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Style Definition: Subtitle,SEC Paper Heading: Space Before: 6 pt, Outline numbered + Level: 1 + Numbering Style: 1, 2, 3, … + Start at: 1 + Alignment: Left + Aligned at: 0 cm + Indent at: 1.25 cm

Appendix A: Operations Group Terms of Reference v1.1

Change History

VERSION	STATUS	ISSUE DATE	AUTHOR	COMMENTS
~~0.1~~	~~Draft~~	~~14/06/2017~~	~~SECAS~~	~~Initial Draft release~~
~~0.2~~	~~Draft~~	~~23/06/2017~~	~~BEIS~~	~~Further detail added~~
~~0.3~~	~~Draft~~	~~28/06/2017~~	~~SECAS~~	~~Updated following discussion with BEIS / Panel Chair~~
~~0.4~~	~~Draft~~	~~07/07/2017~~	~~SECAS~~	~~Draft submitted to the Panel for review~~
~~0.5~~	~~Draft~~	~~04/08/2017~~	~~SECAS~~	~~Final draft for Panel approval~~
1.0	Approved	11/08/2017	SECAS	Final version following final Panel review
~~1.1~~	~~Draft~~	~~27/10/17~~	~~SECAS~~	~~Updated ToR for Review~~
1.1	Approved	16/11/2017	SECAS	Updated version following Panel review.
1.2	Draft	04/09/2018	SECAS	Updated ToR for review

Document Controls

REVIEWER	ROLE	DATE
SEC Panel	Document Approver	11/08/2017
SEC Panel	Document Approver	10/11/2017

1. Purpose

In accordance with SEC Section C2.4(d), the SEC Panel have established an Operations Group. The Group's purpose is to deal with operational matters relating to the operational services provided under the Smart Energy Code, including the DCC Services, and to enable close co-operation between the DCC and DCC Users.

In this context, an 'Operational Matter' is anything which relates to a service delivered across the End-to-End Smart Metering System. It encompasses preparations and planning for such services as well as actual service execution. All DCC Services are included within scope.

The Operations Group will focus on cross-industry matters, that are~~is~~ topics which affect, or have the potential to affect, multiple SEC Parties.

The Terms of Reference (ToR), membership and operation of the Operations Group may be reviewed by the Panel at any time, however at least annually, 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 Panel.

2. Operations Group Duties

The duties and powers of the Operations Group are set by the Panel and are provided below.

The overall scope of the work of the Operations Group will comprise the following aspects:

- Enabling and encouraging close collaboration and understanding between Users and the DCC on Operational Matters; and
- Providing informed feedback to the DCC on the performance of operational services, impacts on Users, and, as needed, amelioration of problems and rectification of defects.

The duties to address this overall scope are presented as two lists: those expected to be enduring tasks and those expected to be initial individual tasks.

Enduring Duties

- Act as a sounding board for the DCC in assessing future operational priorities for DCC Services, and to structure the group so that it can engage promptly on operational issues;
- Provide a forum for sharing good practice on Operational Matters;
- Provide a mechanism for Users to raise Operational Matters and keep a public log of matters raised and the outcome (note that this mechanism is not intended to replace DCC's processes for capturing and managing and resolving detailed operational issues);
- Review the response from the DCC to the proposed annual DCC Customer Satisfaction Survey and review any regular customer feedback information provided by the DCC;
- Receive, consider and respond to regular performance reports for DCC Services;
- Review DCC Problem Reports and advise DCC on priority with which Problems should be addressed;
- Review, consider and respond to DCC monthly Planned Maintenance Schedules;
- Provide the Panel with the Operations Group perspective on Release Management strategy and schedule;

- Review and advise the Panel on operational aspects of testing services including DCC test lab services, triage procedures and for testing services required for Modifications Proposals;
- Major Incidents (except Major Security Incidents):
    - Review, consider and respond to Major Incident (MI) summary reports (issued within 2 days of MI); and
    - Review, consider and respond to Major Incident Reports (issued within 20 days of MI);
- Business Continuity and Disaster Recovery (BCDR):
    - Review, consider and respond to the report of DCC BCDR tests (at least annually);
    - Where DCC has taken action to recover from a Disaster other than that set out in the BCDR Procedure (as allowed in Section H10.10), review, consider and respond to the required report;
- To periodically review the applicability of the Performance Measures to the Users' operations;
- Report to the Panel on a regular basis on activities undertaken, any issues for escalation and any recommended actions; and
- Work in conjunction with other Panel Sub-Committees when undertaking the duties outlined above [it is also noted that the terms of reference of the Operations Group may be adjusted to reflect changes within Smart Metering governance (for example, possible ending of transitional groups)].
- To provide a forum to review the overall costs, cost drivers, and benefits relating to proposed changes to DCC operations and services. In doing so, to provide a sounding board for the DCC to give Users as early an indication as possible of proposed changes, and for Users to provide initial views on the potential operational impacts and value of the possible changes.

Initial Tasks

- Engage with the DCC to support the development of a Statement of Operating Principles, setting out the principles the DCC will adopt in decision making, prioritisation and other aspects of providing operational services, including in exceptional circumstances; and
- Support the DCC in the development of a proposed annual Customer Satisfaction Survey and any continuous feedback mechanisms.

3.2.1 Out of Scope

The role of the Operations Group does not include the following:

- Functions outside of those listed above unless otherwise directed by the Panel;
- Activities that do not contribute to the achievement of the SEC Objectives; and
- Setting policies that fall under the remit of the Panel or another Sub-Committee.

~~4.~~3. Operations Group Membership

~~1.1~~3.1 Membership

The Panel shall invite applications from individuals to serve on the Operations Group in accordance with SEC Section C6.7. Following the nominations process, the Panel shall approve the members of the Operations Group, other than those nominated by the DCC.

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 SEC.

The members of the Operations Group will comprise senior individuals with broad and authoritative knowledge and expertise relevant to the User perspective of operational matters, including the operations of DCC Services.

Members may propose another natural person to act as their Alternate by completing the necessary paperwork and notifying SECAS. The Alternate, once approved, may attend the Operations Group and must act in the capacity as Alternate to discharge the member's duties. The Alternate must complete the declaration as described in SEC Section C6.9 prior to voting.

~~1.2~~3.2 Composition

The voting Operations Group Members shall be as follows:

- One person appointed by each of the Voting Groups within the Party Category representing the Large Suppliers Parties;
- Three persons appointed by the Party Category representing Small Supplier Parties;
- Three persons appointed by the Party Categories representing Electricity Network Parties and Gas Network Parties;
- Three persons appointed by the Party Category representing Other SEC Parties; and
- Two persons appointed by the DCC.

In addition to the Voting Members, representatives from the Technical Architecture and Business Architecture Sub Committee (TABASC), the Authority and the Secretary of State will also be invited to attend on a standing basis in a non-voting capacity.

The Chair may also invite *ad hoc* attendees to meetings to provide expertise and knowledge about particular topics. These attendees will not be voting members of the Operations Group.

~~1.3~~3.3 Term of Office

The 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.

~~1.4~~3.4 Member Confirmation

Before a person may serve on the Operations Group, that person shall provide written confirmation to SECCo that:

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

~~1.5~~3.5 Conflict of Interest

Given that members have a duty to act independently, conflicts of interest should not regularly arise. Members shall have a duty to identify whether a decision presents a conflict of interest. In such cases, the member shall absent themselves from the meeting for the purposes of that decision.

~~5.~~4. Proceedings of the Operations Group

~~1.6~~4.1 Meetings

The Operations Group shall hold monthly meetings or at a frequency that is required in order to meet its responsibilities outlined above.

~~1.7~~4.2 Quorum

There shall be no required quorum for the Operations Group.

~~1.8~~4.3 Meeting Notice and Papers

Each meeting that the Operations Group determines, or the Panel directs, should be held, 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 Operations Group Chair).

The 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.

In response to operational matters, it shall be allowable to add items to the agenda at short notice.

To achieve its purpose, the Operations Group shall be prepared to address operational matters at short notice, outside of the timetable of its regular meetings. This will include reaching decisions on urgent matters in short timescales. In such circumstances, the Chair shall seek to brief Group Members and obtain their views by any method (personal, phone or electronic).

Operations Group Members shall be prepared to promptly give their expert view on operational matters. The Chair shall not be required to wait for responses from all Members before proceeding.

~~1.9~~4.4 Operations Group Chair

The SEC Panel shall approve the appointment of the Operations Group Chair.

Selection of the Operations Group 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 Operations Group 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 Operations Group Chair.

The Operations Group Chair shall not be entitled to vote except where a tie amongst voting Operations Group Members has occurred. In such circumstance the Chair shall have a casting vote.

The Chair's role will be to chair meetings, facilitate discussions, and encourage consensus. The Chair will have the following duties:

- The Chair shall be responsible for convening meetings of the Operations Group;
- The Chair shall set the agenda for regular Operations Group meetings, including regular items, and, as necessary items raised at short notice;
- The Chair shall act as the link to the Panel, reporting formally on Operations Group work at Panel meetings, and, as necessary, communicating with the Panel Chair;
- The Chair shall work closely with the [Director of Operations] of the DCC, liaising as necessary on routine and urgent operational matters; and
- The Chair shall as necessary liaise with other stakeholders including, in particular, BEIS and Ofgem.

~~1.10~~4.5 Powers and Voting

In accordance with SEC Section C6.9, each Operations Group Member shall be entitled to attend, and to speak and vote at, every meeting of the Operations Group.

Each Operations Group Member must first provide written confirmation to agree to serve on the Operations Group, in accordance with the SEC, before exercising powers or voting.

The Chair may call a vote on an operational matter. Such votes are purely to assist the Chair in understanding the positions of Group members, they are not binding on the Chair, nor on the Operations Group as a whole.

The Operations Group shall have the authority and powers delegated to it from time to time by the Panel and as required to carry out its duties as set out in Section 2.

Taking account of the powers delegated by the Panel, the Chair will determine whether a matter shall be referred to the Panel.

The Chair shall be responsible for formulating the position of the Operations Group on any operational matter, having taken account of the views of the members. If Members are not unanimous, the Chair may choose to note the various positions.

For specific matters that have been delegated to the Operations Group by the Panel that require a determination, decisions will be decided by a simple majority of voting Operations Group Members. In the circumstance of a tie amongst voting Operations Group Members, the Chair shall have a casting vote.

~~6.~~5. Deliverables

The Operations Group will be expected to provide recommendations to the Panel regarding the duties listed in Section 2. The Operations Group will be expected to conduct business in accordance with good governance.

The Chair shall report monthly to the Panel on the work of the Operations Group. This report shall also be published to all SEC Parties. Minutes of the Operations Group meetings and proceedings shall be published to SEC Parties.

~~7.~~6. Secretariat

SECAS will provide the secretariat and code administration for the Operations Group. This includes but is not limited to:

- Prepare and maintain the Operations Group Member Pack (code of conduct and expenses policy);
- Timetable and organise the Operations Group meetings, including meeting rooms;
- Act as quality gatekeeper with the Chair for accepting papers;
- Circulate agendas and papers for consideration at Operations Group meetings, five Working Days in advance of that meeting date, or at a time specified by the Chair;
- Circulate minutes of the meeting five Working Days after the meeting for Operations Group approval;
- Administer the circulation list for Operations Group papers and Minutes;
- Manage the decisions, actions and issues log;
- Manage the Operations Group section of the SEC Website;
- Provide analysis and interpretation on any DCC reporting as required; and
- Support the operation of the Operations Group and the fulfilment of its duties.

~~8.~~7. Confidentiality and Disclosure

In accordance with the Panel Information Policy, 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	
RED	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. Agenda items marked as RED will be discussed in a closed, confidential session and discussions will only be included in the minutes which will also be classified as RED.
AMBER	Limited disclosure and restricted to Operations Group Members and those who have a need to know in order to take action. TABASC Members representing a Party Category may share the information with other organisations within that Party Category. Where information is deemed to be relevant to organisations who are not represented at the Operations Group, the Operations Group Chair may direct that the Code Administrator provide this information to a wider group of SMIP stakeholders. Agenda items marked as AMBER will be discussed in a closed, confidential session and discussions will only be included in the confidential minutes.

GREEN	Information can be shared with other SEC Parties and SMIP stakeholders[1] at large, but not published (including publication online). "Green" will be the default classification for any discussions unless otherwise notified. Agenda items marked as GREEN will be included in the non-confidential minutes.
WHITE	Information that is for public, unrestricted dissemination, publication, web-posting or broadcast. Any member may publish the information, subject to copyright. Agenda items marked as WHITE will be included in the non-confidential minutes.

As an Operations Group 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 B to these Terms of Reference.

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

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

[1] For example: device manufacturers, smart metering network security, information assurance or Critical National Infrastructure (CNI) community.

APPENDIX A

Confidentiality and Disclosure Agreement

I, the undersigned, have read and understood the Operations Group Terms of Reference. I understand that I am required to comply with the confidentiality and disclosure obligations in respect of each of the four information sharing levels (WHITE, GREEN, AMBER and RED), as set out in the Terms of Reference. I understand that I must declare any conflict of interest that I have in writing to the Operations Group Chair whether it exists now or during my continued membership of the group, as soon as I become aware that such a conflict exists. I understand that should I fail to abide by the information sharing levels confidentiality and disclosure obligations or conflict arrangements (as set out in the Operations Group Terms of Reference) I may be excluded from the Operations Group Sub-Committee. Having understood and accepted the above statements, I therefore agree to abide by the Terms of Reference in my engagement with this group.
Name:
SEC Party Category:
Primary/Alternative Participant:
Signature:
Date:
Terms of Reference Dated: