

**MEMO# 32910**

November 12, 2020

# ICI Comment Letter on National Market System Governance

[32910]

November 12, 2020 TO: ICI Members

Equity Markets Advisory Committee SUBJECTS: Trading and Markets RE: ICI Comment Letter on National Market System Governance

The ICI filed a letter today responding to the SEC's request for comment on the Exchanges' filing of an National Market System (NMS) Plan Regarding Consolidated Equity Market Data.[\[1\]](#)

The letter recommends several changes to the CT Plan to foster a more effective Operating Committee. It also recommends that the Commission closely monitor the self-regulatory organizations' progress towards implementation. We point out that NMS governance reform serves a strong public interest and implementing it should proceed as expeditiously as possible.

We recommend that the CT Plan be modified:

- with respect to term limits, member observers, the parameters of executive sessions, and subcommittee members;
- to require that conflict of interest provisions that apply to SRO voting representatives also apply to SRO member observers with limited exception for only the most senior exchange officials; and
- to make clear that each Non-SRO voting representative would be indemnified against any claims related to his or her role on the Operating Committee (with typical common law exceptions). We also recommend that the CT Plan provide that insurance will be provided and maintained for all Operating Committee members, including non-SRO voting representatives.

Dorothy M. Donohue

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## endnotes

[1] The letter is on the ICI's website at [https://www.ici.org/pdf/20\\_ltr\\_nmsplan.pdf](https://www.ici.org/pdf/20_ltr_nmsplan.pdf)

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