

DCUSA WORKING GROUP - TERMS OF REFERENCE – DCP 123

1 SCOPE

- 1.1 DCUSA Working Groups are established by the DCUSA Panel in accordance with Clause 7.24 of the DCUSA.
- 1.2 The DCP 113 Working Group has been established in order to carry out the Definition Procedure in respect of a Change Proposal pursuant to Clause 11.14.
- 1.3 The Working Group is responsible for assisting the DCUSA Panel in the evaluation of DCUSA Proposal DCP 123 - Revenue Matching Methodology Change, by undertaking the following activities:
- Consulting with the DCUSA Parties, and (where appropriate) with any interested third party, on the proposal;
 - Considering and clarifying the likely effects of the proposed variation to the Agreement, and indicating which Party Categories it considers will be affected by the proposed variation;
 - Evaluating, developing and refining the proposed variation to the Agreement to the extent that it better facilitates the DCUSA General and/or Charging Objectives;
 - Evaluating the likely impact of the proposed date for implementation of the variation, and where it considers appropriate, amending this date; and
 - Carrying out an impact assessment of the costs associated with the implementation of the CP.

2 DELIVERABLES

- 2.1 The Working Group shall prepare a final Change Report to the DCUSA Panel setting out:
- The Party Categories eligible to vote on the Change Proposal;
 - The proposed variation to the Agreement;
 - The likely effects of the Change Proposal if it was implemented;

- The proposed date for implementation.
- A summary of the views of the Working Group as to whether, if the proposed variation were made, the Agreement would better facilitate the achievement of the DCUSA Objectives than if that variation were not made;
- Any responses received to the consultation process conducted by the Working Group;
- Why the Working Group considers that the proposed variation better facilitates the achievement of the DCUSA Objectives than any alternative variation;
- An assessment of the costs associated with the implementation of the CP.

2.2 Any unresolved comments within the Working Group must be reflected in the final Change Report.

3 TIMETABLE

3.1 The Working Group shall use reasonable endeavours to complete the definition phase within 60 Working Days of the date of the first meeting. Any extension to this date will be subject to approval by the DCUSA Panel.

4 MEMBERSHIP

4.1 The Working Group shall comprise of at least five individuals who each have relevant experience and expertise in relation to the subject matter of the Change Proposal and whose backgrounds are broadly representative of the persons likely to be affected by the proposed variation to the Agreement.

5 CHAIRMANSHIP OF MEETINGS

5.1 The Working Group Chair will at all times be from a company that is Party and will be appointed by majority vote of attendees at the first DCUSA Working Group meeting.

5.2 The Chair's role will be to chair meetings, facilitate discussions and establish a proposed way forward. The Chair shall act in accordance with the DCUSA Working Group Chair Guidelines.

5.3 If the Chair is not present after the time for which a Working Group Meeting has been convened, the Working Group Members present may appoint one of their number to chair the meeting.

6 DECISION MAKING

6.1 Decisions will be by majority consensus of those Working Group members present at the meeting where the decision is taken.

7 DUTIES OF WORKING GROUP MEMBERS

7.1 Working Group Members shall act in accordance with Clause 7.33 of the DCUSA and in accordance with these Terms of Reference as determined by the Panel.

7.2 Working Group Members should become conversant with Section 1C of the DCUSA which sets out the DCUSA Change Control process.

7.3 Representatives should be prepared to:

- Engage and participate fully in the Working Group;
- Take actions to be completed outside of the Working Group meetings; and
- Report back on views and actions taken.

7.4 Working Group Members shall act impartially and shall not be representative of a Party, Group of Parties or Constituency.

8 SECRETARIAT

8.1 The Working Group will be supported by the Secretariat who shall be responsible for:

- Booking, convening and circulating notice of meetings;
- Circulating the agenda for each meeting of the DCUSA Working Group at least 5 Working Days in advance of the meeting;
- Circulating minutes of the meeting no later than 5 Working Days following the meeting;
- Publishing all non confidential meeting papers and minutes on the DCUSA website; and
- Providing a verbal report to the Panel from each meeting as appropriate, giving a summary of key issues and progress being made.

9 CONSULTATION WITH PARTIES

- 9.1 The Working Group may engage in further consultation with Parties and interested third parties before submitting its final Change Report to the Panel.
- 9.2 The Working Group should adopt appropriate mechanisms where possible to ensure that Parties and interested third parties have a full understanding of the issues and are able to provide an informed consultation response.

10 ANNUAL REVIEW PACK

- 10.1 Where a CP impacts the DCUSA Charging Methodologies, the Working Group is required to assess whether the Change Proposal has any impact on the Annual Review Pack (ARP) as set out in Clause 35.B2 of the DCUSA and the ARP Template published on the DCUSA website.
- 10.2 Where a consequential change is identified, the Working Group is required to incorporate any necessary changes in the legal text for this Change Proposal.

11 APPROVAL OF EXPENDITURE

- 11.1 The Working Group shall seek the views of the DCUSA Panel before taking on any significant amount of work.
- 11.2 Where the Working Group requires instruction, clarification or guidance from the DCUSA Panel, particularly in relation to its Scope of Work, the Working Group Chairman should contact the DCUSA Panel Secretary.
- 11.3 The Panel will be responsible for the management of the costs of Secretariat services, legal costs and ancillary charges such as teleconferencing charges.
- 11.4 The expenses of those serving on the DCUSA Working Group will be managed in accordance with Clause 8.

12 POLICY REGARDING PROFESSIONAL AND LEGAL ADVISORS

- 12.1 The Working Group is expected to take into consideration the Policy regarding Professional and Legal Advisors. The policy is available on the DCUSA website and provides a framework for obtaining advice from Professional Advisors in a controlled fashion.
- 12.2 This policy covers all groups operating under the auspices of DCUSA including DCUSA Panel, DCUSA Board and DCUSA Working Groups.