



Metal Advisory Committee Terms of Reference



1 Purpose

- 1.1 The Metal Advisory Committees (the “**Committees**”) were established as advisory committees to The London Metal Exchange (“**LME**”). The purpose of the Committees is to advise the LME on the relevant LME contract.
- 1.2 The Universal Terms of Reference applies to the following Advisory Committees:
- a) Aluminium
 - b) Copper
 - c) Lead and Zinc
 - d) Lithium and Cobalt
 - e) Nickel
 - f) Steel
 - g) Tin
 - h) Traded Options

2 Committee Responsibilities

2.1 General Responsibilities:

- a) Ensuring that the trading specification of LME contracts meet the requirements of both the traders and the users of the market, and as a consequence, recommending to the Exchange for adoption any proposed specification changes it considers appropriate.
- b) Generally promoting the use and indexation of LME contracts and prices.
- c) Making recommendations to the LME on policy issues.
- d) Discharging other duties as determined from time to time by the LME.

2.2 Physically settled contracts responsibilities:

- a) Consider ways to support sustainable practices in the metals industry. Share ideas and examples that might benefit the wider metals industry.
- b) Recommending the addition or deletion of good delivery points in respect of the contracts, for onward consideration and determination by the Exchange.
- c) Generally monitoring existing brands (including the need for Committee members to advise the Exchange of any producer change of ownership, producer change of name, brand marking changes, etc. of which they become aware).
- d) Passing on to the LME relevant complaints on any aspect of brands or the contracts.



- e) Overseeing the contracts brand application procedures.
- f) Recommending to the Exchange the listing and delisting of approved brands and the approval of producer and brand name changes, as necessary.
- g) The Committee shall consider the State of the Market at every meeting.
- h) Responding to LME consultations regarding various warehousing matters.

2.3 Cash settled contracts responsibilities:

- a) Consider index provider performance and price tracking against the physical market.
- b) Advise the LME of any relevant changes to physical market, index assessment or index providers.

3 Membership

3.1 The list of Committee members is detailed on the LME website. One Committee member serves as Chair of the Committee (“**Chair**”). LME executives and staff will attend (without a vote) meetings of the Committee, to represent the LME, present agenda items, ensure adherence to compliance requirements and provide secretarial and administrative support as required.

3.2 The Committee may invite interventions from outside contributors where appropriate, with the Chair’s and the LME executive’s prior approval. Outside contributors should acknowledge the Terms of Reference and abide by them and should also abide by any guidance issued by the LME.

3.3 Quorum:

3.3.1 To be quorate, the Committee must have at least 50% of its members present at its meeting, including its Chair or vice Chair / acting Chair.

3.4 Composition:

3.4.1 The Committee is comprised of members with appropriate representation across the value chain and relevant geographies. When considering Committee composition, either during the appointment process or otherwise, the Committee Chair and LME will pay due regard to diversity and inclusion.

3.5 Committee member Appointment, Extension, Resignation:

3.5.1 All Committee members are appointed and approved by the LME, with consultation from the Committee Chair for a period of three years, with a maximum of three terms of continuous service.



- 3.5.2 In exceptional circumstances, if the Chair feels that an individual should serve for more than nine years, the Chair shall make an application to the LME. The application shall contain the reasons for, and the proposed period of, such extension to the individual's term of service. It shall be decision of the LME as to whether that individual's term of service should be extended.
- 3.5.3 The LME may at its sole discretion request that any member of the Committee resign from the Committee at any time, and such person shall comply with such request. No reason or period of notice need be given by the LME.
- 3.5.4 Should two or more Committee members become employed by the same employer or the same group as a result of a corporate transaction, then the LME in consultation with the Chair of the Committee shall decide which member if applicable should remain on the Committee.
- 3.5.5 Should a Committee member cease to be employed by the employer with whom they were employed at the time of their appointment, they shall be required to tender their resignation from the Committee (unless the LME declares otherwise).

3.6 Committee Chair and Vice Chair Appointment, Extension and Resignation:

- 3.6.1 The Chair is appointed and reappointed by the LME. The Chair may, if considered appropriate, appoint one of the other Committee members to act as vice Chair, following consultation with the LME. Any member of the LME executive can be appointed as vice Chair of the Committee.
- 3.6.2 In the event of the absence of the Chair or vice Chair any member of the LME executive or any Committee member can be appointed as Chair for the duration of the meeting.
- 3.6.3 In exceptional circumstances, the LME may, at its sole discretion, extend the term of service of the Chair beyond nine years. Where it does so, the LME shall record the reasons for, and the proposed period of, such extension.
- 3.6.4 The LME may at its sole discretion request that the Chair or vice Chair resign from the Committee at any time, and such person shall comply with such request. No reason or period of notice need be given by the LME.

3.7 Expectations of Committee members:

- 3.7.1 Committee members are expected to make every effort to attend meetings, either in person or virtually. Committee members are prohibited from appointing alternates.
- 3.7.2 Failure to attend three consecutive Committee meetings will result in the withdrawal of Committee membership, subject to the discretion of the Committee Chair and the LME.
- 3.7.3 Committee members are expected to follow the Committee Member Guidelines, which outline their responsibilities in detail, including in relation to conflicts of interest, confidentiality, commercial sensitivity, and anti-competitive behaviour.



- 3.7.4 The Committee Chair is expected to follow the Committee Chair Guidelines in addition to the Committee Member Guidelines, which outline their responsibilities in detail, including in relation to conflicts of interest, confidentiality, commercial sensitivity, and anti-competitive behaviour.
- 3.7.5 Members performance and attendance is reviewed on a periodic basis by the LME, with input from the Committee Chair where appropriate.

4 Mandate, Authority and Reporting

- 4.1 The Committee has been established as an advisory committee to the LME Executive Committee and does not have the authority to make decision or adopt resolutions. The Committee can make recommendations to the LME, but the LME retains the right to accept, reject or modify any recommendations made to it.
- 4.2 The activity of the Committee will be reported to the LME at periodic intervals. The LME Executive Committee receives a quarterly report of key themes and topics discussed at the Committee. Formal minutes are taken for all meetings and may be requested by the LME Executive Committee.

5 Meeting Administration

5.1 Meeting Frequency:

- 5.1.1 The Committee shall meet at least quarterly and more frequently when appropriate, unless otherwise recommended by the Committee Chair and approved by the LME. Committee meeting dates shall be agreed in advance affording adequate notice for maximum participation.

5.2 Agenda:

- 5.2.1 The Committee uses a standard agenda. Any member can submit additional agenda items to the Committee Secretary prior to a meeting, however, the final agenda will be agreed by the Committee Chair in consultation with LME.
- 5.2.2 The following are the key agenda items, although these may change according to the focus of the meeting:
- a) Chair's Welcome, Quorum and Apologies
 - b) Conflicts of interest
 - c) Minutes of the previous meeting
 - d) Market Development update
 - e) Horizon Scanning
 - f) Brands (for physically settled contracts)
 - g) Warehousing (for physically settled contracts)



- h) Performance of the Contract
- i) State of the Markets
- j) Any other business
- k) Date of next meeting

5.3 Reports and Management Information:

- 5.3.1 The Committee meeting pack is produced by LME and will typically include, but not be limited to, the following:
- a) Past minutes
 - b) LME Presentations and Proposals
 - c) All reports and management information should be reviewed by the Committee in advance of the meeting. The LME will aim to distribute the Committee meeting pack to members at least 1 week prior to the meeting.

5.4 Secretariat:

- 5.4.1 The Market Development team is responsible for the provision of secretariat services to the Committee, including scheduling the meetings, distributing the meeting papers, recording the meetings, and distributing the minutes.
- 5.4.2 Papers prepared for the Committee may be sent by email between meeting dates. Recommendations may be solicited and received between meetings to avoid delays to the committee processes.
- 5.4.3 The draft minutes will be reviewed by the LME and the Chair prior to being distributed to members for review. Updated minutes will be included in the next scheduled Committee meeting agenda for final approval. All minutes are to be retained by the LME in electronic format. A register of attendees will be maintained by the LME.

6 Annual Review

- 6.1 On an annual basis, the Chair of the committee shall lead the review the Committee's performance to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the LME for approval.
- 6.2 The Committee Terms of Reference are formally reviewed at least annually, with additional periodic reviews if deemed necessary.

7 Regulatory Compliance

7.1 Confidentiality:



- 7.1.1 Committee members must ensure that, unless outside consultation is specifically agreed, all matters discussed, and all materials and data made available to them in respect of their committee-related activities are kept confidential at all times.

7.2 Management of conflicts of interest:

- 7.2.1 Committee members must not abuse their Committee status and must not be involved in any recommendations where they may have a conflict of interest.
- 7.2.2 A conflict of interests could arise where a member's responsibilities are affected by a professional interest, personal interest, personal association, or interest or association of their close family. Where Committee members think they may have a conflict of interest in relation to any matter to be discussed at a Committee meeting or that comes under discussion at a Committee meeting, they must absent themselves from the part of the meeting at which that matter is discussed and the minutes of the meeting must record the absence.
- 7.2.3 Further, where the Chair feels that there may be a conflict of interest in respect of any matter to be discussed at a meeting or that comes under discussion at a Committee meeting and it is appropriate for a Committee member to leave all or part of a meeting, the Chair shall ask the member to leave the meeting. No reason need be given.
- 7.2.4 Members that may have a conflict of interest shall receive minutes of the meeting with the matter in respect of which they may have a conflict of interest redacted from the copy of the minutes they receive.

7.3 Inside information and commercially sensitive information:

- 7.3.1 LME shall observe the requirements relating to the management of inside information and commercially sensitive as prescribed by the LME and notified to the Committee from time to time.
- 7.3.2 In practice, this may mean that consideration of certain items which may be inside information or commercially sensitive information shall be withheld from meetings of the Committee until such information is within the public domain.

7.4 Anti-trust and competition laws:

- 7.4.1 Committee members must ensure that all matters discussed in respect of their Committee-related activities are not in breach of anti-trust or competition laws.
- 7.4.2 Competition law prohibits anticompetitive arrangements that may affect trade, and which have as their object or effect the prevention, restriction or distortion of competition. Arrangements can be informal or verbal, and there does not need to be a physical meeting.
- 7.4.3 The type of arrangements which are restrictive of competition, and which constitute a serious competition law infringement include:
 - a) Price fixing;



- b) market sharing;
- c) information sharing, including:
 - i. price information
 - ii. non-price information

7.5 Arrangements to ensure compliance:

7.5.1 To meet these Compliance requirements, the LME has arrangements in place to manage the information which arises as part of the Advisory Committees, which include:

- a) undertaking reviews of all materials produced as part of the Committee process by LME;
- b) training LME representatives who sit on the Committees;
- c) LME supervision of all Committee meetings; and
- d) the issuance of guidelines for Committee Chairs and members to follow to assist compliance with applicable regulatory obligations.