



TERMS OF REFERENCE (TOR)

Consultative Group - Code of Conduct for Indirect Access Providers

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Version 2.2

Version History

Ref	Date	Change	Author
1.0	28/10/2016	Final version	Code Administrator
2.0	26/01/2017	Final version	Code Administrator
2.1	14/03/2018	Revised Version	Code Administrator
2.2	01/11/2018	Revised Version (Company rebrand to Pay.UK)	Code Administrator

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Purpose and objective of the Consultative Group

A Consultative Group made up of a wide representation of Indirect PSPs or their representative bodies (Code Beneficiaries), who will meet periodically to review and provide feedback to the Code Administrator on the effectiveness of the voluntary Code of Conduct for Indirect Access Providers (Code).

The Group will be transparent and offer assurance that all Code Beneficiaries have an opportunity to provide input into reviews of the Code to assist with any future Code development for consideration by subscribing Indirect Access Providers.

Activity

The Consultative Group will:

- Review the Code content to assess its effectiveness based on its stated aims.
- Consider any feedback and concerns raised by the Group to assess whether any action may be required.
- Consider the need to update the Code based on any relevant market practice or regulatory developments.
- Make proposals to the Code Administrator on any suggested changes agreed by the Group.

Normal Procedures for making Code Changes

The Code Administrator will monitor feedback received about the Code via the Consultative Group meetings and directly from Code Beneficiaries, IAPs and the PSR to help consider the need for future changes.

The normal cycle for implementing changes to the Code will be every two years unless otherwise agreed. This will ensure:

- The proposals can be assessed and reviewed by the PSR and subscribing IAPs;
- There is sufficient time to implement the changes, embed them into the subscribing IAPs processes and monitor the outcomes effectively prior to any further changes being made;

Where regulatory requirements affecting the provision of Indirect Access Services are introduced, the Code Administrator may consider the need to propose a change outside of the normal cycle.

Method of Working

The Consultative Group will:

- Meet at an agreed frequency as required (likely to be annually unless otherwise agreed). An initial meeting will be held to brief participants on the purpose of the Group (IAPs will attend this first briefing meeting).
- Appoint a Chair from within its membership.
- Receive content for discussion at an appropriate time (e.g. 2 weeks) in advance of a scheduled meeting from the Group's Secretariat.
- Make decisions by a consensus of those organisations present.

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Administration	
Group Secretariat	Code Administrator – employed by Pay.UK on behalf of the UK payments sector but independent of Pay.UK responsibilities.
Chair and Deputy	Initial briefing meeting chaired by Pay.UK as Code Administrator. Chair & Deputy for subsequent meetings to be appointed by members of the Group at the first meeting and be subject to re-appointment every two years.
Participant Groups	<p>Representation required from the following stakeholder groups:</p> <p><u>Code Beneficiaries</u> - any in-scope Indirect Payment Service Provider (IPSP) as defined by the PSR’s description and as reflected in the Code definitions.</p> <p><u>Bodies representing the collective interest of groups of in-scope stakeholders</u> e.g. Association of UK Payment Institutions (AUKPI) and Association of Foreign Banks.</p> <p><u>The Code Administrator</u> – as defined in the Code definitions.</p> <p>NB Given the number of IPSPs is in excess of 2500, the secretariat will seek to ensure there is a wide range of IPSP representation to reflect the range of stakeholders involved but the Group maintains a manageable size to be effective.</p> <p>The Group may invite representatives from the following stakeholder groups as required:</p> <p><u>Code Subscribers</u> - Indirect Access Providers (IAPs) who have signed/are signing up to Code Subscription operated by the Code Administrator.</p> <p>NB IAPs will attend the first meeting which will be primarily to brief participants on the purpose and objectives of Consultative Group.</p> <p><u>Other Indirect Access Providers</u> - any in scope IAP (as defined by the PSR’s description of an in-scope IPSP and as reflected in the Code definitions) but not yet a subscriber to the code. Participation through direct individual representation or through nomination of a collective representative.</p> <p>NB The PSR may attend as an observer from time to time as required</p>
Role of the Participant Group Representatives	<p>Representatives should have the appropriate knowledge of the Code, its aims and an understanding of Indirect Access Services used by the stakeholder(s) they represent.</p> <p>It is expected that attendees will share information and feedback from the Group with relevant stakeholders within their own or represented organisations and provide feedback to the Group (and Code Administrator) as appropriate.</p>

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Meeting Frequency & Format	<p>At least annually with the first briefing meeting taking place in January 2017 to give sufficient time to raise awareness following the introduction of the updated Code in September 2016.</p> <p>The format of the initial meeting will be a briefing session with the IAPs in attendance to:</p> <ul style="list-style-type: none">• update participants on Code development.• cover the purpose of the Consultative Group.• agree the TOR and appoint a Chair and Deputy.• agree the date, format and attendees for the next meeting. <p>Subsequent meetings will be scheduled at least two months in advance for maximum participation.</p>
General Admin	<p>The Group will determine if the meeting is ‘in person’ or via conference call.</p> <p>Stakeholders will be identified by the Code Administrator and contacts lists will be reviewed periodically to ensure new beneficiaries are added and have the opportunity to attend. Stakeholders will also be able to nominate themselves to attend via the Code Administration area of the Access to Payments website.</p> <p>An agenda and any supporting papers will be issued 2 weeks in advance of the meeting with minutes/actions issued within a week of the meeting.</p>
Quorum	<p>Each meeting must consist of attendees from a minimum of eight individuals Code Beneficiaries, the chair and a representative from the Code Administrator.</p> <p>A maximum number of attendees will be determined to ensure the Consultative Group remains effective.</p>
Reporting/Updates	<p>The Group will be ‘stand-alone’ with no parent committee for reporting but following each meeting, updates will be provided directly, as appropriate to:</p> <p>Group Representatives and the Code Administrator on the outcome of any proposals made.</p>
Date TOR agreed	<p>Approved 31st Jan 2017 as part of first CCG meeting</p>