

DRAFT COPY FOR DISCUSSION

User Pays Contract Expert Group

Terms of Reference

(Please note there is an embedded document on the final page of this document)

1. Objectives

1.1 The User Pays Contract Expert Group (UPCEG) is a forum established in accordance with the Framework Contract for the Provision of Non-Code User pays Services (the Contract). The UPCEG discharges the functions ascribed to it in the Contract and enables xoserve and User Pays users to discuss the operation and development of the Contract, and in particular to support:

- (a) administration of the Contract Change procedures as defined in these Terms of Reference;
- (b) reviewing operation of the Contract conditions;

2. Scope

2.1 All matters related to, or proposed to be related to, Contract conditions as described in the Contract, Agency Charging Statement and any other associated contractual documentation.

3. Membership

3.1 Members of UPCEG entitled to exercise a vote shall be the Contract Managers for each customer who has signed the Contract and xoserve

3.2 In addition, non-voting participation will be open to:

- (a) A Chairman for the meeting;
- (b) A Secretary for the meeting;
- (c) A representative from each Transporters that is a party to the Agency Services Agreement;
- (d) An Ofgem representative
- (e) Others subject to agreement by the Chairman that they may participate.

3.3 Any non-voting participants shall be excluded from all or part of any UPCEG meeting if a simple majority of Voting Members present at the meeting so determine.

3.4 Each UPCEG Member may by notice to the Chairman, and upon verification by xoserve, appoint an Alternative of the same organisation who shall be entitled to exercise all rights as if they were the Member.

3.5 The Chairman and Secretary of the UPCEG will be proposed by xoserve from time to time, and any change subject to agreement by a simple majority of Voting Members present at any UPCEG meeting.

4. Quorum

- 4.1 A UPCEG meeting shall be considered quorate where, following the correct notification of a meeting, there is a Chairman, Secretary, and two Voting Members, one of whom must be the xoserve representative.

5. Meetings

- 5.1 The Secretary will ensure agendas and minutes of meetings and any other information is made available in a timely fashion.
- 5.2 For a meeting to be correctly convened, normally a minimum of 5 business days notice of a UPCEG meeting must be provided to all Members. Meetings at shorter notice shall be correctly convened provided at least 5 Voting Members request the convening of a meeting at short notice.
- 5.3 Agendas, minutes and other information provided to UPCEG members (including these terms of reference) will be available and published on an appropriate website as specified by xoserve.
- 5.4 The UPCEG shall meet as deemed necessary to conduct the business of the UPCEG, and the Secretary shall, as a minimum, convene one meeting per year.
- 5.5 Attendance at a meeting may be in person or via teleconference / video conferencing facilities.

6. Maintenance of the Terms of Reference

- 6.1 The Terms of Reference will be maintained at the UPCEG meetings.
- 6.2 Any changes to these Terms of Reference shall be notified to the Secretary, discussed at a UPCEG meeting and require 100% agreement of Voting Members present at any meeting before any change is made.

Appendix 1 Contract change process (by way of an example and non-binding)



Change process V2
from July 31...

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