



Foreword – Paul Rogers, POB Chair

On behalf of the Programme Overview Board (POB) for the Xoserve Funding, Governance and Ownership (FGO) programme, I am delighted to be able to welcome you to this stakeholder event.

Since Ofgem published its FGO decision document in October 2013, gas industry stakeholders have made great strides towards a solution that fully meets Ofgem's requirements. Stakeholders have engaged actively with the FGO programme both through POB and workgroup meetings dedicated to specific areas of the programme.

The 'Go Live' date for FGO is 1st April 2016, with further changes coming in over the following year. A paper setting out the proposed FGO solution was sent to Ofgem for their consideration and approval on 24th August.

Today's event is intended to bring gas industry stakeholders up to date on the progress of the FGO programme and the proposed solution, as well as next steps, how you can make your views known and what you need to know in preparation for the implementation of FGO. This brochure provides a written accompaniment to the presentations at the event that can be taken back to share with interested parties within your organisations.

I would like to take this opportunity to thank those who have committed so much of their time (through POB and workgroups) so far in order to help develop workable solutions that meet Ofgem's requirements. I would also like to thank you in advance for your efforts in the coming months. I'd like to give a final vote of thanks to our programme manager (KPMG) both for their efforts as programme manager and for organising today's event.

I am confident that the FGO solution outlined today will ensure a more transparent, flexible and agile context for the delivery of central data services to the gas industry; hopefully after this morning's presentations you will feel the same way.

Many thanks,
Paul Rogers
Stakeholder Delivery Manager – National Grid





Programme Manager (PM) note – Duncan Michie

As the Programme Manager for the implementation of the conclusions of Ofgem's review of Xoserve's Funding, Governance and Ownership (FGO) arrangements, I would like to offer you a warm welcome to this stakeholder event.

The Energy Networks Association (ENA) appointed KPMG as FGO programme manager in January 2015 to oversee the implementation of a package of measures that fulfilled the requirements of Ofgem's FGO decision letter of October 2013.

As programme manager, our aim has been to facilitate members of the gas industry in developing solutions to reform the funding, governance and ownership of Xoserve. To this end, we have developed a programme initiation document (PID) setting out the aims and high-level deliverables of the FGO programme, and a programme blueprint setting out the detail around how the funding, governance and ownership of Xoserve will work in the future. We also organise and facilitate meetings of the Programme Overview Board (POB) and workgroups to develop and discuss specific programme deliverables. Finally, we have developed and maintained a programme plan, and a suite of programme management tools recording programme risks and actions. All of these documents can be found on the FGO Sharepoint site – please email FGOCentral@kpmg.co.uk for access.

The last few months have seen substantial progress, culminating in the paper that was submitted to Ofgem on 24th August setting out implementation proposals across the five main areas of the FGO programme, namely: obligations and contracts; Xoserve corporate governance; central data services governance; Xoserve business plan and budget; and charging and cost allocation.

Timetables for the programme remain tight, with a large volume of work required by the industry over the coming months, for example to draft and raise the required modifications to the Uniform Network Code (UNC). We all see today's event as of vital importance to ensure wider industry buy-in to the FGO proposals, and to start the implementation phase in earnest.

Finally if you have any specific questions feel free to contact myself or other members of the team (contact details can be found at the back of the booklet).

Regards,

Duncan Michie

Director, Power and Utilities – KPMG



FGO on a page

Background to FGO

Xoserve Ltd provides a variety of essential services underpinning the competitive gas market in the UK. Ofgem initiated a review of Xoserve's funding, governance and ownership (FGO) arrangements. Its conclusions centred on:

- Delivery of services;
- Budget setting, cost allocation and charging; and
- Corporate Governance and ownership.

These reforms are aimed at establishing a fully inclusive and transparent model for the funding, governance and ownership of Xoserve where all gas industry stakeholders have a voice in how Xoserve delivers central data services, so that Xoserve is able to meet the future needs of the sector.

Progress so far

After Ofgem published its conclusions, the FGO Programme was established to implement the necessary changes to the funding, governance and ownership of Xoserve by April 2016. KPMG was appointed as Programme Manager in January 2015.

Substantial progress has been made through the programme. Following the endorsement of the Programme Initiation Document (PID) and the Programme Blueprint for a CDSP operating model under FGO in April 2015, workgroups have been formed to develop deliverables in each of five broad areas, summarised opposite.

It is proposed to implement these reforms in a phased process from April 2016 to March 2017 to accommodate Ofgem's review of the mechanism for funding Xoserve's costs, which will conclude in September 2016.





Obligations and contracts

- UNC obligations to be reallocated between GTs and shippers – initial suite of modifications to be proposed by April 2016
- New contracts between Xoserve and individual service users

What this means for you

- All users will need to sign a contract with Xoserve
- ► Non-GT users will have code obligations in relation to the services Xoserve provides



Corporate governance

- Reconstituted Xoserve board with shippernominated directors from April 2016
- ► iGT board members after Project Nexus implementation
- New processes for evaluating director performance and removing directors

 Users can participate in the election of Xoserve board members



CDS governance

- Change and Contract Management Steering Groups to include representatives from all users
- Revised Terms of Reference for both groups
- Users must nominate named Contract and Change Managers, and will be able to participate in Contract and Change Management Steering Groups



Business planning and budget setting

- Consultative process for setting of business plan and annual budget
- Users will be able to participate in consultation on Xoserve's business plan and budget



Charging and cost allocation

- Revised charging methodology for noncode User Pays and bilateral services
- Shippers may fund some core and noncode User Pays services directly
- Users will be charged and invoiced directly by Xoserve

Table of contents

Background7
Progress to date
Blueprint
Key FGO implementation areas:
• Obligations and contracts
Corporate governance
• CDS governance
Business planning and budget setting
Charging and cost allocation
Plan
What this means for you
Making your views known
Contact usback cover

Background

Xoserve was established in 2005, and has responsibility for discharging a number of the gas transporters' (GTs') Licence and Uniform Network Code (UNC) obligations in respect of transactional services and support of IT systems for transporters underpinning the competitive gas market. Services include transportation and energy balancing invoicing services, managing capacity booking, running the gas settlement systems, managing the Change of Supplier process and management of the supply point register. Xoserve also provides GT Agency services that are set out in the Smart Energy Code (SEC) and Supply Point Administration Agreement (SPAA) and services outside the Agency arrangements to a range of other customers on bilateral commercial terms.

Ofgem originally initiated a review of Xoserve's funding, governance and ownership (FGO) arrangements with the main conclusions focusing on three areas:

- ► The delivery of services;
- Budget setting, cost allocation and charging; and
- Corporate governance and ownership.

Following Ofgem's conclusions, an industry Programme Overview Board (POB) was formed, comprising representatives from GTs, Shippers, Xoserve, independent Gas Transporters (iGTs) and Ofgem to implement the required programme of change.

The objective of this FGO Implementation Programme is to implement the reforms to the funding, governance and ownership of Xoserve as set out by Ofgem, by April 2016, with further evolution during 2016/17. This essentially means developing a fully cooperative model which retains the integrated systems and services that Xoserve currently offers the industry, whilst delivering new funding and governance arrangements.

Progress to date

Since the Programme Overview Board (POB) was initiated in June 2014, substantial progress has been made in developing a model for the future funding, governance and ownership of Xoserve in line with Ofgem's requirements (outlined in the table below).

FGO: Ofgem's requirements

- 1) Delivery of services: The integrated systems and services that the Central Data Services Provider (CDSP) provides for both GTs and shippers should be retained. It would be inefficient and complex to split physical service delivery based on the recipient(s) of each service.
- **2) Budget setting, cost allocation and charging**: All users will collectively fund the CDSP which will require changes to the funding approach. A new cost allocation methodology will need to be established and the GTs' price controlled revenue allowance for Xoserve's expected operating cost will be removed. Alongside these changes transparency will be further reinforced through an inclusive annual budget setting process and an invoicing approach which ensures users have sight of the costs they are exposed to as recipient(s) of each service.
- **3) Corporate governance and ownership**: Governance arrangements will be in line with the full co-operative model resulting in all users taking a share in the control of the CDSP and being accountable for the CDSP's performance risk. To this end, users will be required to operate the CDSP economically and efficiently. More inclusive board arrangements will be established with a robust and transparent process for election to the Board. The GTs will remain the owners as this is the simplest approach to take. However, their rights and liabilities as owners will be restricted.

Source: Ofgem Xoserve decision - October 2013

In April 2015, the POB endorsed a Programme Initiation Document (PID), which provided a high-level overview of the plan for the development and implementation of the changes needed to put Ofgem's FGO conclusions into practice, and set out the roles and responsibilities of the various parties participating in the programme.

In April 2015 the POB also endorsed the programme blueprint, which set out how Xoserve's funding, governance and ownership arrangements will work following the implementation of changes made through the FGO programme.

Since March 2015, five workgroups have worked on the development of FGO solutions in the following key areas of the programme:



Obligations and contracts;



Xoserve corporate governance;



Central Data Services (CDS) governance;



Xoserve business planning and budgeting; and



Charging and cost allocation.

At the 12th June POB meeting, Ofgem presented its plans for an assessment of Xoserve's costs and whether those costs should be managed as a pass through by GTs or subject to revenue controls.

Ofgem's timetable for this exercise indicated that it planned to reach a final decision by August/September 2016, implying that current funding arrangements for GTs would remain in place for the 2016/17 financial year. Given this, a move to a fully cooperative model for Xoserve Ltd in April 2016 would reduce GTs' control over the direction of Xoserve without any commensurate reduction in the financial risk to which they were exposed for the 2016/17 financial year. In this context, a staged introduction of some of the aspects of FGO is required to manage this risk. On 24th August, POB submitted proposals to Ofgem for the staged implementation of FGO under the five key programme areas set out above.

The following pages set out more detail around the programme blueprint, and the implementation proposals developed through workgroups.

Blueprint

The Blueprint intends to provide an indication of the way in which Xoserve's funding, governance and ownership arrangements will operate following the full implementation of the changes by April 2017:

Xoserve Limited Xoserve Board Xoserve Community Xoserve Executive Xoserve Executive

1 Governance

FGO Governance identifies those key processes that need to be undertaken in order to ensure that Xoserve is able to function sustainably and make key decisions, produce outputs and secure the delivery of services to the gas industry. Governance therefore covers both internal Xoserve governance as well as interactions with industry focused governance structures.

2. Business planning/budgeting

Business plan and budget setting considers the key processes that will need to be undertaken in order to ensure that Xoserve continues to be a viable business, sufficiently funded to perform its activities. Such processes will cover both commercial and strategic planning as well as the anticipation and management of long-term change.

3. Charging & cost allocation

Charging and cost allocation considers the key processes that will need to be undertaken to enable Xoserve to provide transparency to service users on the charges that they will face in relation to the services which they take. This process also covers Xoserve's ability to recover its costs from service users.

Areas of reform and expected outputs:

1.1 Corporate Governance

Appointment of members
Xoserve's new approach to the
appointment of board members
will be inclusive and will encourage
involvement from all CDS users.
Shippers and Transporters will have
distinct processes for nominating board
representatives.

The running of the board is key to the sustainable delivery of Xoserve's services to the market. The new approach will ensure that decision making is inclusive and there are processes and procedures in place to support an effective organisation.

Where the removal of board members where the removal of board members is necessary (end of terms, change of circumstances or in instances of performance based removal), there will be a robust process ensuring that the ongoing operation of the company is not at risk

1.2 CDS Governance

Change management

This user group will be responsible for the management of industry change, with a remit to manage the CDSP's change budget and make adjustments as necessary.

Service management

This user group will review the CDSP's performance against agreed levels and collectively resolve or escalate issues as appropriate. The resolution of specific issues will be managed by those parties who are materially and directly impacted.

2.1 Business planning/budgeting

Establish plan and budget
Xoserve will retain responsibility for the drafting and agreement of a business plan and budget, however, the FGO programme will implement a more inclusive and interactive engagement process.

Monitor plan and budget

The monitoring and management of the business plan and budget will be the responsibility of all service users, via all levels of CDSP interactions.

Address within year change
Where there is a need for significant
changes to the CDSP's business plan
and/or budget, the FGO programme
will implement processes to ensure that
this is done in an effective and inclusive

3.1 Cost allocation and charging methodology

Agree cost allocation method
The FGO programme will implement a
transparent approach to the allocation
of costs.

Establish charging method

Based on the agreed cost allocation approach, the FGO programme will implement a charging methodology designed at reflecting costs incurred by users and allowing the CDSP to recover its cost.

Manage the charging method

Xoserve will be responsible for the ongoing management and communication of the charging methodology, as well as making any changes to the charging methodology following sufficient levels of consultation with CDS users.

3.2 Charging

Set the charging statement

The charging statement will be established in line with the agreed cost allocation and charging methodology and consulted with the user community.

Invoice users

Users will be invoiced in line with the agreed approaches and with a view to increasing levels of transparency between the services that users take and the fees noted on their invoices.



Obligations and contracts

At present, all UNC and GT licence obligations for GTs are discharged by the GT Agency (Xoserve) via the Agency Services Agreement (ASA).

In order to make the necessary changes for FGO, GTs will raise UNC modifications identified by FGO workgroups and POB. This work is being undertaken with legal advisors. These modifications will:

- ► Require all users to establish and sign a contract with Xoserve (iGTs will become signatories to the contract following Project Nexus implementation); and
- Reallocate obligations in relation to Central Data Services (CDS) that currently sit with GTs

Given the timescales of the Ofgem decision on GT funding, it may be that some of the modifications to reallocate obligations will not Go Live until April 2017. The balance between the placement of obligations within the UNC and user contracts are not yet known, but current thinking is that a contract (with schedules) of some form would be needed to facilitate the implementation of these new arrangements.

A summary of FGO changes is presented in the table below:

Go live on 1 April 2016	Enduring – from April 2017
Contracts: Revised contracts in place between Xoserve and all users (GTs and Shippers), with some elements 'switched on': All aspects of 'front end' active for all users Some schedules switched on for some users	Contracts: All elements of revised contracts 'switched on' from April 2017
Obligations: UNC obligations reallocated – initial suite of modifications to be proposed for 1 April 2016: ► Enabling modification(s) ► Initial reallocation of obligations ► Further modifications expected to be proposed during 2016/17	Obligations: Implementation of any further UNC modification changes

Corporate governance



'Corporate governance' covers changes to Xoserve's Board and how Xoserve Limited, as the CDSP, is governed (i.e. through its constitutional documents).

Ofgem's proposal is for Xoserve to become a 'not for private gain' organisation from April 2016, although issues around over/under recovery of revenues in 2016/17 will need to be considered given that existing regulatory funding arrangements will prevail.

POB has proposed that up to four new Directors will be appointed to the Xoserve board for April 2016 following shipper nominations. The number of GT-appointed Directors (including NTS) will be maintained for 2016/17. New remuneration and performance management arrangements will be implemented from April 2016 for all Directors. iGTs will nominate Director(s) to be appointed from April 2017, following Project Nexus implementation (currently set for October 2016).

GT-nominated Directors retain a majority on the board in 2016/17 to reflect that financial risk will rest with them under existing regulatory funding arrangements. POB has agreed that reductions to the number of GT-nominated Directors could occur from April 2017.

Changes will be made to both the Articles of Association and the Shareholder Agreement for Xoserve Limited to reflect the new arrangements. These changes will be implemented by Xoserve, in conjunction with POB.

Go live on 1 April 2016	Enduring – from April 2017
Board constitution: ► Independent Chair ► CEO ► 6 GT appointed Directors ► 4 Shipper nominated Directors ► New Terms of Reference	Board constitution: ► Independent Chair ► CEO ► Board to be constituted of "up to" 3/4 board members from each relevant community, with an equal number of Shipper and GT nominated parties: ► Shipper appointed Directors ► Transporter appointed Directors (including iGTs) ► Revised Terms of Reference
Appointment process: ➤ New appointment process for Shipper nominated Directors – including a nominations committee	Appointment process: ▶ Revised appointment process for all Directors
Board operation: ➤ Revised operation processes, building on any existing good practice ➤ Remuneration to apply from day one, with Directors able to forfeit remuneration	Board operation: ▶ New processes updated as required
Removal of Board members: New process for monitoring performance and triggering removal process for all board members	Removal of Board members: New process for all board members updated as required

Note: iGTs to be involved in appointment process for Directors from FY 2017/18 onwards

CDS governance

CDS governance concerns the day to day and ongoing management and industry governance of Xoserve's delivery against its contractual terms.

Shipper users will be incorporated into Change and Contract Management groups following signature of contracts with Xoserve. iGTs will be incorporated when they sign contracts following the implementation of Project Nexus.

Proposed new arrangements are set out in the table below:

Go live on 1 April 2016	Enduring – from April 2017
Change management: ► Nominated change manager for each user (GTs and Shippers) ► Monthly meeting – all change managers invited	Change management: ▶ Updated as required based on feedback in year one
Revised terms of reference: Role/purpose including management of change budget Decision making – on change budget/prioritisation issues: GTs to decide on within-year issues (all users to decide on issues in future years) Escalation – to contract managers	
Contract management: Nominated contract manager for each user Monthly meetings, with all contract managers invited Revised terms of reference: Role/purpose including review of delivery and resolution of performance issues Decision making – on KPIs and issue resolution Escalation – by exception, to Board/Ofgem	Contract management: Updated as required based on feedback in year one

Note: Assume that iGT involvement will commence with implementation of Project Nexus – currently proposed for October 2016

Key FGO implementation areasBusiness planning and budget setting



Xoserve currently run an annual long term business planning and budget setting process. FGO introduces the requirement to increase the transparency and inclusivity of this process for all users

Xoserve has already taken measures to increase transparency around the development of the 2016/17 business plan, including a commitment to the publication of Plan Principles, draft business plan and budget and final business plan and budget.

The process for the development of the 2017/18 business plan will involve full consultation with all users. This process is likely to rely on timely and appropriate feedback from Ofgem and will be reliant on the Ofgem process being completed in line with their proposed timescale of September 2016. Monitoring of the CDS budget will be done through the contract management group. Ofgem will be notified in writing of any in-year increase to the budget.

Proposed new arrangements are summarised in the table below:

Go live on 1 April 2016	Enduring – from April 2017
Establish plan and budget: ► Budget and business plan for 2016/17 set using current processes, with additional transparency for shippers/iGTs ► Revised enduring process implemented, with longer timescales and greater industry consultation with all users ► Board remain decision makers on Plan Principles, Draft and Final outputs	Establish plan and budget: First business plan and budget set under revised processes is implemented from April 2017 Processes updated as required based on feedback in year one and on an on-going basis
Monitor plan and budget: ➤ Change budget proposed and managed by change management group ➤ Performance against budget, and KPIs, reported in to contract management group	Monitor plan and budget: ▶ Processes updated as required based on feedback in year one and on an on-going basis
Address within year change: Revised change process to be developed, including appropriate thresholds for change management group and Board involvement Ofgem to be notified in writing of any within year budget increase (no materiality threshold)	Address within year change: ▶ Processes updated as required based on feedback in year one and on an on-going basis



Charging and cost allocation

Given Ofgem's review of regulatory funding arrangements, prevailing charging methodologies will continue during 2016/17. A revised charging methodology, effective from April 2017, is expected to be developed by late 2015. Following Ofgem's decision on GT funding in September 2016, the charging methodology may require further refinement. It will then be subject to regulatory review in late 2016, in readiness for implementation from April 2017. Any changes to invoicing arrangements will also be implemented from April 2017.

Go live on 1 April 2016	Enduring – from April 2017
Agree methodology: ► GT funding of core services under existing processes (allowed revenue) for 2016/17 ► Draft charging methodology submitted to Ofgem by end 2015 to feed into review of GT funding ► Establish process for annual review of charging methodology and charging statement	Agree methodology: Implement methodology subject to Ofgem's approval in September 2016: ► Shippers may fund some core (and code user pays) services directly ► GTs may have a pass through or allowed revenue mechanism
Establish charging methodology: ▶ Development of revised invoicing approach/ presentation aiming to provide greater transparency	Establish charging methodology: Xoserve apply charging methodology and invoice users
Manage the charging methodology: ▶ Develop potential trigger to amend methodology, if within year change put forward by Board/change management group	Manage the charging methodology: ► Trigger in place to amend methodology in the event of within-year change

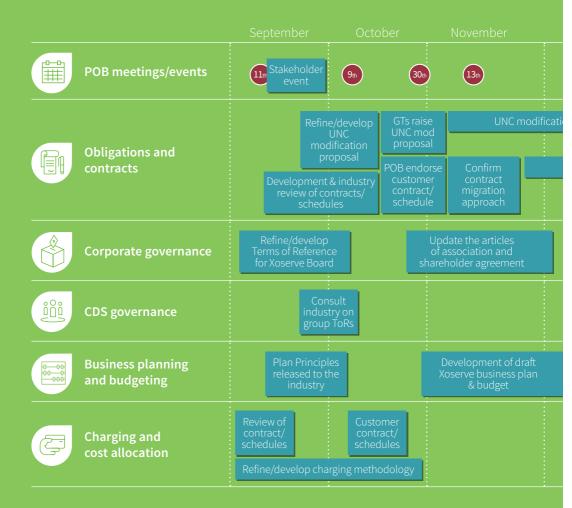
Note: Need to comply with Ofgem's charging review timetables, specifically:

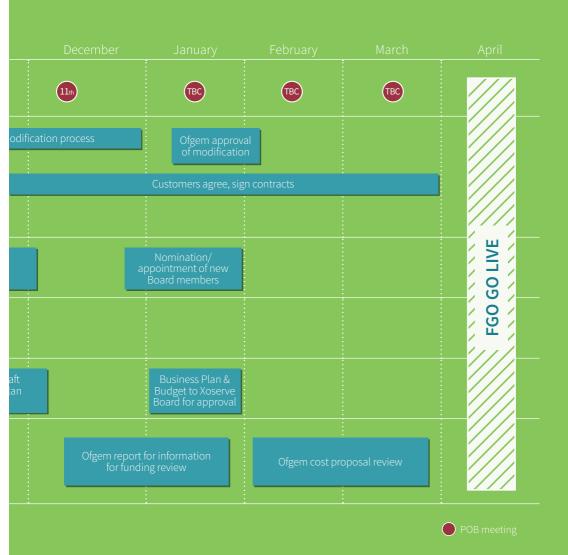
- ▶ Revised charging methodology and statement for 2017/18 submitted to Ofgem for review, following development by the programme;
- ▶ Ofgem complete review of GT costs and make decision on funding mechanism and level by September 2016; and
- ▶ Ofgem require a report of draft charging methodology and statement 42 days prior to implementation



FGO implementation plan to April 2016

The plan below sets out POB meeting dates, key activities and milestones on the run-up to Go Live in April 2016.





What this means for you

The FGO programme will allow the gas industry to have more of a say in how Xoserve delivers central data services. It will introduce new commercial arrangements between Xoserve and users (GTs, iGTs and shippers) of central data services; all users will contract directly with Xoserve, who will in turn charge all users for services taken.

In addition, FGO will lead to formal Uniform Network Code obligations being placed on central data service users, rather than just on gas transporters.

FGO implementation area and what this means for you



Obligations and contracts

 Users must sign contract with Xoserve for central data services

What you can do

Consider what internal approvals you need and legal advice to be able to sign new contracts



Corporate governance

 Users will be able to participate in the nominations process for Xoserve board members Engage with industry groups for details on shipper election process



CDS governance

- Users will be eligible to participate in change management and contract management steering groups
- Users must nominate named contract managers and change managers

Consider who to nominate as named change and contract managers



Business planning and budget setting

 Users will be able to participate in consultation on Xoserve's annual business plan and budget Familiarise yourself with Xoserve business plan processes through 2016/17 business plan documents



Charging and cost allocation

 Users will be charged and invoiced by Xoserve Ensure processes are in place for processing and payment of Xoserve invoices

Making your views known

The FGO programme faces a challenging timetable to ensure timely and successful delivery out to April 2017.

Key to successful implementation of FGO is your support. It is therefore vital that you raise any concerns around the package set out in this brochure with the programme manager at fgocentral@kpmg.co.uk – alternatively, feel free to engage with your industry regulatory representatives/forums such as – iCOSS, AiGT, Energy UK, Gas Forum.

Please keep engaged with the progress of the FGO programme either through attendance at POB and workgroups, or by accessing the FGO Sharepoint site, where all programme documents are displayed. POB welcomes and encourages attendance from all shippers and GTs.



Contact us



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