



ADVISORY GROUP

Terms of Reference

Arab Regional Payments Clearing and
Settlement Organization

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المؤسسة الإقليمية لمقاصة وتسوية
المدفوعات العربية

1. PURPOSE

The Advisory Group shall support the Executive Committee (ExCo) of the Arab Regional Payments Clearing and Settlement Organization (ARPCSO), system operator of Buna, in making informed decisions that consider users' interest. The Advisory Group shall also serve as a forum for dialogue and exchange on key industry topics.

2. REPORTING AND ESCALATION

The Advisory Group reports to the ExCo. The Advisory Group shall share its recommendations and outcomes with the ExCo via the Advisory Group Chairperson.

In case a disagreement with the treatment of one or multiple of its recommendations by the ExCo cannot be resolved otherwise, the Advisory Group shall be able to escalate matters directly to the Board of Directors.

3. MANDATE

- Support in making informed decisions that consider users' interest.
- Serve as a forum for dialogue and exchange on key industry topics.
- Advise on the system's key risks, internal controls, technology, operations, development, strategy, enhancements, and any other area for improvement.
- Advise on changes deemed necessary to the system.
- Analyse impacts of these changes and advise accordingly.
- Review and advise on changes to the pricing model.
- Review and advise on changes to the Rulebook and Participation Agreement.

4. MEMBERSHIP

The Advisory Group is composed of representatives of Buna's Participants, considering balance between origin, type, and size of the participants. The Advisory Group is also opened to external experts as observers.

The Advisory Group shall be composed of the following members:

- A Chairperson of the Group who is the CEO of ARPCSO.
- Secretary of the Group who is a member of ARPCSO.
- Selected representatives of the participants.
- Representatives from relevant payment governing bodies worldwide.

- Prestigious professionals with proven extensive experience in the payments landscape.

To be representative of the participation composition, membership shall be reviewed with the appropriate frequency until Buna reaches a steady number of participants. Membership shall be renewed every three years once Buna reaches a steady number of participants.

Members of the Advisory Group shall demonstrate commitment to achieving the mandate of the Advisory Group.

The ExCo reserves the right to replace members and observers in case of repeated lack of commitment to the work of the Advisory Group.

Members and observers can each be replaced by one alternate in exceptional circumstances, who shall attend the meetings and may express views on his/her behalf. Such alternates must be notified to the Secretary sufficiently in advance.

5. MEETINGS

A. FREQUENCY

The Advisory Group shall meet at least three times a year, based on a pre-set agenda. The Chairperson may convene additional meetings when this is required for the Advisory Group to fulfil its mandate in an efficient manner. The dates of meetings shall be communicated to members and observers sufficiently in advance.

B. AGENDA AND OUTCOMES

- The Chairperson sets the agenda for the meetings.
- Items to be discussed must be included on the agenda. Exceptionally, an item not on the agenda may be addressed at the meeting provided all members present agree to this addition.
- Notices, agendas, documents, and outcomes of meetings shall be sent to the Advisory Group by electronic means.
- The secretary shall:
 - Circulate the agenda and supporting documents 15 working days prior to the meeting date.
 - Keep record of all meeting outcomes and ensure their circulation in a timely manner.

6. QUORUM

The quorum requires at least 75% of the members.

7. DECISION MAKING PROCESS

- Recommendations shall be reached by consensus whenever possible.
- In the absence of a consensus, a voting mechanism based on a majority of votes may be used.

8. SUBSTRUCTURES

The Advisory Group may establish substructures to support its work in an efficient manner.

The Advisory Group shall maintain regular interaction with its substructures and may request relevant information directly from them.

9. TRANSPARENCY

- All documents and meeting outcomes shall be made available to the public on the Buna's website. To allow for an open exchange of views, no detailed minutes of the meeting will be drafted and/or published.
- The Chairperson may decide to restrict the publication of individual documents on the Buna's website if these documents contain confidential information.
- The members, observers and invited experts may not disclose confidential information to the public.
- Any confidential information discussed during the meetings is subject to approval and clearance from the Chairperson prior to sharing outside the Advisory Group.