



LEXSTAT 12 U.S.C. 5641

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*** CURRENT THROUGH PL 111-383, APPROVED 1/7/2011 ***

TITLE 12. BANKS AND BANKING
CHAPTER 53. WALL STREET REFORM AND CONSUMER PROTECTION
MISCELLANEOUS

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§ 5641. Enhanced compensation structure reporting

(a) Enhanced disclosure and reporting of compensation arrangements.

(1) In general. Not later than 9 months after the date of enactment of this title [enacted July 21, 2010], the appropriate Federal regulators jointly shall prescribe regulations or guidelines to require each covered financial institution to disclose to the appropriate Federal regulator the structures of all incentive-based compensation arrangements offered by such covered financial institutions sufficient to determine whether the compensation structure--

(A) provides an executive officer, employee, director, or principal shareholder of the covered financial institution with excessive compensation, fees, or benefits; or

(B) could lead to material financial loss to the covered financial institution.

(2) Rules of construction. Nothing in this section shall be construed as requiring the reporting of the actual compensation of particular individuals. Nothing in this section shall be construed to require a covered financial institution that does not have an incentive-based payment arrangement to make the disclosures required under this subsection.

(b) Prohibition on certain compensation arrangements. Not later than 9 months after the date of enactment of this title [enacted July 21, 2010], the appropriate Federal regulators shall jointly prescribe regulations or guidelines that prohibit any types of incentive-based payment arrangement, or any feature of any such arrangement, that the regulators determine encourages inappropriate risks by covered financial institutions--

(1) by providing an executive officer, employee, director, or principal shareholder of the covered financial institution with excessive compensation, fees, or benefits; or

(2) that could lead to material financial loss to the covered financial institution.

(c) Standards. The appropriate Federal regulators shall--

(1) ensure that any standards for compensation established under subsections (a) or (b) are comparable to the standards established under section of the Federal Deposit Insurance Act (*12 U.S.C. 2 1831p-1*) for insured depository institutions; and

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(2) in establishing such standards under such subsections, take into consideration the compensation standards described in section 39(c) of the Federal Deposit Insurance Act (*12 U.S.C. 1831p- 9 1(c)*).

(d) Enforcement. The provisions of this section and the regulations issued under this section shall be enforced under section 505 of the Gramm-Leach-Bliley Act [*15 USCS § 6805*] and, for purposes of such section, a violation of this section or such regulations shall be treated as a violation of subtitle A of title V of such Act [*15 USCS §§ 6801 et seq.*].

(e) Definitions. As used in this section--

(1) the term "appropriate Federal regulator" means the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, the Board of Directors of the Federal Deposit Insurance Corporation, the Director of the Office of Thrift Supervision, the National Credit Union Administration Board, the Securities and Exchange Commission, the Federal Housing Finance Agency; and

(2) the term "covered financial institution" means--

(A) a depository institution or depository institution holding company, as such terms are defined in section 3 of the Federal Deposit Insurance Act (*12 U.S.C. 1813*);

(B) a broker-dealer registered under section 15 of the Securities Exchange Act of 1934 (*15 U.S.C. 78o*);

(C) a credit union, as described in section 19(b)(1)(A)(iv) of the Federal Reserve Act [*12 USCS § 461(b)(1)(A)(iv)*];

(D) an investment advisor, as such term is defined in section 202(a)(11) of the Investment Advisers Act of 1940 (*15 U.S.C. 80b-2(a)(11)*);

(E) the Federal National Mortgage Association;

(F) the Federal Home Loan Mortgage Corporation; and

(G) any other financial institution that the appropriate Federal regulators, jointly, by rule, determine should be treated as a covered financial institution for purposes of this section.

(f) Exemption for certain financial institutions. The requirements of this section shall not apply to covered financial institutions with assets of less than \$ 1,000,000,000.

HISTORY:

(July 21, 2010, P.L. 111-203, Title IX, Subtitle E, § 956, 124 Stat. 1905.)

HISTORY; ANCILLARY LAWS AND DIRECTIVES

Effective date of section:

This section took effect 1 day after the enactment of Act July 21, 2010, P.L. 111-203, as provided by § 4 of such Act, which appears as *12 USCS § 5301* note.