

FINRA 2022 Annual Budget Summary

2022 Budget Summary Chairperson and CEO Letter



Eileen K. Murray
Chairperson



Robert W. Cook
President and
Chief Executive Officer

Each year, FINRA publishes an Annual Budget Summary describing how we plan to deploy our resources to meet FINRA's various regulatory responsibilities in the current year. The Budget Summary complements FINRA's audited Annual Financial Report, which summarizes our finances and operations over the prior year.

FINRA's 2022 budget was developed as part of a multiyear strategic framework designed to support our mission of protecting investors and promoting market integrity in a manner that facilitates vibrant capital markets. The budget was also designed to be consistent with FINRA's Financial Guiding Principles, which are set forth in full below. The operating expenses projected in the budget reflect our continued commitment to strengthening our capabilities both to fulfill long-standing regulatory responsibilities and to meet new challenges arising in the markets, while managing the impacts of the COVID-19 pandemic and evolving workforce conditions. The budget was approved by the FINRA Board of Governors (Board) in December 2021 and incorporates financial projections for 2022 as of that time.

As described in the Budget Summary, FINRA's 2022 operating revenues are projected to be \$1,095.5 million, a five percent decline from 2021. Our projection for 2022 reflects expected declines in corporate filings and in trading volume. These declines are expected to offset the impact of [previously announced](#) fee increases approved by the SEC. As we have communicated in more detail in the past, FINRA's multiyear strategic planning includes targeted fee increases that were detailed in advance and phased in over three years, beginning in 2022, in order to provide time for member firms to plan accordingly.

We project an increase in operating expenses during 2022 as we resume more normal activities, including increased travel, as well as higher compensation costs as we backfill vacancies and, where necessary, hire new staff to reflect the increased scope and challenges of our regulatory activities and responsibilities.

The Board approved \$120.5 million in capital initiative spending. We continue to focus on investing in technology initiatives with an intensified focus on regulatory operational improvements, regulatory oversight initiatives, other new strategic opportunities, as well as addressing mandatory technology enhancements and cybersecurity needs.

In addition, the Board approved \$62 million for Key Finance/Board Approved Initiatives—one-time special projects that are anticipated to be infrequent in nature and not reflective of FINRA's annual, recurring spending on capital initiatives. Key projects, all of which are multi year, include modernizing systems that support member firm filing and reporting requirements, revamping the technology used in our Enforcement program, and transforming FINRA's advanced analytic capabilities. We expect to complete most of these projects over the next several years.

The 2022 budget continues to reflect the intentionally conservative methodology we adopted in 2018, which assumes there are no fine monies available to support capital initiatives, and that there are no investment gains or losses on our financial reserves. Fine monies are excluded because we do not establish fine targets based on revenue considerations. Under our Financial Guiding Principles, they are accounted for separately and their use must be approved by the Board or its Finance Committee for enumerated purposes. We will publish a separate [report](#) describing the use of fine monies from 2021, as we have for the last four years.

Based on this methodology, we expect to have an operating loss in 2022, with a potential drawdown of our reserves of about \$164 million (referred to as the Potential Reserve Reliance). This potential loss is in line with our multiyear strategic planning for financial sustainability, as described in prior communications. The Potential Reserve Reliance calculation helps us understand at the beginning of the year, for budgeting purposes, how reliant we may have to be on our reserves during the course of the year. Our actual 2022 net income or loss—which will be reflected in our 2022 Annual Financial Report—will ultimately include fines, investment returns and other accounting adjustments (including consolidated subsidiaries such as the FINRA Investor Education Foundation and FINRA CAT, LLC).

FINRA remains committed to appropriately funding our mission of protecting investors and promoting market integrity in a manner that facilitates vibrant capital markets. We continue to welcome comments or suggestions from our member firms and other relevant stakeholders regarding our financial and transparency initiatives.

Sincerely,



Eileen K. Murray
Chairperson



Robert W. Cook
President and Chief Executive Officer

1. **Fund Our Mission** – As a not-for-profit organization, we target break-even cash flows that allow us to appropriately fund our mission of protecting investors and promoting market integrity while facilitating vibrant capital markets. Operating expenses are primarily funded through operating revenues. We rely on our financial reserves (discussed below) to support our mission, and draw upon the principal as needed.
2. **Ensure Financial Transparency** – We publish an Annual Financial Report that is prepared and presented in accordance with GAAP and audited by an independent public accounting firm. We also publish a top-line annual budget that demonstrates our primary sources of income and our primary expenses for the coming year. Following each fiscal year, we provide an accounting of the approved uses of fine monies (discussed below) during that year.
3. **Manage Expenses Responsibly** – We carefully manage expenses while ensuring that we can carry out our regulatory responsibilities effectively.
 - 3.1 **Compensation Oversight** – Our employees are our most important asset. We seek to offer compensation in line with the competitive market in order to attract, develop and retain high-performing individuals who can help us achieve our mission. The Board’s Management Compensation Committee reviews and approves the salary structure and the annual incentive compensation pool for the organization, as well as the individual incentive compensation awards for the most senior executives. Each year, the Committee provides a report that is included in our Annual Financial Report. Although a variety of factors are considered when determining compensation levels for individual employees and the organization as a whole, no compensation determinations are based on fines or other sanctions imposed on the industry.
 - 3.2 **Capital Initiatives Oversight** – Appropriate investments in capital initiatives to enhance our technology and regulatory capabilities are critical to our mission. These projects are non-recurring expenditures that improve the effectiveness and efficiency of our operations; they must undergo a senior management review and approval process, with projects above defined thresholds requiring special approval by the Board or its Finance, Operations and Technology Committee (Finance Committee). These projects fall into several categories:
 - **Capital** – Expenditures for items such as building/leasehold improvements or hardware/software (such as servers, storage devices or network equipment).
 - **Minor Enhancements** – Funding for minor enhancements to existing technology applications that provide moderate new functionality, features and improvements.
 - **Mandatory Initiatives** – Funding to address regulatory expectations driven by the SEC or other legal, regulatory, audit or contractual requirements; initiatives required by technology obsolescence (such as software no longer supported by vendors); and required infrastructure support (such as cybersecurity improvements).
 - **New Initiatives** – Investments in new systems or technology that will improve our regulatory capabilities or services. These initiatives are assessed for their contribution to our operational efficiency and effectiveness, including their ability to provide demonstrable improvements to the quality of FINRA’s regulatory program, tangible benefits for member firm compliance, or a measurable and acceptable financial return.
 - **Carryover Initiatives** – Projects in one of the former categories that carry over from a prior year are evaluated for continued funding.

4. **Maintain Reasonable Member Fee Levels** – We increase member fees only after evaluating other potential sources of funding (*including* drawing down on excess reserves) and determining that our expenses are appropriately calibrated to our regulatory responsibilities.
5. **Use Fines to Promote Compliance and Improve Markets** – When a member firm or registered representative engages in misconduct, restitution for harmed customers is our highest priority, although there are many cases in which it is not practical. We also assess whether a sanction should be imposed in order to discourage similar conduct by the firm, registered representative, or others. When we impose fines, the amounts are based on the facts and circumstances of the misconduct and the principles set forth in our Sanction Guidelines; fines are not based on revenue considerations, and we do not establish any minimum amount of fines that must be collected for purposes of our annual budget.

Fines collected are accounted for separately, and the use of these monies is subject to special governance procedures, restrictions on use and transparency requirements.

- Any use of fine monies, regardless of amount, must be separately approved by the Board or its Finance Committee. These monies are not considered in determining employee compensation and benefits.
 - The Board or Finance Committee may authorize the use of these funds for: (i) capital/initiatives or non-recurring strategic expenditures that promote more effective and efficient regulatory oversight by FINRA (including leveraging technology and data in a secure manner) or that enable improved compliance by member firms; (ii) activities to educate investors, promote compliance by member firms through education, compliance resources or similar projects, or ensure our employees are highly trained in the markets, products and businesses we regulate; (iii) capital/initiatives required by new legal, regulatory or audit requirements; or (iv) replenishing reserves (described below) in years where such reserves drop below levels reasonably appropriate to preserve FINRA's long-term ability to fund its regulatory obligations.
 - On an annual basis, we make public a description of the Board or Finance Committee-approved uses of fine monies during the prior year.
6. **Sustain Appropriate Reserves** – We rely on our financial reserves, which originally derived from the sale of Nasdaq, to support our regulatory mission. We strive to maintain an appropriate level of reserves; currently, the Board believes that level is at least one year of expenditures. Reserves are invested at the direction of the Board's Investment Committee, which provides a report that is included in our Annual Financial Report. The Board may draw upon the principal as needed, including to cover cash flow losses, defer fee increases, support FINRA's regulatory operations, enhance member firm compliance or otherwise improve markets.

The FINRA Board will review these Principles every two years.

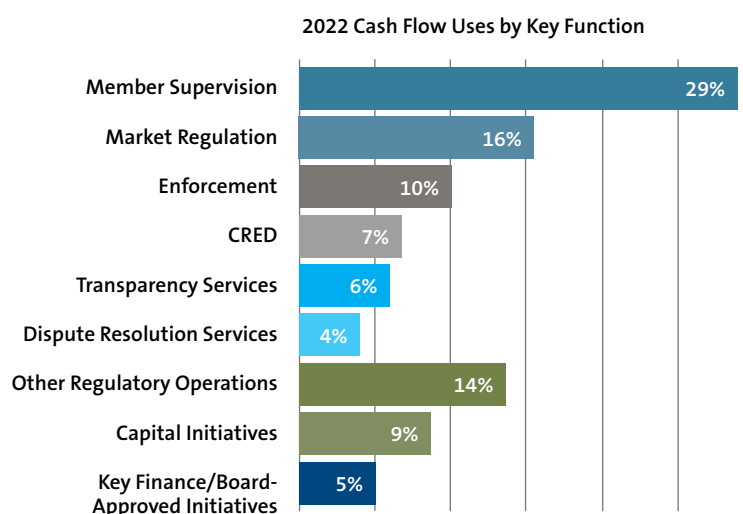
FINRA 2022 Annual Budget Summary

Budget summaries reflect management's internal reporting framework and differ from U.S. generally accepted accounting principles (GAAP). Annual budgets are subject to change during the year as circumstances arise.

Financial Trends <i>(in millions)</i>	2020 Budget	2021 Budget ¹	2022 Budget
Operating Expenses	\$950.5	\$984.8	\$1,094.6
Capital Initiatives	\$67.5	\$67.2	\$120.5
Key Finance/Board-Approved Initiatives ²	\$86.5	\$81.0	\$62.0
Total Cash Flow Uses	\$1,104.5	\$1,133.0	\$1,277.1
Operating Revenues	\$868.9	\$924.2	\$1,095.5
Interest and Dividend Income	\$25.4	\$21.3	\$17.6
Potential Reserve Reliance ³	\$210.2	\$187.5	\$164.0
Total Cash Flow Sources	\$1,104.5	\$1,133.0	\$1,277.1

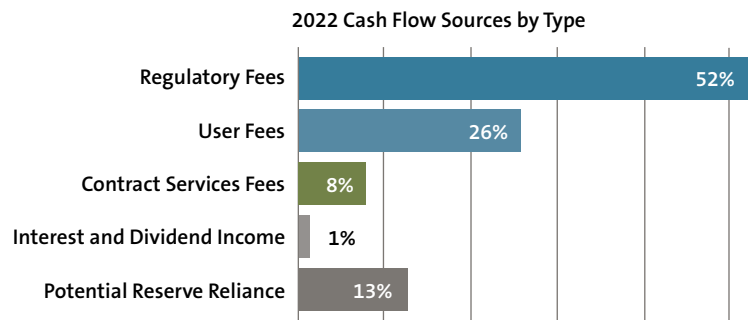
1. The budget presentation above for 2021 has been adjusted to reflect Key Finance/Board Approved Initiatives, consistent with the 2022 budget presentation.
2. Key Finance/Board Approved Initiatives reflects costs for Advanced Analytics Transformation, New York Real Estate, Digital Experience Transformation, Registration Systems Transformation, TRACE for Treasuries, Finance Systems Transformation, MPP 2.0, Enforcement Digital Transformation and CAT Integration, among other projects.
3. The Potential Reserve Reliance excludes the impact of any Board-approved use of fine monies and investment gains/losses.

Cash Flow Uses <i>(in millions)</i>	2022
Member Supervision	\$377.4
Market Regulation	\$201.0
Enforcement	\$128.0
Credentialing, Registration, Education and Disclosure (CRED)	\$86.8
Transparency Services	\$75.9
Dispute Resolution Services	\$51.4
Other Regulatory Operations ⁴	\$174.1
Total Operating Expenses ⁵	\$1,094.6
Capital Initiatives	\$120.5
Key Finance/Board-Approved Initiatives	\$62.0
Total Cash Flow Uses	\$1,277.1



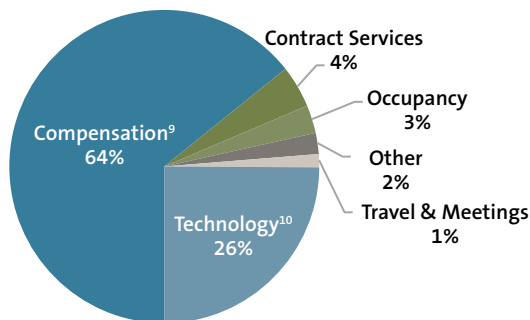
4. Other Regulatory Operations include the Office of General Counsel, Advertising Regulation, Corporate Financing, the Office of Hearing Officers, the Office of Member Relations and Education, the Office of Investor Education and other regulatory support functions.
5. Operating Expenses reflect an allocation to each key function for compensation and benefits, contract services, technology and occupancy, as well as costs attributed to other general and administrative services.

Cash Flow Sources <i>(in millions)</i>	2022
Regulatory Fees ⁶	\$664.2
User Fees ⁷	\$329.9
Contract Services Fees ⁸	\$101.4
Total Operating Revenues	\$1,095.5
Interest and Dividend Income	\$17.6
Potential Reserve Reliance	\$164.0
Total Cash Flow Sources	\$1,277.1

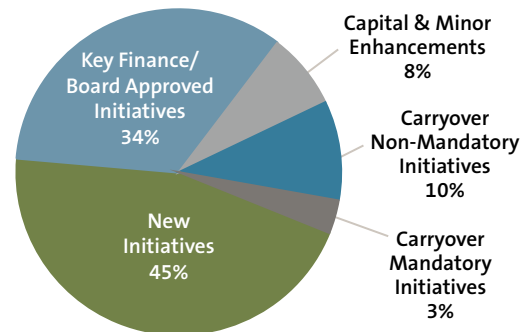


6. Regulatory Fees primarily include the Gross Income Assessment, Personnel Assessment and Trading Activity Fee.
7. User Fees primarily include Registration Fees, Transparency Services Fees, Dispute Resolution Fees, Qualification Fees, Continuing Education Fees, Corporate Financing Fees and Advertising Fees.
8. Contract Services Fees represent amounts charged for regulatory services provided primarily to markets operated by Nasdaq, NYSE, Cboe and other exchanges. These services include surveillance, investigations, examinations and disciplinary work. Contract Services Fees also include fees for the mortgage licensing system FINRA developed and maintains on behalf of the Conference of State Bank Supervisors, and fees for implementing and maintaining the Bluesheets system, eFOCUS and Form CRS on behalf of the SEC. Contract Services Fees cover the cost of the services being provided.

2022 Operating Expenses *(in millions)*



2022 Capital Initiatives by Type¹¹ *(in millions)*



9. Compensation includes only non-Technology staff.
10. Technology includes costs for employees and contractors; security; and hardware, cloud hosting and software support required to maintain and operate the applications and environments that enable FINRA's regulatory activities.
11. For purposes of this chart, Key Finance/Board Approved Initiatives are included. Refer to the Financial Guiding Principles for a description of the different categories of Capital Initiatives.

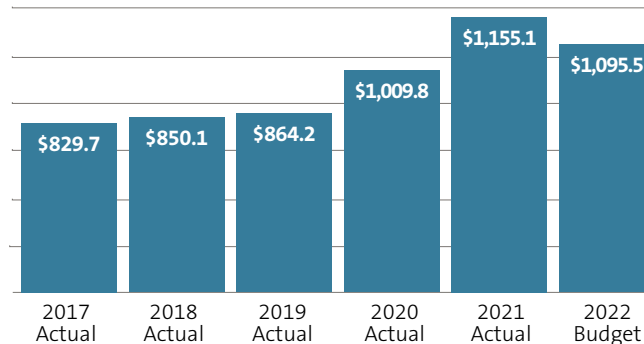
2021 Actuals are preliminary and do not reflect final year-end adjustments.

Historical Trends

Operating Revenues*

FINRA derives over half of its revenues from industry fees that are assessed according to firms' gross revenue and trading volume, as well as firms' total number of registered representatives, while approximately 25 percent of FINRA's revenues is driven from user fees, including registration fees and testing fees. Operating revenue peaked in 2021 due to continued market volatility driving higher share and trade volume, as well as record-breaking public offering filing volume. Operating revenue is expected to decline in 2022 as market volume settles throughout the year, partially offset by the first-year impact of approved fee increases. More detail is available on the next page.

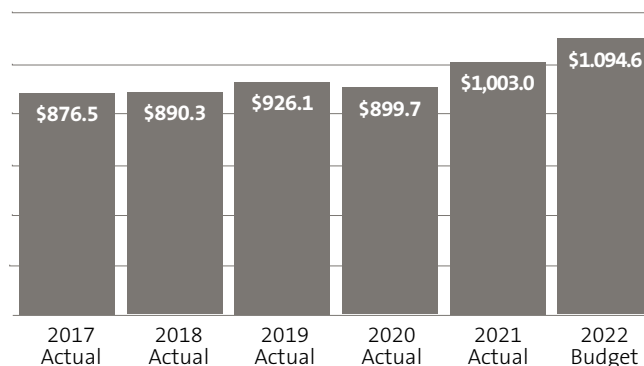
Operating Revenues (in millions)



Operating Expenses*

Ninety percent of FINRA's operating expenses are driven by compensation and technology costs. Cost-saving efforts over the last five years have included managing compensation expenses and making process and other improvements in a manner designed to improve FINRA's long-term financial sustainability without compromising the performance of our regulatory responsibilities. For example, in some years we held officer salaries flat, and in 2020 we implemented a one-time voluntary retirement program that will have a long-term, positive impact on our overall compensation costs. In addition, we are continuing to identify opportunities to better leverage technology to do our work and become more efficient. Operating expenses are expected to increase in 2022, partially driven by annual compensation increases due to wage inflation and intensifying labor markets, higher expenses as health conditions improve and we return to more normal operations, and hiring additional staff to meet our increased regulatory responsibilities.

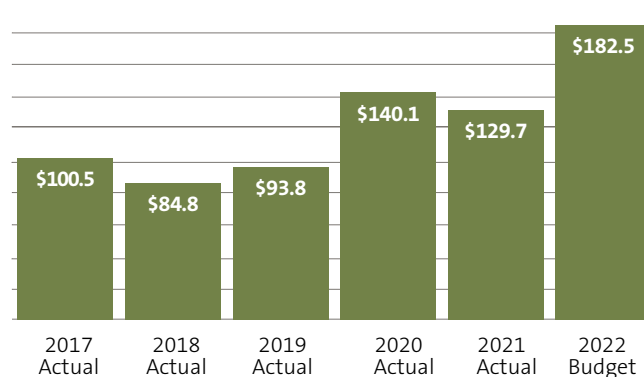
Operating Expenses (in millions)



Capital Initiatives*¹²

Capital initiative spending varies from year to year based on the need to enhance regulatory and related technology capabilities. We anticipate capital initiatives of \$182.5 million for 2022, a significant increase from 2021, to support regulatory operational improvements, regulatory oversight initiatives, enterprise-wide advanced analytics efforts and other new strategic opportunities.

Capital Initiatives¹² (in millions)



* Historical results reflect internal management reporting and will differ from GAAP, which includes depreciation and other accounting adjustments.

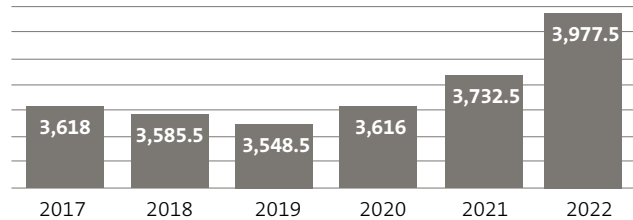
12. Capital Initiatives spending also includes Key Finance/Board Approved Initiatives.

2021 Actuals are preliminary and do not reflect final year-end adjustments.

Workforce

FINRA's growth in headcount since 2019 is largely attributable to additional staff needed to support FINRA's Regulatory Operations and to ensure FINRA is sufficiently staffed to respond to the demands of an evolving marketplace. While headcount (excluding Technology) remained relatively flat prior to 2020, FINRA's scope of regulatory responsibilities has grown substantially.

Headcount*



* Headcount reflects budgeted headcount level for employees (actual headcount is typically lower due to attrition and vacancies), and does not include contractors.

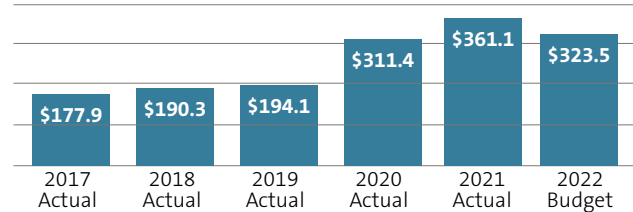
Historical Operating Revenue Trends

The following provides a five-year look back at the four fees that represent FINRA's largest sources of operating revenue.

Trading Activity Fee

The Trading Activity Fee is a transaction-based fee that is assessed monthly on firm trading activity in covered securities across all markets. Increases in 2020 and 2021 were driven by market volatility. Volume is anticipated to decline in 2022, partially offset by the impact of the first year of the approved fee change.

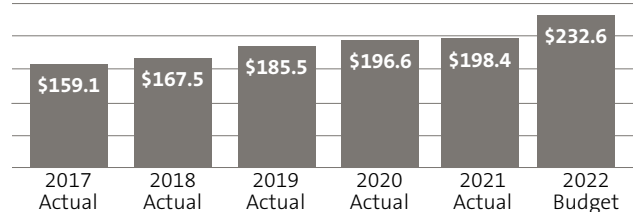
Trading Activity Fee (in millions)



Gross Income Assessment

The Gross Income Assessment is an annual fee that is assessed based on the firm's prior year's total gross revenue less commodities revenue and is based on a tiered rate structure. Increases since 2017 were driven by an increase in firm revenues. Additionally, the 2022 increase is driven by the impact of the first year of the approved fee change.

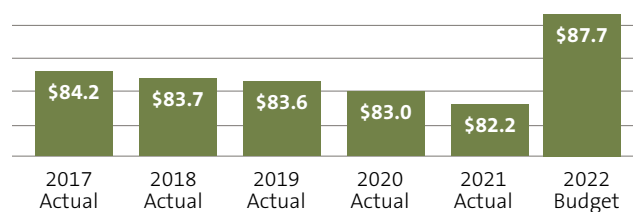
Gross Income Assessment (in millions)



Personnel Assessment

The Personnel Assessment is an annual fee that is assessed based on the firm's number of registered representatives as of December 31 of the previous year and is applied to a regressive tiered rate structure. The 2022 increase reflects the impact of the first year of the approved fee change.

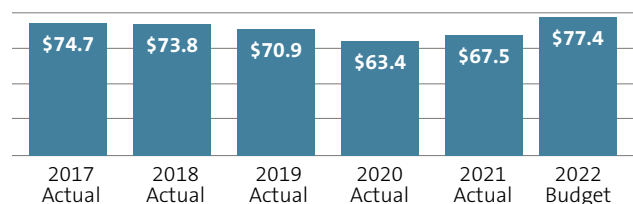
Personnel Assessment (in millions)



Registration Fees

Registration Fees include fees for various registration-related requirements for firms and registered securities representatives in the industry such as initial registration, fingerprinting, disclosures and terminations. The 2022 increase is driven by the impact of the first year of the approved fee change.

Registration Fees (in millions)



The 2022 budget is allocated according to the following key functions.¹³

Member Supervision

29%

FINRA's Member Supervision Department monitors and examines for member compliance with industry rules and regulations, and works to detect and address possible fraud or other misconduct.

Market Regulation

16%

FINRA's Market Regulation Department conducts automated surveillance, examinations and investigations of trading activity in U.S. equities, options and fixed income markets.

Enforcement

10%

FINRA's Enforcement Department investigates possible misconduct and brings disciplinary actions for violations of industry rules and regulations.

Credentialing, Registration, Education and Disclosure

7%

FINRA's Credentialing, Registration, Education and Disclosure Department operates FINRA's utilities to register and test securities industry personnel, and provides those same services under contract for the benefit of investment advisers and mortgage brokers.

Transparency Services

6%

FINRA's Transparency Services Department operates facilities that disseminate real-time and historical market information for over-the-counter (OTC) trading in the equity and fixed income markets including the Trade Reporting and Compliance Engine (TRACE) and maintains the databases FINRA uses to oversee OTC securities.

Dispute Resolution Services

4%

FINRA's Dispute Resolution Services Department operates a dispute resolution forum for investors, brokerage firms and their registered employees, and administers arbitrations and mediations through a network of four regional offices, with 70 hearing locations, including one in each state and Puerto Rico.

Other Initiatives

14%

Other initiatives include capital initiative projects and one-time key Finance/Board-approved initiatives. Capital initiative projects are non-recurring expenditures that improve the effectiveness and efficiency of our operations, and include costs such as the transformation of our continuing education program and a redesign of the electronic eFOCUS filing system, and the ongoing transformation of our examination and risk monitoring programs. Key Finance/Board-approved initiatives reflect one-time special projects that are anticipated to be infrequent in nature and not reflective of FINRA's annual, recurring spending on capital initiatives, such as costs to relocate certain New York-based functions to lower-cost properties, the multiyear transformation of our externally facing digital platforms for member firms, and the mandatory integration of data from the CAT.

Other Regulatory Operations

14%

FINRA's other regulatory operations include the Office of General Counsel, Advertising Regulation, Corporate Financing, the Office of Hearing Officers, the Office of Member Relations and Education, the Office of Investor Education and other regulatory support functions.

FINRA's **Office of General Counsel** assists FINRA in adopting and interpreting rules applicable to securities firms and brokers. FINRA solicits comment on its proposed rules from its members, investors and other interested parties, and, with limited exceptions, all FINRA rules must be approved by the SEC.

Advertising Regulation oversees compliance with rules intended to ensure that member communications to the public are fair, balanced and not misleading.

Corporate Financing regulates corporate offerings to address fraudulent private placements and ensure underwriting compensation is fair.

The **Office of Hearing Officers** is an office of impartial adjudicators of disciplinary cases brought by FINRA's Enforcement Department against FINRA members.

The **Office of Member Relations and Education** is responsible for maintaining and enhancing open and effective dialogue with FINRA member firms, and oversees FINRA conferences and the FINRA Institute at Georgetown Certified Regulatory and Compliance Professional program.

The **Office of Investor Education** provides investors with financial tools and resources; and through the FINRA Investor Education Foundation®, FINRA supports important research and financial education initiatives.

The Annual Budget Summary does not include the FINRA Investor Education Foundation and FINRA CAT, LLC. FINRA's Annual Financial Report includes the consolidated results of FINRA, the Foundation and FINRA CAT, LLC.

FINRA Investor Education Foundation

The Foundation empowers underserved Americans with the knowledge, skills and tools to make sound financial decisions throughout life. The Foundation supports innovative research and educational projects aimed at segments of the investing public that could benefit from additional resources.

FINRA CAT, LLC

FINRA CAT, LLC acts as the Plan Processor of the Consolidated Audit Trail (CAT) system, the central repository of trades, quotes and orders for all U.S. exchange-listed and over-the-counter equity securities and U.S. exchange-listed options contracts across all U.S. markets and trading venues.

13. The 2022 budget by key function represents an allocation of operating expenses for compensation and benefits, contract services, technology and occupancy, as well as costs attributed to other general and administrative services.



Investor protection. Market integrity.

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CCSD-261–05/22