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Paper Reference:	SECP_93_1806_16
Action:	For Decision

Terms of Reference Review Project

1. Purpose

This paper summarises proposed changes to the SEC Change Board (CB) and Change Sub-Committee (CSC) Terms of Reference (ToR) for SEC Panel approval, following the completion of the SEC Section D Review. Following the SEC Panel's decision to delegate oversight of modifications to the CSC, a further 18 SEC obligations are proposed for delegation to the CSC. We request the Panel's approval to delegate these powers and approve the ToRs.

2. Overview and approach

A review of the Sub-Committee ToRs was identified as a necessary project in the [SEC Strategic Plan](#), in part to facilitate several strategic projects also referenced in the Plan, as well as to achieve the following objectives:

1. Recognise enduring governance arrangements which impact Sub-Committee responsibilities and any transitional arrangements that have yet to be transferred.
2. Develop detailed duties driven by strategic market, technology and security developments.
3. Clearly define the scope of decision making.
4. Ensure the documents are written in plain English and key terms are clearly defined.

In addition to these areas, we have made the following house-keeping amendments across the Sub-Committee ToR:

- Clarified the annual elections process which staggers term length to preserve knowledge and experience; and
- Included a requirement for all Chairs to ensure an Alternate is in place to cover absences.

The Change Board and Change Sub-Committee have endorsed the proposed changes to the ToR for SEC Panel approval.

2.1 Change Board

The Change Board ToR have been updated which sets out the powers and duties of the Sub-Committee and the proceedings for meetings. These include:

- Updated objectives to clarify the Change Board vote is a decision for Self-Governance Modifications and a recommendation to the Authority for all other Modification Proposals;
- Updated membership to highlight that the Chair shall appoint an Alternate Chairman to cover any meeting where they are unable to attend;
- Included within the membership that Voting Members shall appoint an Alternate to attend and vote on their behalf where they are unable to attend a meeting;
- Clarified that for an Authority-Led Variation, the Change Board will not vote on whether the Modification Report should be returned to the Working Group for further clarification or analysis; and
- Amended the provision for voting by correspondence to specify that the Change Board should agree in advance for such a vote to take place.

The Panel is requested to approve the publication of version 1.4 of Change Board ToR provided as Appendix A.

2.2 Change Sub-Committee

The CSC ToR have been updated to reflect the duties being delegated to the CSC which can be found in SEC Appendix B.

In addition to the housekeeping amendments noted above, we have made the necessary changes following the Panel's decision to delegate modification oversight to the CSC at last month's Panel meeting, following the SEC Section D Review. The Panel agreed to proceed with the delegation. As a result of this, we presented the CSC with the proposed duties to be delegated and the updates to the CSC ToR at its May 2021 meeting¹. The CSC endorsed the recommendation that the duties set out in Annex 1 be delegated to it going forward and endorsed the updates to the CSC ToR. Members had no further comments on the proposals.

The Panel is requested to approve the publication of version 2.0 of the CSC ToR provided as Appendix B.

3. Delegations Register

Security Sub-Committee (SSC)

At SEC Panel meeting 91, the Panel approved delegating the obligations in the DCC Licence Schedule 5, Annex 2, Part B, 2A.2(c) and 2A.2(d) to the SSC and remove the existing delegated responsibilities to the SSC for SEC Sections G9.3(b)(iii) and G9.3(c) since these are no longer relevant.

¹ Please see CSC paper CSC_27_2505_04 for full details.

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These changes have been made to the Delegations Register. Minor amendments have also been made to the overall document to expand the scope to cover Licence Condition delegation in addition to SEC obligations.

Change Sub-Committee

The Delegations Register has been updated to reflect the change in delegations to the CSC agreed at SEC Panel meeting 92.

The Panel is requested to approve the publication of version 8.0 of the Delegations Register provided as Annex A.

4. Next steps

Subject to Panel approval of the CB and CSC ToR, we will update both documents and publish these on the SEC website. These changes will then take effect for the June 2021 CB and CSC meeting.

5. Recommendations

The Panel is requested to:

- **APPROVE** the publication of CB ToR v1.4 and CSC ToR v2.0; and
- **APPROVE** the publication of v8.0 of the SEC Delegations Register.

David Kemp; Holly Burton

SECAS Team

11 June 2021

Attachments

- **Appendix A:** Change Board Terms of Reference v1.4
- **Appendix B:** Change Sub-Committee Terms of Reference v2.0

ANNEX A - SEC Delegations Register v8.0

Smart Energy Code (SEC) **Panel** Delegations Register

The Panel's Objectives are to ensure that the Code is given full and prompt effect in a way that will facilitate achievement of the SEC Objectives, and is fair and does not discriminate between SEC Parties or classes of SEC Parties.

The Panel has several Sub-Committees that provide support and assistance by governing and overseeing specific aspects of the SEC. **The** Panel can delegate decision-making responsibilities to the relevant Sub-Committee which has the appropriate skills and experience required to inform the decision.

In addition, the SEC Panel has responsibilities listed outside of the SEC, i.e. the DCC License Conditions, for which it may delegate responsibility to the relevant Sub-Committee.

Rather than amend the SEC, the SEC Panel has developed and will maintain a '**Delegations Register**'.

The purpose of this Delegations Register is to inform SEC Parties, DCC Users, DCC and other interested parties of which roles and responsibilities have been delegated from and by the SEC Panel to a Sub-Committee.

The Delegations Register contains:

- the document outlining the Panel's responsibility;
- the specific **SEC-G**clause, i.e. activity, that is delegated;
- the associated duty required;
- who it has been delegated from;
- who it has been delegated to;
- whether there is a Dispute/escalation route, and where it would be considered; and
- when the SEC Panel will review whether it is still appropriate for said Sub-Committee to still undertake this delegated role.

The Delegations Register can be found below

Document Name	SEC Clause	Duty	Delegated From	Delegated to	Delegation in place from	Dispute Route (if necessary)	Review Date when the Panel consider if Delegation still appropriate
SEC	G1.2 – G1.4	The responsibility to determine an appropriate transitional period for standards, procedures and guidelines set out in SEC Section G that the DCC and DCC Users must comply with.	Panel	Security Sub-Committee	The Panel determined to delegate this power to the Security Sub-Committee on 11 th August 2017.	N/A	As required by the Panel
SEC	G8.35	The responsibility to determine the assurance status that will be set for a Party following their initial Full User Security Assessment. This is part of the wider User Entry Process.	Panel	Security Sub-Committee	The Panel determined to delegate this power to the Security Sub-Committee on 11 th August 2017.	A Party may appeal the SSC's decision to the Panel for determination.	As required by the Panel
	G9.3 (b) (iii)	The responsibility to determine any additional time the DCC is required to undertake a SOC2 assessment (above and beyond their annual SOC2 assessment and when there is any material change to the DCC Total System).	Panel	Security Sub-Committee	The Panel determined to delegate this power to the Security Sub-Committee on 13th October 2017.	N/A	As required by the Panel

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	G9.3 (c)	The DCC to consult with the Panel, and obtain its approval, in respect of the scope of each assessment before that assessment is carried out.	Panel	Security Sub-Committee	The Panel determined to delegate this power to the Security Sub-Committee on 13th October 2017.	N/A	As required by the Panel
SEC	H13.4	The DCC are required to produce a report setting out the Service Levels achieved in respect of each Performance Measure set out in SEC Section H13.1 and SEC Section L8.6.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 9 th February 2018.	N/A	As required by the Panel
SEC	F9.15	The DCC shall report to the Panel and SEC Parties on the number of Communications Hubs for which the reason for return, loss or destruction is determined in accordance with this Section F9 to have been a CH Pre-Installation DCC Responsibility or a CH Post-Installation DCC Responsibility.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 9 th February 2018.	N/A	As required by the Panel
SEC	F7.21	The DCC shall report to the Panel and SEC Parties on any Network Enhancement Plans that were completed during the previous quarter and any ongoing Network Enhancement Plans.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 9 th February 2018.	N/A	As required by the Panel

SEC Appendix AG	2.5.10	The DCC shall collate and make available to Network Parties and the Panel, data related to the time taken to resolve Incidents associated with the exchange of data pursuant to SEC Section E, where the DCC is responsible for resolving the Incident, but in order to do so, activity must be undertaken by a Registration Data Provider.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 9 th February 2018.	N/A	As required by the Panel
SEC (Appendix AG)	3.2	The DCC shall provide details of the Open Operational Problems experienced by DCC Users.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 9 th February 2018.	N/A	As required by the Panel
SEC	H9.13	Within two Working Days following resolution of a Major Incident, the DCC or the Incident Party responsible for resolving that Major Incident shall provide a summary report to the Panel in respect of that Major Incident.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 9 th February 2018.	N/A	As required by the Panel
SEC	H9.14	Within 20 Working Days following resolution of a Major Incident, the DCC or Incident Party responsible for resolving that Major Incident shall conduct a review regarding that Major Incident and its resolution, and shall	Panel	Operations Group	The Panel determined to delegate this power to the Operations	N/A	As required by the Panel

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		report to the Panel and the Authority (and, on request, the Secretary of State) on the outcome of such review.			Group on 9 th February 2018.		
SEC Appendix AH	Appendix AH	The Panel to oversee the implementation of non-functional changes to the Self-Service Interface. This includes DCC seeking Panel endorsement of changes, including the reviewing and logging of cost/benefits, their scheduling within the context of the agreed maintenance schedule and the decision to deploy.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 11 th May 2018.	N/A	As required by the Panel
SEC	H8.4	The DCC shall consult with and secure the agreement of the SEC Panel should it wish to make any amendments to the Planned Maintenance schedule after providing 20 Working Days' notice.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 4 th July 2018	N/A	As required by the Panel
SEC	H3.24	The DCC shall report to the Panel on the actual number of Service Requests sent against the forecasted volumes; and where there are exceptions, details of the Users whose actual volumes of Service Requests sent were less than or equal to 90%, or greater than or equal to 110% of their forecasted volumes.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 15 February 2019	A Party may appeal the OPSG's decision to the Panel for determination.	As required by the Panel

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SEC	L8.9	The DCC shall report to the Panel on the actual number of CSRs against the forecasted volumes; and details of the Authorised Subscribers whose actual volumes of CSRs submitted were greater than, or equal to, 110% of their forecasted volumes.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 15 February 2019	A Party may appeal the OPSG's decision to the Panel for determination.	As required by the Panel
SEC	H8.15A	Any changes to the Self-Service Interface shall be processed by the DCC in accordance with the "SSI Change Governance Process". Any changes to the SSI Change Governance Process shall be prepared and consulted upon by the DCC and approved by the Panel.	Panel	Operations Group	The Panel determined to delegate this power to the Operations Group on 14 June 2019	A Party may appeal the OPSG's decision to the Panel for determination.	As required by the Panel
SEC	F2.11	The Panel shall create, keep reasonably up-to-date, publish on the Website and notify Parties of changes to a matrix specifying: (a) which Versions of each Technical Specification are incompatible with which Versions of each other Technical Specification; and (b) where applicable, those areas in respect of which the Version of the Technical Specification is not incompatible with the Version of the	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 16 October 2020	N/A	As required by the Panel

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		other Technical Specification but may be subject to the application of particular constraints as identified					
SEC	C2.3 (n)	C2.3 Without prejudice to any other tasks, duties or obligations imposed on the Panel in this Code, the Panel shall, subject to and in accordance with the other provisions of this Code: (n) periodically commission a review of the effectiveness of the End-to-End Technical Architecture and the Business Architecture by the Technical Architecture and Business Architecture Sub-Committee, as further described in Section F1 (Technical Architecture and Business Architecture Sub-Committee).	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 13 November 2020	N/A	As required by the Panel
SEC	F2.1	F2.1 The Panel shall establish and maintain a list (the "Central Products List") of: (a) the SMETS2+ Device Models for which the Panel has received all the Assurance Certificates required for the Physical Device Type relevant to that Device Model (known as the Certified Products List); and (b) in the case of SMETS1 Device Models, those Device Models for which	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 13 November 2020	A Party may appeal the TABASC's decision to the Panel for determination.	As required by the Panel

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		the Panel has received all the information required in accordance with the CPL Requirements Document (which does not require any certification of SMETS1 Devices under the CPA or any other assurance scheme).					
SEC	F2.14	The responsibility to establish and maintain a list of firmware releases, updates, and corresponding Manufacturer contact details (the "Firmware Information Repository").	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 13 November 2020	A Party may appeal the TABASC's decision to the Panel for determination.	As required by the Panel
SEC	F2.15-17	<p>The responsibility for ensuring the Firmware Information Repository is published and contains the below minimum three fields:</p> <p>(a) A number which uniquely identifies a record on the Central Products List, which is a mandatory field;</p> <p>(b) Manufacturer contact details, which is a mandatory field, to include email address, telephone number and business address; and</p>	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 13 November 2020	N/A	As required by the Panel

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		(c) A free text field for release notes that Manufacturers can record against, which is a mandatory field for completion but the content is at the discretion of the Manufacturers.					
SEC	F1.4 g)	The responsibility to determine the timing and frequency of reviews of the effectiveness of the HAN Requirements.	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 13 November 2020	N/A	As required by the Panel
SEC	F11	The responsibility to establish, maintain, agree updates to and publish a list of ALCS/HCALCS/APC/SAPC labels which provide a standardised naming convention for all possible ALCS, HCALCS, APCs and SAPCs (the "ALCS/HCALCS/APC/SAPC Labels List").	Panel	Technical Architecture and Business Architecture Sub-Committee	The Panel determined to delegate this power to the Technical Architecture and Business Architecture Sub-Committee on 13 November 2020	A Party may appeal the TABASC's decision to the Panel for determination.	As required by the Panel
DCC License Schedule 5	Annex 2: Part B: 2A	The responsibility to consult with the DCC and approve the scope of the DCC Independent Security Assessment.	Panel	Security Sub-Committee	The Panel determined to delegate this power to the Security Sub-	The DCC may appeal the SSC's decision	As required by the Panel

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					Committee on 16 April 2021.	to the Panel for determination	
SEC	D2.2	The responsibility to determine whether a Modification Proposal is Self-Governance.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D3.2-D3.3	The responsibility to review and, if appropriate, overturn the Code Administrator's decision to refuse a Draft Proposal.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	The Proposer may appeal the CSC's decision to the Panel for determination	As required by the Panel
SEC	D3.7-D3.8	The requirement to receive a recommendation from the CSC on whether and how a Draft Proposal should progress as a Modification Proposal.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D3.9-D3.15	The responsibility to consider each Draft Proposal, determine whether it is ready to progress as a Modification Proposal and how it should subsequently progress through the Modification Process.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	The Proposer may appeal the CSC's decision to the Panel for determination	As required by the Panel

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SEC	D3.16-D3.19	The responsibility to set and amend the timetable for a Modification Proposal.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D4.5-D4.7	The responsibility to consider requests for a Draft Proposal or Modification Proposal to be classed as Urgent and to make a recommendation on this and any subsequent timetable to the Authority.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D4.8	The responsibility to consider if a Draft Proposal or Modification Proposal falls within scope of a Significant Code Review.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D6.2	The responsibility to establish the Working Group for any Modification Proposal that undergoes the Refinement Process, and to approve changes to its terms of reference.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D7.3-D7.7	The responsibility to receive and consider the Modification Report, to determine whether it should proceed to	Panel	Change Sub-Committee	The Panel determined to delegate this power	The Proposer may appeal the CSC's	As required by the Panel

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		Modification Report Consultation, and to determine the subsequent timetable and relevant Party Categories.			to the Change Sub-Committee on 18 June 2021	decision to the Panel for determination	
SEC	D9.3	The responsibility to receive a send-back direction from the Authority and to determine the next steps for resolving the Authority's comments.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D9.4	The responsibility to determine whether to reverse the decision of the Change Board on a Self-Governance Modification following a referral by a Party.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D9.5	The responsibility to revise the determination on a Modification Proposal's progression following an objection on any decision to approve a Fast-Track Modification.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D9A.6	The responsibility to refer an Authority-Led Modification Report to the Change Board for vote.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel

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SEC	D9A.12	The responsibility to receive a send-back direction from the Authority and to determine the next steps for resolving the Authority's comments.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D10.2-D10.4	The responsibility to determine the actions and timetable for implementing an approved Modification Proposal and ensure these actions are taken.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
SEC	D10.5-D10.6	The responsibility to consider any views received to change the implementation date for an approved Modification Proposal and, if required, submit such a request to the Authority for approval.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	A Party may appeal a CSC decision to not submit a request to the Authority to the Panel for determination	As required by the Panel
SEC	D10.7	The responsibility to ensure a SEC Release is undertaken in accordance with the SEC Release Management Policy.	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel

SEC	D10.12-D10.17	The responsibility to prepare and approve the SEC Release Implementation Document for a SEC Release	Panel	Change Sub-Committee	The Panel determined to delegate this power to the Change Sub-Committee on 18 June 2021	N/A	As required by the Panel
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SEC Change Board Terms of Reference

The Change Board has been established as a Sub-Committee in accordance with SEC Section D8.

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. Objective

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

- ~~It will~~ decide whether a Modification Proposal is ready for a DCC Impact Assessment to be requested:-
- ~~It will~~ consider each Modification Report and the responses received in response to the Modification Report Consultation:-
- ~~It will~~ decide (for Self-Governance Modifications) or recommend to the Authority (for all other Modification Proposals) whether to approve or reject the Modification Proposal in the form set out in the Modification Report (and, where there is at least one Alternative Solution, confirm whether the approval or rejection relates to the Proposed Solution or to an Alternative Solution); ~~and-~~
- ~~It will decide~~ recommend to the Authority whether to approve or reject a proposed Authority-Led Variation.

2. Membership

2.1 Chairman

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

The Chairman shall appoint an Alternate Chairman to cover 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 Change Board shall comprise of the following Voting Members:

- One person appointed from each Voting Group within the Large Supplier Party Category (who shall together form the Large Supplier constituency);
- Three persons appointed by the Parties within the Small Supplier Party Category (who shall together form the Small Supplier constituency);
- Three persons appointed by the Parties within the Electricity Network and Gas Network Party Categories collectively (who shall together form the Network Party constituency);
- Three persons appointed by the Parties within the Other SEC Party Category (who shall together form the Other SEC Party constituency); ~~and~~
- One person appointed jointly by Citizens Advice and Citizens Advice Scotland (who shall form the Consumers constituency).

Voting Members will be appointed via a vote among Parties in the corresponding Party Category. They will serve a one-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 Change Board.
- The DCC may appoint a representative to sit on the Change Board.
- Representatives from SECAS may attend meetings to advise on 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 Chairman.

3. Duties and powers

The Change Board shall perform the following duties:

- ~~It will~~ determine whether the work performed on a DCC Systems impacting Modification Proposal is sufficiently well developed for the DCC Impact Assessment to be performed, with the costs of that incurred by Parties. Where the Change Board believes this is not the case, it will need to state what further work is required before it will agree to request the DCC Impact Assessment;
- ~~It will~~ consider each Modification Report and the Modification Report Consultation responses presented at the end of the Modifications Process. It will agree whether the Modification Report is ready to be voted upon, and if not what further analysis or clarifications are required before the Modification Report can be voted upon; ~~and~~

- ~~It will~~ perform the final vote on approval or rejection of a Modification Proposal. For a Self-Governance Modification, the Change Board's vote shall form a decision, which is then subject to a 10 Working Day period in which Parties can refer this outcome to the SEC Panel before becoming final. For any other Modification Proposal, this vote shall form a recommendation to the Authority, who will make the final decision.

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

When assessing a Modification Proposal, 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 act in the best interests of the majority, whilst representing the minority view (and, where a majority is not significant, the Voting Member should consider whether abstention from the vote best represents the interests of the Parties they represent).

4. Proceedings of the Sub-Committee

4.1 Convening meetings

Regular meetings of the Change Board shall be scheduled each month.

The Secretary shall, at the request of the Chairman, 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 at the Code Administrator's offices with teleconferencing facilities made available.

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 Change Board needs to be convened at short notice to vote on an Urgent Modification, the above timescales may be shortened to fit the timetable approved by the Authority.

4.2 Quorum

Unless otherwise directed by the SEC Panel for a specific Modification Proposal, quoracy for the Change Board shall comprise:

- At least three Voting Members from the Large Supplier constituency;
- At least one Voting Member from the Small Supplier constituency;
- At least two Voting Members from the Network Party constituency; and
- At least one Voting Member from the Other SEC Party constituency.

If there are fewer (or no) Voting Members appointed within a constituency, the required number of Voting Members needed will be adjusted to the number who have been appointed.

A meeting shall be quorate if the necessary Voting Members (or their approved Alternates) are present in person at the meeting or are contactable by telephone conference call.

4.3 Voting

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

When presented with a Request for Impact Assessment, the Change Board shall, following discussion, vote on whether to request the DCC Impact Assessment or whether to return the Modification Proposal to the Working Group for further work.

When presented with a Modification Report, the Change Board shall, following discussion, vote on:

- other than for an Authority-Led Variation, whether to determine that the Modification Report should be returned to the Working Group (or, where there was no Refinement Process, the Code Administrator) for further clarification or analysis; and if not
- whether to approve the Proposed Solution or any Alternative Solution set out in the Modification Report (with separate votes performed for each solution on the basis that each Voting Member may vote to approve a maximum of one solution).

When casting a vote to accept or reject a Modification Proposal, each Voting Member must state the reason for their vote and explain how the solution does or doesn't better facilitate the achievement of the SEC Objectives.

A Change Board vote shall take the form of separate votes performed within each constituency referenced in Section 2, the outcome of each forming that constituency's collective vote. Each constituency's collective vote shall be determined by simple majority among the Voting Members in that constituency. The overall Change Board vote shall be determined by simple majority of the constituency votes.

With the prior approval of the SEC Panel/Change Board, a Change Board vote may take place by correspondence outside of a meeting, with each Voting Member providing their vote and rationale to the Secretary by email/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;
- where there are no Voting Members present from a constituency or every Voting Member present abstains, that constituency shall be deemed to have abstained; and
- a tie amongst any vote cast shall be deemed a vote not in favour.

4.4 Minutes of Meetings

The Secretary shall minute the proceedings and decisions of the Change Board, including the names of those in attendance. Draft minutes will be circulated to all Change Board Members for approval.

4.5 Reporting to the Panel

The Chairman shall provide updates on the work of the Change Board 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

The Change Board is required to abide by the [SEC Panel Information Policy](#).

All matters discussed at Change Board meetings shall be public and classified as White (unrestricted), except for confidential responses received to consultations that the Change Board will need to review as part of any decision it makes, which will be classified as Red (Change Board Members and their alternates only).

Prior to commencing duties as a Change Board Member, each Member will be asked to sign declarations to confirm they will:

- abide by the confidentiality and disclosure provisions in relation to each information sharing level as described in the SEC Panel Information Policy; and
- act as a Sub-Committee Member in accordance with the terms of the SEC.

All other attendees will also be asked to sign a declaration that they will abide by the confidentiality and disclosure provisions in relation to each information sharing level as described in the SEC Panel Information Policy.

Change Board Members who breach the rules of the confidentiality and disclosure provisions under any information sharing level may have their membership ended.

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SEC Change Sub-Committee Terms of Reference

The Change Sub-Committee 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. Objective

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

- ~~The oversight~~Overseeing and ~~progression of progressing~~ Draft Proposals through the Development Stage ~~of the process to a point where they are ready to be converted,~~ 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~~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 Chairman

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

The Chairman shall appoint an Alternate Chairman 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 Change Sub-Committee 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;
- One person appointed by the Parties within the Electricity Network Party Category;
- One person appointed by the Parties within the Gas Network Party Category;
- 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 Change Sub-Committee.
- The DCC may appoint a representative to sit on the Change Sub-Committee.
- 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 Chairman.

3. Duties and powers

The Change Sub-Committee 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).
 - 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 Change ~~Board~~Sub-Committee 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. ~~For the avoidance of doubt, a fully formed solution is not mandatory at this point, unless the Draft Proposal is expected to progress directly to the Report Phase.~~

- ~~It will provide views on the merits of a Draft Proposal to the Proposer and recommend where a Draft Proposal would benefit from being split into two or more Modification Proposals (although decisions on whether/how to proceed will rest with the Proposer).~~
- Where the Change Sub-Committee believes a Draft Proposal is ready to be converted to a Modification Proposal(s), it will provide a recommendation to the Panel on the progression path of that Modification Proposal(s), including, where applicable, the steps needed during the Refinement Process and any areas the Working Group will need to consider further. As part of this, it may also recommend
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.

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- 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 Change Sub-Committee 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 and/or assessed by a single Working Group during the Refinement Process. It will also provide the Panel with a view on the prioritisation of these Modification Proposals and potential SEC Releases they could be included during the Refinement Process.

Where the Change Sub-Committee determines, or the Proposer has requested, that a Draft Proposal would benefit from further development, it may perform any of the following activities with respect to that Draft Proposal:

- It may further discuss and develop the Draft Proposal with the Proposer at Change Sub-Committee meetings and may request additional information to be provided by the Proposer at a subsequent meeting to support this.
- It may request DCC performs an initial assessment of the impacts the Draft Proposal may have on the DCC Systems.
- It may liaise with other Sub-Committees to seek their input on any Draft Proposals. It will always liaise with a Sub-Committee when the changes proposed by a Draft Proposal are likely to impact on areas of the SEC within that other Sub-Committee's remit and will give due regard to the comments of that Sub-Committee when recommending to the Panel how the Draft Proposal shall proceed.
- It may issue a Request for Information to the wider industry to seek further information to help assess the Draft Proposal.
- It may convene a Workshop of industry representatives to further discuss and develop the Draft Proposal with the Proposer, with the updated Draft Proposal to be returned to the Change Sub-Committee following completion of the Workshop's assessment. The Change Sub-Committee shall agree the timetable and terms of reference for any such Workshop established.
 - It will specify any further questions 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 Change Sub-Committee 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 review any referral made by a SEC Party to a Change Board decision under Self-Governance and will determine whether the Change Board's decision should be upheld or reversed.
- 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.

When assessing a Draft ProposalIn 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 Change Sub-Committee shall be scheduled ~~at a frequency to be determined by the Change Sub-Committee~~each month.

The Secretary shall, at the request of the Chairman, 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 at the Code Administrator's offices with teleconferencing facilities made available.

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 Change Sub-Committee 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 Change Sub-Committee 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 or are contactable by telephone conference call.

4.3 Voting

The Change Sub-Committee may only vote if a quorum is present at the meeting.

~~When presented with a Draft Proposal, the Change Sub-Committee shall, following discussion, vote on:~~

- ~~• whether the Draft Proposal is ready to proceed to the Panel to be progressed as a Modification Proposal or whether further work is required first; and~~
- ~~• where further work is required, the steps and timetable to be followed for this further work.~~

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 Chairman, a Change Sub-Committee 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 that further work is required before the Draft Proposal proceeds against the recommendation made by the Code Administrator.

4.4 Minutes of Meetings

The Secretary shall minute the proceedings and decisions of the Change Sub-Committee, including the names of those in attendance. Draft minutes will be circulated to all Change Sub-Committee Members for approval review within five Working Days of the meeting, and will be submitted for approval at the next scheduled meeting.

4.5 Reporting to the Panel ~~and the Change Board~~

The Chair shall provide updates on the work of the Change Sub-Committee to the SEC Panel ~~and the Change Board~~, 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

The Change Sub-Committee is required to abide by the [SEC Panel Information Policy](#).

All matters discussed at Change Sub-Committee meetings shall be public and classified as White (unrestricted), except for confidential responses received to consultations that the Change Sub-Committee will need to review as part of any decision it makes, which will be classified as Red (Change Sub-Committee Members and their alternates only).

Prior to commencing duties as a Change Sub-Committee Member, each Member will be asked to sign declarations to confirm they will:

- abide by the confidentiality and disclosure provisions in relation to each information sharing level as described in the SEC Panel Information Policy; and
- act as a Sub-Committee Member in accordance with the terms of the SEC.

All other attendees will also be asked to sign a declaration that they will abide by the confidentiality and disclosure provisions in relation to each information sharing level as described in the SEC Panel Information Policy.

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