particular, to risk-free rates.

The Chairperson thanks Paul Richards and his team for the very helpful reports and presentations.

With no further comments the Chair moves on to agenda item 5.1.

8. Informational matters provided by the Head of Membership and Corporate Communications (Agenda item 5.1)

Allan Malvar summarises his written report as contained in the attachment to agenda item 5.1 as well as providing an update on the feedback received from the membership survey.

The Chair, in the absence of further comments or questions on agenda item 5.1, moves to agenda item 5.2.

9. Informational matters provided by the Head of Finance (Agenda item 5.2)

Martin Scheck in the absence of Mario Kessler provides an overview to the committee of the written report as contained in the attachment to agenda item 5.2.

With no further comments, the committee moves on to the last item 6.1 on the agenda.

Nicholas Kaltsogiannis leaves the call at 17:00

Gabriel Callsen leaves the call at 17:00

Herman Van Cauwenberge leaves the call at 17:00

10. Nominations for the board elections at the AGM 2021 (agenda item 6.1)

Martin Scheck reminds all present about the nominations for the Board elections at the AGM 2021, taking place on June 24, 2021. He then proceeds to presents the nominations for the Board elections.

- Amine Bel Hadj Soulami, BNP Paribas, Bahrain standing for an additional consecutive term of three years expiring at the AGM 2024
- Marc Lewell, J.P. Morgan Securities Limited, London standing for a first term of three years expiring at the AGM 2024
- Jean-Marc Mercier, HSBC Bank plc, London standing for an additional consecutive term of three years expiring at the AGM 2024
- Chris Muyldermans, KBC Bank N.V., Brussels standing for an additional consecutive term of three years expiring at the AGM 2024
- Virginia Laird, Citigroup Global Markets Limited, London standing for a first term of three years expiring at the AGM 2024
- Per-Åke Nyberg, Swedbank AB (publ), Stockholm standing for a first term of three years expiring at the AGM 2024

11. Nomination committee to be established after the AGM 2021 (agenda item 6.2)

The committee agrees that the following five regional representatives shall represent the regions on the nomination committee to be established following the next AGM in 2021 for a term until the AGM of 2022:

- Benjamin Heck
- Joachim Heppe
- Ashish Mulhotra
- Tim Skeet
- Johan Wijkström

The Chair, in the absence of further comments or questions on agenda item 6.2, moves to agenda item 7.

12. Other business (agenda item 7)

No further comments are made or questions raised.

13. Next meeting (agenda item 8)

The next meeting of the committee is scheduled to be held on September 16, 2021 and the venue is to be confirmed at a later date.

The Chair closes the meeting at 17:30.

The Chair:

The Secretary:

Chris Muyldermans

Candice Weinrich