UNC Governance Workgroup Minutes

Monday 17 April 2023

via Microsoft Teams

Attendees		
Kate Elleman (Chair)	(KE)	Joint Office
Helen Bennett (Secretary)	(HB)	Joint Office
Andy Clasper	(AC)	Cadent
Clare Manning	(CM)	E.ON
Ellie Rogers	(ER)	CDSP
Guv Dosanjh	(GD)	Cadent
Kathryn Adeseye	(KA)	CDSP
Oorlagh Chapman	(OC)	Centrica
Phil Lucas	(PL)	National Gas Transmission
Rebecca Hailes	(RH)	Joint Office
Sally Hardman	(SH)	SGN
Steve Mulinganie	(SM)	SEFE Energy Ltd

This Workgroup meeting will be considered quorate provided at least two Transporter and two Shipper User representatives are present.

Please note these minutes do not replicate/include detailed content provided within the presentation slides, therefore it is recommended that the published presentation material is reviewed in conjunction with these minutes. Copies of all papers are available at: www.gasgovernance.co.uk/Gov/170423

1.0 Introduction and Status Review

Kate Elleman (KE) welcomed all parties to the meeting and confirmed the meeting to be quorate.

1.1. Approval of minutes (20 March 2022)

KE noted changes for the 0839 minutes and the minutes for Governance Workgroup; 0839 Workgroup and 0841 Workgroup were approved.

All sets of mins accepted.

1.2. Approval of Late Papers

None to approve.

1.3. Review of outstanding Actions & Issues Log

No actions were outstanding.

1.4. Modification(s) with Ofgem

KE referred Workgroup to the Ofgem Expected publication dates timetable at: https://www.ofgem.gov.uk/publications/code-modification-modification-proposals-ofgem-decision-expected-publication-dates-timetable) dated 17 March 2023.

When Workgroup asked if a minded to decision could be sought for the Urgent Modification 0840 - Equalisation of prepayment and non-prepayment AUG factors, Rebecca Hailes (RH) advised that Ofgem are aware, in detail, of the AUG cycle.

The Proposer of Modification 0841, Oorlagh Chapman (OC) advised she has urged Ofgem for a decision and they have said they will provide it in due course.

1.5. Pre-Modification Discussions

None discussed.

2.0 Workgroups

2.1. Modification 0839 - Revision of the Modification Panel Membership Cessation Provisions

(Report to Panel 15 June 2023) https://www.gasgovernance.co.uk/0839

2.2. Modification 0841 – Introduction of cost efficiency and transparency requirements for the CDSP Budget, and revisions to DSC change processes

(Report to Panel 15 June 2023) https://www.gasgovernance.co.uk/0841

3.0 New Issues

No new issues were raised.

4.0 Any Other Business

None raised.

5.0 Diary Planning

Time / Date	Time / Date Paper Publication Deadline		Workgroup Programme
10:00 Monday	5pm Thursday	Microsoft	Standard Agenda
22 May 2023	12 May 2023	Teams	

Further details of planned meetings are available at: https://www.gasgovernance.co.uk/events-calendar/month

	Action Table (as at 17 April 2023)					
Action Ref	Meeting Date	Minute Ref	Action	Owner	Status Update	
	No actions outstanding					

UNC Workgroup 0839 Minutes

Revision of the Modification Panel Membership Cessation Provisions Monday 17 April 2023

via Microsoft Teams

Attendees

Kate Elleman (Chair)	(KE)	Joint Office
Helen Bennett (Secretary)	(HB)	Joint Office
Andy Clasper	(AC)	Cadent
Clare Manning	(CM)	E.ON
Ellie Rogers	(ER)	CDSP
Guv Dosanjh	(GD)	Cadent
Kathryn Adeseye	(KA)	CDSP
Oorlagh Chapman	(OC)	Centrica
Phil Lucas	(PL)	National Gas Transmission
Rebecca Hailes	(RH)	Joint Office
Sally Hardman	(SH)	SGN
Steve Mulinganie	(SM)	SEFE Energy Ltd

The Workgroup Report is due to be presented at the UNC Modification Panel by 15 June 2023.

This Workgroup meeting will be considered quorate provided at least two Transporter and two Shipper User representatives are present.

Please note these minutes do not replicate/include detailed content provided within the presentation slides, therefore it is recommended that the published presentation material is reviewed in conjunction with these minutes. Copies of all papers are available at: www.gasgovernance.co.uk/0839/170423.

1.0 Introduction and Status Review

Kate Elleman (KE) welcomed everyone to the meeting.

1.1. Approval of minutes (20 March 2022)

KE noted the proposed changes to the minutes from the previous meeting which were considered approved.

1.2. Approval of Late Papers

None to approve.

1.3. Review of Outstanding Actions

No actions were outstanding.

2.0 Amended Modification

The Modification has not been amended and is currently v2.0 dated 21 March 2023.

3.0 Development of Workgroup Report

In undertaking a detailed onscreen review of the draft Workgroup Report (v0.1, dated 05 April 2023), KE completed amendments in-line with the feedback provided by those Workgroup participants in attendance.

A high-level summary of the most notable updates to the document undertaken being:

Governance

KE clarified that there was no majority determination at UNC Modification Panel that Self Governance procedures should apply, the consensus was that it should be Authority Direction.

PL advised he does not expect to revise the Modification in terms of Governance, it will remain as Authority Direction unless the Panel vote otherwise.

KE also clarified there is no requirement for a Rough Order of Magnitude and there are no Performance Assurance considerations to be made.

Issues and Questions from Panel

The Issues and Questions from the Panel have been addressed in the Workgroup Report based on discussions held at the last Workgroup meeting.

KE sought confirmation from Workgroup that they are happy with the wording for this section, and Workgroup confirmed they had nothing further to add.

Workgroup Impact Assessment

In reviewing the Workgroup Impact Assessment, Steve Mulinganie (SM) challenged the linkage of a person's competency with employment. Rebecca Hailes (RH) said that for Nominations of Users to a Committee, the nominator nominates a person who they think is suitable for the role.

PL shared the interpretation used in General Terms Section 2 INTERPRETATION

2.9 Miscellaneous

2.9.5 A reference in the context of any provision of the Code to a "**representative**" of any person is a reference to any director, officer or employee of that person or any agent, consultant or contractor appointed or engaged by that person for purposes connected with the subject matter of the relevant provision of the Code.

Reviewing the wording, SM noted it implies there is a distinct link with the appointor being the constituency.

When SM asked if the Appointor is the constituency or the person that nominated the User, section 3.2.1 h) was referred to:

- 3.2 Members
- 3.2.1 The Modification Panel shall be composed of:
- (a) the Panel Chairperson, being (without prejudice to paragraph 5.8.2) a non-voting Member;
- (b) up to five (5) other Transporters' Representatives, being Voting Members;
- (c) if appointed, up to six (6) Users' Representatives, being Voting Members;
- (d) if appointed, the Ofgem Representative, being a non-voting Member;
- (e) if appointed, the Terminal Operators' Representative, being a nonvoting Member;
- (f) if appointed, up to two (2) Consumers' Representative(s), being Voting Members;
- (g) if appointed, the Independent Suppliers' Representative, being a nonvoting Member; and
- (h) if appointed, the Independent Gas Transporters' Representative, being a Voting Member (the persons appointing the Members under paragraphs (b), (c), (f) and (h) being the "Panel Constituency" in respect of such Members).
- 3.2.2 It is expected that each Voting Member shall, as appropriate, represent and inform the Modification Panel of the views of that Member's appointor (or appointors) in relation to Modification Proposals and Requests.

Some Workgroup participants agreed that this Modification supports bringing consistency across Industry Codes and is therefore a strong argument for change.

Relevant Objectives

Positive f)

SM disagreed with the Proposer's view stating that the changes introduced as part of Modification 0656 – Changes to Modification Panel arrangements, addresses this and believes that this Modification restricts the ability to access industry expertise and he thinks the Modification is negative for f).

It was noted that Modification 0656 was a pragmatic approach to the circumstances being addressed in this Modification.

CM said this covers the scenario where, as a result of a change in employment, your ability to represent is changed.

It was mentioned that because there is a split view on the Relevant Objectives Workgroup could recommend a question be asked for the consultation.

SM asked if there is any retrospective impact if somebody ceases to be employed but continues to discharge the role. PL advised this is covered in the Legal Text but is not retrospective.

It was also noted that this scenario is similar to the Conflict of Interest that is noted in the Modification Rules which is not retrospective either.

When PL asked if there is an implicit onus on the secretary, RH said she will confirm.

Legal Text Review

PL provided a detailed walkthrough of the Legal Text changes which were shown in mark-up.

Workgroup debated what checks would be made if a notification is received from a third party that a member is no longer employed.

SM advised that this scenario is not affording the same protection as the Conflict of Interest clause 4.4.6. The role of the Chair is different in the approach for this scenario.

4.4.6 Where a Member has bona fide grounds for believing a Voting Member or its alternate holds (or will hold) a Conflicting Appointment the Member may notify the Panel Chairperson, and the Panel Chairperson may investigate the matter; and where the Panel Chairperson determines (that in its reasonable opinion) the Voting Member or alternate holds (or will hold) a Conflicting Appointment the Secretary shall notify the Voting Member or the alternate, the other Members and such other relevant persons as the Secretary determines) and the Voting Member or the alternate shall cease to be a Member or an alternate with immediate effect.

PL noted that Conflict of Interest is more of a subjective view, whereas you are either employed or not.

RH clarified that under clause *d*) the Secretary is informed a Member (other than the Panel Chairperson) has ceased (or will cease) to be employed or engaged by the entity which employed or engaged the Member at the time of the Member's nomination for appointment or re-appointment, she would check with the nominating person that the information received is correct, if it was found to be unfounded, she would inform the Panel Chair.

SM highlighted that under clause 4.4.1 d) the secretary has no power to check information received, it is silent.

RH suggested there could be an equivalent paragraph for the scenario of this Modification where the Panel Chair may investigate the matter.

New Action 0401: Proposer (PL) will revisit the wording in 4.4.1 d) and add in 'seeking verification'.

Workgroup agreed the Legal Text satisfies the intent of the solution.

4.0 Next Steps

Completion of the Workgroup Report.

• Final review of the Legal Text

5.0 Any Other Business

None.

6.0 Diary Planning

 $\textit{Further details of planned meetings are available at:} \underline{\textit{www.gasgovernance.co.uk/events-calendar/month}}$

Workgroup meetings will take place as follows:

Time / Date	Paper Publication Deadline	Venue	Workgroup Programme	
10:00 Monday	5pm Friday	Microsoft Teams	 Detail planned agenda items. Completion of the Workgroup	
22 May 2023	12 May 2023		Report. Final review of the Legal Text	

Action Table (as at 17 April 2023)							
Action Ref Minute Ref Action Reporting Ow					Owner	Status Update	
0401	17/04/23	3.0	Proposer (PL) will revisit the wording in 4.4.1 d) and add in 'seeking verification'.	May 2023	Proposer (PL)	Pending	

UNC Workgroup 0841 Minutes

Introduction of cost efficiency and transparency requirements for the CDSP Budget, and revisions to DSC change processes

Monday 17 April 2023

via Microsoft Teams

Attendees		
Kate Elleman (Chair)	(KE)	Joint Office
Helen Bennett (Secretary)	(HB)	Joint Office
Andy Clasper	(AC)	Cadent
Clare Manning	(CM)	E.ON
Ellie Rogers	(ER)	CDSP
Gregory Edwards	(GE)	Centrica
Guv Dosanjh	(GD)	Cadent
Helen Chandler	(HCh)	Northern Gas Networks
James Rigby	(JRi)	CDSP
Jenny Rawlinson	(JR)	BU-UK
Kathryn Adeseye	(KA)	CDSP
Kirsty Ingham	(KI)	Centrica
Milly Nyeko	(MN)	Centrica
Oorlagh Chapman	(OC)	Centrica
Phil Lucas	(PL)	National Gas Transmission
Rebecca Hailes	(RH)	Joint Office
Sally Hardman	(SH)	SGN
Steve Mulinganie	(SM)	SEFE Energy Ltd

The Workgroup Report is due to be presented at the UNC Modification Panel by 15 June 2023.

This Workgroup meeting will be considered quorate provided at least two Transporter and two Shipper User representatives are present.

Please note these minutes do not replicate/include detailed content provided within the presentation slides, therefore it is recommended that the published presentation material is reviewed in conjunction with these minutes. Copies of all papers are available at: http://www.gasgovernance.co.uk/0841/170423

1.0 Introduction and Status Review

Kate Elleman (KE) welcomed everyone to the meeting.

1.1. Approval of minutes (20 March 2022)

KE noted the proposed changes to the minutes from the previous meeting which were considered approved.

1.2. Approval of Late Papers

None to approve.

1.3. Review of outstanding Actions

Action 0301: Centrica (GE/OC) to provide an overview, in the Solution, of the list of documents that the Modification is changing.

Update: The Modification has been updated. Closed

Action 0302: Changes to 3.1.4 The CDSP Service Documents – CDSP (JMc/JRi) to provide an explanation of why the proposed changes quoted in paragraph c would be more appropriately moved to paragraph b.

Update: James Rigby (JRi) provided the following update:

The service description changes go to the DSC Change Management Committee for information only and go to DSC Contract Management Committee for approval, therefore, the rationale is that this should be in clause b and not c. Service Description changes are just for information only, they sit in the Contract Comm for approval.

Workgroup agreed that the items in *UNC – General Terms Section D – CDSP and UK Link,* 3 *Data Services Contract, 3.1.4* The CDSP Service Documents, clause c) CDSP Service Description and Third Party and Additional Services should move to clause b) to align with the current process. **Closed**

Action 0303: CDSP (JRi) will check and forward the appropriate documentation for the Cost Allocation Methodology and Cost Allocation Model.

Update: JRi provided the following update:

JRi confirmed he has shared the Cost Allocation Methodology and Description and clarified that the Model is a database that carries out the actual allocation that is described in the Methodology. Centrica would like to see the actual model, but due to commercially sensitive information, it can only be shared without any data in it. The Xoserve Finance Team will share this by 16 May 2023 in time for the next meeting.

Gregory Edwards (GE) noted that the Cost Allocation Methodology and Description document that has been shared only describes the methodology as a summary and requested that the full methodology is shared. JRi advised he will find out if that document is available.

JRi clarified that if this Modification is implemented, the DSC Contract Management Committee will suggest if the Model needs to be changed and if so, to what degree.

GE confirmed that the only change to the Model will be to insert a cover page with some suggested wording to explain what the Model is used for, beyond that, any changes to the Model will not impact this Modification, any changes that are required to the Model will require a DSC Change Proposal to be raised.

Steve Mulinganie (SM) asked why the Model cannot be seen with the data in it because the Model contains financing data of a company that is funded by the industry. SM also noted it would be very helpful to have a demonstration of the Model in real time to aid understanding of how it works.

New Action 0401: JRi to see if the model can be shared with the Workgroup within the concept of a Non-Disclosure Agreement (NDA).

GE confirmed it is impossible to understand how costs are allocated by using the Cost Allocation Methodology and Description document.

JRi will liaise with the Finance Team and possibly bring them to the next meeting.

JRi provided the Cost Allocation Methodology and Description document which is published here: www.gasgovernance.co.uk/0841/170423.

2.0 Amended Modification

Kirsty Ingham (KI) introduced the changes to the Modification, v2.0 dated 11 April 2023 and advised:

- Clarification that the proposed changes to the UNC will lead to changes to the DSC suite
 of documents.
- All of the documents that are impacted by this change are now listed in the Modification including *Modification 0813 Revision of Virtual Last Resort User and Contingent*

Procurement of Supplier Demand Event Triggers and Modification 0666 (Urgent) - Establishment of a CSS Bid Group for CDSP central switching system bid activities.

 Solution: making it clear that it will be necessary to include terms to the DSC to render the UNC changes and cross-reference between the two documents.

For a detailed view of the amendments, please refer to the amended Modification published here: https://www.gasgovernance.co.uk/0841.

Legal Text Review:

Following on from the meeting held in March 2023, GE continued his detailed review of Legal Text which sees changes to the following documents:

UNC - General Terms Section D - CDSP and UK Link

1.2.2 (ii) notes a suggested housekeeping change. RH raised a concern that the way this housekeeping change is mentioned could result in confusion by the legal text provider.

Andy Clasper (AC) advised he is comfortable with the approach noting there is little other choice as to how this could be picked up.

- **3.1.4** making it clear the UK Link manual is in scope.
- 3.6 Third-party has moved from 3.5. to 3.6.

Third-Party and Additional Services Policy

1.3 outlines the change from Change Management Procedures to Contract Management Arrangements.

Change Management Procedures

- **1.4.1** in terms of the current rules, all Modifications to the CDSP Service Documents are changed according to the procedures set out in the Change Management Procedures.
- **4.15** relates to the instances where a change needs to be made to multiple documents.

Contract Management Arrangements

1.5.1 sets out the documents that can be changed. It was noted that this list includes the Cost Allocation Methodology and the Cost Allocation Model. When Workgroup highlighted that the Cost Allocation Methodology is a summary document and not an actual methodology, GE clarified that the current rules in the Budget and Charging Methodology state that these documents should exist and in terms of the progression of the Modification, it would be used as a baseline.

GE also confirmed he is aiming to do the same to the methodology as to the model and provide a cover page which will state what it is supposed to do and how it can be changed.

OC provided the following clause from the Budget and Charging Methodology:

3.2 Cost Allocation Model

- 3.2.1 The CDSP will establish and keep under review and may from time to time revise:
- (a) a methodology (**Cost Allocation Methodology**) which allocates (by attributing or otherwise allocating) Costs or a resulting Charge Base to activities of the CDSP; and
- (b) in relation to General Services and Specific Services, a model (Cost Allocation Model) which provides for the allocation (on the basis of the Cost Allocation Methodology) of Service Costs:
- (i) in relation to General Services, to different Service Areas; and
- (ii) in relation to Specific Services, to different Service Lines; on the basis of the input costs used to establish the CDSP Budget.

3.2.2 The CDSP shall make available to the Committee and each Customer details of the **Cost Allocation Methodology** and the **Cost Allocation Model** and each revision thereof.

- **3.1** housekeeping change
- **3.5.3** shows that the Cost Allocation Methodology and the Model are linked to the Budget and Charging Methodology.
- **4.1.3** sees a movement from the Change Management Procedures to the Contract Management Arrangements.
- **4.7.5** GE agreed to check the wording of this clause.

7 Amendment of CDSP Service Documents is a whole new section and replicates the existing change process.

OC advised she will amend the Modification to include the instruction to allow the housekeeping changes highlighted throughout the documentation.

Budget and Charging Methodology

JRi raised some questions that CDSP require clarification on:

New Section 11 – Information that must be included in the CDSP Budget

- **11.3.1** GE advised, based on feedback received that what was being asked for was too stringent or impossible, the wording of this clause has been amended accordingly.
- 11.3.2 same as above.
- **11.3.3** provides CDSP with an exclusion by exception. JRi asked what information would apply in this section. GE clarified it is recognised there may be information that is sensitive that may not be able to be provided.
- **11.3.4** CDSP have to explain why something has been excluded, because of 11.3.3. Reference to clause 11.3.3 should be inserted here.

JRi noted he is trying to consider how each of the individual clauses can be satisfied as some of the projects may not even be scoped. It was clarified that this is for CDSP to use.

SM noted this may need a 'for the avoidance of doubt statement' that says the Committee get to see everything without redaction.

When GE noted that there are very few rules in terms of developing the Business Plan, JRi disagreed and said there is a process that is followed in terms of pulling the information together.

JRi confirmed that a Rough Order of Magnitude is currently being worked on which will include a gap analysis.

11.6.3 JRi asked for clause c), who determines what 'stretching' is, would that be the DSC Contract Committee to determine?

Helen Chandler (HCh) noted that clauses a), b) and c) are guite subjective.

GE advised, in principle, this is attempting to get CDSP to explain to us what it plans to do with the money it receives. What are we paying for, what are you going to do and why?

The Workgroup debated how best to word the clause and agreed to change the wording to 'continuous improvement' as this is less subjective.

11.7 Investment proposals

When JRi asked how CDSP would comply with everything for this section for all of the projects, it was confirmed that this refers to new Investments only.

GE suggested noting that **11.8.2** lists what Xoserve currently does.

JRi explained there are two types of projects, multiyear detailed projects, then there are budgets for projects that have not yet been scoped. The ones that are not yet scoped out, would not be compliant with 11.7.2.

GE advised, within the changes that are being proposed, where CDSP cannot comply, it should explain why it cannot.

JRi clarified CDSP is producing a ROM to support this Modification which will include the impact on costs, timeframes, and a GAP analysis of the requirements of what would need to be provided for BP24.

HCh noted, as long as everybody agrees on the understanding, everything needs to be documented rather than expressed verbally.

SH agreed with HCh and commented that clause 4.7.3 it says, 'it will take' and suggested this could be changed to 'it can take'.

New Action 0402: Budget and Charging Methodology 4.7.3: Proposer and Legal Text provider to agree on specific wording for clause 4.7.3 b) which requires to be re-worded to say, 'sometimes non-compliance will be....'

SM commented that CDSP should use all reasonable endeavours to be compliant with 4.7.3 b) in that they have to comply and if they have taken all reasonable steps should be able to demonstrate why something cannot be done.

GE agreed to consider this approach to the wording.

OC noted that the intention is to get to a point where Centrica does not feel the need to have to appeal the CDSP Budget, this Modification is making it clear what the expectations are to avoid an appeal.

GE highlighted; it is key to understand that Centrica is not asking CDSP to do things differently, just to fully document what they already do.

SM noted that documenting what CDSP are currently doing should not be a big piece of work and he does not understand what the concern is.

KE clarified, as the next Workgroup meeting is on 22 May and is after the May 2023 UNC Modification Panel meeting, without any Legal Text or ROM to date, a 1-month extension request will be made at UNC Modification Panel on Thursday 20 April 2023.

This concluded the Workgroup discussions.

3.0 Development of Workgroup Report

Development of the Workgroup Report will commence at the next meeting to be held on 22 May 2023, however, a draft Workgroup Report for consideration has been published which can be found here: www.gasgovernance.co.uk/0841/170423.

4.0 Next Steps

KE confirmed the next steps as being:

- Proposer to provide an amended Modification to include the house-keeping Legal Text changes
- Gregory Edwards to make the agreed changes in the suite of documents as agreed
- Legal Text Provider (Cadent) to provide a view of the Legal Text
- CDSP to provide the full Cost Allocation Methodology and Model
- CDSP to provide the Rough Order of Magnitude
- CDSP to provide the results from the Gap Analysis (ROM)

 Joint Office to request a 1-month extension at the UNC Modification Panel meeting on Thursday 20 April 2023.

5.0 Any Other Business

None.

6.0 Diary Planning

Further details of planned meetings are available at: www.gasgovernance.co.uk/events-calendar/month Workgroup meetings will take place as follows:

Time / Date	Paper Publication Deadline	Venue	Workgroup Programme
10:00 Monday 22 May 2023	5 pm Friday 12 May 2023	Microsoft Teams	 Detail planned agenda items. Amended Modification. Review of the Rough Order of Magnitude. Review the agreed changes in the suite of documents as agreed. Review the Legal Text. Development of the Workgroup Report.

Action Table (as of 17 April 2023)						
Action Ref	Action			Reporting Month	Owner	Status Update
0301	20/03/23	1.0	Centrica (GE/OC) to provide an overview, in the Solution, of the list of documents that the Modification is changing	April 2023	Centrica (GE/OC)	Closed
0302	20/03/23	1.0	Changes to 3.1.4 The CDSP Service Documents — CDSP (JMc/JRi) to provide an explanation why the proposed changes quoted in paragraph c would be more appropriately moved to paragraph b.		CDSP (JMc/JRi)	Closed

	Action Table (as of 17 April 2023)							
Action Ref	Meeting Date	Minute Ref	Action	Reporting Month	Owner	Status Update		
0303	20/03/23	1.0	CDSP (JRi) will check and forward the appropriate documentation for the Cost Allocation Methodology and Cost Allocation Model.	April 2023 May 2023	CDSP (JRi)	Carried Forward		
0401	17/04/23	1.3	Linked to outstanding Action 0303: CDSP (JRi) to see if the model can be shared with the Workgroup within the concept of a Non-Disclosure Agreement (NDA).	May 2023	CDSP (JRi)	Pending		
0401	17/04/23	2.0	Budget and Charging Methodology 4.7.3: Proposer and Legal Text provider to agree on specific wording for clause 4.7.3 b) which requires to be re-worded to say, 'sometimes non-compliance will be'.	May 2023	Proposer (OC) and Legal Text provider (AC)	Pending		