

The Taskforce on Inequality and Social-related Financial Disclosures: Proposed Governance Model

This document outlines the proposed Governance Plan for TISFD, and includes the following:

Questions for Consultation

- A. Defined TISFD Stakeholder Categories
- B. Stakeholder Representativity on the Steering Committee
- C. Responsibility for Developing Taskforce Deliverables

Proposed TISFD Governance Plan

- A. Governance Principles
- B. Organizational Structure
- C. Roles, Responsibilities, and Appointment Process of Each Taskforce Body
- D. Defined TISFD Stakeholder and Balancing Power

To share your views on any or all of the elements in this document, please use this [feedback form](#) or visit the TISFD site at www.TISFD.org/provide-feedback.

Please note that the TISFD Working Group will accept feedback on a rolling basis until **August 1, 2024**. We will publish a document with key takeaways from the feedback process ahead of the formal launch of the Taskforce in September 2024.

QUESTIONS FOR CONSULTATION

A. Defined TISFD Stakeholder Categories

We are committed to balanced stakeholder representation in terms of background, gender and geographies, as well as diversity, equity, and inclusion across the Taskforce’s bodies, including its decision-making bodies, namely: the Steering Committee, the Stewardship Council, and the Working Groups. Achieving balanced stakeholder representation requires that we first define TISFD stakeholder categories to be represented within these bodies.

The following table contains a list of proposed TISFD stakeholder categories and subcategories. The third column indicates the proposed number of seats to be allocated to individuals with this background who will sit on the Steering Committee, the TISFD’s main decision-making body, along with four Co-Chairs, who will also be representative of the stakeholder groups (fourth column).

Category	Subcategory	# Steering Committee Members	# Co-Chairs
Communities	• Human rights defenders/advocates; community organizations	3	1
	• Field Building civil society organizations.	2	
	• Indigenous peoples	1	
Investors	• Asset owners/Allocators ¹	3	1
	• Asset managers - marketable securities ²	1	
	• Asset managers - private capital	1	
	• Diverse and emerging funds managers	1	
Business	• Large enterprises	2	1
	• Small and medium-sized enterprises (SMEs)	2	
	• Micro-enterprises	1	
	• Informal sector	1	
Workers	• Workers organizations (aiming at a mix in terms of sectors, national/regional/international, and geographies)	6	1
Others	• International organisations	2	
	• Individuals that can bring other relevant experience to support the development, uptake, and/or piloting of the TISFD framework, and do not fit into the other categories nor compromise the stakeholder balance of the committee.	2	
Total		28	4

*Co-Chairs are also voting members of the Steering Committee

1 Pension funds, insurance companies, sovereign wealth funds, family offices, high-worth individuals, individual pensioners, etc.

2 Public equities, public fixed income, etc.

To ensure that TISFD remains relevant to ongoing standards development, the Secretariat's Engagement Team will have staff dedicated to regular engagement with policy makers, regulators, and standard setters.

Researchers at universities, think tanks, and service providers are also important TISFD stakeholders. They will be encouraged to join the Alliance and may serve on a Working Group. It is anticipated that a Research Network will be established within the Alliance as a resource to both the Working Groups and the Technical Team within the Secretariat. Government representatives will be welcome to contribute to the Taskforce as members of the Alliance and Working Groups.

Questions:

Please explain your answers to the following questions. The process by which Taskforce decisions are made also determines informed and effective decision-making. This topic is addressed below, and respondents may wish to answer the questions together.

1. Are these the correct stakeholder categories and subcategories to have seats on the Steering Committee to ensure informed and effective decision-making? If any of these categories or subcategories should not sit on the Steering Committee, where should they sit instead (e.g., in the Alliance or a sub-group of the Alliance)?
2. Are these the appropriate representative numbers per stakeholder subcategory to ensure a balance of viewpoints needed for informed and effective decision-making?
3. Is this an appropriate total number of stakeholders to ensure informed and effective decision-making within the Steering Committee?
4. If international organisations that are custodians for the international standards on responsible business conduct (OECD, OHCHR, ILO) have a seat on the Steering Committee, should they have voting rights? Should they be able to choose their representative?

B. Stakeholder Representativity on the Steering Committee

Once the stakeholder groups for Taskforce decision-making bodies are determined (see A, above), we will need to decide on the model of stakeholder representation of the Steering Committee. We have outlined three models below, each with their benefits and drawbacks.

(Note that stakeholder affiliation will be determined by the candidate's background, public recognition of affiliation, and self-identification.)

1. A model with representation, where the Steering Committee member is identified as aligned with a particular stakeholder group in the Alliance and is expected to represent their views on the Steering Committee. This is sometimes known as a Caucus model in which interest groups, or "caucuses", are stood up that may meet separately on Taskforce developments, share views, and develop positions. Alliance members may sign up for a Caucus or they can choose to be considered independent.

- Pro: Provides a formal stakeholder approach to representation.
- Con: Makes it harder to collaborate and take personal experience into account; may have the effect of encouraging acting along "party lines" and polarization; may artificially divide those people that identify with more than one group.

2. A model with stakeholder groups but no representation. Steering Committee members are expected to meet with and consult regularly with the stakeholder group, within and outside of the Alliance with which they are identified, but there is no expectation of representation. Alliance members may affiliate with a stakeholder group, or they can choose to be considered independent.

- Pro: Generally representative and aligned with stakeholder balance, but less restrictive.
- Con: Potential loss of legitimacy for Steering Committee members who are not reflecting the reviews of the stakeholder group; may need to make recourse available.

3. Governance model without stakeholder groups where the Alliance is not structured by stakeholder groups (or caucuses) and Steering Committee members are free to seek out and consult members of any stakeholder group including the one with which they are identified.

- Pro: Reduces governance complexity, increasing agility in decision-making. Potential to facilitate dialogue and build bridges between stakeholder groups who might otherwise be polarized.
- Con: Potential loss of legitimacy; stakeholders will find one another anyway which could result in less clarity regarding views held across the Alliance.

Questions:

1. Which model would you recommend? Why?
2. Is there another model you would recommend that would better enable inclusive governance in line with TISFD's Governance Principles? (See section "A. Governance Principles" on p. 7 below.)

C. Responsibility for Developing Taskforce Deliverables

We are considering the roles, responsibilities, and relationships among the Taskforce Steering Committee, the Working Groups, and the Secretariat. We see the Working Groups as a key site for co-creation within the Taskforce and propose that the Steering Committee, in consultation with the Secretariat and the Alliance, will stand up Working Groups with specific mandates. The Steering Committee will field diverse subject matter experts representing a balance of stakeholder groups through a call for interested Working Group members and co-leads.

We suggest the following dynamic between the Working Groups and the Secretariat's Technical Team: The Working Group receives the mandate for an output from the Steering Committee. The Technical Team develops drafts for the Working Group and iterates and refines these drafts based on feedback from the Working Group, liaising with the Working Group co-leads to advance consensus-based solutions. The Working Group signs off on the final output and agrees with the Technical Team if there are any elements that cannot be resolved in the Working Group, and which need to be put to the Steering Committee for resolution. The Technical Team presents the output to the Steering Committee for approval in the agreed timeframe.

Questions:

1. Do you agree with the role of the Working Groups and Technical Team outlined above?
2. Do you have any suggestions on the roles and responsibilities of the Working Groups to strengthen TISFD's process for co-creation (in line with TISFD's principles outlined in section "A. Governance Principles" below)?

PROPOSED TISFD GOVERNANCE PLAN

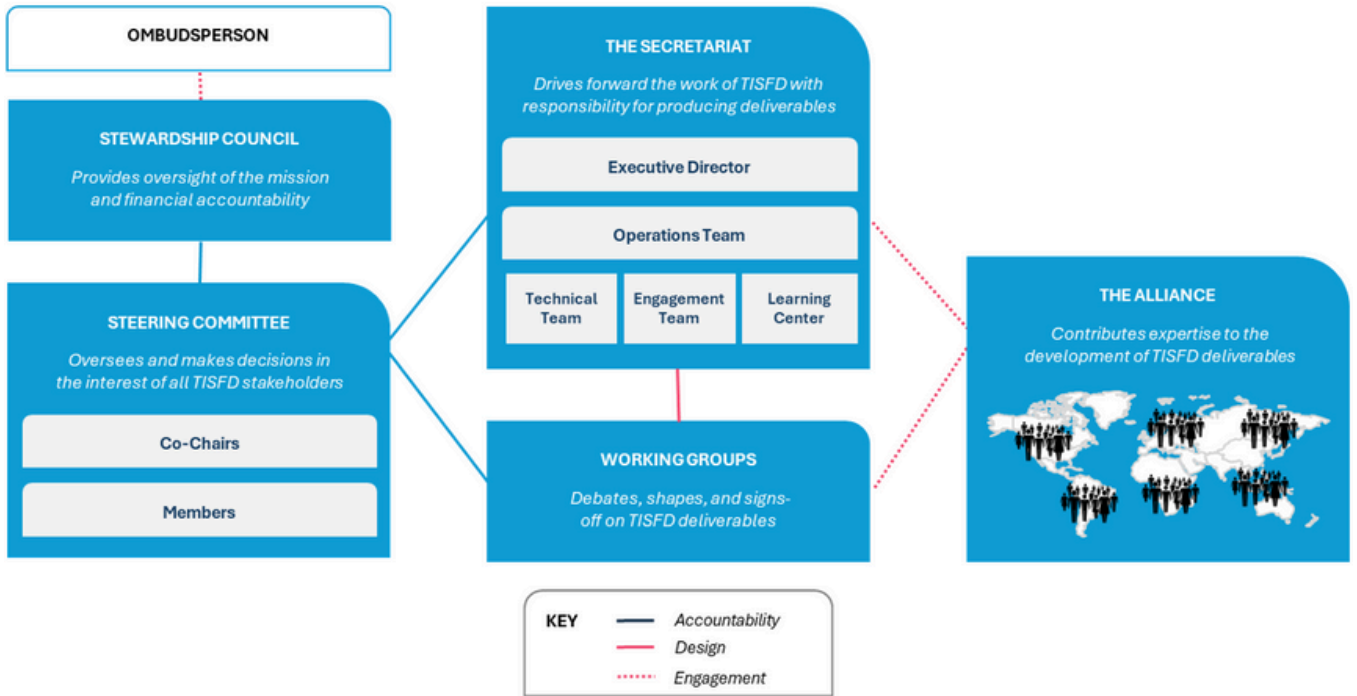
A. Governance Principles

The TISFD Working Group is committed to the following principles:

- **Inclusivity:** Ensuring representation and inclusive participation across diverse stakeholders, with attention to equitable balance of power.
- **Co-creation:** Embracing processes that acknowledge diverse views and needs, granting agency in problem solving, defining roles and responsibilities with clarity, and fostering an experience of reciprocity between participants. Co-creation entails mutual exchange where there's a shared sense of acknowledgement, mutual benefit, and fairness.
- **Effective and efficient decision-making:** Prioritizing both assured progress and balanced perspectives through efficient decision-making mechanisms.
- **Continuous learning and improvement:** Commitment to ongoing learning and making improvements. Sources of feedback may include members of the Steering Committee or the Alliance, and observers; the experiences of the Task Force on Climate-Related Financial Disclosures (TCFD), The Taskforce on Nature-related Financial Disclosures (TNFD), and other multi-stakeholder initiatives; and trial and error.
- **Transparency:** Clearly documenting decision-making processes, criteria, and how stakeholder input has informed decisions, and making that documentation easily accessible.

B. Organizational Structure

The principles above have informed the proposed governance structure shown here:



C. Roles, Responsibilities, and Appointment Process of Each Taskforce Body

The mandate and nominating process for each Taskforce body are outlined below and are organized in chronological order according to dependencies (i.e., those responsible for standing up other bodies).

Co-Chairs

Four Co-Chairs will be appointed, with balanced representation across industries, geographies, backgrounds, and perspectives. Co-Chairs will:

- Chair TISFD Steering Committee meetings and facilitate strategic thinking and consensus building among Steering Committee members.
- Serve as ambassadors of TISFD, advocating for its objectives and initiatives.
- Work with the Executive Director, to secure support from governments and funders, especially when interacting with executives or equivalent senior-level stakeholders (the Executive Director and their team will lead the engagement at lower levels of seniority).
- Be appointed prior to the launch of the Taskforce in September 2024 to help to begin the transition to the Taskforce including:
 - a. Contribute to finalizing the TISFD governance structure, workplan, and engagement strategy.
 - b. Assist with execution of the engagement strategy.
 - c. Support fundraising.
 - d. Set up a nominating committee.

Co-Chairs will be appointed by the multi-stakeholder group that is currently preparing for the launch of the Taskforce and with support from our search firm, Acre. Candidates will be assessed based upon the following criteria:

- Demonstrated leadership experience in addressing inequality and/or social justice issues.
- Ability to represent multiple stakeholder groups, put aside personal biases (e.g., political, identity-based, etc.), and maintain a commitment to the balance of power across groups which fosters inclusivity and diversity.
- Strong communication and diplomatic skills for engaging with executive-level or equivalent senior-level of seniority.
- Familiarity with issues and debates about the relationship between socio-economic inequality, markets, and financial systems.
- Track record of strategic decision-making and achieving tangible results.
- Ability to commit two days per month over two years to the Taskforce.

Co-chairs, as a group, should complement each other in terms of gender balance, geographic balance, and should bring experiences working with various stakeholder groups including but not limited to communities, workers, businesses, investors, and policymakers / governments.

Nominating Committee

The Nominating Committee will be responsible for appointing Steering Committee Members. The Nominating Committee will be made up of two representatives from each stakeholder group, ensuring a careful balance across groups, gender, and geographies (more details available in section “D. Defined TISFD Stakeholder Categories and Balancing Power” below). To ensure an open and transparent process, the Co-Chairs will appoint the Nominating Committee by issuing a public Call for Interest.

The members of each stakeholder group in the Nominating Committee will be responsible for identifying nominees from each of their respective stakeholder groups (the exact number to be determined). Those nominees will be subject to a 2/3 vote of the full Nominating Committee. The Nominating Committee will then prepare a public statement on how Steering Committee members were chosen, signed off by the Co-Chairs.

While most of the work of the Nominating Committee will be at the start of the Taskforce, members will serve a two-year term. Throughout the term, they will be on call to reconvene should Co-Chair or Steering Committee positions become open and need to be filled.

Steering Committee

The Steering Committee, consisting of 32 members including the four Co-Chairs, is the main decision-making body of the Taskforce tasked with delivery of the TISFD objectives and workplan.

Steering Committee Members, serving in their individual capacity, will:

- Approve the workplan.
- Liaise with the Secretariat to deliver the workplan.
- Approve Working Group mandates and terms of reference for Working Group candidates, informed by recommendations from the Secretariat's Technical Team and in consultation with the Alliance.
- Appoint Working Group Leads, who will be charged with recruiting Working Group members, overseeing the Working Groups and resolving any issues that may arise.
- Approve Taskforce outputs.
- Approve all amendments to the terms of reference of any Taskforce body.

The Nominating Committee will appoint 6 representatives of each Stakeholder Group to sit on the Steering Committee based on:

- Demonstrated leadership experience in addressing inequality and/or social justice issues.
- Ability to represent multiple stakeholder groups, put aside personal biases (e.g., political, identity-based, etc.), and maintain a commitment to the balance of power across groups which fosters inclusivity and diversity.
- Strong communication and diplomatic skills for engaging with executive-level or equivalent senior-level of seniority.
- Knowledgeable about the relationship between socio-economic inequality, markets and financial systems.
- Track record of strategic decision-making and achieving tangible results.
- Ability to commit two days per month over two years to the Taskforce.
- Adherence to a conflict-of-interest policy.
- Collectively, sector, geographic, and gender balance.

While Steering Group members will serve in their individual capacity, for the purpose of assessing representativeness, they will be considered to belong to the stakeholder group of their employer³ (see "D. Defined TISFD Stakeholder Categories and Balancing Power" below for more detail).

Members will meet regularly in plenary, approximately 2 hours every four to six weeks as needed and may additionally participate in one or more Working Groups.

³ Further detail to come to cover the case of a change in employer.

Secretariat

The TISFD Secretariat is comprised of an Executive Director and four teams that will be responsible for: 1) Technical research and development of deliverables (Technical Team); 2) Outreach and Engagement (Engagement Team), 3) Learning (Learning Center), and 4) Operations, Communications, and Documentation (Operations Team).

Below we lay out the job descriptions for two key personnel: the Executive Director and the Technical Director. The Executive Director will be responsible for hiring the staff of the full Secretariat, in accordance with the Taskforce's DEI policy (more details available in section "E. Further Preparatory Work" below).

The Technical Director and their team will be responsible for delivering the outputs from Working Groups on time to the Steering Committee. The Technical Team provides the materials, iterative drafts, and other inputs needed for the Working Group's discussions. It progresses drafts between Working Group sessions and liaises with the Working Group co-leads, as needed, to help advance consensus-based solutions. The Working Group signs off on the final output and agrees with the Technical Team if there are any elements that cannot be resolved in the Working Group and which need to be put to the Steering Committee for resolution. The Technical Team presents the output to the Steering Committee for approval in the agreed timeframe (see Consultation questions under section "D. Responsibility for Developing Taskforce Deliverables").

Executive Director

The TISFD Executive Director will lead a team of staff and secondees and oversee all Secretariat functions -- operations (human resources, finance, procurement, etc.), fundraising, technical/research, communications, learning material development and dissemination, engagement, and regional hub coordination -- through to the launch of the TISFD Framework, anticipated in September 2026. This is a two-year renewable position, pending performance and Taskforce need. The Executive Director will ensure that the Co-Chairs are sufficiently supported, manage the day-to-day work, and maintain regular contact with the Steering Committee and Co-Chairs and other TISFD contributors as the framework is researched and developed.

The Executive Director will be accountable for the following:

- Support the Co-Chairs and Steering Committee by managing the execution of the TISFD project according to the workplan and technical scope approved by the Steering Committee.
- Ensuring timely delivery of TISFD milestones, including testing of the TISFD Framework and consultations before its launch.
- Together with the Co-Chairs, review and refine the draft governance rules to support the decision-making process; once the Steering Committee is appointed, it will have an opportunity to review and approve the governance plans.
- Recruit and oversee a talented and diverse Secretariat team to lead the Technical, Engagement, Learning, Communications, and Operations functions.
- Delivery and execution of Engagement, Learning, and Communications plans.
- Ensure open communication and engagement across all stakeholders while adhering to best practices of co-creation.
- Preparation of regular updates to TISFD Funders, Steering Committee, Co-Chairs, and the Stewardship Council.
- Receipt and distribution of funds, together with the host organization of TISFD.
- Coordinate, develop and manage the TISFD's strategic activities and programme in alignment with the workplan and guidance from the Steering Committee.
- Lead and manage a virtual team working on:
 - Communications strategy and events.
 - Membership and broader stakeholder engagement and support, including liaising with standard setters and policymakers/regulators.
 - Research and other technical work in service to the Working Groups (established by the Steering Committee).
 - Sourcing of needed technical expertise, drawing from the TISFD Alliance and beyond to support the co-creation of key outputs.
 - Identify, obtain, and maintain new funding sources, oversee finance and funds flow, and manage donor relationships.

- Stay current on inequality and social-related issues as they relate to private sector activities, impacts, and performance and maintain processes to keep Steering Committee members informed.
- Speak publicly and identify other Taskforce members to do so.
- Oversee and manage reporting to key stakeholders, including donors.

Additional information on expected qualifications available in the Executive Director Job Description posted on the [TISFD LinkedIn Group](#).

Technical Director

The Technical Director will oversee the overall technical development of the TISFD's framework, ensuring that it meets the practical needs of the market while being technically rigorous and aligned with the principles and over-arching mission of the TISFD.

The Technical Director will oversee and manage the work of the initiative's Technical Team, delivering the scientific and technical expertise needed to realize the TISFD mandate. This will include:

- Developing and overseeing implementation of plans for all technical aspects of the TISFD in alignment with direction from the Steering Committee and input from the Working Groups, working consultatively across the initiative while effectively managing tradeoffs to maintain momentum.
- Attracting, deploying, and overseeing the diverse range of talent and resources needed to deliver on these plans.
- Providing technical expertise to the TISFD Working Groups at their request.
- Gathering and synthesizing relevant TISFD-aligned technical work from across disciplines and stakeholder groups in this fast-evolving space.
- Commissioning new applied research and market testing as required from leading specialists and relevant organizations worldwide.
- Working with the Secretariat's Engagement team to produce content for public consultations.
- Embedding a clear set of processes to ensure technical excellence across the TISFD - including to ensure high-quality and timely delivery of work, and the integration of feedback from relevant stakeholders at every stage of development.

The Technical Director will draw support from external stakeholders, including the wide range of specialists, partners, members, and diverse organizations that together comprise the growing TISFD Alliance. They will report to the Executive Director and keep the Executive Director and other stakeholder groups informed of technical developments, challenges, and opportunities; and ensuring that their strategic inputs and expertise are effectively integrated within the TISFD's technical process. They will also play an important role in the positioning, communications, and outreach work required to ensure the successful adoption of the framework by the wider market.

Working Groups

Working Groups will be a key site for co-creation within the Taskforce. The Steering Committee, in consultation with the Secretariat and the Alliance, will stand up Working Groups with specific mandates. The Steering Committee will field diverse subject matter experts representing a balance of stakeholder groups through a call for interested Working Group members and co-leads.

Each Working Group will develop a work plan to deliver on its mandate in collaboration with the Technical Team. The Technical Team will develop draft deliverables, iterate, and refine drafts based on feedback from the Working Group, liaising with the Working Group co-leads to help advance consensus-based solutions. The Working Group will sign off on final deliverables and agree with the Technical Team if there are any elements that cannot be resolved in the Working Group, and which need to be put to the Steering Committee for resolution. The Technical Team will present deliverables to the Steering Committee for approval within agreed timelines.

Working Group size and meeting cadence will vary depending on the needs of the group to fulfill its mandate from the Steering Committee. We expect each group will be comprised of approximately 15-30 members and will meet approximately every 4-6 weeks. The Technical Team will be assigned as staff to each Working Group, attending meetings to report on research progress, gather feedback on deliverables, and make recommendations.

The Alliance

A wide range of stakeholders (e.g., governments, companies, financial institutions, NGOs, and academics) will be essential for shaping and developing Taskforce deliverables. Any stakeholder interested in following the developments of the TISFD and contributing to its work will be invited to join the Alliance, unless there is a significant conflict of interest (defined by the Conflict-of-Interest Policy described below in Section “E. Further Preparatory Work”).

Alliance members will have the chance to engage directly in developing TISFD deliverables via Working Groups, based on their expertise, as described above. Expertise is defined broadly and includes direct experience of a topic's impacts within the scope of TISFD. Efforts will be made to ensure balanced participation across industries, geographies, backgrounds, and perspectives.

To address the need for new academic research on inequality and social-related issues, a Research Network composed of academic and think tank researchers globally will be established within the Alliance.

The Alliance will be organized in regional hubs, each led by a Regional Hub Coordinator. A regional hub structure will enable Alliance participants to surface regional nuances and advocate for the framework with policy makers and regulators on a jurisdiction-by-jurisdiction basis (see Section “E. Further Preparatory Work” below for details).

Stewardship Council

A Stewardship Council will be established in line with the TISFD host requirements with a mandate to:

- ensure Taskforce financial accountability.
- ensure adherence to its mission or “mission lock”.
- manage serious complaints that the Ombudsperson deems warrant escalation.
- serve as an “Advisory board” with a distance from the day-to-day operations.

The Stewardship Council would be comprised of the Co-Chairs, the project director of the Taskforce’s host institution, and one or more TISFD funders, and would meet approximately twice a year.

Ombudsperson

An Ombudsperson will be responsible for receiving and investigating grievances regarding the Taskforce and bringing salient concerns to the attention of the Stewardship Council.

In exercising their duties, the Ombudsperson will be independent of any entity of the TISFD. The Ombudsperson shall have the right on any matter pertaining to the exercise of their duties to direct access to any TISFD Steering Committee Member. All TISFD members are expected to cooperate with the Ombudsperson and to make available all information pertinent to matters he or she is reviewing. The Ombudsperson shall have access to all records relevant to the exercise of his or her duties. In the event of a dispute regarding access to records, the matter will be referred to the Stewardship Council.

Specific responsibilities of the Ombudsperson include:

- At the start of their mandate, review and refine the Rules of Procedure for the Ombudsperson set out by the group preparing for the launch of TISFD and report any changes to the Stewardship Council.
- Coordinate with the Secretariat's Communications team to ensure the grievance mechanism and its procedures are clear and accessible to all stakeholders.
- Be available to respond to complaints promptly, as designated by the Rules of Procedure. Interact with the Taskforce bodies as needed to investigate and resolve the complaint.
- Working with a designated staff member of the Secretariat, review the Ombudsperson office and issue a report with recommendations for improvement.

The group preparing for the launch of TISFD will appoint an experienced Ombudsperson, ideally with experience at the helm of a grievance mechanism of a multi-stakeholder initiative designed to address private sector environmental and social impacts.

D. Defined TISFD Stakeholder Categories and Balancing Power

We are committed to balanced stakeholder representation in terms of background, gender and geographies, as well as diversity, equity, and inclusion across the Taskforce’s bodies, including decision-making bodies, namely: the Co-Chairs, the Stewardship Council, and the Working Groups. Achieving balanced stakeholder representation requires that we first define TISFD stakeholder categories to be represented on these bodies.

The following table contains a list of proposed TISFD stakeholder categories and subcategories. The third column indicates the proposed number of seats to be allocated to individuals with this background who will sit on the Steering Committee, the TISFD’s decision making body, along with four Co-Chairs, who will also be representative of the stakeholder groups (fourth column).

Category	Subcategory	# Steering Committee Members	# Co-Chairs
Communities	• Human rights defenders/advocates; community organizations	3	1
	• Field Building civil society organizations.	2	
	• Indigenous peoples	1	
Investors	• Asset owners/Allocators ¹	3	1
	• Asset managers - marketable securities ²	1	
	• Asset managers - private capital	1	
	• Diverse and emerging funds managers	1	
Business	• Large enterprises	2	1
	• Small and medium-sized enterprises (SMEs)	2	
	• Micro-enterprises	1	
	• Informal sector	1	
Workers	• Workers organizations (aiming at a mix in terms of sectors, national/regional/international, and geographies)	6	1
Others	• International organisations	2	
	• Individuals that can bring other relevant experience to support the development, uptake, and/or piloting of the TISFD framework, and do not fit into the other categories nor compromise the stakeholder balance of the committee.	2	
Total		28	4

*Co-Chairs are also voting members of the Steering Committee

1 Pension funds, insurance companies, sovereign wealth funds, family offices, high-worth individuals, individual pensioners, etc.

2 Public equities, public fixed income, etc.

To ensure that TISFD remains relevant to ongoing standards development, the Secretariat's Engagement Team will have staff dedicated to regular engagement with policy makers, regulators, and standard setters.

Researchers at universities, think tanks, and service providers are also important TISFD stakeholders. They will be encouraged to join the Alliance and may serve on a Working Group. It is anticipated that a Research Network will be established within the Alliance as a resource to both the Working Groups and the Technical Team within the Secretariat. Government representatives will be welcome to contribute to the Taskforce as members of the Alliance and Working Groups.

E. Further Preparatory Work

There are outstanding governance issues beyond those laid out in this plan that the multi-stakeholder group preparing for the launch of TISFD will be undertaking. They include:

- Development of the following policies:
 - Remuneration
 - Conflict of Interest and Due Diligence
 - Diversity, Equity, and Inclusion
 - Transparency
- Proposal for a Steering Committee decision-making process: for example, which decisions will be decided by supermajority (two-thirds vote) and which decisions will be decided by simple majority (51% or more).
- Details of the terms of reference for Alliance members, the regional hubs, and how they will function.