European Union Exit Committee (EUEC)  
Terms of Reference

Purpose
1. The purpose of the Competition and Markets Authority’s (CMA) European Union Exit Committee (EUEC) is to:
   a. consider the CMA’s policy objectives and the potential outcomes and impacts of EU Exit, and to provide strategic steers and advice to Government on those objectives;
   b. ensure, to the extent possible, legal certainty for the CMA post-EU Exit and that the CMA’s delivery of its functions is not jeopardised as a result of legislative change.
   c. ensure that the CMA is operationally prepared for, and to the extent possible, smoothly transitions into, its new expanded role post-EU Exit.
2. The CMA’s EU Exit project team reports to the EUEC on the progress of relevant workstreams and highlight project risks and mitigations as appropriate. EUEC also monitors the implementation of EU Exit-related organisational changes and policies leading up to EU Exit, during any implementation period, and thereafter.

Status
3. EUEC is a sub-committee of the CMA’s Executive Committee (XCo). EUEC was established by XCo on 11 July to formalise the functions and operations of the internal “EU Exit Steering Group”1. The EU Exit team, which reported to the EU Exit Steering Group, has provided the CMA Board with regular updates.
4. EUEC is the decision-making body on matters relating to the CMA’s EU Exit policy and operational readiness (including the CMA’s new State aid function).
5. The scope and relevance of EUEC will be reviewed as needed prior to EU Exit, and at an appropriate time post-Exit.

Scope of the committee’s work
6. The EUEC oversees, provides guidance, and makes necessary decisions in the areas set out below. For all areas, EUEC may escalate any matter for information, steer, or decision to

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1 This group started as the ‘EU referendum steering group’ from 4 July 2016–early 2018, when it merged with the “operational readiness steering group”.

XCo or the Board as it considers appropriate. In general, matters will be referred directly to the Board unless EUEC determines that it would be preferable to seek the views of XCo.

- **International liaison**: EUEC monitors and provides feedback in relation to the CMA’s EU Exit-related international cooperation agreement work.

- **Domestic liaison**: EUEC monitors and oversees the CMA’s effective engagement with Government, particularly HM Treasury, the Department for Business, Energy and Industrial Strategy, and the Department for Exiting the European Union on EU Exit related areas.

- **Devolved nations**: EUEC considers EU Exit-related matters impacting the devolved nations and English regions.

- **State aid function**: EUEC monitors and oversees the CMA’s operational preparation for its new State aid role. This includes external engagement with government in respect of this new function, as well as overseeing the development of the CMA’s State aid policy, decision-making, and governance.

- **Project management**: EUEC reviews delivery plans and monitors progress towards readiness for EU Exit, providing guidance and making decisions to overcome ‘bottlenecks’.

- **Risk assessment**: EUEC oversees and makes decisions on EU Exit-related organisational risks, advising on risk mitigations and implementing any Audit and Risk Assurance Committee recommendations.

- **Contingency planning**: EUEC will consider progress of EU Exit activities at regular milestones, and decide on priorities and implementation of contingency strategies to address any expected shortfall in resources post EU Exit.

- **Assurance**: The EUEC is responsible for ensuring arrangements are in place to deliver the CMA’s operational readiness including:
  
  - **Recruitment** the EUEC is responsible for monitoring progress to meet the staff numbers required post EU Exit.
  
  - **Corporate services**: EUEC oversees the impact of preparation for EU Exit on facilities, IT and other business support services, making decisions to ensure they continue to operate effectively, allowing high quality delivery through the CMA.

- **EU Exit budget spending**: EUEC reviews, challenges, and makes decisions on EU Exit-related organisational spending and budgets, and oversees the related business planning processes. EUEC will approve future submissions to HMT for funding in subsequent years.

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2 Note that key decisions relating to recruitment are made at monthly workforce planning meetings.
• **Information sharing and security:** EUEC is responsible for ensuring, to the extent possible, secure information sharing processes are in place to operate effectively and efficiently post- EU Exit.

**Membership**

7. EUEC comprises of:
   - Chief Executive
   - Executive Director for Corporate Services
   - Executive Director for Enforcement
   - Executive Director for Markets and Mergers
   - General Counsel
   - Director, Strategy, Communications & Devolved Nations

8. The Co-chairs of EUEC are the Executive Director for Corporate Services and the General Counsel. In their absence, the Executive Director for Enforcement shall assume this role.

9. EUEC members may elect a proxy representative to attend a meeting on their behalf. This person has voting rights.

10. In addition, the Director, Competition and Markets Policy attends.

**Meetings**

11. EUEC meets fortnightly, or as required.

12. EUEC members may attend meetings (and vote at these meetings) in person, or via teleconference or videoconference (such as Skype). Members cannot vote on agenda items for which they are not in attendance.

13. For a meeting to commence, quorum must be met. Quorum is three committee members, including one of the co-Chairs (or in their absence the Executive Director for Enforcement).

14. CMA staff, and relevant external guests, may be invited by an EUEC member to attend EUEC in an advisory capacity or as an observer.

15. A forward programme of scheduled meetings is maintained by the committee secretariat (currently the EU Exit team) and circulated to EUEC members in advance of meetings. Ad hoc as-needed meetings can be requested by the co-Chairs (or in their absence the Executive Director for Enforcement) when considered necessary.

16. The agenda and papers to the EUEC may be circulated beyond the EUEC membership as appropriate (and where confidentiality permits) to encompass representatives of all relevant functions and directorates.

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3 Who also acts in the capacity of Senior Responsible Officer for EU Exit operational readiness.
4 Who also acts in the capacity of Senior Responsible Officer for State aid.
5 Who also acts in the capacity of Senior Responsible Officer for Policy.
**Offline decisions**

17. More urgent matters can be considered offline (e.g. conducted via email, phone, or an online platform), but decisions may only proceed with the written agreement of three committee members (i.e. quorum is met). Offline decisions will be coordinated by the EUEC secretariat, or the Chair if more appropriate (in their absence the Executive Director for Enforcement).

18. Some form of offline decision audit trail will be maintained, and made available for audit purposes.

**Voting**

19. All persons listed under paragraph 6 have voting rights, both in EUEC meetings and for EUEC decisions made offline. For a decision to proceed, three committee members must agree. In the event of a split vote, the co-Chair (or in their absence the Executive Director for Enforcement) has the casting vote.⁶

**Record-keeping and reporting**

20. EUEC’s secretariat are responsible for writing the minutes of EUEC. Draft minutes are circulated in advance of meetings and approved by EUEC at each meeting, as relevant.

21. EUEC’s secretariat are responsible for electronically storing the final versions of EUEC minutes on a secure online shared storage system, such as SharePoint (with appropriate viewing permissions).

22. By virtue of EUEC being a subcommittee of XCo, EUEC’s minutes may be shared with XCo, and will also be provided to the CMA Board for its information as a matter of course.

**Version control**

23. These terms of reference were last updated in June 2018 (version 1).

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⁶ If both co-Chairs are present at the meeting, the casting vote will be of the co-chair relevant to the issue at hand (i.e. if a policy question - General Counsel; if operational readiness - Executive Director, Corporate Services)