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## SEC Change Sub-Committee

### Terms of Reference (ToR) Version 3.1

The Change Sub-Committee (CSC) has been established as a Sub-Committee in accordance with SEC Section D2A.

Unless otherwise stated, words and expressions that are used in these terms of reference shall have the meanings and application attributed to them under the SEC.

#### 1. The role of the Change Sub-Committee

The CSC will manage, on the Panel's behalf, the following parts of the SEC Modifications Process under SEC Section D:

- Overseeing and progressing Draft Proposals through the Development Stage, reviewing any decision by SECAS to refuse a Draft Proposal.
- Considering whether a Draft Proposal or Modification Proposal would fall within the scope of a Significant Code Review.
- Converting Draft Proposals to Modification Proposals.
- Overseeing Modification Proposals through the Refinement Stage, determining the timetable for each Modification Proposal's progression and convening Working Groups as required.
- Approving Modification Reports for progression to final decision, determining if the Modification Proposal should be a Self-Governance Modification.
- Reviewing any referral made to a decision by the Change Board under Self-Governance and determining whether to uphold or overturn this decision.
- Reviewing a direction by the Authority to send back a Modification Report and determining the steps to follow to resolve the Authority's queries.
- Determining whether to progress and approve a Modification Proposal as a Fast-Track Modification and revising the progression of such a Modification Proposal if this decision is appealed by a Party.
- Reviewing a request for Urgency and issuing a recommendation and proposed timetable for this to the Authority.
- Reviewing the Modification Report for an Authority-Led Variation and referring this to the Change Board for vote.
- Overseeing the implementation of approved Modification Proposals in accordance with the SEC Release Implementation Document, approving the SEC Release Implementation Document for each scheduled SEC Release.

- Reviewing any request to revise the implementation date for an approved Modification Proposal and determining whether to issue such a request to the Authority in response to this.

## **2. Membership**

### **2.1 Chair**

The Chair shall be appointed by SECAS. The Chair's role will be to chair meetings, facilitate discussions and encourage consensus. They shall not have a vote, casting or otherwise.

The Chair shall appoint an Alternate Chair to chair any meeting where they are unable to attend.

### **2.2 Secretary**

The Secretary shall be provided by SECAS. The Secretary will be responsible for taking the minutes, agreeing and circulating agendas and papers, and calling and booking meetings. They shall not have a vote.

### **2.3 Voting Members**

The CSC shall comprise of the following Voting Members:

- Two persons appointed by the Parties within the Large Supplier Party Category;
- Two persons appointed by the Parties within the Small Supplier Party Category;
- Two persons appointed by the Parties within the Network Party Categories;
- Two persons appointed by the Parties within the Other SEC Party Category; and
- One person appointed jointly by Citizens Advice and Citizens Advice Scotland.

Voting Members will be appointed via a vote among Parties in the corresponding Party Category. They will serve a two-year term and may stand for re-election at the end of this period.

Voting Members shall appoint an Alternate to attend and vote on their behalf where they are unable to attend a meeting.

### **2.4 Non-Voting Attendees**

The following Non-Voting Attendees are entitled to attend and speak at meetings, but shall not have a vote:

- The Authority may appoint a representative to sit on the CSC.
- The DCC may appoint a representative to sit on the CSC.
- The Proposer (or a nominated representative) for each Draft Proposal or Modification Proposal being discussed at the meeting may attend that meeting.
- Representatives from SECAS may attend meetings to advise on Draft Proposals and Modification Proposals being discussed at that meeting.

- Other individuals may be invited to attend for all or part of any meeting, as agreed in advance by the Chair.

## 2.5 Member Confirmation

Before a person may serve on the CSC as a Member or Member's Alternate, that person shall provide written confirmation to SECCo that:

- they agree to serve on the CSC in accordance with the SEC;
- they will be available as reasonably required by the Sub-Committee to attend at least 50% of meetings and miss no more than three meetings in a row without sending an Alternate. Members should also be prepared to undertake some work outside of meetings;
- they shall be prepared to promptly give their expert view, contributing to discussions on matters within the scope of these Terms of Reference; and
- they should also seek and represent views from their Party category where appropriate, in accordance with the Panel Information Policy.

## 3. Duties and powers

The CSC shall perform the following duties:

- It will determine whether the issue or defect identified in a Draft Proposal is sufficiently developed and understood that it can be converted to a Modification Proposal. As part of this, it will ensure the following points have been included in the draft Modification Report:
  - The issue raised has been clearly defined (including defining the business problem the Proposer is seeking to solve and understanding whether it is the root issue or a symptom of a wider issue).
  - The impact and scale of the issue is fully understood (for example identifying the number of Parties or consumers affected and the cost and impact of doing nothing).
  - The initial business case for change has been established.
  - A Modification Proposal has been confirmed as an appropriate route to delivering a solution.
  - The relevant parts of the SEC linked to the problem have been identified.
  - Where applicable, potential high-level solution options for resolving the issue have been identified (including, where possible, an assessment of whether costs and complexity would be high, medium or low to inform the benefits case of proceeding).

Where the CSC does not believe this is the case, it will determine what further work should be undertaken to develop the Draft Proposal and the timetable for this.

- It will determine whether the solution(s) proposed in a Modification Proposal is sufficiently developed and understood that it can be progressed to a final decision. As part of this, it will ensure the following points have been included in the draft Modification Report:
  - A solution (or solutions) has been clearly defined.
  - The impacts of the solution(s) on all participants have been fully identified.
  - All implementation and on-going costs have been drawn out and scrutinised.

- The implementation approach has been clearly laid out, including the technical specification versions arising from the change.
- The changes to the SEC documentation have been fully drafted.
- The business case for change has been fully defined.
- An assessment against the Applicable SEC Objectives and the consumer benefits analysis have been completed.
- All questions raised along the way have been answered.

Where the CSC does not believe this is the case, it will determine what further work should be undertaken to develop the Modification Proposal and the timetable for this.

- It will set, monitor and review the progression timetable for all open Draft Proposals and Modification Proposals. As part of this:
  - It will assess and account for the relative prioritisation of a Draft Proposal or Modification Proposals and the potential SEC Releases it could be included in.
  - It will determine where it would be beneficial for two or more Modification Proposals to be assessed or progressed through the Modification Process in parallel during the Refinement Process.
  - It will specify any further question areas the Working Group will need to consider as part of its assessment of a Modification Proposal.
  - It will determine whether a Modification Proposal should be progressed to decision as a Self-Governance Modification.
- It will consider a request to progress a modification as a Fast-Track Modification. The CSC may only progress and approve a modification as a Fast-Track Modification if the decision is unanimous. Should this not be the case, or if the decision is subsequently appealed, it will agree an alternative approach and timetable for progressing the modification.
- It will consider a request to treat a modification as Urgent. It will issue a recommendation on whether Urgency should be granted, and a proposed timetable should Urgency be granted to the Authority for decision.
- It will consider any send-back direction issued by the Authority for a Modification Report and determine the actions and timetable for resolving the Authority's comments.
- It will refer any Authority-Led Modification Report submitted to it to the Change Board for vote.
- It will monitor the actions and timetable for implementing an approved Modification Proposal and ensure these are delivered in accordance with the SEC Release Management Policy. It will prepare and maintain a SEC Release Implementation Document for each scheduled SEC Release.
- It will consider any request to revise the implementation date for an approved Modification Report. It will determine if a request to change the implementation date should be submitted to the Authority for determination, providing its proposed revised date and rationale for this if it agrees a request should be made.

Each Voting Member will act in a manner consistent with the SEC Sub-Committee Obligations and giving due regard to the General SEC Objectives.

In performing their duties, each Voting Member shall:

- take account of representations given by any Party, giving due regard to the views expressed by the Parties within their Party Category;
- seek to clarify with the relevant Party any representation that is not clear to the Voting Member, or which the Voting Member considers to be based on a misunderstanding of the facts; and
- seek to reach a consensus, acting in the best interests of the majority whilst representing the minority view. In the event of no consensus, there shall be a vote, and each member shall state their reasoning, giving due regard to the General SEC Objectives where applicable.

## **4. Proceedings of the Sub-Committee**

### **4.1 Convening meetings**

Regular meetings of the CSC shall be scheduled each month.

The Secretary shall, at the request of the Chair, convene additional meetings by giving notice to Members at least five Working Days prior to the proposed meeting date.

For each meeting that is convened, the Secretary shall send notice to each Member with details of the time, date and location of the meeting. Unless specified otherwise, meetings will be held via videoconference.

An agenda, papers and other material for a meeting shall be distributed by the Secretary to Members at least five Working Days before the meeting, to allow Members to consider these items prior to the meeting. The Secretary shall notify Members at this time if there will be any late items.

Where the CSC needs to be convened at short notice to consider an Urgent Modification, the above timescales may be shortened to meet the requirements of the SEC or any subsequent timetable approved by the Authority.

### **4.2 Quorum**

Quoracy for the CSC shall comprise 50% of the Voting Members appointed at the time of the meeting.

A meeting shall be quorate if the necessary Voting Members (or their approved Alternates) are present in person at the meeting/videoconference.

### **4.3 Voting**

The CSC may only vote if a quorum is present at the meeting.

Each Voting Member present at the meeting shall be allowed one vote. The outcome will be determined by a majority vote of Voting Members who are present at the meeting either in person or via teleconference.

With the prior approval of the Chair, a CSC vote may take place by correspondence outside of a meeting, with each Voting Member providing their vote and rationale to the Secretary electronically within a time period of at least two Working Days. For such a vote to be valid, the number of responses received must meet quorum.

For the avoidance of doubt:

- an abstention shall be treated as if no vote was cast; and
- a tie amongst the votes cast shall be deemed a vote against the recommendation made by the Code Administrator.

#### **4.4 Minutes of Meetings**

The Secretary shall minute the proceedings and decisions of the CSC, including the names of those in attendance. Draft minutes will be circulated to all CSC Members for review within five Working Days of the meeting, and will be submitted for approval at the next scheduled meeting. Meetings will be recorded and transcribed for the sole purpose of the production of meeting minutes.

#### **4.5 Reporting to the Panel**

The Chair shall provide updates on the work of the CSC to the SEC Panel, having regard to any confidentiality issues, which will include, but not be limited to, a summary of key decisions, recommendations and activities arising at the meeting.

### **5. Confidentiality and disclosure**

Given the potentially sensitive nature of work of the CSC, agenda items, papers and discussions will be assigned an information sharing level of either CLEAR, GREEN, AMBER, AMBER-STRICT or RED, as per the [SEC Panel Information Policy](#). As a CSC Member, each participant will be asked to undertake in writing to abide by the confidentiality and disclosure provisions in relation to each information sharing level as described above, by signing the Confidentiality and Disclosure Agreement at Appendix A to these Terms of Reference.

Individuals who the CSC Chair has invited to attend a meeting of the CSC will also be asked to sign the Confidentiality and Disclosure Agreement but will only be permitted to attend the CSC during discussions on agenda items relevant to their organisation.

CSC Members who breach the rules of the confidentiality and disclosure provisions under any information sharing level will have their CSC membership ceased.