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[Online Request for Copies of Documents form](#)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

February 15, 2018

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. 17-03718-FOIA

This letter is in response to your request dated August 19, 2017, and received in this office on August 28, 2017, for a copy of the Charter for the Tips, Complaints and Referrals (TCR) Oversight Board.

The search for responsive records has resulted in the retrieval of four (4) pages of records that may be responsive to your request. They are being provided to you in their entirety with this letter.

If you have any questions, please contact me at osbornes@sec.gov or (202) 551-8371. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Ray McInerney at McInerneyR@sec.gov or (202) 551-6249 as a FOIA Public Liaison for this office, or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,

A handwritten signature in cursive script that reads "Sonja Osborne".

Sonja Osborne
FOIA Lead Research Specialist

Enclosure

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CHARTER

Tips, Complaints and Referrals Oversight Board

1. Background and Authority

This charter establishes the U.S. Securities and Exchange Commission (SEC) Tips, Complaints and Referrals (TCR) Oversight Board and prescribes responsibilities for the oversight and governance of the SEC's TCR program (business processes, data, and IT systems).

The SEC typically receives tens of thousands of TCRs every year from multiple sources, including the public, regulated entities, financial professionals, other government agencies, and SEC staff. TCRs are submitted to the Commission in a variety of ways and any member of the SEC staff may receive one. Each TCR represents an important opportunity for the SEC to identify potential violations of the federal securities laws and to ensure appropriate and timely responses to allegations of wrongdoing. The TCR System is an important surveillance and enforcement tool, but its ability to fully support the SEC's mission ultimately depends on effective governance and the stakeholders' clear understandings of their role in TCR design, development, operation, governance, and compliance, and their timely and effective performance of these responsibilities.

To ensure that the agency receives and processes these TCRs in an effective and efficient manner, the SEC issued Regulation (SECR) 3-2, "Tips, Complaints, and Referrals Intake Policy". The policy prescribes the intake process for TCRs and assigns responsibilities to each Division/Office for processing them. It also calls for an agency-wide TCR Oversight Board to monitor and manage the program.

2. Objectives and Responsibilities

The TCR program is a complex, interconnected set of projects and activities with common staff, technologies, and processes. The program extends to every part of the Commission. The TCR Oversight Board's objectives are to:

- Set and update the program's goals and strategy in alignment with the SEC's mission
- Plan and allocate the program's budget and evaluate its impact
- Supervise the TCR program and ensure all aspects of it are managed responsibly and effectively
- Verify accountability for each of the program's business processes, roles, business rules, IT systems, and encourage stakeholder participation
- Establish a risk management framework, assess, respond to, and monitor TCR program risks
- Foster collaboration, teamwork, and consensus among SEC offices, divisions, and regional offices

- Ensure the program's goals are being met and take corrective action where necessary
- Periodically communicate the status, performance, and issues to the Office of the Chairman

The TCR Oversight Board is a decision-making body comprised of SEC staff from across the Commission. The TCR Oversight Board provides high-level strategic direction and governance to the agency's management while the Divisions/Offices in headquarters and the regions assist in implementing this direction and governance.

The TCR Oversight Board will:

- Approve TCR program changes and initiatives
- Define, schedule, and manage periodic reporting about the TCR program, technical platform, data, workflow, and status to monitor performance and validate compliance with TCR policies and procedures (in collaboration with offices and divisions)
- Approve policy, procedure, business rules, and TCR System and data changes as recommended by divisions, offices, TCR Oversight Board working groups, and others
- Approve requests for TCR information from organizations external to the SEC including any final responses to such requests
- Direct the performance of, and assess the results of, reviews and analyses, including those requested by organizations external to the SEC
- Ensure adequate administrative resources are provided as needed
- Request, review, respond to, and monitor risk management reports and analyses
- Appoint working groups to address specific matters or ongoing processes as necessary
- Assume other responsibilities as required

3. Membership

A representative from the Office of the Chairman chairs the TCR Oversight Board. The TCR Oversight Board will be composed of a senior officer from each of the following SEC Divisions/Offices:

- The Office of the Chairman
- The Office of the Chief Operating Officer
- The Division of Enforcement
- The Division of Economic and Risk Analysis (DERA)
- The Office of Compliance Inspections and Examinations
- The Office of Investor Education and Advocacy
- The Division of Corporation Finance

- The Division of Trading and Markets
- The Office of Information Technology
- The Division of Investment Management

In addition, there will be two rotating members representing the regional offices. One will represent the regional offices in Boston, Chicago, Los Angeles, New York and San Francisco. The second will represent the regional offices in Atlanta, Denver, Fort Worth, Miami, Philadelphia and Salt Lake City. Rotations will be staggered every two years beginning with the member representing the offices listed in the second group rotating two years after the first meeting of the Oversight Board, and the member representing offices listed in the first group three years after the first meeting of the Oversight Board.

Members must be senior officers that are empowered by their respective Divisions and Offices to make decisions on their behalf. Members may appoint a proxy to represent them and to vote on their behalf in the event they are unable to attend a meeting. The proxy must be a senior officer in the member's division or office or otherwise approved by the Chair. Members may not establish permanent or regular proxies unless otherwise approved by the Chair. Offices and divisions listed above that elect to withdraw their membership from the TCR Oversight Board must advise the Chair in writing.

4. Governance

A quorum is needed in order for the TCR Oversight Board to conduct business. To preclude unreasonable delay of the execution of the agency's business, the TCR Oversight Board shall be considered to have a quorum if the Chair, representatives from Enforcement and DERA, and at least two other voting members are present. Even if a quorum is present, the Chair may require greater participation for some key decisions or to use a seriatim process by e-mail or other means.

With at least a quorum in attendance, the TCR Oversight Board shall conduct business by majority vote of the members present. Each TCR Oversight Board member casts a single vote, including the Chair. In the event of a tie vote, the Chair is empowered to break the tie and make the decision.

The meeting facilitator will document the TCR Oversight Board's decisions and distribute them in the materials for the subsequent meeting.

DERA will retain copies of the meeting materials, including past decisions, as part of program documentation according to record management requirements.

In addition to the Oversight Board the TCR program has designated business and system owners. In coordination with the business and system owners board members will lead various areas of the TCR program and report back to the TCR Oversight Board from time to time.

5. Meetings

The Chair shall convene meetings as necessary to accomplish its approval and oversight tasks and as often as needed to meet external and practical requirements, but not less than quarterly. DERA shall prepare and distribute meeting materials.

The TCR Oversight Board meetings are normally closed with attendance limited to the members and attendees noted in Section 3 and guests invited by the Chair. Guests may include staff and/or subject matter experts who may be required to support the TCR Oversight Board's objectives. Due to the sensitive nature of the TCR process, no contractor personnel may attend TCR Oversight Board meetings without permission of the Chair.

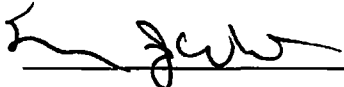
6. Meeting Presentations and Documentation

The TCR Oversight Board members will be furnished with any presentation materials prior to the meeting.

The TCR Oversight Board materials will be maintained in accordance with record management requirements and made available to the TCR Oversight Board members electronically.

Approved by:

Date:



Mary Jo White

Chair

U.S. Securities and Exchange Commission

10/9/14
