

Call for expression of interest

Consultative Working Group of ESMA's Corporate Finance Standing Committee

Background

1. ESMA contributes to the development of a single rulebook and to the strengthening of common supervisory approaches and practices across Member States in the area of corporate finance. The Corporate Finance Standing Committee (CFSC) plays a key role in ESMA's work in this area.
2. The Consultative Working Group (CWG) for CFSC currently only has fifteen members, while it may have up to eighteen members. Therefore, ESMA is today launching the process to recruit three new members for the CFSC CWG. In accordance with the "Procedures for ESMA groups", the selection of CWG members is based on an open call for candidates which is published on the ESMA website. The relevant extracts of those Procedures for CWGs are set out in the Appendix.

CFSC

3. The CFSC advises ESMA and contributes to ESMA's work on issues related to prospectuses, transparency, corporate governance and takeover bids. In particular, the CFSC contributes to the consistent application of the Prospectus Regulation and Transparency Directive in the European Union (EU) and aims to build a common supervisory culture and consistent approaches between national competent authorities. The CFSC also facilitates the exchange of information and common supervisory culture in the area of takeover bids and identifies and addresses developments in the area of corporate governance, including those proposed by the European Commission. The CFSC's work with respect to these legal frameworks covers such issues as public offers of securities, disclosure requirements in prospectuses, notifications of major holdings, public takeover bids, corporate governance including proxy advisors.
4. ESMA also develops technical advice to the European Commission, and prepares technical standards, guidelines and recommendations in relation to the legislative acts. In addition, ESMA builds a common supervisory culture by fostering convergent supervisory approaches and practices, such as through the development of opinions and Q&As.

Description of main CWG tasks

5. As set out in the Appendix, CWG members are expected to provide technical assistance to CFSC in relation to all aspects of its work. In order to do this, the CWG may be called upon to provide input at all stages of the policy formulation process.

Terms of appointment

6. CWG members are selected for a renewable term of two years.
7. CWG members are appointed on a personal basis and are strictly bound by confidentiality requirements in relation to all non-public information they are provided with while performing their tasks in relation to their capacity as CWG members. ESMA reserves the right to exclude at any time from the CWG those members who breach the terms of reference contained in the annex in a serious manner, particularly when it comes to a minimum level of attendance, breaches of confidentiality or misrepresentation of their status of CWG members (points 3.B.iv, 3.B.v and 6 of Annex 1).

Selection criteria

8. This call for expressions of interest is open to persons representing any organisation that plays an important role for financial markets in any part of the European Union (EU).
9. The CWG, which will not exceed 18 members in total, will be composed of individuals with relevant areas of expertise in the field of corporate finance.
10. While primarily focusing on the qualifications of the members in terms of knowledge and experience during its selection, ESMA will endeavour to achieve, to the extent possible, an appropriate geographical and gender balance, and representation of all relevant stakeholders across the EU affected by the work of ESMA in the area of corporate finance. In particular, ESMA will be seeking to ensure a balanced representation of different types of stakeholders. Considering the existing composition of the CWG, the following types of stakeholders are particularly welcome to apply:
 - retail investors;
 - institutional investors; and
 - analysts.
12. Assessment of eligibility will be based on the following criteria:
 - A minimum of 7 years of experience relevant to corporate finance matters will be required for all categories of stakeholders.

Selection process

13. Applications will be accepted from natural persons only. Only the natural person selected will be admitted to the CWG. No substitution (alternates) of natural persons will be permitted throughout the full duration of the appointment, or during possible renewals.
14. Applicants not selected may be included on a list of experts, with the possibility of being invited to become CWG members at a later stage.

15. ESMA's Executive Director, in consultation with the Head of the Investors and Issuers Department and the Chair of the CFSC, will make the final selection of CWG members.

Place of provision of services

16. The CWG will meet at least twice a year and meetings, organised by ESMA, will normally take place at the ESMA premises in Paris. CWG members are strongly encouraged to attend all meetings and conference calls organised by ESMA.

Compensation, travel expenses

17. No compensation for services as a CWG member is paid.

18. CWG members are expected to meet their own travel expenses. However, members representing, for example, retail investors, trade unions, shareholder associations and academics may be eligible for reimbursement of travel expenses (including accommodation) and a daily allowance in accordance with ESMA policy.

Application procedure, closing date

19. Relevant stakeholders meeting the required selection criteria and wishing to apply for a position on the CWG are invited to submit, in English:

- a completed application form;

https://www.esma.europa.eu/sites/default/files/library/esma32-65-293_cfsc_cwg_application_form_oct_2020.docx

- a motivation letter (maximum two pages); and
- a detailed curriculum vitae (CV), preferably in the EU CV format – please find a link to the relevant template:

<https://europass.cedefop.europa.eu/documents/curriculum-vitae/templates-instructions>

Unclear or incomplete applications shall not be considered.

20. Applicants are obliged to keep ESMA informed of any change in their situation or address, so that their application may be kept up to date.

21. Applications must be submitted by no later than **3 December 2020** (the date of receipt is taken as proof) by email to the following email address: ini-assistants@esma.europa.eu.

22. Successful applicants will be informed in due course following the conclusion of the application process.

ESMA will publish the composition of the Group on its website.

Appendix: Relevant extracts for CWGs from ESMA's 'Procedures for ESMA groups'

II. EXTERNAL CONSULTATIVE WORKING GROUPS

1. ESMA groups reporting to the Board of Supervisors may establish Consultative Working Groups (CWGs) in order to benefit from the expertise of market participants who are specialised in the specific area for which the group is responsible. The purpose of CWGs is to provide advice to the ESMA group during the course of developing a policy line in relation to specific technical matters, or to give a view on specific aspects of the proposals. The role and responsibilities of CWGs are without prejudice to those of the Securities and Markets Stakeholder Group.
2. CWG members are selected following an open call for candidates published on the ESMA website, including advice from members of the Board of Supervisors and the Standing Committee, with a final selection being made by the Executive Director in consultation with the relevant Head of Division/Unit of ESMA and the Chair of the relevant group. CWG members are appointed on a personal basis. Members of the CWG may be removed upon decision of the Executive Director in consultation with the Chair of the relevant group.
3. Terms of reference of CWGs are given in Annex 1.

Annex 1

These Terms of Reference are without prejudice to the role and responsibilities of the Securities and Markets Stakeholder Group.

Terms of Reference of Consultative Working Groups

1. The purpose of the Consultative Working Group (CWG) is to provide technical assistance to ESMA in relation to all aspects of a particular group's work, such as the preparation of draft regulatory and implementing technical standards, Article 16 guidelines and the delivery of advice to the European Commission on the delegated and implementing acts required under a Directive/Regulation. The group is formed under the terms of ESMA's Public Statement on Consultation Practices (ESMA/2011/11). The CWG should be composed of market participants, consumers and end-users. Members of the CWG are selected according to the procedure set out in Section II of the Procedures for ESMA groups. The composition of the CWG is made public.
2. In meeting the above purpose, the group may be called upon to provide input at all stages of the policy formulation process.
3. In meeting the above objectives, the ESMA group and the CWG will apply the following principles.

A) Members of the CWG will have:

- i. Access to evolving thinking of the ESMA group, including of any specific issues causing difficulty.
- ii. The possibility to express their views to the ESMA group. Members of the ESMA group will be encouraged to attend meetings of the CWG.
- iii. A work plan, including the dates of the main meetings of the CWG for the year ahead. Additional meetings can be called either at the request of members of the CWG or of ESMA. Meetings are called by the Chair of the ESMA group in consultation with the rapporteur.
- iv. The support of ESMA staff and the contact details of all members of the relevant ESMA group.

B) ESMA can expect the following from the members of the CWG:

- i. Members will provide their independent expertise and not lobby for specific national or institutional positions. Members of the CWG are appointed and participate in their personal capacity.
 - ii. Practical examples to illustrate the implications of policy proposals.
 - iii. A sounding board that is prepared to provide alternative solutions and not just identification of problems.
 - iv. That all information provided by ESMA will be handled with due confidentiality and not circulated to third parties. That members will endeavour to make themselves available both to attend meetings and provide timely written submissions where required.
 - v. The identification of specific issues that might require a subset of the CWG to consider.
 - vi. ESMA may call on additional experts where appropriate.
4. The final output of the work-stream is under ESMA's authority and is without prejudice to the opinion of the CWG.
 5. Members of the CWG are selected for a renewable term of two years.
 6. Members of the CWG should make clear in their professional engagements that they are not representatives of ESMA.