# Attachment B
# ORGANIZATION FRAMEWORK
# Banking Industry Architecture Network
# ("Association")

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# Overview

## Name and Status

The Association is set up under the name of “Banking Industry Architecture Network” (hereinafter called “BIAN”). The Banking Industry Architecture Network is an independent, neutral, not-for-profit Registered Association (eingetragener Verein) under German Law, without any political, religious or racial discrimination.

## Principles

The current results of standardization in the banking industry have been limited in scope and do not address the majority of operations in a bank. At present, banks incur tremendous costs when integrating information technology systems within the organization and across the value chain. The lack of industry standards for banking IT hinders collaboration and data exchange among banks and their systems.

The Banking Industry Architecture Network (BIAN) has a vision to address the costs of integration in the banking industry and leverage the benefits of the architectural pattern of a service-oriented architecture in banking operations. The objective of BIAN is to remove barriers to interoperability and to address the challenges organizations are facing due to a lack of standardization.

BIAN promotes interoperability by having users define their needs and requirements of specific banking scenarios. The requirements are used to define a common service landscape with service domains and semantic definitions of service interfaces for the banking industry. BIAN will leverage existing standards and specifications wherever possible particularly with respect to the implementation and maintenance of a service-oriented architecture. In addition, BIAN will work towards closing any identified gaps, thus enabling interoperability in identified banking scenarios.

The principles of BIAN embody openness, transparency, accountability, credibility and independence in the form of an open and equitable association. The specific principles are:

- To have an organization driven by and for users to address interoperability challenges
- To foster connectivity by recommending appropriate methodologies and tools
- To be a main contributor to the knowledge and services needed to address interoperability issues that face the banking industry
- To provide open, transparent, credible, neutral and stable consensus building to a critical mass of stakeholders globally
- To be open to any organization with an interest in addressing the challenges of interoperability in the banking industry.

## Definitions

“Membership Agreement” means the standard agreement entered into by BIAN and each Member individually setting forth the Member’s rights and obligations in connection with BIAN.

In all other respects the definitions set forth in the BIAN IPR Policy and the BIAN Membership Agreement shall apply.

# Organization

## Organizational Model

BIAN is designed to be highly member-driven through Working Groups. BIAN includes various management roles (i.e. Working Group Chairs, Steering Committees, BIAN staff, Program Coordinators and the Board of Directors) that are designed to ensure the integrity of the Association and make the organization function effectively and efficiently.

The Working Groups define interoperability business requirements and ultimately define BIAN deliverables or work products. Each Working Group has a charter that is approved by the Board of Directors. Working Group deliverables must receive final approval subject to review for implications on parts of BIAN that are outside the Group's scope and on other variables such as intellectual property (IP) governance. The Architecture Committee provides the cross-team and technical review. The Board of Directors provides the IP review, process review and confirmation as part of final ratification. In addition, the Board of Directors establishes and governs the organization required to fulfill the mission of BIAN.

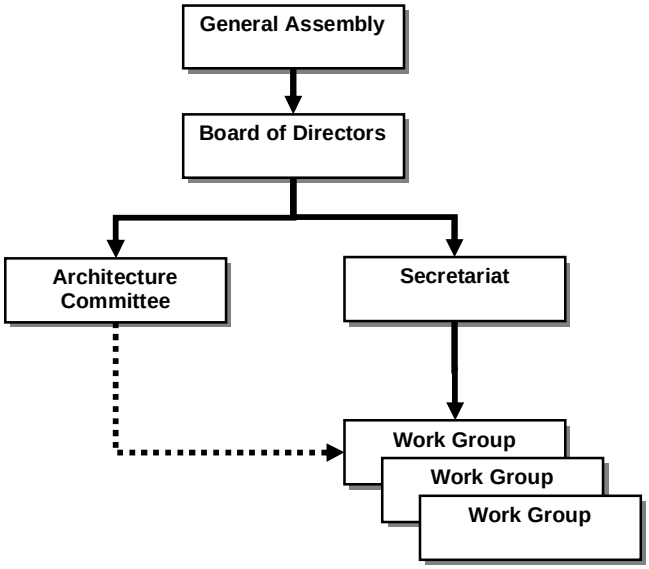


Figure 1. BIAN Organization

## Organizational bodies

Besides the Board of Directors (Article VIII of the Statues) and the Secretariat (Article IX of the Statues) the BIAN shall have the following Organizational Bodies:

### Steering Committees

The Board of Directors has the option of creating Steering Committees as required. These committees may be charged with specific projects relating to the operations of the Working Groups, architecture and technical issues as well as go-to-market activities. The duration of a Steering Committee may be either short-term or long-term.

### Working Group

The Working Group represents a distinct community working on specific industry banking business scenarios. The primary activities of a Working Group include identifying business needs, gathering business requirements, developing consensus on best practices and defining specifications. The Working

Groups are governed by their charter as approved according to the rules laid down in this organization framework.

### Architecture Committee

The Architecture committee establishes the architectural and technical guidelines to be employed by Working Groups. This includes best practices and recommended tool usage. The Architecture Committee reviews and approves Validated Specifications that are the work product of Working Groups.

# Governance

## Board of Directors

The business and affairs of BIAN shall be managed by its Board of Directors ("Board"), which may exercise all management and technical powers of BIAN and do all such lawful acts and things as required by this document or BIAN Statutes.

### Responsibilities

The Board of Directors has the powers as defined in Article VIII of the Statutes. The Board of Directors has the following additional responsibilities in accordance with the Statues and the decisions of the General Assembly:

- Create Working Groups or ratify the formation of new Working Groups;
- Sets the strategic direction for BIAN;
- Act as the trustee for any intellectual property of BIAN;
- Creates a Secretariat as required, defines the job descriptions and task descriptions according to the functional roles and appoints the members of such Secretariat;
- Establish the direction of the technical and architectural activities and oversee those activities;
- Establish the direction of the marketing activities and oversee those activities.

### Composition

The Board of Directors is comprised of BIAN Members as described in the Statutes.

## Secretariat

The Secretariat may be installed or removed by the Board of Directors. Such a Secretariat may consist of a Secretary General or Executive Directors of the Association and Program Coordination staff as decided. Such a Secretariat will work under the guidance and supervision of the Board of Directors.

### General Management

- Execution of key strategic directives determined by the Board of Directors;
- Reports to the Board of Directors on priorities and initiatives;
- Active consultancy, advise and leadership at all levels of BIAN development process;
- Review and progress tracking of BIAN work products;

### Working Group Program Coordination

- Project management support of Working Group;
- Moderation of Working Group meetings and Working Group progress, ensuring that Working Groups follow the operations framework;
- Facilitate the development of the Working Group charter and the Working Group objectives;
- Identify methodology, modeling, testing and implementation tools (in complex cases this will be supported the Architecture Committee

### Marketing Program Coordination

- Management of BIAN program offerings;
- Management and organization of BIAN events;
- Management and coordination of marketing and public relations activities;
- Management and coordination of service offerings;
- Recruitment of new Members;
- Coordination of activities with other entities that address issues surrounding banking interoperability;
- Coordinate with the leadership of other Standards Development Organizations around public messaging, conferences and other go-to-market activities.

## Architecture Committee

The Architecture Committee may be installed or removed by the Board of Directors. Such a Committee may consist of a Chair, Vice Chair and staff as decided. Such a Committee will work under the guidance and supervision of the Board of Directors.

- Provide technical guidance to Working Groups and manage technical experts engagement in Working Groups as well as cross-Working Group activities;
- Cross-Working Group technical coordination including the constant review of methodology, modeling, testing and implementation tools;
- Review Working Group deliverables;
- Determine the necessary technical support for defining specifications;

## Steering Committees

Steering Committees may be created by the Board of Directors from time to time. Steering Committees function as strategic and cross-functional Working Groups to BIAN. A Steering Committee acts in an advisory capacity to the Board of Directors and the Secretariat.

### Formation and Management

The proposal to create a Steering Committee can be made in writing by a member of the Board of Directors, by a member of the Secretariat or by one-fifth (1/5$^{th}$)of the General Assembly. The Board of Directors must include a report of the reasons for the creation of a Steering Committee in their annual report to the General Assembly.

Each Steering Committee is headed by a Chair who is appointed by the Board of Directors. The Members of a Steering Committee are appointed by the Chair of the Steering Committee and approved by the Board of Directors.

The chairperson of a Steering Committee is responsible for

- Overall management of Steering Committee matters
- Setting up Steering Committee meetings, preparing the agenda
- Chairing Steering Committee meetings
- Regularly reporting of the Steering Committee activities to the Board of Directors

### Meetings

Steering Committees will meet on an as-need basis. Both face-to-face meetings and virtual meetings, e.g. by audio-conference, are considered appropriate for Steering Committee meetings. Steering Committee meetings are set up by the chairperson of the Steering Committee. One-third (1/3rd) of the approved members of a Steering Committee can ask for a meeting to be held.

The chairperson must send out the invitation to a Steering Committee meeting at least ten (10) days in advance of the planned meeting together with an agenda proposal and an announcement of the place and date of the meeting

### Termination of a Steering Committee

The Board of Directors can terminate a Steering Committee at any time. The decision to terminate a Steering Committee must be communicated in writing to all members of the Steering Committee. The Board of Directors must include a report of the reasons for the termination of a Steering Committee in their annual report to the General Assembly.

## Working Groups

### Management of Topics

The achievements of BIAN are largely driven by the results and deliverables of Working Groups. Working Groups are initiated and driven by members. However, to enable strategic planning, the Secretariat maintains a community-wide list of topics and their priorities. This list of topics, which is used to initiate Working Groups, is based on recommendations of the Architecture Committee with due concern for cross cutting issues such as coordinating the overall Service Landscape.

### Formation

The request to create a new Working Group can be initiated at any time. The proposal to create a Working Group must be made by a Member in good standing of BIAN to the Secretariat for ratification by the Board of Directors. For a new Working Group to be established, Members must develop and present a charter for such Working Group.

The Members of each Working Group shall select and establish the rules of procedures to govern such Working Group, provided, however, that such rules of procedure shall be consistent with the Operations Framework of the Working Groups and be approved by Board of Directors. Under these rules of procedure, the Working Group may engage in technical activities and spend funds allocated to the specific Working Group, provided, however, that such activities and expenditures shall be subject to the limitations on BIAN actions contained in the Statutes and shall also be subject to the provisions of German Law. In addition, a Working Group shall be governed by those additional rules and regulations promulgated by the Board of Directors from time to time as may be applicable to Working Groups generally or to the Working Group in question.

Operating in a neutral environment, a group of Members meet to craft the mission, scope and deliverables for a Working Group in the form of a Charter. The following describes the process for the formation of a New Working Group.

- The group submits the Charter to Board of Directors;
- The Board of Directors ratifies the Working Group Charter;
- The Board of Directors appoints a temporary chair for the Working Group, the chair must be a Member in Good Standing of BIAN;
- The Charter is made publicly available on BIAN Web site;
- Upon appointment, the temporary Working Group chair will promptly send a notice to all Members inquiring whether they desire to participate in the Working Group;
- Explicit records of each Company's decision to join a Working Group must be made in writing to the Secretariat, which becomes part of the permanent record of the Working Group activities;
- A Member may have more than one representative in a working group, however the Member shall appoint one person to act as its Voting Representative in the Working Group. A Member may replace its representative at any time by providing written notice to the Working Group Chair;
- Following the voting procedures of BIAN as defined in this document and the Statutes; a Chair and Vice Chair must be nominated and elected.

### Composition

- A minimum set of four (4) Members must join a Working Group in writing. The Member's representatives must have the mix of skills necessary to satisfy the objectives of the Working Group;
- Each Working Group will have one (1) Chair and one (1) Vice Chair. The Chair and Vice Chair must be from different Members;
- Members of Working Groups are required to be Members (ordinary or extraordinary) in Good Standing.

### Charter Composition

A Working Group Charter must contain the following elements:

- The proposed name of the Working Group;
- The description of the Working Group mission objective, scope, expected output and criteria for success;
- The intellectual property right mode for the Working Group as defined by the IPR Policy;
- Description of other known activities in the area both inside and outside of BIAN;
- Planned duration;
- Nature and description of the major deliverables and the milestones;
- Expected meeting mechanisms and frequency;
- If possible, the estimated economic value of the deliverable of the Working Group;
- A business plan that outlines expected Working Group expenses and funding.

### Working Group Member Responsibilities

All members contribute towards the success of the Working Group. This includes the contribution of ideas, comments and feedback.

All members need to make the required level of commitment to participation to stay a member of the Working Group. Required levels of commitment are established individually by each Working Group.

Some members will take on additional responsibility by acting in the role of Editor for one or more of the Working Group deliverables.

Each Member organization of a Working Group will have one vote. A designated representative of that organization will be responsible for casting the vote in the event that consensus cannot be achieved and that the Chairperson calls for a vote.

### Chair Responsibilities

The Chair needs to be a Member in Good Standing of BIAN. The Chairperson is a key actor in ensuring the successful implementation of the Working Group. The Chair holds the following responsibilities

- Management of resource planning, project planning and meeting objectives;
- Act as the primary interface to the Secretariat and the Board of Directors;
- Provide reports on Working Group activities at least every three (3) months

The Chair is responsible for seeking consensus on issues as they arise. Should it not be possible to arrive at a consensus the Chairperson can call for a vote.

The Chair will ensure approval of the deliverables of the Working Group. The Chairperson will manage the membership of the Working Group and ensure that as membership changes it has the mix of skills necessary to satisfy the objectives of the Working Group.

The Chair is responsible for creating Sub Groups as needed that conform to the specific mission of defining requirements, assessing technical feasibility and developing appropriate specifications.

### Modifying a Working Group Charter

An existing Working Group may elect to change the mission and scope of the Working Group by modifying the Charter of the Working Group. Such modification must be approved by the Board of Directors

### Support Resources

Each Working Group will have a Program Coordinator appointed by the Secretariat to support the day-to-day activities of the Working Group.

### Withdrawal from a Working Group

A Member may withdraw from a Working Group by submitting written notification to the Chair of the Working Group. Withdrawal from a Working Group is effective immediately.

# General Policies

## Code of Conduct

One of greatest strengths of BIAN is the rich diversity of people and organizations that work with the Association and attend meetings. It is inevitable that not all Representatives are used to working in such a diverse group. Therefore the following basic principles and standards of behavior apply at all BIAN meetings of any type

Comments on the following subjects may cause offense and are not acceptable, however intended:

- Race, national identity, national language or nation of origin. All races and nations are equal at BIAN;
- Age, gender, sex, or sexuality. Men and women of all ages and backgrounds are treated as equals;

- Disparaging remarks about organizations, types of companies, revenue, profitability, number of employees, or industries.

All types and sizes of organizations from all segments of the banking industry are welcome in BIAN to address the issues of interoperability. BIAN is a place where competitive organizations may meet however:

- Presentations and remarks may not promote or attempt to sell a particular organization, proprietary product or product type, implicitly or explicitly;

BIAN relies on a constructive spirit of innovation. Representatives are welcome to be positive or skeptical, but you should respect the views and credibility of others, especially those with credentials and training in their field. Do not denigrate Representatives or their ideas just because you disagree with them about whether or not something is possible.

## Meetings and Teleconferences

An attendance list will be maintained and published through meeting minutes.

Every BIAN meeting must governed by an agenda, which is prepared in advance and memorialized in the minutes of the meeting. Agendas and minutes may not be circulated or filed until the Chair of the meeting has reviewed and approved them.

Minutes constitute the official record of the meeting. Minutes must contain:

- Name of the meeting;
- Date of the meeting and beginning and ending time;
- A complete list of all attendees;
- Name of Representative recording the minutes;
- A reflection of the fact that attendees were given the antitrust caution;
- A recording of any contributions – written, oral or otherwise – to specifications.

Minutes are best limited to a list of actions taken at the meeting. Often, however, there are business reasons for including something more than a bare recitation of actions. Minutes are not a transcript. Minutes describe what was done, not what was said (aside from recording oral contributions to a specification as noted above). Any questions or concerns should be sent to BIAN Secretariat.

All publication of agendas, minutes, working documents or other materials is via BIAN web site.

Any Representative may submit agenda items to the appropriate Working Group Chair with sufficient time to be included for discussion at the next Working Group meeting. It is the responsibility of the Chair to include those suggested agenda items and send notification to the original submitter.

Each Working Group will set up its own mailing lists and contribute it to the general mailing list. Each Working Group will supply authorizations to its member for the usage of the Working Group site within BIAN web pages.