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# MP111 ‘SMDA Budget Amendment’

## Annex E

### Draft Terms of Reference – version 1.2

#### About this document

This document contains the Terms of Reference for the Smart Metering Device Assurance Sub-Committee (SMDASC).

## Smart Meter Device Assurance Sub-Committee

### Terms of Reference (ToR) Version 1.2

The Smart Meter Device Assurance (SMDA) Sub-Committee (SMDASC) shall be established pursuant to Section F12 of the Smart Energy Code (SEC).

Unless otherwise stated, defined terms have the same meaning as that which is attributed to them in the SEC.

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

The prescribed duties and powers of the SMDA Sub-Committee are set out in SEC Section F12.4 to F12.6

Roles and responsibilities of the SMDA Sub-Committee include:

- the ability to further delegate their responsibilities for technical issues to the SMDA Management Panel;
- ensuring the scope of SMDA testing services align with industry requirements;
- agreeing costs for testing Device submissions;
- agreeing costs of membership for members of the Scheme who are not SEC Parties;
- developing and reviewing the budget for delivery of fixed SMDA costs, for approval by the SEC Panel;
- overseeing the delivery of the System Operator (SO) role as pertinent to the SMDA Sub-Committee;
- overseeing the delivery of the Test House contracts;
- resolving any conflicts of interest that may arise that cannot be resolved first by the Test Houses, SO, or SMDA Management Panel; and
- managing the risks and issues associated with the delivery of SMDA.

These powers will be transitioned from the SMDA Co Board to the SMDA Sub-Committee as and when deemed appropriate by SMDA Co and SECCo.

#### 2. Out of Scope

The role of the SMDA Sub-Committee does not include the following:

- a) Functions outside of those listed above unless otherwise directed by the Panel.
- b) Activities that do not contribute to achievement of SEC objectives.

- c) Setting policies that fall under the remit of the Panel or another Sub-Committee.

### **3. Proceedings of the SMDA Sub-Committee**

#### **3.1 Meeting Frequency**

The SMDA Sub-Committee shall hold meetings with such frequency as it may determine or the SMDA Sub-Committee Chair may direct, but in any event shall meet at least once every two months.

#### **3.2 Quorum**

No business shall be transacted at any meeting of the SMDA Sub-Committee unless a quorum is present at that meeting. The quorum for each SMDA Sub-Committee meeting shall be one representative from each of the primary members in attendance (Supplier, Manufacturer and Meter Asset Provider (MAP)).

#### **3.3 Meeting Notice and Papers**

Each meeting shall be convened by the Secretariat. A minimum of five Working Days' notice shall be provided (or such shorter notice as directed by the Panel, or the SMDA Sub-Committee Chair).

Notice of each meeting shall be accompanied by:

- a) Time, date and location of the meeting;
- b) Arrangements for those wishing to attend the meeting by means other than in person; and
- c) Agenda and supporting papers.

#### **3.4 SMDA Sub-Committee Chair**

The SEC Panel shall approve the appointment of the SMDA Sub-Committee Chair in accordance with SEC Section F12.3 and shall review the appointment in three years from the date of appointment.

Selection of the SMDA Sub-Committee Chair shall be determined by the SEC Panel, providing the selection ensures that:

- a) the selection does not preclude the Panel Chair fulfilling this role;
- b) the candidate selected is regarded by the Panel as having suitable experience and expertise to discharge their duties as the SMDA Sub-Committee Chair; and
- c) the candidate has declared any relationships or shareholdings with individuals or organisations that might be perceived to create a conflict of interest and, in light of such declarations, the SEC Panel believes that the candidate will be able to act in a sufficiently independent manner in their role as the SMDA Sub-Committee Chair.

The SMDA Sub-Committee Chair shall not be entitled to vote unless there is a deadlock, in which case the SMDA Sub-Committee Chair shall have the casting vote.

### 3.5 Powers and Voting

In accordance with C6.9 of the SEC:

- each SMDA Sub-Committee Member shall be entitled to attend, and to speak and vote at, every meeting of the SMDA Sub-Committee;
- all decisions of the SMDA Sub-Committee shall be by resolution. In order for a resolution of the SMDA Sub-Committee to be passed at a meeting, a simple majority of those SMDA Sub-Committee Members voting at that meeting must vote in favour of that resolution. In the event of a voting deadlock, the SMDA Sub-Committee Chair shall have the casting vote; and
- a resolution in writing signed by or on behalf of all the SMDA Sub-Committee Members shall be as valid and effective as if it had been passed at a meeting of the SMDA Sub-Committee duly convened and held. Such a resolution may be signed in any number of counterparts.

Each SMDA Sub-Committee Member must first provide written confirmation to agree to serve on the SMDA Sub-Committee in accordance with the SEC before exercising powers or voting.

### 3.6 Membership

The Panel shall invite applications from individuals to serve on the SMDA Sub-Committee in accordance with SEC Section F12. Those individuals shall be of suitable experience and qualifications required to fulfil the duties of the SMDA Sub-Committee.

Members shall act independently, not as a delegate, and without undue regard to the interests, of any Related Person and will act in a manner designed to facilitate the performance by the Panel of its duties under the SMDA Sub-Committee.

Members may propose another natural person to act as their Alternate by completing the necessary paperwork and notifying the SO. The alternate, once approved, may attend the SMDA Sub-Committee and must act in the capacity as alternate to discharge the member's duties. The alternate must complete the declaration as described in SEC C3.8 (a) and (c) prior to voting.

The membership of the SMDA Sub-Committee shall be composed of the persons outlined in SEC Section F12.3.

### 3.7 Term of Office

The SMDA Sub-Committee Chair will review membership of the Sub-Committee on a two yearly basis, inviting applications from individuals in accordance with SEC Section C6.7. The normal term of office for each member is 24 months. For the first term of office half the membership will serve a 12 month term.

### 3.8 Other Interested Parties

In addition to the core SMDA Sub-Committee members, the SMDA Sub-Committee Chair is entitled to invite any persons the SMDA Sub-Committee determines it appropriate to do so.

Representatives of the Secretary of State and the Authority are entitled to attend and speak at the SMDA Sub-Committee meetings and will be provided with copies of all agendas and supporting papers for SMDA Sub-Committee meetings.

### 3.9 Member Confirmation

Before a person may serve on the SMDA Sub-Committee, that person shall provide written confirmation to SECCo that:

- They agree to serve on the SMDA Sub-Committee in accordance with the SEC, including Section F12; and
- They will be available as reasonably required by the SMDA Sub-Committee to attend meetings and undertake work outside of the meetings.

### 3.10 Conflict of Interest

Given that members have a duty to act independently, conflicts of interest should not regularly arise. In such cases the member shall absent themselves from the meeting for the purposes of that decision. It is the responsibility of each Member to declare to the SMDA Sub-Committee Chair any actual or perceived conflict of interest with their duties as an SMDA Sub-Committee Member. In such circumstances the Member may choose to absent themselves from proceedings or from voting, the SMDA Sub-Committee Chair may also request that a Member absents themselves. Any decision of the SMDA Sub-Committee Chair in this regard shall be final and binding.

## 4. Deliverables

The SMDA Sub-Committee will be expected to provide recommendations to the SEC Panel regarding the roles listed within these ToR.

The SMDA Sub-Committee will be expected to conduct business in accordance with good governance.

## 5. Membership of the SMDA Sub-Committee

The table below sets out the composition of the SMDA Sub-Committee, pursuant to section F12. Members must have sufficient experience, qualification and expertise. The membership shall comprise the SMDA Co Board such that the SMDA Sub-Committee can benefit from consistency and knowledge transfer.

Member Group	Numbers
Supply Representatives	2
Manufacturer Representatives	2
Meter Asset Provider Representative	1

The SMDA Sub-Committee Chair is able to invite any persons that the SMDA Sub-Committee determines is appropriate as determined in Section 3.8.

## 6. Secretariat

The System Operator will provide the secretariat and code administration for the SMDA Sub-Committee. This includes but is not limited to:

- Prepare and maintain the SMDA Sub-Committee Member Pack (code of conduct and expenses policy);
- Timetable and organise the SMDA Sub-Committee meetings, including meeting rooms;
- Act as quality gatekeeper with the Chair for accepting papers;
- Circulate agendas and papers for consideration at SMDA Sub-Committee meetings, 5 Working Days in advance of that meeting date;
- Monitor the quorum prior to meetings to ensure that decision matters are not frustrated or deferred;
- Circulate minutes of the meeting five working days after the meeting for the SMDA Sub-Committee's approval;
- Administer the circulation list for SMDA Sub-Committee papers and Minutes;
- Manage the SMDA Sub-Committee decisions, actions and risks log;
- Manage the SMDA Sub-Committee section of the SEC website; and
- Support the operation of the SMDA Sub-Committee and the fulfilment of its duties through:
  - Co-ordination, and where directed by the SMDA Sub-Committee undertaking, all inputs, analyses, assessments and consultations required to support the SMDA Sub-Committee business;
  - Preparation of the draft SMDA Sub-Committee input to the Panel's annual report (July) SEC 2.3(h) for the SMDA Sub-Committee's approval; and
  - The co-ordination of the SMDA Sub-Committee's role in the SEC Modifications Process through the relevant SECAS Modification lead(s) to ensure a holistic and efficient process exists between the SMDA Sub-Committee and the Change Board.

## 7. Confidentiality and Disclosure

Given the potential sensitive nature of the work of the SMDA Sub-Committee, agenda items, papers and discussions will be assigned an information sharing level of either WHITE, GREEN, AMBER or RED.

Information sharing levels will be suggested by participants when providing information, and determined by the Chair. The following classifications will be used:

Classification	
SMDA Sub-Committee RED	<p>Non-disclosable information and restricted to participants present at the meeting themselves only. Participants must not disseminate the information outside of the meeting. RED information may only be discussed during a meeting where all participants present have signed a declaration form, stating their acceptance to abide by these ToR. RED information should not be discussed with anyone who is not present at the meeting in which the information is discussed.</p> <p>Agenda items marked as RED will be discussed in a closed, confidential session and discussions will only be included in minutes marked as RED.</p>
SMDA Sub-Committee AMBER	<p>Limited disclosure and restricted to SMDA Sub-Committee Members and those who have a need to know in order to take action. SMDA Sub-Committee Members representing a Party Category may share the information with other organisations within that Party Category.</p> <p>Where information is deemed to be relevant to organisations who are not represented at the SMDA Sub-Committee, the SMDA Sub-Committee Chair may direct that the Code Administrator provide this information to a wider group of SMIP stakeholders<sup>1</sup>.</p> <p>Agenda items marked as AMBER will be discussed in a closed, confidential session and discussions will only be included in the confidential minutes.</p>
SMDA Sub-Committee GREEN	<p>Information can be shared with other SEC Parties and SMIP stakeholders<sup>2</sup> at large, but not published (including publication online). “Green” will be the default classification for any discussions unless otherwise notified.</p> <p>Agenda items marked as GREEN will be included in the non-confidential minutes.</p>
SMDA Sub-Committee WHITE	<p>Information that is for public, unrestricted dissemination, publication, web-posting or broadcast. Any member may publish the information, subject to copyright.</p> <p>Agenda items marked as WHITE will be included in the non-confidential minutes.</p>

As a SMDA Sub-Committee 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 SMDA Sub-Committee Chair has invited to attend a meeting of the SMDA Sub-Committee will also be asked to sign the Confidentiality and Disclosure Agreement but will only be permitted to attend the SMDA Sub-Committee during discussions on agenda items relevant to their organisation.

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<sup>1</sup> For example: Network Operators and Other SEC Parties

SMDA Sub-Committee Members who breach the rules of the confidentiality and disclosure provisions under any information sharing level may have their SMDA Sub-Committee membership ceased.

## **8. Review**

The Terms of Reference, membership and operation of the SMDA Sub-Committee may be reviewed by the Chair at any time to ensure that they remain appropriate to reflect the duties and requirements of the SEC.

Amendments to these Terms of Reference will be approved solely by the SEC Panel.