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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 and progression of Draft Proposals through the Development Stage of the process to a point where they are ready to be converted to Modification Proposals.

### 2. Membership

#### 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.

#### 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.

#### 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.

### 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.
- DCC may appoint a representative to sit on the Change Sub-Committee.
- The Proposer (or a nominated representative) for each Draft Proposal being discussed at the meeting may attend that meeting.
- Representatives from SECAS may attend meetings to advise on Draft 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. Where the Change Board 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 where it would be beneficial for two or more Modification Proposals to be progressed through the Modification Process in parallel and/or assessed by a single Working Group 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.

The Consumer Member will act in a manner consistent with the statutory functions of Citizens Advice and Citizens Advice Scotland. Each other Voting Member will act in an impartial manner while giving due regard to the likely impacts on the Party Category for which that Change Sub-Committee Member was appointed.

When assessing a Draft Proposal, each Voting Member shall:

- be guided (but not bound) by any representations given by 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 their abstention best represents the interests of their Party Category).

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

### **Convening meetings**

Regular meetings of the Change Sub-Committee shall be scheduled monthly.

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.

### **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 are present in person at the meeting or are contactable by telephone conference call.

### **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.

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.

### **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.

### **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 should be public and classified as White (unrestricted), except for confidential responses received to Requests for Information 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 or who do not act in accordance with the terms of the SEC may have their membership ended.