



Consultation Paper on the Guidelines on internal governance

Public hearing: Friday, 5 Sept. 2025
Bernd Rummel, Senior Policy Expert Regulation



Public hearing structure and functioning

Public hearing structure

Introduction: Isabelle Vaillant (EBA, PRSP Director)
and Francesco Mauro (EBA, Head of Unit)

Guidelines on internal governance - update

Next Step

Q&A session

Suggestions for an efficient session

Should you need assistance or would like to intervene:

- **write on Teams chat to any of the hosts or publicly;**
- **raise your hand.**

To avoid background noise, please stay muted unless you take the floor.

To increase audio quality please turn off video streaming.

Please identify yourself when speaking – name and organization (if you don't use full name on Teams).

Objective of the update

The consultation paper changes the guidelines only in the areas necessary to take into account the CRD VI and other relevant legislation in a proportionate manner.

- Art.74 of Directive (EU) 2013/36 (CRD) **requires institutions to have robust governance arrangements**, including a clear organisational structure with well-defined, transparent, and consistent lines of responsibility, processes and mechanisms. To further harmonise CRD institutions' internal governance arrangements, processes and mechanisms within the EU, the **EBA is mandated under Article 74(3) of CRD to issue guidelines on these arrangements, processes and mechanisms**.
- Directive (EU) 2024/1619 amending CRD introduces revised requirements in the area of internal governance. The proposed revisions of the guidelines on internal governance reflect the changes in the CRD framework as well as in other relevant texts such as the Digital Operational Resilience Act (DORA).
 - **The guidelines are addressed to all institutions, third-country branches, and CAs and apply at authorisation and on an ongoing basis.**
 - **The EBA's consultation is limited to the changes relative to the previous version of the guidelines.**

Main updates of the GLs on internal governance

Individual statements

- Institutions have to ensure that each member of the MB, senior manager and KFH has a **documented statement** which sets out the role and duties allocated to them and for which they are accountable.
- An **optional template** for individual statement is provided in an annex to the Guidelines.
- Should be **approved by the MB** and made available to CAs upon request

Mapping of duties

- Institutions should draw up and maintain an **accurate mapping of duties** of the members of the management body, senior managers and key function holders, including details of the reporting lines and the lines of responsibility.
- **Also applies at group level**
- Should be **approved by the MB** and made available to CAs upon request

Conflicts of interest

- The guidelines specify further the requirements for the prevention of conflicts of interest within **the management body** and also regarding the heading of **control functions**.

Main updates of the GLs on internal governance

ESG

- The guidelines specify the **internal governance requirements on ESG risks** according to article 74(1) of CRD, **in line with the EBA guidelines on ESG risk management.**

Third-country branches

- Specific guidance is provided to **ensure that third-country branches have a robust governance framework** in place, taking into account the organisational specificities of third-country branches and proportionality

Business continuity

- The revised guidelines have also been amended with regard to business continuity to ensure **alignment with the DORA Regulation.**

Lessons learned

- The guidelines take into account the **findings of the EBA benchmarking Report of diversity practices and gender-neutral remuneration policies**, and they consider **lessons learned from supervisory practices** across the EU.

Next steps



Questions and comments on the guidelines on internal governance





Floor 24-27, Tour Europlaza
20 Avenue André Prothin
92400 Courbevoie, France

Tel: +33 1 86 52 70 00
E-mail: info@eba.europa.eu

<https://eba.europa.eu/>