

Terms of Reference

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AH, BC

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Public

Approved

Terms of Reference Scheme End-User Multi-Stakeholder Group (SEU MSG)

(Approved by the Board)

1 Mission and Objective

The mission of the Scheme End-User Multi-Stakeholder Group (SEU MSG) is to establish and maintain a formal and regular dialogue between the EPC and representatives of European associations of users of the EPC payment and payment-related schemes established and maintained by the EPC.

The objective of the SEU MSG is twofold:

- To inform the end-user representatives about the maintenance and the further evolution of the EPC payment and payment-related schemes, including but not limited to their Rulebooks, Implementation Guidelines and other related documents, as relevant.
- To provide a formal feedback channel for the end-user representatives to raise or address issues and make recommendations to or share positions with the relevant Scheme Management Governance Body or the Board concerning the EPC payment and payment-related schemes' Rulebooks, Implementation Guidelines and other governing documents.

2 Scope of Work

The first focus of the SEU MSG is on business and technical matters related to the EPC payment and payment-related schemes. Issues affecting the inter-participant, the customer-to-participant or the participant-to-customer space can be raised to the attention of or by the SEU MSG.

The SEU MSG is informed about the maintenance and evolution of the governing documentation of the EPC payment and payment-related schemes, including but not limited to the Rulebooks, Implementation Guidelines and other related documents (e.g., clarification papers, guidance documents).

Information sharing regarding any future EPC payment or payment-related scheme may be done in accordance with the Board's instructions.



The SEU MSG shall be actively involved in the recurrent EPC payment and payment-related scheme change management cycles from the start:

- Receives upfront information about change requests envisaged by the EPC for the next EPC payment and payment-related scheme change management cycles with the opportunity to formulate recommendations or positions to the relevant Scheme Management Governance Body;
- Is briefed about initial change requests from other contributors to the EPC payment and payment-related schemes' rulebooks before the start of the related public consultation, as applicable, and about final proposals after the end of the public consultation with the opportunity to formulate recommendations or positions to the relevant Scheme Management Governance Body.

3 Deliverables

The SEU MSG has the following key deliverables:

- A regular review (in line with the scheme change management cycles) of the implementation and functioning of the EPC payment and payment-related schemes' rulebooks from a general business and technical perspective, and making recommendations to the relevant Scheme Management Governance Body;
- The SEU MSG (or any of its individual members) can at its sole discretion submit change requests to the EPC payment and payment-related schemes' rulebooks prior to the change request submission deadlines;
- The SEU MSG establishes positions for the relevant Scheme Management Governance Body about the EPC's proposals for (not) adopting change requests based on the public consultation results.

The intellectual property rights, copyright and rights of development and disposal related to the deliverables of the SEU MSG reside exclusively with the EPC.

4 Group Composition

The SEU MSG will consist of:

- a) Up to five EPC scheme participant-related members, nominated by participants to one or more EPC payment or payment-related schemes;
- b) Up to 20 representatives of European associations of users of the EPC payment and payment-related schemes (Note: (associations of) participants to one or more EPC payment or payment-related schemes cannot be considered as representatives of end-users);
- c) The EPC Director General.

The composition of the SEU MSG will be initiated by the Nominating and Governance Committee (NGC), with a call for candidates published through the EPC Secretariat. A call for candidates for the representatives of European associations of users of the EPC payment and payment-related schemes will be published through the EPC Website.



The SEU MSG members must have a sound knowledge of the business- and technical aspects related to the EPC payment and payment-related schemes and of the associated technical documentation, be able to devote the necessary time to the SEU MSG and be proficient in English as the working language. They must hold senior management positions with the ability and mandate to properly represent their organisations and in the case of association representatives have a mandate from their association.

The composition of the SEU MSG shall seek to achieve a fair and diverse representation of relevant stakeholders and types of players while taking into account the particular objectives and the mandate of the SEU MSG. The Board shall have complete discretion in deciding on the final composition.

A co-chairing model will be adopted with one of the EPC scheme participant-related members being elected by the Board as EPC Co-Chair and a second Co-Chair to be elected by and amongst the SEU MSG members identified under 4b) above.

The same procedure will apply to subsequent vacancies. Replacements of SEU MSG members during a mandate term are subject to NGC approval only. This rule does not apply to the role of Co-Chair, the appointment of which as well as any subsequent changes during the mandate term require the endorsement of the Board as far as the EPC-related Co-Chair is concerned, and of the SEU MSG members identified under 4b) above as far as the second Co-Chair is concerned.

The renewal of the SEU MSG composition for the representatives and the Co-Chairs will be done on a two-year cycle starting from 1 January 2022.

One alternate may be appointed to each SEU MSG member, subject to NGC approval. An alternate shall be appointed for the duration of the mandate of the relevant SEU MSG member and may only attend a Group meeting when the relevant SEU MSG member is unable to attend such meeting.

A limited number of observers may be appointed according to the procedure defined in the Internal Rules of the EPC (EPC149-19). The EPC will invite the ECB and the European Commission to nominate each one observer to the SEU MSG.

The Secretary of the SEU MSG will be provided by the EPC Secretariat. The Secretary supports the co-Chairs and is accountable for ensuring compliance with EPC processes.

5 Group Organisation

The SEU MSG will meet physically or by telephone/video conference, on an as-needed basis, envisaged to be at least twice per annum. Hybrid meetings are to be excluded except when the Co-Chairs of the SEU MSG have reasonable reasons to organise a hybrid meeting. A draft meeting schedule should be proposed at the latest in the month of November of each year for the following year.

Meetings may only be organised as physical meetings if the minimum committed attendance for confirming a physical meeting is reached (including alternates), i.e. 60% of the members of the SEU MSG. The decision should be taken at the latest at the previous meeting.



When meetings are held as virtual meetings, the members of the SEU MSG will use the existing tools and following the procedures as indicated by the Secretariat to ensure access security and to allow the Secretariat to draw a proper accurate attendance list.

Task Forces, Sub-Groups or Work Blocks established by the SEU MSG are subject to the same above-mentioned requirements regarding the format of their meetings.

Calls for meetings and agendas will be issued at least two weeks in advance and meeting papers will be provided at least one week in advance. Minutes will be made available by the EPC Secretariat to all SEU MSG members and to the observers of the ECB and the European Commission, as soon as possible and within one month of the meeting. Approved meeting agendas and approved minutes will be published on the EPC Website.

The SEU MSG will develop its conclusions, recommendations and positions on the basis of broad consensus. In circumstances where such consensus is not achievable, and the matter is appropriate for the conduct of a vote, a vote may be taken and, for this to be binding on the SEU MSG, a 2/3 majority based on a quorum of 2/3 of the SEU MSG members identified under 4b) above must be obtained. Note: the EPC-related members of the SEU MSG are not entitled to vote.

In the event a vote has been conducted by the SEU MSG during a physical meeting where the attendance quorum was not reached and in order to meet the above-mentioned voting requirements, the Secretariat shall send the decision submitted to that vote to all members of the SEU MSG and request the members absent at that meeting to vote on it in writing within the following five business days.

When reporting the outcome of the SEU MSG deliberations to the relevant Scheme Management Governance Body, and recording them in minutes, reference will be made to both majority and minority positions, including any dissenting opinions of the EPC-related members, as relevant.

6 Mandate

The SEU MSG holds its mandate from the Board. It has no decision-making power but may make recommendations to or share positions with the relevant Scheme Management Governance Body(ies) or the Board.

The members of the SEU MSG will at all times execute their mandate in accordance with the stipulations of the EPC Code of Conduct on competition law (EPC212-14), as amended from time to time.

7 Data Protection

Members of the SEU MSG should as a matter of principle refrain from processing any personal data accessed or obtained through their membership of the SEU MSG, unless and to the extent required to fulfil their normal SEU MSG duties, as described in the present terms of reference or in any other relevant EPC procedural or policy document (e.g., EPC By-Laws, Internal Rules).

This principle shall apply mutatis mutandis to any observers, guests or other third parties (partly) attending one or more meetings of the SEU MSG.

The EPC Data Protection and Privacy Policy (EPC024-18) provides further guidance in this context.