

Position and Candidate Specification



Municipal Securities Rulemaking Board

Chief Executive Officer

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January 2020
Assignment: 61004-002

ORGANIZATION BACKGROUND

The MSRB was established by Congress in 1975 and today is charged with a mandate to protect municipal securities investors, municipal entities, issuers and the public interest. Congress initially authorized the MSRB to regulate the activities of broker-dealers and banks that buy, sell and underwrite municipal securities (collectively, "dealers"). Congress expanded the MSRB's authority in 2010 to include the regulation of municipal advisors—the firms (and their financial professionals) that provide advice to state and local governments and other municipal entities about the issuance of bonds and municipal financial products. Importantly, the MSRB is not authorized to regulate municipal entities, including state and local government issuers of municipal securities.

The MSRB is overseen by Congress and the Securities and Exchange Commission (SEC), and MSRB rules generally must be approved by the SEC before going into effect. While the MSRB is the principal regulator of the municipal securities market, the MSRB does not carry out the enforcement of its rules or conduct compliance examinations. The MSRB instead provides support to the Financial Industry Regulatory Authority (FINRA), the SEC and federal bank regulators that share responsibility for enforcement and compliance examinations. The MSRB also communicates with the Internal Revenue Service, which enforces tax laws related to municipal securities.

MISSION

The mission of the MSRB is to promote a fair and efficient market for municipal securities, the main source of financing for publicly owned infrastructure in the United States. The MSRB safeguards a market of nearly \$4 trillion in municipal securities that help provide reliable income for investors and attractively priced capital for communities. In support of its mission, the MSRB:

- Prevents fraud and manipulation and promotes fair dealing by establishing rules for dealers and municipal advisors;
- Supports equal access to information and market transparency through its free Electronic Municipal Market Access (EMMA[®]) website, the official source for municipal securities data and disclosure documents; and
- Improves market understanding with educational resources for market stakeholders and objective market analysis.

CURRENT LANDSCAPE AND PRIORITIES

The MSRB is reviewing its rules to ensure they adapt to changing market practices and advance the mission of promoting a fair, transparent and efficient market. To execute its mission and advance market transparency, the MSRB is undertaking an enterprise-wide migration of its information systems to the cloud, with the goal of enabling market data to be used for dynamic comparison, compliance support and deeper market analysis.

Though its staff size is small at approximately 130 budgeted positions, the organization consistently delivers regulatory expertise, compliance support, high-quality technology systems, educational content and other

services that benefit market participants. The MSRB is currently focused on these and other key issues to support its long-term strategic vision.

BOARD OF DIRECTORS

The MSRB is governed by a Board of Directors that consists of 21 members with expertise in the municipal securities market, including 11 representatives of the public and 10 representatives of regulated entities. Members of the Board meet throughout the year to make policy decisions, authorize rulemaking and oversee operations. A new Board Chair is selected by the Board each year. The MSRB's professional staff, led by the Chief Executive Officer, manages the MSRB's day-to-day operations, while the Board determines strategy in consultation with the executive team and maintains fiduciary oversight.

THE OPPORTUNITY TO LEAD THE MSRB

The CEO of the Municipal Securities Rulemaking Board will lead a unique self-regulatory organization that is responsible for ensuring a fair and efficient market where state and local governments meet individual investors to finance infrastructure that is important to residential and commercial life in the U.S. The MSRB is experiencing transformation as a result of two primary drivers. First, the Dodd-Frank Wall Street Reform and Consumer Protection Act expanded its regulatory scope to include regulation of municipal advisors and protection of not only investors, but also municipal entities. The second driver is the increased demand for disclosure and trading information that the MSRB provides to market participants, which is more dependent upon sophisticated and advanced technology. As a result of these two drivers, the organization must continue to broaden its regulatory and technology capabilities.

The MSRB has had two CEOs over the past 40 years. The organization has matured and evolved dramatically since the last CEO was hired, and the next leader will bring vision and optimism to guide the organization into the future, partnering with the leadership of the Board of Directors to leverage the talents of staff and effectively manage resources to promote a fair and efficient municipal market. The MSRB is currently experiencing change and transformation for the organization and the market it serves. This presents a unique opportunity for the new CEO. The Board is seeking the right candidate to lead and inspire, to harness the power of technology and data, and to build on the MSRB's robust regulatory regime that has successfully protected investors, municipal entities and the public interest.

KEY RESPONSIBILITIES

Leadership

- Corporate Culture: Lead and motivate staff to manage a high-performing team and foster an environment of "mission and learning" that advances the MSRB and its employees. This includes leading an environment of empowered and trusted staff who are guided by a CEO and senior leaders who demonstrate best-in-class talent acquisition, development and retention leadership skills.
- Mission, Vision and Strategic Plan: Refine, communicate, and implement the MSRB's vision, mission and strategic plan by collaborating with the Board and the staff. Serve as the key leadership voice of the organization externally and internally.

Management and Operations

- Financial Sustainability: Work closely with the Chief Financial Officer to ensure the MSRB's financial sustainability. This includes strategic thinking around the current and potential sources of revenue and financial sustainability of the organization.
- Operating Sustainability: Partner with and delegate to staff to strengthen the organization, develop its efficiency and ensure its sustainability. Collaborate with department leaders to establish strategic, operational and financial goals. Drive and enable success of the staff and department leaders to achieve goals.

Stakeholder Engagement

- Staff Engagement: Develop and maintain trusted, productive and positive relationships with the staff and MSRB department leaders, including seeking input and engagement with staff to ensure alignment with the strategic direction of the MSRB as well as day-to-day operational decisions.
- Board Engagement: Maintain a collaborative, transparent and productive relationship and dialogue with Board members. Collaborate with Board members on strategic planning and the annual operating plan. Establish and build strong relationships with new and existing Board members generally and particularly with the incoming new Board chair each year.
- External Engagement: Manage and build on the strength of current relationships with trade associations, other regulatory authorities and key constituencies in the municipal securities market. Represent the MSRB and serve as a dynamic, engaging face of the organization before industry members, Congress, the SEC, other regulators and other stakeholders.

IDEAL EXPERIENCE

- Demonstrated executive leadership of a sophisticated and complex organization, ideally with experience as a CEO / executive leader for a mission-driven organization. Understanding and leadership of various corporate and business functions such as regulatory and legal, information technology, corporate governance, finance and human resources.
- Strategic and integrative thought process with the ability to make critical, difficult and timely decisions, execute and follow through to completion. Proven experience in developing, planning and implementing new business strategies.
- Demonstrated high-impact people management of a sizable and diverse staff. Strong ability to organize effectively, delegate responsibility, and resolve internal and external conflicts.
- Regulatory knowledge and understanding of regulation in the securities industry, ideally with municipal securities; experience with regulatory authorities and Congressional oversight.
- Direct experience working with a Board of Directors and engaging with a broad-based external stakeholder community. Proven ability to interact with, engage and communicate effectively across multiple constituencies, and to communicate clearly the MSRB's policy stance to external stakeholders and market participants.
- History of active community participation and civic leadership, and an understanding of and commitment to the community engagement responsibilities required for the position.
- A Bachelor's degree is required; an advanced degree in business, economics, finance or law is preferred, and/or over 15 years of directly related work experience.

CRITICAL LEADERSHIP CAPABILITIES

Driving Results

- Enables higher performance by incrementally improving approaches based on calculated risks and benefits.
- Benchmarks own performance against industry best practices.
- Proactively seeks to improve processes and implement best-in-class solutions, raising quality and productivity in a calculated way.
- Identifies new processes and/or systems to improve productivity and/or make the organization more efficient.

Collaborating and Influencing

- Excellent skills in interpersonal communication and public speaking.
- Facilitates discussions to enable people to collaborate with each other independently; promotes collaboration across multiple parties.

- Identifies and meets with key players and stakeholders to help foster dialogue and reach a final conclusion informed by diverse perspectives.
- Develops explicit understanding of which relationships are most important to the organization and its stakeholders; builds a network prioritizing these relationships.

Strategic Thinking

- Defines the evolving future of the financial and operating model of the organization, including current and possible new market/market segments. Uses logic and evidence and contrasts future strategies with the present.
- Revises strategy and proposes new directions for the organization linked to the evolving marketplace.
- Challenges assumptions and conventional wisdom with specific, supported, reasoned proposals.
- Contributes to the development of an organizational strategy and justifies it with market insight.
- Thinks 3-5 years ahead into next economic cycle.

Leading People

- Communicates long-term direction and collaborates with staff on how to reach it.
- Delegates strategic objectives to the staff with clear and explicit intent; understands the precise level of challenge and how individual staff members will handle it.
- Sets up forums or practices to reinforce independent and open communication among the staff members.
- Holds people accountable for their commitments, providing clarity and outlining in advance ramifications of failure, and enabling and empowering staff to deliver for their individual, team and organizational goals.