

# DTCC Data Repository (U.S.) LLC GOVERNANCE

*Updated: May 10, 2021*

## **Mission of the Board of Directors**

DTCC Data Repository (U.S.) LLC (“DDR”) is dedicated to bringing greater transparency, and resultant risk mitigation, along with cost efficiency to the global OTC derivatives market. Our services center on helping regulators attain a comprehensive view of the OTC derivatives market and providing market participants an effective solution for their trade reporting and regulatory requirement needs on a fair, open and equal basis.

## **Nomination Process**

The DDR Board, in conjunction with DTCC Deriv/SERV LLC (“Deriv/SERV”) Nominating Committee is responsible for, among other things, identifying, screening and reviewing individuals qualified to serve as directors of DDR (including evaluation of incumbent directors for potential re-nomination) and recommending to the DDR Board candidates for nomination for election or re-election by Deriv/SERV as sole member of DDR. In the event of a vacancy, the Board, pursuant to the recommendation of the Member’s Nominating Committee, shall appoint an individual to fill such vacancy. In identifying potential candidates, the Deriv/SERV Nominating Committee considers the relevant expertise and experience in various areas, such as:

- derivatives industry;
- strategic planning (e.g., new business development, expansion of markets/products/ customers, joint ventures);
- risk management (including credit, market, liquidity, operational, and systemic risks);
- information technology (e.g. infrastructure, applications development and maintenance, information security, disaster recover);
- operations;
- management of a business unit or function;
- finance;
- audit;
- compliance/legal/regulatory matters; and
- governmental/regulatory/legislative relationship management.

Potential candidates will be asked to complete a questionnaire eliciting information regarding how their experience aligns with these factors.

### **Board of Directors**

**SUSAN COSGROVE (Chair) DTCC**

**RICHARD ASBERY Goldman Sachs**

**THOMAS BAILEY Nomura**

**JO BILLIARD PIMCO**

**MICHAEL CARRIER NatWest Markets**

**MICHELE CESCUT Societe Generale**

**CHRIS CHILDS DTCC**

**NATALIE CLAREBURT JP Morgan**

**ANTHONY DELUCA Moore Capital Management**

**ANNE FAUCHEUX BNP Paribas**

**GERALD FOREY Morgan Stanley**

**JONATHAN HART Bank of America**

**TIMOTHY KEADY DTCC**

**DAVID LAWTON Independent**

**MICHAEL MAHONEY Blackrock**

**RICHARD MCCARTHY Deutsche Bank**

**DIANA PAREDES Independent**

**TODD PRIMAVERA Wells Fargo**

**SALLY SHACKLETON UBS**

**PUNEET SINGHVI Citi**

**DREW SHOEMAKER Credit Suisse**

**NICOLAS VERON Independent**

### **Audit Committee**

The Board of Directors (the “Board”) of the DTCC Data Repository (U.S.) LLC (the “Company”) has established an Audit Committee (the “Committee”) to assist the Board in overseeing: (i) the integrity of the Company’s financial statements and financial

reporting; (ii) the effectiveness of the Company’s control environment; (iii) the effectiveness of the Company’s process for monitoring compliance with applicable laws, regulations and the Company’s Code of Conduct; (iv) the coverage of the internal audit function; (v) legal, compliance and regulatory risks; and (vii) review of risk management.

**DAVID LAWTON (Chair)**

**ANTHONY DELUCA**

**MICHAEL MAHONEY**

**DIANA PAREDES**

**TODD PRIMAVERA**

**NICOLAS VERON**

### **Compensation Committee**

In compliance with the CFTC Rule 17 C.F.R § 49.22 (Chief Compliance Officer (“CCO”), Appointment and Compensation), the DDR Board established a Compensation Committee in order review and approve the compensation of the DDR CCO.

Furthermore, the DDR Board tasked the Compensation Committee with reviewing the DDR succession planning matters at least once a year and reporting to the Board on Committee activities, as necessary. The Compensation is currently comprised of the following members of the Board:

**ANDREW LONGMUIR**

**RICHARD MCCARTHY (Chair)**

**TODD PRIMAVERA**

**NICOLAS VERON**

### **Independent Perspective**

The Board has been constituted to incorporate an Independent Perspective in its decision-making process. “Independent Perspective” as defined by the CFTC means a viewpoint that is impartial regarding competitive, commercial or industry concerns and contemplates the effect of a decision on all constituencies involved. DDR has incorporated an Independent Perspective into its nominations process, and the Board includes representatives from several constituencies impacted by the DDR operations. The Board is comprised of representatives from the dealer participants who are shareholders of DTCC, as well as firms who do not have an ownership interest in DTCC or DDR. DDR is required to consider a viewpoint that is impartial regarding competitive, commercial or industry concerns and contemplates the effect of a decision on all constituencies involved.

**Senior Officers**

**MARK S. BRAMANTE** Chief Compliance Officer

**KEVIN BRANDENBURG** Systems Director

**KATHERINE DELP** Business Manager