

# Interim Working Group (IWG) Updated Terms of Reference (ToR)

## Introduction and context

The Financial Conduct Authority's (FCA) [Credit Information Market Study \(CIMS\) Interim Report](#) and [Annex 6: Discussion paper on potential remedies](#) proposes the adoption by industry of a new governing body for the credit information market (the Credit Reporting Governance Body (CRGB)), which will represent the interests of lender organisations, trade bodies, consumers, and regulators.

In response to stakeholder feedback, to assist with the development of the new governance framework, the FCA in conjunction with the industry has formed the Interim Working Group (IWG), whose purpose is to make proposals and recommendations to the FCA on how the new CRGB could be introduced and operate.

This Terms of Reference (ToR) and the addendums below set out the scope of the IWG and how it will operate.

## Name of Committee

1. Interim Working Group (IWG)

## Purpose and status of the IWG

2. The IWG will be temporary and advisory with no decision-making powers.
3. The core purpose of the IWG is to make recommendations to the FCA on the design, implementation, and operations of the new CRGB as proposed in the CIMS.
4. The IWG will provisionally run for up to 9 months from January 2024. This is subject to the IWG discussing and agreeing a workplan, the details of which will be provided in an addendum to this ToR.

## Output of the IWG

The topics the IWG will cover are:

- **Objectives and Outcome** will address the overarching purpose and intent of the CRGB, explaining its intended beneficiaries and the reasons for its existence.
- **The role and remit** of the CRGB will be set out, encompassing its principal activities, areas of responsibility or authority.
- The **structure** of the CRGB including its legal status, with the implications for any relationship between ownership, membership and participation, along with the liability associated with the model proposed.
- The **governance model and decision-making processes** of the CRGB.

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- The **resource and funding** model for the CRGB on a sustainable and equitable basis for the future, including who contributes and how contributions will be calculated.
  - **Accountability and transparency of the CRGB**, particularly to key stakeholders.
  - **CRGB reporting to and engagement with the FCA and potentially other regulators**, including engagement and ways of working.
  - The **composition** and **operation** of the CRGB including inclusive representation.
  - How the CRGB will form a **forward-looking view on the workplan** for the potential new functions and workstreams identified in the Credit Information Market Study (CIMS) for the CRGB, and to review and agree next steps once established.
  - The **development of a transition plan** from SCOR to CRGB including timing, responsibilities, ownership, etc which are agreed with SCOR.
5. See Annex III of this document for further detail as to how these topics will be addressed by the IWG's work.
  6. The IWG will make cohesive and viable recommendations to the FCA on the new CRGB, along with well-considered options.
  7. Any recommendations to the FCA should have unanimous support among the IWG members. Where this is not possible, the Chair should provide a ranking of options explaining the ranking informed by the IWG's discussions and based on Chair's own analysis. This should include the root causes of disagreements, reasons why consensus has not been reached, and the options considered to mitigate this.
  8. The IWG will undertake work in a phased approach where the IWG works towards distinct reports which are written up and shared with the FCA at specified milestones.
  9. In recognition of the interlinking nature of the topics, the IWG should consider its recommendations holistically once all the distinct reports have been finalised and produce a report with its final recommendations. At the end of the duration of the IWG, the Chair is to deliver a final set of comprehensive recommendations on the design, implementation, and operations of the new CRGB, highlighting any deviations from previous recommendations due to the IWG having explored interlinkages among the above key topics and having assessed how their recommendations may impact one another. The final set of recommendations should also offer an in-depth analysis of the IWG's activities, including the outcomes, recommendations and any pertinent data or findings.

## Membership

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10. The IWG shall be comprised of 12 members with a balanced representation from across the financial services credit information industry. This will include:
  - I. A fixed and **Independent Chair** appointed by the FCA.
  - II. **Two members** representing the interests of **trade associations** whose members and users are suppliers of credit information and are **mainstream credit providers**.
  - III. **One member** representing the interests of **trade associations** whose members and users are suppliers of credit information and are small and **specialist lenders**.
  - IV. **Three members** representing the interests of firms that are **large Credit Reference Agencies (CRAs)**.
  - V. **One member** representing the interests of firms that are **challenger CRAs**.
  - VI. **One member** representing the interests of firms that are **Credit Information Service Providers (CISPs)**.
  - VII. **One member** representing the interests of firms that are **alternative finance providers** not represented by the trade associations above.
  - VIII. **Two members** representing the views of **consumer groups** including debt advice firms, not-for profits, charities, etc.
11. The FCA will provide secretariat support to the Chair, as detailed in Annex II of this document.
12. The confirmed list of appointed IWG members and alternate attendees as appointed by the FCA can be found at the [Annex I](#) of this document.
13. The mix of membership, working arrangements, governance, and resourcing of the IWG does not set any expectations as to how these will be managed in respect of the CRGB.
14. The IWG and each of its members have a responsibility to seek views from areas they represent and from wider / specific stakeholders and representative cohorts, who have an interest in the creation of the CRGB and are not already represented on or engaged with the IWG. This includes SCOR members, suppliers and users of credit information that are not regulated by the FSMA, smaller lenders including alternative finance providers, challenger CRAs and CISPs. It will be the responsibility of the IWG to consider where there may be gaps in this coverage and how it will address them. The IWG may organise events and other outreach activities as it sees fit to engage stakeholders and allow experts to provide input to its work.

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### **Quorum for IWG meetings**

- 15.** The IWG will strive for full membership at all gatherings. Where this is not possible, the quorum for any IWG meeting shall consist of two-thirds of its membership from a representative spread of cohorts, including the Chair, at the time of the meeting.
- 16.** The members of the IWG may participate in a meeting of this group from separate locations by means of video conference / telephone or other communication equipment which allows those participating to hear each other. Their participation in this manner shall be counted towards the quorum requirement.
- 17.** The IWG will strive for consensus amongst its members when formulating recommendations. Where that is not possible, the Chair shall ensure that a diverse range of opinions are fairly and accurately reflected in the IWG's output, promoting inclusivity and balance in decision-making.

### **Notice and proceedings of meetings**

- 18.** The discussions are not confidential except where a matter is specifically flagged as confidential.
- 19.** The IWG will agree a schedule of meeting dates and work programme for considering the CRGB's objectives, governance, constitution, operational model, resources, funding models, and approach for transition from SCOR to the CRGB.
- 20.** Members may attend meetings electronically where possible. In-person meetings will usually be held in London, unless otherwise agreed by the group.
- 21.** The Secretariat will minute the meetings. Minutes will be agreed with the Chair and presented for approval electronically or at a subsequent IWG meeting.
- 22.** The Secretariat will publish a redacted version of the meeting minutes on the IWG's landing page which will be temporarily hosted on the FCA's website, ensuring that relevant information is made accessible to stakeholders and other individuals.
- 23.** Where designated IWG representatives are unable to attend a meeting, named alternates are expected to attend in their place and should notify the Chair or the Secretariat in advance of the meeting to ensure continuity and active participation. Alternates should ensure they are appropriately involved and informed of the IWG's progress and their cohorts' views.

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- 24.** The Chair may nominate an IWG delegate to lead a meeting in their place and must notify all IWG members in advance.
- 25.** With the agreement of IWG members, the Chair and the FCA, the ToR will be subject to review, where required, to ensure that all matters considered by the working group are still relevant.

### **Competition Law**

- 26.** It is the responsibility of IWG members to ensure they understand their responsibilities under, and fully comply with, all applicable competition laws, including UK competition law. To the extent that any individual is unclear of these responsibilities, they should consult the legal and / or compliance teams at their respective institutions for further guidance. Particular care will need to be exercised in order to make sure that the IWG members familiarise themselves with the concept of competitively sensitive information, and do not unilaterally disclose or exchange it under any circumstance.
- 27.** In addition, if during an IWG meeting a participant has concerns about the discussion from a competition law compliance perspective – for example, due to sharing competitively sensitive information – the participants should make their concerns known to the meeting as a whole, and the discussion giving rise to such concerns should cease. If such discussion does not cease, the participants concerned should leave the relevant meeting and request that their departure and the reasons for it are included in the minutes of that meeting.
- 28.** In line with the above, members of the IWG may not use their position for commercial advantage by citing participation in client promotional materials.

**Original Terms of Reference Approved: 5 December 2023**

**Updated Terms of Reference Approved: 26 January 2024**

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### Annex I – IWG membership

Name	Job Title	Organisation	Representing	Role
Jacqueline Keogh	IWG Independent Chair	IWG	IWG	Chair
Toke Myers	Head of Legal	Equifax	Large credit reference agencies	IWG Representative
Jane Keywood	Head of Data Governance and Frameworks			IWG Alternate
Paul Cresswell	Director of Privacy & External Governance	Experian	Large credit reference agencies	IWG Representative
Clint Hook	Director of Data Insights & Management			IWG Alternate
Sally Matthews	Senior Counsel	TransUnion	Large credit reference agencies	IWG Representative
Colin Rutter	Consultant			IWG Alternate
Faizan Haq	Senior Policy Manager	Finance & Leasing Association	Trade associations, who members and users are suppliers of credit information and are mainstream credit providers	IWG Representative
Fiona Hoyle	Director of Consumer and Mortgage Finance & Inclusion			IWG Alternate
Paul McCarron	Principal, Consumer Credit	UK Finance	Trade associations, whose members and users are suppliers of credit information and are mainstream credit providers	IWG Representative
Eric Leenders	Managing Director, Personal Finance			IWG Alternate
Ian Fiddeman	Principal, Personal Credit Policy			IWG Alternate
Jason Wassell	Chief Executive	Consumer Credit Trade Association (CCTA)	Trade associations, whose members and users are suppliers of credit information and are small and specialist lenders	IWG Representative
Naveed Asif	Head of Policy and Advice			IWG Alternate
Neil Allen	Head of Strategy	Crediva	Challenger credit reference agencies	IWG Representative
Neil Williams	Managing Director & Chief Technology Officer	Lending Metrics		IWG Alternate
Will Mason	CEO	Infact Systems		IWG Alternate
Pedro Sousa – Resigned April 2024	Head of Risk and Compliance	ClearScore	Credit information service providers (CISPs)	IWG Representative – Resigned April 2024
Courtenay Escorcio – Appointed April 2024	Senior Compliance Manager	ClearScore		IWG Representative – Appointed April 2024
Grainne O'Driscoll	Legal Counsel	Credit Karma		IWG Alternate
Sharon Evans	General Counsel	TotallyMoney		IWG Alternate
Adam Jackson	Director of Policy	Innovate Finance	Alternative credit providers (including buy now, pay later)	IWG Representative
Luke Seaman	Head of Public Affairs (UK)	Klarna		IWG Alternate
Matt Steele	Director, Credit Risk	PayPal		IWG Alternate
Iana Vidal	Head of UK Public Policy	ClearPay		IWG Alternate
Fionn Sharpe	Policy Manager			IWG Representative

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Jonathan Turner	Technology and Strategy Innovations Lead	Fair4All Finance	Consumer groups (consumer finance)	IWG Alternate
Peter Tutton	Head of Policy, Research, and Public Affairs	StepChange	Consumer groups (debt advice)	IWG Representative
Richard Lane	Head of External Affairs			IWG Alternate

### **Annex II – Roles and Responsibilities**

#### **1. Role of the Chair**

The Chair of the IWG should be independent of the FCA and the sector; appointed by the FCA, produce reports to the FCA and update the FCA on developments and its progress, whilst being accountable to the wider stakeholders. The primary responsibilities of the Chair include:

- Provide leadership, prioritise issues and drive forward the workplan for the IWG to cover the 9 key topics and outputs as set out in the ToR.
- Ensure the IWG's work is completed within the overall timeframe of 9 months and in accordance with the phased approach, milestones and delivery requirements as described in the workplan, unless agreed with the FCA.
- Provide a reminder at the start of meetings that members of the IWG must comply with competition law as a standing item in the agenda. Where the Chair is not in attendance, they should delegate this responsibility (e.g., for subgroup meetings).
- Ensure that external legal advice is taken where the Chair deems necessary and/or appropriate.
- Manage delivery within the IWG agreed budget.
- Seek reassurance that IWG members fulfil their responsibility to seek views from their respective cohorts and ensure that all views are properly considered and fairly represented in the IWG's outputs, promoting transparency and inclusivity.
- Manage conflicts of interest arising from potential disagreements or impasses.
- Convene, steer, and facilitate IWG meetings, events and activities that contribute to the IWG delivering its output.
- Set agendas, approve papers, minutes, and other documents, and ensure these are circulated in advance where appropriate, promoting discussions.
- Manage attendance and address cases where cohorts do not attend or provide alternate representation.

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- Be responsible for facilitating and giving non-FSMA stakeholders who are not part of the IWG the opportunity to input and consider their views, to support paragraph 14 of the ToR.
- Act as the voice of the IWG, representing the position of all stakeholders in external communication channels.
- Provide regular progress updates to the FCA summarising the IWG's delivery in comparison to agreed-upon plans. These updates should also incorporate stakeholders' views for the FCA's consideration and address any specific issues or queries that the FCA has posed to IWG.
- Write the reports to be shared with the FCA and consider the FCA's feedback after each report. Ensure the reports are inclusive of views. Where there is disagreement between stakeholders, the Chair should recommend a way forward.

### **2. Role of the Secretariat**

The Secretariat is expected to support the Chair, acting on behalf of the IWG, not the FCA. The Secretariat will support on a variety of functions, including but not limited to:

- Support the Chair in the delivery of the IWG's outputs.
- Gather and prepare relevant information (in consultation with the Chair) to help the IWG members to discuss and progress topics.
- Facilitate collaboration and communication with IWG members.
- Provide logistical / administrative support, including organising regular IWG meetings, preparing forward-looking agendas (in consultation with the Chair) record-keeping, taking and circulating minutes of discussions, setting up a process for monitoring agreed-upon actions.
- Provide project management capability to ensure that all activities are driving to the agreed outcome with consideration given to related dependencies.
- Assist the Chair to facilitate thematic Panel Sessions and sub-groups (if needed) to ensure that diverse views are presented to the IWG.
- Support the IWG members on individual cohort engagement to enable them to seek wider perspectives, as part of the overall workplan.
- Maintain and support an effective communication strategy for the wider industry, in collaboration with the Chair and IWG members.
- Assist the Chair in the procurement of legal and other consultancy support as required.
- Support the Chair in liaising with the FCA and other regulatory bodies as deemed appropriate.

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- Promptly share the detailed minutes of the IWG meetings with the Chair and IWG members for approval.
- Thereafter, publish a summarised account of the IWG meetings on the IWG landing page on the FCA website.
- Support the Chair in the preparation of the IWG reports to the FCA.

### **3. Role of IWG members**

The delivery of the reports is heavily dependent on the commitment, resources and time availability of the IWG members. It is acknowledged that organisations will have different resourcing capacity and as such this will need to be a consideration in work distribution. Similarly, some organisations will face greater timing challenges due to the need to broadly consult with their members. The primary responsibilities of the IWG members include (but are not limited to) the below.

IWG members will:

- Be empowered to represent their organisations and cohorts with allocation of the necessary capacity to fulfil their responsibilities.
- Commit to acting in good faith, supporting the objectives, deliverables and the associated timescales of the IWG, the Chair and the Secretariat. Actively engage with external stakeholders and organisations to ensure their cohorts' views are presented to and considered by the IWG and are substantiated with relevant data and evidence.
- Respond promptly to questions and requests for evidence, ensuring the effectiveness and efficiency of the activities.
- Operate collectively, and as sub-groups, outside of the monthly meetings, as directed by the Chair.
- Lead and actively contribute to the scoping, research and exploration of options within the IWG's scope, to define and propose options for consideration to the full IWG.
- Contribute to hosting meetings or provide other resources, particularly for in-person or wider industry events.
- Collaboratively engage and cooperate with one another to achieve common objectives and to facilitate the smooth operation of the IWG.
- Ensure that communication within the IWG, and with the Chair, Secretariat and respective cohorts are timely and effective.
- Alternates should ensure they are appropriately involved and informed of the IWG's progress and their cohorts' views.
- Be responsible for ensuring they understand their responsibilities under, and fully comply with, all applicable laws, including the UK Market Abuse Regulation and competition laws, including UK competition law.

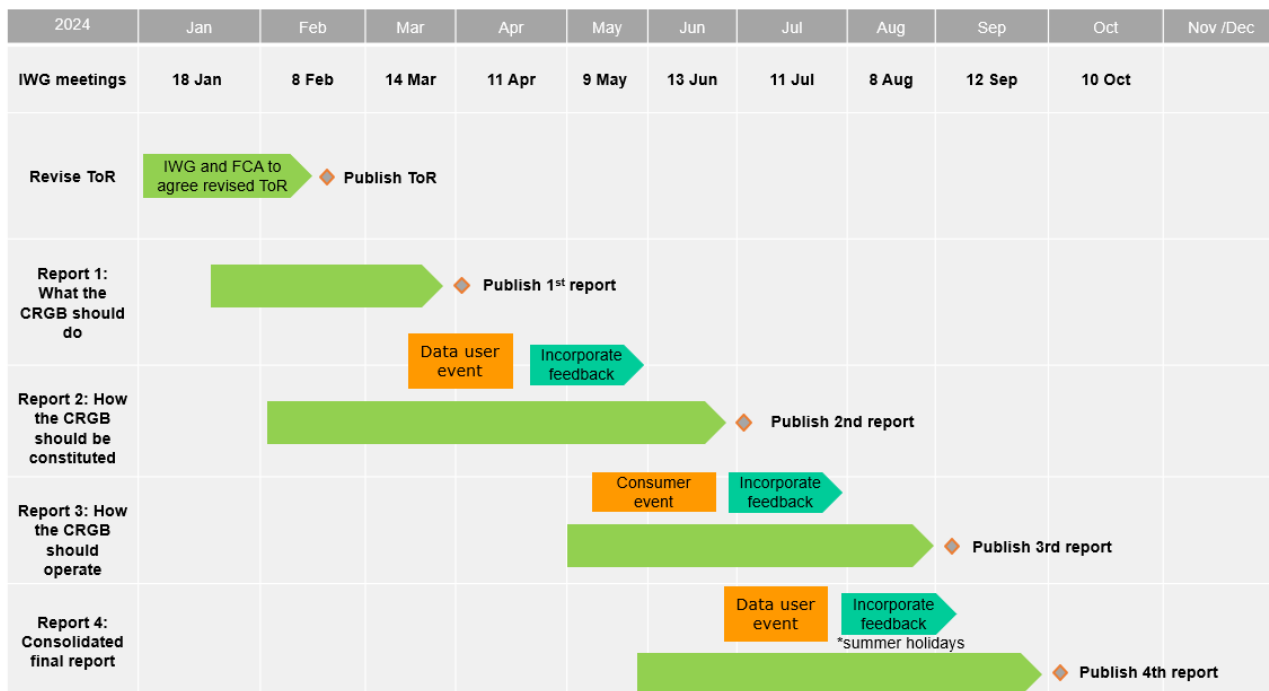
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### **Annex III – The IWG’s workplan and timings**

1. The IWG’s work will be organised into four distinct phases, each specific aspects of the IWG’s objectives under the ToR. At the conclusion of each phase, the Chair is to deliver comprehensive reports on the recommendations agreed and options considered by the IWG on the topics in the ToR. The workplan sets out how the IWG will consider and make recommendations on those topics. An indicative timeframe of each stage is indicated in this addendum. This timeframe will be revisited as the work develops and options are evaluated.
2. IWG members will join a monthly check-in meeting to discuss key topics, formalise recommendations, monitor progress and agree prioritisation. These meetings may take many forms, including workshops. Alternates will attend in the absence of the representative. Alternates are welcome to attend in addition to the representative but will not have voting rights if both parties are present. The short 9-month timeframe requires parallel working on several subjects to reflect the complexity of the subject matter, the historic learning and horizon scanning. The IWG members will operate collectively, and as sub-groups, outside of the monthly meetings, to research, define and propose options for consideration to the full IWG supported by the FCA secretariat as appropriate.
3. The options for consideration will be the output of analysis and evaluation of the current SCOR model, comparison with other industry approaches, experience of IWG members, engagement by IWG with wider stakeholders, input from external legal advisors and having regard to the FCA’s CIMS final report recommendations. All options will be assessed having in mind the potential consequential implications of other FCA and industry remedies, where known. They will also seek to future proof the governance model allowing for ongoing and expected evolution of the Credit information market. As such a high degree of flexibility will be required with a focus on principles and frameworks.
4. There will be limited time available to undertake wider industry consultation on the options during the development of the recommendation and report writing, therefore it is vital that the workplan is supported by a comprehensive communication plan which allows for idea generation, feedback routes and frequent progress updates. The communication plan will be maintained by the Secretariat and actioned by the IWG members, including the Chair. The plan will include three physical events, two for data contributors and users and one consumer event. Regular consumer engagement will also be undertaken via the FCA Consumer Network, when deemed appropriate by the IWG Consumer Representatives.
5. The target for the issuance of the consolidated final report is September 2024 with 3 interim reports on the first 3 stages shared with the FCA on the following indicative dates.

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- **End March 2024** IWG to issue to FCA the **First Stage report** on what the CRGB should do.
- **End June 2024** IWG to issue to FCA the **Second Stage report** on how the CRGB should be constituted.
- **End August 2024** IWG to issue to FCA the **Third Stage report** on how the CRGB should operate.
- **End September 2024** IWG to issue to the FCA the **Fourth stage consolidated final report**.



5. The delivery of the report is heavily dependent on the commitment, resources and time availability of the IWG members. Members valuable contributions are outlined in Annex II, Roles and Responsibilities.
6. At each stage of the workplan options being considered will be assessed against the improvements they seek to deliver to the credit information market and whether they will they drive to the defined outcomes agreed at the outset.

**The distinct stages are as follows:**

**First stage – What the CRGB should do.**

- A. **Objectives and Outcome** will address the overarching purpose and intent of the CRGB, explaining its intended beneficiaries and the reasons for its existence. The outcome will be explored for all stakeholders, emphasising the expected impact, with a specific focus on consumer outcomes. Where possible the outcomes will be measurable to provide a means by which to assess the success of CRGB in the future.
- B. **The role and remit** of the CRGB will be set out, encompassing its principal activities, areas of responsibility or authority. This will include an

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examination of whether its role goes beyond administration of the data sharing rules. The document will discuss the CRGB's role in overseeing its compliance standards, and its approach to policing its own rules, outlining potential actions it might take. Furthermore, the document will delineate which data dimensions are relevant to the governance body. This includes consideration such as sources, uses, contributors, mandatory or optional, commerciality. It should focus on consumer credit data and related consumer data but also consider the interaction with the Commercial Credit Data Sharing scheme.

### Second stage – How the CRGB should be constituted.

- A. The **structure** of the CRGB including its legal status, with the implications for any relationship between ownership, membership and participation, along with the liability associated with the model proposed. The document will propose a governance structure outlining whether there should be an independent board which approves decisions, separate to the working group which recommends decisions or other viable options.
- B. The **governance model and decision-making processes of the CRGB**. The rules, practices, and procedures on how CRGB is governed will be defined. This includes the authority of the CRGB with the implications for legal, regulatory, and contractual conformity. The document will address the voting process and entitlements of the CRGB on both day to day activities and material decisions. The mandate of the Chairperson and any other employees. The CRGB's liability for its actions, including the liability of the Board, and members will be addressed. The document will outline assumptions on day one data sharing rules and the decision-making process by which the rules can be evolved.
- C. The **resource and funding** model for the CRGB on a sustainable and equitable basis for the future, including who contributes and how contributions will be calculated. This will need to address if funding influences ownership, participation and decisions.

### Third stage – How the CRGB should operate.

- A. **Accountability and transparency**. In particular, how the CRGB could be made more accountable to key stakeholders (including consumers and regulators) and how it can increase transparency to consumers, the industry and regulators.
- B. **CRGB reporting to the FCA and potentially other regulators**, including engagement and ways of working. Providing proactive progress updates, making recommendations to the FCA, and taking onboard feedback. It will also consider how and whether to involve other regulators.
- C. The **composition and operation** of the CRGB. To consider details on roles and responsibilities, skills and expertise required, participation requirements, length of terms and mechanisms for nomination and appointment. For example, appointing a Secretariat that would support the

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Chair and considering requirements to get views from wider stakeholders on relevant issues.

### **Fourth Stage – When the CRGB should be set up.**

- A. How the CRGB will form a **forward-looking view on the workplan** for the potential new functions and workstreams identified in the Credit Information Market Study (CIMS) for the CRGB, and to review and agree next steps once established.
- B. The **development of a transition plan** from SCOR to CRGB, including timing, responsibilities, ownership, etc. which are agreed with SCOR. This would include the transfer of assets, responsibilities, infrastructure, etc.
- C. The Chair is to deliver a final set of comprehensive **consolidated recommendations and options** considered by the IWG on the design, implementation, and operations of the new CRGB. The final report will highlight any deviations from previous recommendations due to the IWG having explored interlinkages among the key topics and having assessed how their recommendations may impact one another. The final set of recommendations should also offer an in-depth analysis of the IWG's activities, including the outcomes, recommendations and any pertinent data or findings. The format of these reports will be determined by the Chair.