

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102866; File No. SR-ICC-2025-006]

Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Filing of Proposed Rule Change Relating to ICC’s Governance Playbook

April 15, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934,¹ and Rule 19b-4 thereunder,² notice is hereby given that on April 3, 2025, ICE Clear Credit LLC (“ICC” or “ICE Clear Credit”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared primarily by ICC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The principal purpose of the proposed rule change is to revise the ICC Governance Playbook (the “Playbook”). These revisions do not require any changes to the ICC Clearing Rules (the “Rules”).³

II. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, ICC included statements concerning the purpose of and basis for the proposed rule change, security-based swap submission, or advance notice and discussed any comments it received on the proposed rule change,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Capitalized terms used but not defined herein have the meanings specified in the Treasury Policy or, if not defined therein, the ICE Clear Credit Rules (the “Rules”).

security-based swap submission, or advance notice. The text of these statements may be examined at the places specified in Item IV below. ICC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.

(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The amendments are intended to (i) provide for the establishment of a Board level risk committee (the “Board Risk Committee”) and (ii) add the Board approved fitness standards for serving as a Manager on the Board (the “Manager Fitness Standard”). ICC believes that such revisions will facilitate the prompt and accurate clearance and settlement of securities transactions and derivative agreements, contracts, and transactions for which it is responsible. ICC proposes to make such changes effective following Commission approval of the proposed rule change. The proposed revisions are described in detail as follows.

ICC proposes amending the Playbook to add references to the Board Risk Committee which was recently formed by the Board. Section II of the Playbook would be amended to add the new Board Risk Committee to the existing chart summarizing ICC’s governance structure. In addition, Section IV of the Playbook would be revised to add the Board Risk Committee to the list of ICC’s primary governance committees. Furthermore, Section IV.B. would be added to the Playbook to describe the Board Risk Committee’s purpose, its membership composition, the new Board Risk Committee member administration procedures, the Board Risk Committee meeting frequency, the Board Risk Committee performance review process, and the documents relevant to the Board Risk Committee.

Proposed Section IV.B.(a). of the Playbook describes the Board Risk Committee’s purpose as assisting the Board in fulfilling its oversight responsibilities with respect to risk management of ICC. Without limiting the foregoing, the Board Risk Committee will oversee (i) risk management models, systems, and processes used to identify and manage systemic, market, credit, and liquidity risks at ICC and (ii) matters that could materially affect the risk profile of ICC. Such section also includes a cross reference to the Board Risk Committee charter.

As provided in proposed Section IV.B.(b). of the Playbook, the Board Risk Committee is composed of at least five (5) members, a majority of which must meet the Manager independence requirements.⁴ All members of the Board Risk Committee must be Managers. The Board Risk Committee will always include representatives from the owners and participants of ICC. Members of the Board Risk Committee are appointed by the Board, subject to the written consent of ICC’s parent entity⁵ (the “Parent”), and one member of the Board Risk Committee will be appointed by the Board as chairperson of the Board Risk Committee. Furthermore, the Board and the Parent will ensure that the Board Risk Committee is composed of suitable members to enable the Board Risk Committee to discharge its duties effectively. Qualified members of the Board Risk Committee are those, in the judgment of the Board and the Parent, possess an appropriate mix of skills (including relevant technical skills), experience, and knowledge of ICC. Such members shall possess strong personal attributes, such as integrity and high ethical

⁴ The independence of Managers is determined in accordance with the requirements of each of the New York Stock Exchange listing standards, the U.S. Securities Exchange Act of 1934 (the “Act”) (including Commission Rule 17Ad-25) and the Intercontinental Exchange, Inc. Board of Director Governance Principles.

⁵ ICC’s sole member and parent entity is ICE US Holding Company L.P.

standards, interpersonal skills, and sound judgement. Experience and qualifications considered by the Board and Parent include financial acumen (including financial, accounting, and auditing expertise), general business experience, industry knowledge, diversity of viewpoints, special business experience and expertise in an area relevant to ICC.

The section describing the new Board Risk Committee member administrative procedures provides an overview of the steps that will be taken by the ICC legal department to onboard a new member of the Board Risk Committee (e.g., updating distribution lists and updating the permissions of such individual on the Diligent platform which is used to distribute materials to the Board and other committees, including the Board Risk Committee). The proposed revisions provides that the Board Risk Committee will meet no less frequently than quarterly. The proposed revisions also add a description of the Board Risk Committee performance review process and procedures. Such performance review process is conducted on an annual basis and includes each member of the Board Risk Committee completing a self-evaluation survey. The annual review process is designed to gather feedback on the operation of the Board Risk Committee and solicit suggestions for improvements, as well as provide a forum for the identification of problems with respect to the performance of the Board Risk Committee. Such process includes the compilation of a summary of the survey responses received from the Board Risk Committee by the ICC legal department, which are presented to the entire Board Risk Committee. Such summary shall include disclosure of the minimum, maximum, and average score for each survey item, as well as a summary of relevant comments received throughout the process. The proposed process and procedures for the Board Risk

Committee annual performance review process are fully analogous to the performance review processes currently in place for the Board, the ICC Audit Committee, and the ICC Nominating Committee. Lastly the revisions add information related to relevant documents of the Board Risk Committee (e.g., meeting agendas, minutes and meeting materials), noting that such relevant documents will be maintained by the ICC legal department on their shared network drive. With the proposed addition of Section IV.B. to the Playbook, subsequent Section IV. subsections have been re-lettered.

In addition, ICC proposes to update Appendix 1 of the Playbook by deleting the placeholder language and adding a copy of the Manager Fitness Standards which were recently adopted by the ICC Nominating Committee and approved by the Board.

The amendments would also update the revision history section to the Playbook (i.e., Section VI.).

(b) Statutory Basis

ICE Clear Credit believes that the proposed amendments to the Playbook are consistent with the requirements of Section 17A of the Act⁶ and the regulations thereunder applicable to it. In particular, Section 17A(b)(3)(F) of the Act⁷ requires, among other things, that the rules of a clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions and, to the extent applicable, derivative agreements, contracts, and transactions, the safeguarding of securities and funds in the custody or control of the clearing agency or for which it is responsible, and the protection of investors and the public interest.

⁶ 15 U.S.C. 78q-1.

⁷ 15 U.S.C. 78q-1(b)(3)(F).

The proposed amendments are designed to reflect the addition of the Board Risk Committee to ICC's governance structure, consistent with requirements of Commission Rule 17Ad-25. The amendments provide details on the purpose of the Board Risk Committee and its composition. In ICC's view, the amendments will enhance the overall risk management of ICC by providing for a Board level committee focused on the risk management of ICC and are therefore consistent with the prompt and accurate clearance and settlement of securities transactions and derivatives agreements, contracts and transactions, the safeguarding of securities and funds which are in the custody or control of ICC or for which it is responsible, and the protection of investors and the public interest in the operation of clearing services, within the meaning of Section 17A(b)(3)(F) of the Act.⁸

The proposed amendments are also consistent with relevant provisions of Rule 17Ad-22(e)(2) which provides that the "covered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable [...] [p]rovide for governance arrangements that are [c]lear and transparent"⁹ and "[c]onsider the interests of participants' customers ... and other relevant stakeholders of the covered clearing agency"¹⁰. The proposed amendments are intended to add a Board Risk Committee to ICC's governance structure with the role of overseeing risk management of ICC. As such, the Board Risk Committee is intended to improve ICC's governance structure by adding a Board level committee focused on the

⁸ 15 U.S.C. 78q-1(b)(3)(F).

⁹ 17 CFR 240.17ad-22(e)(2)(i).

¹⁰ 17 CFR 240.17ad-22(e)(2)(vi).

risk management of ICC. In ICC's view, the amendments to the Playbook are therefore consistent with the requirements of Rule 17Ad-22(e)(2).¹¹

The proposed amendments also are consistent with the relevant provisions of Rule 17Ad-25(d) which provides that "Each registered clearing agency must establish a risk committee (or committees) of the board to assist the board of directors in overseeing the risk management of the registered clearing agency."¹² The proposed amendments add a Board Risk Committee (composed exclusively of Managers of the Board) to ICC's governance structure with the role of assisting the Board in fulfilling its oversight responsibilities with respect to the risk management of ICC. In ICC's view, the amendments to the Playbook are therefore consistent with the requirements of Rule 17Ad-25(d).¹³

(B) Clearing Agency's Statement on Burden on Competition

ICE Clear Credit does not believe the proposed amendments would have any impact, or impose any burden, on competition not necessary or appropriate in furtherance of the purposes of the Act. The amendments are being adopted to add a Board Risk Committee. The amendments do not otherwise change the rights and responsibilities of ICC or its market participants. Accordingly, ICE Clear Credit does not believe the amendments would affect the costs of clearing, the ability of market participants to access clearing, or the market for clearing services generally. Therefore, ICE Clear Credit does not believe the proposed rule change imposes any burden on competition that is inappropriate in furtherance of the purposes of the Act.

¹¹ 17 CFR 240.17ad-22(e)(2).

¹² 17 CFR 240.17ad-25(d).

¹³ *Id.*

(C) *Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others*

Written comments relating to the proposed rule change have not been solicited or received. ICC will notify the Commission of any written comments received by ICC.

III. *Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action*

Within 45 days of the date of publication of this notice in the *Federal Register* or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve or disapprove such proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. *Solicitation of Comments*

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-ICC-2025-006 on the subject line.

Paper Comments:

Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

All submissions should refer to file number SR-ICC-2025-006. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 am and 3 pm. Copies of such filings will also be available for inspection and copying at the principal office of ICE Clear Credit and on ICE Clear Credit's website at <https://www.ice.com/clear-credit/regulation>.

Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted materials that is obscene or subject to copyright protection. All submissions should refer to file number SR-ICC-2025-006 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁴

Sherry R. Haywood,

Assistant Secretary.

¹⁴ 17 CFR 200.30-3(a)(12).