

DSC Contract Committee Standard Terms of Reference

Introduction

This is the standard Terms of Reference that will apply to the DSC Contract Management Committee Meeting.

Should there be any conflict between these Terms of Reference and the terms of the DSC (including any of the CDSP Service Documents) the terms of the DSC shall prevail.

Purpose of the Meeting

The DSC Contract Management Committee (the "Committee") is established in accordance with the UNC General Terms Section D ("GTD") paragraph 4 and shall perform the functions and duties provided in GTD as well as those set out in the DSC and CDSP Service Documents in connection with the management of the DSC and review or approval of the activities of the CDSP.

The role of the Committee is to represent Customers in the management of the DSC Contract and the performance of the CDSP in relation to the contract.

Amendment of the DSC Terms and Conditions is not within the scope of this Committee, though pre-mod discussions are welcomed in advance of any formal UNC modification required.

Amendment of any of the CDSP Service Documents shall be in accordance with the DSC Terms and Conditions and the CDSP Service Document Change Management Procedures.

The functions of the Committee are set out in the CDSP Service Document Contract Management Arrangements that can be found on the Joint Office website:

<https://www.gasgovernance.co.uk/DSC-Documents>

Standard Composition of the Committee

The Committee membership nominations and selection process has been established in UNC General Terms Section D Annex D2 which is published on the Joint Office website at this location. <https://www.gasgovernance.co.uk/general>

Membership appointments will be annually from 01 October to 30 September the following year.

Roles and Responsibilities of the Committee Representatives

These are based on the functions of the Committee as set out in paragraph 4 of the CDSP Service Document Contract Management Arrangements and which, for the purpose of clarity, are included in these Terms of Reference. Any changes made to the roles and

functions of the committee as set out in the Contract Management Arrangements will be reflected here.

Once appointment to Committee is confirmed, each Committee representative will be expected to:

1. Read the meeting papers that are circulated or published on the Joint Office website ahead of the meeting.
2. Advise Joint Office if they are unable to attend CoMC.
3. Have a clear understanding of the organisations that they represent to be able to make effective decisions during the meeting in accordance with the high-level functions described below (functions of the Committee are set out in full in the CDSP Service Document Contract Management Arrangements):
 - a) make decisions, as required, regarding Statement of Planning Principles and CDSP Budget;
 - (b) review and approve (or not as the case may be) proposals of the CDSP in connection with Third Party Services under the Third Party and Additional Services Policy;
 - (c) discuss any review in connection with the Business Continuity Plan and provide its view as necessary;
 - (d) discuss any review in connection with the Information Security Arrangements and provide its view as necessary;
 - (e) review the Monthly Contract Management Report provided by the CDSP;
 - (f) agree the scope of the Contract Assurance Audit; review the summary of any audit report and provide guidance to the CDSP in connection with audit recommendations;
 - (g) consider of and make decisions on any remedial action plan;
 - (h) authorise (or not as the case may be) the disclosure by the CDSP of information to organisations, persons or bodies that are neither a DSC Customer; a Third-Party Customer; or an organisation that is included on the Data Permissions Matrix; and
 - (i) if requested by the CDSP, provide guidance and authorisation on any matter relating to the operation or performance of the CDSP's obligations under the DSC
4. With regards to the CDSP's Contract Management Representatives, the Committee is entitled to assume that they are authorised to take any decision (on matters within the scope of Contract Management Arrangements) on behalf of the CDSP unless advance notice is given to the contrary.

Standard Meeting Arrangements

Meetings will be administered by the Joint Office of Gas Transporters and conducted in accordance with the Code Administration Code of Practice (<http://www.gasgovernance.co.uk/cacop>)

Standard Agenda Items

1. Introduction
2. Approvals
3. Key updates
4. Monthly Contract Management Reporting
5. Information Security Update (Quarterly update)
6. Business Continuity Plan (Quarterly update)
7. Contract Assurance Audit (Quarterly update)
8. Financial Information (Quarterly update)
9. Key Committee Updates
10. Any Other Business
11. Diary Planning

The above is a guide to the standard agenda running order, however the running order and additional items can be included subject to Committee agreement.

Agenda items will be categorised as follows:

‘Approval’ – this item is presented for approval by Committee. Material will be circulated at the earliest opportunity with a view to any comments/concerns being shared with the CDSP prior to the meeting date at which approval will be sought.

‘Discussion’ – this item is presented for discussion and to seek views from the Committee.

‘Guidance’ - this item is presented to seek guidance on the direction that the CDSP should take and may be followed up by an approval at a subsequent meeting.

‘Information’ – this item will be for information only and covers the reporting items that the CDSP is obliged to report each month.

Items that are categorised as ‘Approval’ or ‘Discussion’ will generally appear earlier on in the meeting.

Papers for any agenda items that are ‘Non-confidential’ will be published on the Joint Office website a minimum of 5 business days prior to the relevant meeting date.

It is acknowledged that certain updates (ie those relating to Change Management Committee (ChMC) and Performance Assurance Committee (PAC)) will not be available 5 business days ahead of the meeting due to the scheduling of other industry meetings, these papers will be published at the earliest opportunity. An email will be sent to Committee confirming publication.

There may be occasions where the information published for an agenda item becomes ‘out of date’ by the time the meeting takes place. In these circumstances it is agreed that the material will be updated to reflect the latest position. Material that is updated following publication will be marked with the date that the update was made. An agenda item marked with a * will denote that the associated paper will be late.

Papers for any agenda items that are ‘Confidential’ will be shared with Committee Members and their nominated alternates and presented at the meeting but won’t be published on the Joint Office website. Detail of agenda items that are marked Confidential will not be included in the minutes of the meeting.

Agenda items that are categorised as 'Information' do not have to be discussed or presented at a Committee meeting unless any meeting attendees request otherwise. If an item is categorised as 'Information' and an attendee would like to discuss this matter, please notify the CDSP DSC Contract Manager and arrangements will be made for the relevant process owner to be present at the meeting. Please note this does not apply to the Monthly Contract Management Report – this item will always be discussed/presented during the meeting.

Standard Output and Communications

Minutes of the meetings will be published on the Joint Office website against the relevant meeting date at this location <https://www.gasgovernance.co.uk/DSC-Contract>

Useful reference documents:

Guidelines for the publication of Contract Management Committee Material

DSC Operating Guidelines

The above documents can be found here <https://www.gasgovernance.co.uk/DSC-Documents>