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Working Group Terms of Reference

1. Purpose

This document contains the standard Terms of Reference for SEC Modification Working Groups as agreed by the SEC Panel. All Working Group members must act in accordance with the agreed Terms of Reference and the SEC.

Working Groups are established by the Panel in accordance with SEC Section D6. Working Groups are responsible for assisting the Panel with developing and assessing Modification Proposals, developing alternative solutions for modifications and ensuring that the Modification Proposals facilitate the General SEC Objectives.

The specific areas for assessment for each Modification Proposal being considered by the Working Group will be agreed by the Panel. The Panel will also agree any specific instructions or variations to these Terms of Reference when forming each Working Group.

If a participant wishes to propose a change to this document, they can submit this request to the Panel through SECAS for due consideration.

2. Duties of Working Group Members

A Working Group is expected to undertake the following tasks and activities as part of its assessment of each Modification Proposal:

- The Working Group shall review the areas listed in SEC Section D6.8 as part of its assessment of each Modification Proposal.
- The Working Group shall prepare the changes to the SEC that would be required to deliver the Modification Proposal, and will attach this to the Modification Report.
- The Working Group shall consult the industry in accordance with SEC Sections D6.12-D6.14.
- The Working Group shall perform an assessment of the costs and the benefits of each Modification Proposal and will include the results of this in the Modification Report.

The Working Group may raise alternative solutions if members believe there are other solutions to that put forward by the Proposer that would deliver the intent of the Modification Proposal, and the Working Group shall provide an assessment of each solution raised.

The duties and responsibilities of Working Group members are outlined below.

- Working Group members are required to act in an efficient and economical manner when considering Modification Proposals, whilst factoring in the complexity, potential impact and urgency of each Modification Proposal.
- Working Group members are required to act impartially while participating in a Working Group.

- When joining the Working Group, members shall confirm their availability for attending Working Group meetings and undertaking any additional work that is required (including reviewing documentation produced by or on behalf of the Working Group) throughout the Refinement Procedure for each relevant Modification Proposal.
- Working Group members shall inform SECAS if they do not wish to continue participating in the Working Group.

3. Working Group Membership

Chairman and secretary

The Working Group shall have a chairman who, unless otherwise directed by the Panel, shall be provided by SECAS.

The Working Group shall have a secretary (usually the Lead Analyst) who shall be provided by SECAS.

The chairman and secretary will not count towards the minimum membership of a Working Group.

Industry Parties and participants

The Working Group is required to comprise of a minimum of five members, each from different organisations, and each having experience and/or expertise relevant to the subject concerning the Modification Proposal. It is the responsibility of the SEC Panel to ensure that Working Groups meet appropriate standards of experience and expertise required to progress a Modification Proposal. The SEC Panel reserves the right to add further members to a Working Group and replace or remove a Working Group member if in the SEC Panel's opinion this member is unable to fulfil their duties as a Working Group member and/or acts detrimentally to the work of the Working Group.

The Working Group membership will include the Proposer of each Modification Proposal being considered. A Proposer may appoint a representative to be a member of the Working Group in their place.

DCC and Authority representation

DCC may appoint one or more representatives to the Working Group to provide input and guidance on the impact each Modification Proposal will have on the DCC Systems.

The Authority may appoint one or more representatives to the Working Group.

Except where they are the Proposer of a Modification Proposal, DCC and Authority representatives will not count towards the minimum membership of a Working Group.

4. Working Group Meetings

Working Group meetings will adhere to the following general requirements:

- Working Group meetings shall be held as required for the Working Group to fulfil its obligations and objectives and to achieve the timetable agreed by the Panel for each relevant Modification Proposal;

- For any Working Group meeting that is convened, the secretary shall send notice to each Working Group member with details of the time, date and location of the Working Group meeting. Unless specified otherwise, meetings will be held at the Code Administrator's offices. Telephone conferencing facilities will be provided at all meetings and the details will be provided in the notice issued to members;
- Working Group meetings will be held in open session, except where it is impractical in the opinion of the chairman to hold said meeting in open session;
- Working Group meetings will be held on the basis of majority availability of Working Group members in the event that not every Working Group member is able to attend a proposed time and date for a Working Group meeting, subject to the quoracy arrangements of the Working Group;
- The chairman may hold Working Group meetings via telephone conference (or similar telecommunications) where all present Working Group members will be able to communicate effectively with one another. The outcomes and decisions at such a meeting will be considered equally valid as decisions made at meetings conducted in person;
- An agenda and any additional supporting material for a Working Group meeting will be distributed to the Working Group members as required by the Lead Analyst to allow Working Group members to consider these items prior to the Working Group meeting. Wherever possible, such materials should be provided at least five Working Days prior to the meeting; the secretary shall notify the Working Group where this is not possible; and
- The chairman may choose to conduct business via correspondence and not to hold a meeting where they consider the business to be discussed would be more practically resolved in this manner. Working Group members may object to such a decision and require a meeting to be convened to discuss the business.

Views and decisions by the Working Group will adhere to the following requirements:

- A vote may be performed at Working Group meetings among the Working Group members who are present. All Working Group members may vote other than representatives from DCC, the Authority and SECAS (except where they are the Proposer). These votes include:
    - Whether an Alternative Solution should be raised to progress an alternative solution to that proposed by the Proposer (and the Working Group may raise any number of such Alternative Solutions as long as each has received the required support); and
    - Any other matters the chairman believes should be voted on and which the Working Group has had the opportunity to discuss. Any such matters and the corresponding votes will be noted in the Modification Report.
- Any vote that takes place at a Working Group meeting will be decided by a simple majority of those present at the meeting (whether in person or by telephone conference or other telecommunication method), subject to quoracy arrangements of the Working Group. Unless otherwise stated by the Panel, there shall be no minimum quoracy for a vote to take place;
- Working Group members will provide their views and rationale on whether the Proposed Solution and each Alternative Solution would or would not overall better facilitate the SEC Objectives compared to the current baseline. Where there is one or more Alternative Solution, each member will specify which solution they prefer and the rationale for this; and

- All views (majority, minority and split) and decisions will be presented in the Modification Report produced by the Working Group. Where possible, the secretary will seek the views of members who were not present at the meeting for inclusion in this report.

5. Confidentiality and Disclosure

The Working Group shall operate in accordance with the SEC Panel Information Policy.

Prior to joining a Working Group, each member will be asked to undertake in writing to abide by the confidentiality and disclosure provisions in relation to each information sharing level as described in the policy.

Working Group members who breach the rules of the confidentiality and disclosure provisions under any information sharing level may have their Working Group membership revoked.