



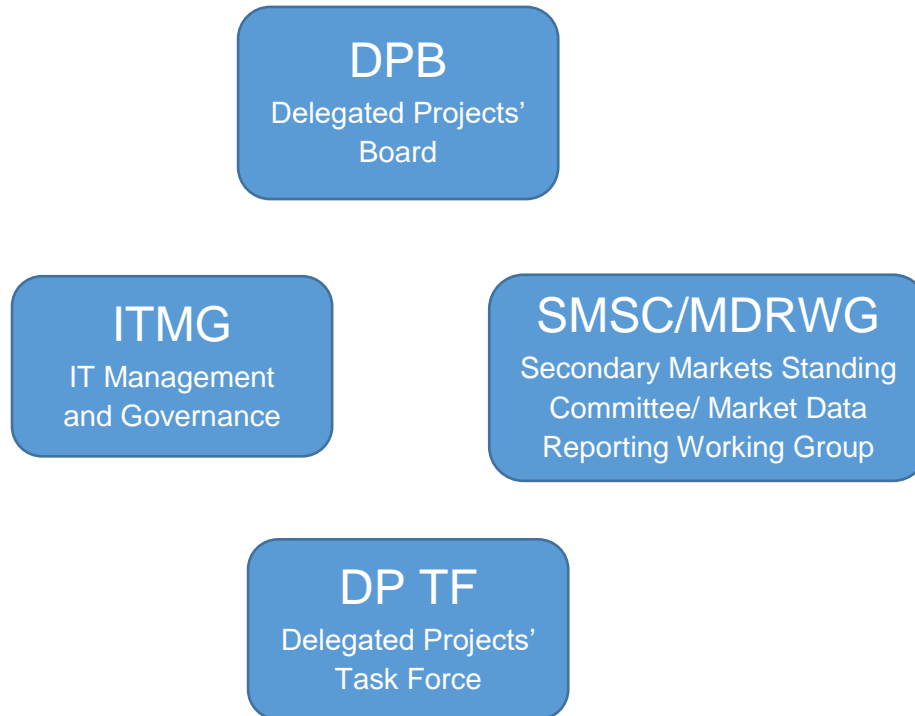
European Securities and
Markets Authority

Governance Framework

Annex 6



Projects' governance framework



The Governance Structure described in this Annex will be common to all Projects. For each Project, only NCAs participating in the Project will have voting rights. Decisions at the level of the DPB and below will be taken by simple majority of the participating NCAs to the relevant Project concerned by the decision. Decisions of the DPB with a material significance on a financial or an organisational level will be taken according to the equivalent funding key of each NCA for the relevant year during which the decision is made, including ESMA.

With respect to all Projects, non-participating NCAs will be considered as stakeholders whom the groups and task force may consult on specific questions.

Delegated Projects' Board (DPB)

Responsibilities	<p>In light of the tasks assigned to it in the Agreement:</p> <p>Guide and promote the successful execution of the Project at a strategic level.</p> <p>Provide high level monitoring and control of the Project's planning and budget.</p> <p>Authorise planned deviations, scope changes with high project impact.</p> <p>Arbitrate on conflicts and negotiate solutions to important problems raised by ITMG, SMSC and MDRWG.</p> <p>Approve Progress Reports and Final Reports, and therefore confirm for each Project that the Implementation of the Delegation and, if relevant, the Execution of the Tasks as described by the content of the relevant report complies with the agreed deliverables as set out in the work plan contained in Annex V and corresponds to the expected requirements and service levels as prescribed in Annex III.</p> <p>Eventually suspend the Implementation or Execution of the Delegation of Tasks in accordance with the delegation agreement, potentially implying a subsequent suspension of the following financial contributions from NCAs.</p>
Composition	<p>Representatives of (i) the NCAs participating in the Projects and (ii) ESMA.</p> <p>The representatives of the NCAs shall be either members of the Board of Supervisors or their alternates.</p> <p>The DPB is chaired by ESMA's Chair.</p>
Frequency	<p>Meetings will be organised back to back to usual Board of Supervisors meetings when necessary.</p>

Roles of the ITMG, SMSC and MDRWG

Responsibilities	<p>Review and validate the Projects' deliverables, such as business requirements for the MDRWG and SMSC and functional and technical specifications, test specifications, IT applications and interfaces for the ITMG.</p> <p>Monitor the Projects' progress and high-level risks regularly.</p> <p>Propose planned deviations, scope changes with high project impact and recommendations to the DPB. Act as the Change Advisory Board as defined in ESMA's IT Systems Change Management Process.</p> <p>Follow-up of Delegated Projects Task Force work.</p> <p>Liaise with representatives of NCAs in the relevant Standing Committees and ensure that the project outcome meets the business requirements.</p> <p>Assist in ensuring that business and IT organisation at the level of each relevant NCA is ready to accommodate and employ the Projects' final products once delivered.</p> <p>Co-ordinate the schedule and delivery of training.</p> <p>Assist in mobilising the necessary resources at the level of each relevant NCA for testing IT applications and interfaces, for both functional and non-functional testing.</p> <p>Escalate to the DPB significant disagreements.</p>
Composition	As per ITMG, SMSC and MDRWG Terms of Reference.
Frequency	As per ITMG, SMSC and MDRWG Terms of Reference.

Delegated Projects' Task Force (DP TF)

Responsibilities	<p>Discuss and prepare the Projects' deliverables, such as business requirements, functional and technical specifications, and test specifications.</p> <p>Agree on objectives for the project team activities and review the project team's deliverables for the Project.</p> <p>Prepare the testing of IT applications and interfaces.</p> <p>Prepare pilot deployment and testing, ensuring appropriate contribution at the level of each relevant NCA.</p>
Composition	Representatives of (i) the NCAs participating to the Projects and (ii) ESMA.
Frequency	Monthly.