

## Minutes GLEIF Board of Directors Meeting

### Meeting 30. Board of Directors Meeting

Date	2017-04-05	Time	9:00 – 12:00	Place	Moscow, Russia
<b>Present</b>	<b>GLEIF Board of Directors</b>		<b>ROC Observers</b>		
	Gerard Hartsink (Chair)		Michael Ritter		
	Wolfgang König (Vice Chair)		Joseph Tracy		
	Jefferson Braswell				
	Robin Doyle		<b>Other Attendees</b>		
	Bo Chen		Stephan Wolf – CEO		
	Arthur Cousins		Thomas Sprecher – Secretary of the Board		
	Hiroshi Kawagoe		Veronika Schoehl – Head of Board Secretariat		
	Paul Kennedy				
	Alfredo Reyes Krafft		<b>Guests</b>		
	Hyoung-Seok Lim		For item 3 – Report of the CEO		
	Bruno Schütterle		External Auditor (EY) – John Alton		
	Christopher Taggart		Virginia Flynn – Head of Accreditation and Audit Services		
	Elemér Terták		Clare Rowley – Head of Business Operations		
	Kam Keung Tse		Sven Schumacher – General Counsel		
<b>Absent</b>	Ravi Mathur – excused				
	Daniel Goroff – excused				
	Nabil Al-Mubarak – excused				
	Daisuke Yamazaki – excused				

No	Topics
<b>1</b>	<b>Opening by the Chair</b>
	The Chair, Gerard Hartsink, determines the presence of a quorum. He informs that the meeting was duly convened and that the agenda and documentation was provided to the Board prior to the meeting.
<b>2</b>	<b>Approval of the Previous Meeting Minutes</b>
	The members unanimously approve the minutes of the previous meeting.
<b>3</b>	<b>Topics for information</b>
	<b>Report of the CEO</b>
	<b>2016 Financial Statements</b>
	<ul style="list-style-type: none"> <li>The Chair of the Audit and Finance Committee informs that the CEO presented the draft 2016 Financial Statements to the Audit and Finance Committee (AFC) on 30 March 2017 in presence of the external auditor, EY.</li> </ul>

## Minutes GLEIF Board of Directors Meeting

---

- The AFC reviewed the draft report and accounts for 2016. The AFC discussed in detail the audit findings document of EY. It was reported that the audit was substantially complete and that no material weaknesses had been identified.
- It was reported that the GLEIF generated a gross revenue of USD 6.5 million and a net surplus of 14.7 thousand. It was recommended to add the net surplus of 14.7 thousand to the organizational capital of GLEIF.
- The AFC recommended the financial accounts to the Board for approval subject to minor amendments while the audit was being completed. The Chair of the AFC informs the Board of Directors of the respective minor amendments undertaken. A short discussion takes place.

### Report of the External Auditor (EY) to the Board

#### Audit findings

- The external auditor EY reports to the Board that the audit was complete and that no material weaknesses had been identified.
- The Board of Directors takes note of the key matters related to the external audit as well as independent auditor's report with regards to the Financial Statements of 31 December 2016.

### Q1 Forecast including the Cash Forecast

- The CEO presents the Q1 Forecast including the Cash Forecast based on converting the accrual-based Forecast 2017 to a cash-based model.
- A short discussion takes place and the CEO together with the AFC Chair explain certain questions of Members.

### Accreditation

The CEO, supported by the Head of Accreditation and Audit Services, provides a status update on applicant and candidate LEI issuers within the accreditation process.

A short discussion takes place.

### Operations

The CEO briefs on current Operations activities related to:

- Data Quality Management (Update on Challenge Management and data quality road map)
- IT and Operations update and updates in the Board Portal
- Communications (relevant outreach of GLEIF and Social Media analysis)
- Open and closed public consultations and update on Standards

#### Level 2 and CDF 2.0 rollout

The CEO provides a detailed update given the relevance of the upcoming go live of the Level 2 data and CDF 2.0 rollout and cooperation with the LEI issuers.

### Report of the Chair

#### Annual Report 2016

The Chair informs on the process of developing the Annual Report 2016 consisting of a finance and non-finance part.

## Minutes GLEIF Board of Directors Meeting

---

### Succession planning

- As informed by the Governance Committee (GC), Paul Kennedy, the GC recommended to the Board in its February meeting that a potential candidate from South America would add value to the LEI promotion including for the sake of balance in terms of geographical regions in the Board composition, according to the Statutes. The selection process will be coordinated with the LEI ROC.
- It is planned to nominate a respective Director in the June Board.

### Board self-assessment results

- The GC Chair presents the results of the self-assessment of the Board and the Board Committees based on the Performance Evaluation Questionnaire (PEQ).
- The GC concluded that the results will be shared with the full Board.

### Public consultations

The Chair informs on the conclusions made by the Committee of Chairs on recommending to the Board to publish public consultations in which GLEIF participates in on the GLEIF website.

### Promotion

- The Chair informs the ambassadors slides were updated. They focus on the approved GLEIF strategy and communication plan to the benefit of addressing audiences in a more targeted manner. As agreed with the LEI ROC, the content of the slides should be focused on the private sector target groups and public sector target groups.
- The Chair and other Board directors inform on latest promotion activities.

---

## 4 Reports of the Committee of Chairs *(for information)*

---

### Committee of Chairs

The CoC Chair, Gerard Hartsink, has updated the Board on public consultations (item 3, Report of the Chair).

### Technology and Operations Standards

The TOPS Chair, Jefferson Braswell, informs on the results of the previous TOPS Committee. A technical summary of most relevant GLEIF-TOPS items was distributed the all Board Members.

### Audit and Finance

The AFC Chair, Robin Doyle, briefed under item 3, Report of the CEO. The AFC Chair is content about the efficient process of the undertaken audit of the financial statements 2016 and its results as well as about the cash flow forecast presented.

### Governance

The GC Chair, Paul Kennedy, has briefed under agenda item 3, Report of the Chair.

### Business Development

## Minutes GLEIF Board of Directors Meeting

---

The BDC Chair, Kam Keung Tse, informs about the main outcomes of the BDC meeting that aimed at supporting the CEO to address key strategic middle-term action items of GLEIF. The BDC has also discussed lapsed LEI ratio.

---

### 5 Decisions taken by the Board

---

#### Recommendations of the Chair

##### Annual Report 2016

- The Board unanimously approves the Annual Report 2016 including the Financial Statements for 2016 in accordance with the IFRS.
- The Board of Directors takes note of the Report of the Statutory Auditor on the Financial Statements as of 31 December 2016.
- The Board of Directors approves to add the net surplus of 14.7 thousand to the organizational capital of GLEIF.

##### Ambassadors Slides

The Board approves the profile for the additional Director and empowers the Chair in cooperate with the GC Chair to follow up measures related to Article 13 and 15 of the Statutes.

##### Recording of mail vote recommendations

The Board of Directors unanimously approves that the following circular resolutions be included in the minutes:

Step 1 of the Accreditation process: Accreditation Recommendation Report to sign the Master Agreement

- Accreditation Recommendation | Swiss Federal Statistical Office (unanimous approval)
- Accreditation Recommendation | NSD Russia (17 in favor, 0 abstention, 0 objection)

Step 2 of the Accreditation process: Accreditation Recommendation for the issuance of an accreditation certificate

- Accreditation Certification | WM Gruppe (unanimous approval)
  - Accreditation Certification | Bloomberg Finance L.P. (16 in favor, 1 objection, 0 abstention)
- 

### 6 AOB

---

The Chair asks the Executive Management to leave the room.

The Board unanimously approves a discretionary bonus pool for the GLEIF staff for the year 2016.

The Board unanimously reappoints Stephan Wolf for a second term as CEO.

---

## Minutes GLEIF Board of Directors Meeting

10 May 2017

---

Gerard Hartsink  
Chairman of the Board

---

Veronika Schoehl  
Secretary of the Meeting