

**Working Group on U.S. RMB Trading and Clearing
Charter
Effective Date: May 1, 2017**

The Working Group on U.S. RMB Trading and Clearing (“Working Group”) is a private-sector group of market professionals and members of the business community exploring the possibility of and options for expanding the trading, clearing, and settlement of the Chinese renminbi (RMB) in the United States.

Objectives

The Working Group expects to identify, evaluate, and recommend opportunities to develop and expand the trading, clearing, and settlement of RMB in the United States. To achieve these objectives, the Working Group will:

1. serve as a forum for discussions among members interested and/or engaged in RMB trading, clearing, and settlement in the United States;
2. review different operating models for RMB trading, clearing, and settlement, including characteristics of models that have developed to date, or are being developed, in other jurisdictions;
3. consider types of RMB products and services that could be useful for U.S. markets;
4. consider enhancements to, or further development of, existing U.S. financial market infrastructure to facilitate RMB trading, clearing, and settlement in the United States;
5. educate the U.S. marketplace on the benefits and mechanics of RMB trading, clearing, and settlement;
6. provide periodic public reports on progress made by the Working Group;
7. recommend new RMB trading, clearing, and settlement capabilities for the United States, consistent with existing market practices and regulatory requirements; and
8. engage with offshore RMB hubs to explore options to ease adoption of the RMB and promote greater liquidity and access to RMB products and services globally.

Membership and Governance

The Working Group will be constituted to ensure fair presentation and consideration of all points of view and interests concerning the wholesale market trading, clearing, and settlement of RMB in the United States at all times. The Working Group will include, but is not limited to, banks, firms and associations representing banks, other dealers, foreign exchange brokerage firms, other financial entities that transact in the foreign exchange market, key market infrastructure providers, and businesses with an interest in RMB currency matters. In addition, the Working Group may include professionals who can provide expertise in areas such as trading, operations, law, and compliance. A list of Working Group members is available on the Working Group’s website.

1. The Working Group's leadership will consist of a Chair, Co-Chairs, and a Vice-Chair. The Chair and Co-Chairs may designate observers to actively participate in each meeting and represent the views of the designating Chair or Co-Chair.
2. The Chair is responsible for designating the initial membership of the Working Group. Additional members may be added to the Working Group from time to time. The Vice-Chair will approve new Working Group members in consultation with Working Group members. Working Group membership and the Charter will be reviewed no less than annually.
3. Individual representatives of Working Group members will be chosen with regard to: the standing of the member's firm in the U.S. financial system; the ongoing role of the member's firm as it relates to foreign exchange, trading, clearing, and settlement operations; specific expertise and experience of the member or the member's firm in RMB trading, clearing and settlement in the United States or elsewhere; the member's job responsibilities within the firm; and the member's ability to speak for their respective institutions. If an individual representative of a member moves to a role that is no longer relevant to their participation in the Working Group or if an individual representative of a member changes firms, the Working Group member may designate a new individual representative with the consent of the Vice-Chair.
4. Subcommittees and/or other discussion forums may be established with Vice-Chair approval. Each subcommittee will have a lead, appointed by the Vice-Chair, who is a Working Group member or member's designee, with expertise on the matters to be considered by the subcommittee. Subcommittee members, with Vice-Chair approval, will be chosen from Working Group member firms, and will have the ability to speak to the member firm's views on the specific topic under discussion by the subcommittee.

The Chair or Vice-Chair will be responsible, in consultation with the Co-Chairs, for conducting meetings, helping to guide the Working Group's agenda, representing and communicating the views of the Working Group as a whole, and overseeing projects to help ensure that they are completed appropriately and in a timely manner. A Secretariat will provide support for all meetings, and will be staffed as determined by the Chair and Vice-Chair, in consultation with Working Group members. The Secretariat will be responsible for administering the affairs of the Working Group, including maintaining the official repository of Working Group documents, including agendas, minutes and public communications. An attorney for the Working Group, or designated by one or more Working Group members, will be present at all Working Group meetings.

The Working Group Charter may be revised by the Chair or Vice-Chair, in consultation with the Co-Chairs and with the consent of the Working Group members.

The Working Group may be dissolved by the Chair at any time with the consent of the Vice-Chair and Co-Chairs.

Member Responsibilities

Individual representatives of Working Group members are expected to:

1. actively participate in each meeting or assign designees as needed (e.g., for specific topics). If a member is unable to attend a Working Group meeting, that member can delegate attendance to another individual within the member's firm so long as the delegate can fulfill the member's responsibilities;
2. contribute to Working Group discussions;
3. represent the view of their firm, including concerns, and be authorized to speak on the firm's behalf;
4. communicate about and build support for Working Group discussions and recommendations within the member firm;
5. consider the broader market implications;
6. provide resources and cover member-incurred expenses related to Working Group participation; and
7. reaffirm adherence to the Charter and to the Working Group's Antitrust Guidelines at least annually.

Subcommittee leads are responsible for:

1. overseeing subcommittee meetings;
2. determining the frequency of subcommittee meetings, with input from subcommittee members;
3. approving subcommittee meeting agendas;
4. requesting and approving handouts to inform subcommittee meeting discussions;
5. overseeing Working Group-commissioned projects to help ensure they are completed appropriately, timely and in accordance with the Working Group's expectations; and
6. reporting regularly to the Working Group or as requested by the Vice-Chair.

Subcommittee members will abide by the responsibilities outlined for Working Group members.

Procedures

Working Group Meetings:

1. The Working Group will meet at such times as may be determined by the Vice-Chair.
2. Working Group meetings will follow a pre-determined agenda, approved by the Vice-Chair and legal counsel prior to the meeting. The agenda and meeting materials will be circulated in advance of each meeting by the Secretariat. The format of meeting discussions will be informal.
3. Upon the request or approval of the Vice-Chair, members may provide materials to the Secretariat for distribution. Members that wish to distribute handouts prior to the meeting must send all materials to the Secretariat in advance of the meeting, by a date determined by the Secretariat. Submission procedures will be established by the Secretariat.

Subcommittee Meetings:

1. The frequency of subcommittee meetings will be determined on an as-needed basis by the subcommittee lead.
2. Subcommittee meetings will follow a pre-determined agenda, approved by the subcommittee lead and legal counsel prior to the meeting. The agenda and meeting materials will be circulated in advance of the meeting by the Secretariat. The format of meeting discussions will be informal.
3. Upon the request or approval of the subcommittee lead, members may distribute handouts to inform subcommittee meeting discussions. Members that wish to distribute handouts prior to the subcommittee meeting must send all materials to the Secretariat in advance of the meeting, by a date determined by the Secretariat. Submission procedures will be established by the Secretariat.

Role of the Secretariat:

1. The Secretariat will attend all meetings, take meeting minutes, distribute draft minutes to meeting participants for comment, and retain a filed copy. Meeting minutes will include, at a minimum: (i) a list of attendees; (ii) a brief description of the topics discussed; and (iii) resolutions or other decisions reached, pending issues or matters to be further discussed, as necessary. Minutes will not attribute statements made during meetings to individual members or their firms, without such member's consent.
2. Draft minutes will be circulated to members as soon as practicable following each meeting. Members may register objections to the draft minutes by notifying the Secretariat. The Working Group will adopt final minutes after addressing any objections that have been raised.
3. The Secretariat shall keep a copy of all adopted minutes, and shall publish final minutes via a publicly available website or other means.

Recommendations and Publications:

Any recommendation the Working Group wishes to make will be discussed and decided upon by the Working Group. Such materials will represent the views of Working Group members, and will be published and/or distributed once consensus is reached among all Working Group members and leadership. Final recommendations or publications will be distributed not only to member institutions, but also to the broader public, via a publicly available website or other means.

Antitrust, Confidentiality Guidelines and Disclaimer

1. The Working Group has adopted Antitrust Guidelines. Members are expected to follow the Working Group's Antitrust Guidelines and to ensure that their deliberations and communications do not violate either the spirit or the letter of any applicable antitrust laws. The Antitrust Guidelines apply to all discussions relating to the Working Group, which include discussions during all meetings and conversations that precede and/or follow meetings.
2. The Secretariat will ensure that an attorney designated by a member of the Working Group will be available to provide guidance on antitrust issues to the participants in any Working Group meeting, and the Secretariat shall determine in consultation with the Vice-Chair whether such counsel will attend a Working Group meeting.
3. All Working Group members acknowledge that they share a common in interest in ensuring that the activities of the Working Group and its members comply with applicable antitrust laws, and agree that any communications by counsel for a member at a Working Group meeting relating to antitrust compliance shall be treated as subject to the common interest privilege (also known as the joint defense privilege). Legal advice provided at a Working Group meeting may be disclosed only to members of the Working Group and their member firms, and shall not be further disclosed to any other person without the consent of the member that retained the counsel providing the legal advice and of the Secretariat.
4. Each Working Group member shall be responsible for obtaining its own legal counsel regarding matters relating to the Working Group. Counsel providing legal advice to any member of the Working Group is counsel to the member that retained such counsel, not counsel to the Working Group.
5. Working Group discussions are confidential and shall not be shared outside of the Working Group member firms, except for the publication of final adopted minutes or as otherwise approved by the Chair or Vice-Chair.
6. All communications and information disclosed publicly regarding Working Group activities will be managed by the Vice-Chair and Secretariat.