

Terms of Reference – Code Administrator Code of Practice Meeting

1. General terms and objectives

- 1.1 These are standard terms of reference as agreed by the members¹ and will apply to all Code Administrator Code of Practice (CACoP) meetings. They shall not refer to meetings convened by two or more members outside of those meetings for the purpose of discussing specific issues relevant to that meeting.
- 1.2 The members may change these terms of reference from time to time, subject to majority agreement of the members². Members shall act in accordance with these terms of reference.
- 1.3 The objective of the CACoP meetings is to achieve greater co-ordination across Codes for identifying and delivering strategic change that benefits consumers and competition.
- 1.4 This will be achieved by:
 - Developing and maintaining a horizon scanning document for any industry change that will affect two or more industry Codes;
 - Providing updates on forecast and existing Modifications of a strategic³ nature (in future, as included within Ofgem's Strategic Direction);
 - Providing updates on changes that may impact multiple Codes;
 - Identifying changes and initiatives where cross Code groups should be established and proposing these to relevant Code panels;
 - Identifying initiative to improve the transparency and user participation in the industry Code processes;
 - Annually reviewing and consulting on the CACoP. This will be conducted by the Secretariat; and
 - Assessing performance against CACoP principles. This shall include, but not be limited to, assessing third party feedback provided by parties outside of the membership or feedback gathered by a member on behalf of the membership.

2. Membership

¹ Shall mean those organisations listed in Section 2.6 of these Terms of Reference

² Which will incorporate any governance requirements to give assent to/make decisions

³ Strategic shall refer to anything that will impact more than one area of the industry and may bring about a change in which the industry operates. Strategy shall deal with high-level overarching objectives, e.g. 'introduce code amendments by Q3 2020'. The specifics of how the strategic objective is achieved are tactical and therefore not of a strategic nature.

2.1 Secretariat

- 2.2 The Secretariat function will comprise the provision of a meeting Chair and Secretary and the co-ordination of the Annual Review of the CACoP.
- 2.3 The provision of the Secretariat function shall be provided by the Code Administrator for a given Code for a period of no longer than twelve months (typically commencing in January of each year) and this provision will rotate at the end of that period, alphabetically by Code (being those Codes mentioned in Section 2.6).
- 2.4 The Chair and Secretary may appoint an alternate, from within their own organisation, to attend a meeting in their place.

2.5 Members and Decision Making

- 2.6 The meeting membership shall comprise of at least one representative from each Administrator of an industry Code. The administered Codes are:
- Balancing and Settlement Code (BSC)
 - Connection and Use of System Code (CUSC)
 - Distribution Code (DCode)
 - Distribution Connection Use of System Agreement (DCUSA)
 - Grid Code
 - Independent Gas Transporters Uniform Network Code (iGT UNC)
 - Master Registration Agreement (MRA)
 - Smart Energy Code (SEC)
 - Supply Point Administration Agreement (SPAA)
 - System Operator – Transmission Owner Code (STC)
 - Uniform Network Code (UNC)
- 2.7 The representative should have relevant experience relating to their area of work, the CACoP and change mechanisms. The representative shall have the authority to act on behalf of, and make decisions for⁴, the Code they represent. Where they are unable to make decisions on behalf of their Code, they should act as a conduit between the CACoP meeting and their organisations/relevant Panels. Additional persons from each Code Administrator may attend to offer subject matter expertise if appropriate.

⁴ Within the delegated decision-making authority as allowed by their specific Code Administration

- 2.8 Where possible, representatives should seek guidance from their respective Panel on where they should defer to higher authority within their own respective governance structure⁵ and where they may act on behalf of the Code Administrator without reference to higher authority.
- 2.9 At the discretion of the representative, attendance need not be in person. If not attending in person, then the representative should inform the Secretary ahead of the meeting and ensure they are able to follow the entire proceedings of the meeting.
- 2.10 The representative may appoint an alternative to attend a meeting in their place. The alternate shall meet the same requirements for membership (or as close as possible) as those laid down elsewhere within these Terms of Reference. The alternate should also have the same delegated authority as the member.
- 2.11 An individual may represent more than one Code. Where this is the case, if a vote is to be taken, then they shall have one vote per Code. The distribution of their voting shall be clarified by the Chair when voting occurs.
- 2.12 Decisions will be subject to the majority vote of members represented at the meeting.
- 2.13 An Ofgem representative will also attend the meetings to:
- Encourage participation in line with the CACoP; and
 - Where appropriate, provide a strategic steer in advance of setting its future Strategic Direction.
- 2.14 Impacted and interested third parties/users**
- 2.15 Third Parties⁶ who are impacted and/or interested by cross Code issues and governance may also attend meeting in an observational capacity. Attendance must be notified in advance to the Secretary. Third parties should be encouraged to participate in discussion but should not form part of the quorum.

3. Duties of members

- 3.1 In conducting its business, the group shall:
- Operate in a manner that is consistent with the CACoP principles;
 - Be guided by Ofgem's future Strategic Direction; and

⁵ Higher Authority may include, but not be limited to, the Panel or Executive (or similar) within that Code Administrator's reporting structure which has more decision-making authority than the member representing that Code Administrator at the CACoP meeting.

⁶ Third Parties shall mean those not named elsewhere in section two.

- Work with their relevant Code Panel(s) to implement cross Code initiatives and improvements to Code users.
- 3.2 Each representative agrees that they will be available to attend group meeting and to carry out work outside meetings as necessary, including but not limited to, confirming meeting availability, reviewing documents and completing actions by the deadline agreed by the group. If they are not able to meet these duties then they should inform the Secretary and/or Chair as appropriate.
- 3.3 Each member agrees that they, and the Code they represent, will cooperate with any decisions taken by the group so long as such decision is not contrary to the governance of the Code they represent. Where a member, or the Code they represent, is unable to comply, they shall provide an explanation to the Chair.
- 3.4 Members shall inform the Secretary if they do not wish to continue as a member of the group.

4. Meetings

4.1 General

- 4.2 Meetings will be held at least every other month, unless cancelled or delayed by agreement of the members.
- 4.3 Any meeting of the group shall be convened by the Secretary by notice to each member setting out the date, time and place of the meeting. These details shall be circulated to all members via email. Meeting will be held at a time and place agreed by the Chair following consultation with the members.
- 4.4 Meetings will be held in open session, except where there is material which is confidential⁷, in which case that part of the meeting will be held in closed session. Only the public part of the meeting may be attended by observers, who will not be permitted to remain for the closed part of the meeting.
- 4.5 Where the Chair considers it appropriate, a meeting of the group may be held by telephone conference call (or other similar means). Any decisions taken at such meeting shall be considered equally as valid as decisions made at meetings conducted in person.
- 4.6 An agenda and any supporting material for the meeting will be issued to group members five working days in advance of the meeting. Where practicable, the agenda order should be such to allow members to only attend part of a meeting if appropriate. The Chair will have final decision on the meeting agenda.

⁷ Confidentiality shall be determined by the member concerned.

- 4.7 The proceedings of a meeting of the group shall not be invalidated by the accidental omission to send notice of the meeting or any of the accompanying agenda or supporting material to, or any failure to receive the same by, any person entitled to receive such notice or items.
- 4.8 Meeting minutes will be issued for member comment by the Secretary within five working days of the meeting taking place. Comments are to be returned to the Secretary within five working days of issue. Final minutes will be agreed at the next meeting and published within five working days.
- 4.9 Any material relating to the meeting shall be made public by any any Code Administrator unless specifically marked as Confidential, in which case the material will be provided to Ofgem. The volume of material not published due to confidentiality (along with the name of the Code Administrator(s) apply confidentiality) shall be published annually.

4.10 Quorum

- 4.11 A meeting of the group is quorate if at least five of the membership are in attendance.