

# **Supply Point Administration Agreement Change Board Terms of Reference**

## **Scope**

The SPAA Change Board is a sub-committee of the SPAA Executive Committee (EC) established in accordance with clauses 6.2.1, 6.2.14, of the SPAA.

The objective of the SPAA Change Board is to manage on the SPAA EC's behalf and, in accordance with the clause 9 and Schedule 18, the administration of the voting by SPAA Parties on both technical and commercial changes to the SPAA and associated documents.

The SPAA Change Board shall comply with the following requirements:

1. To act in accordance with the SPAA and in particular clause 9.9.
2. To act reasonably, without undue delay and without prejudice to any party or class of party.
3. To report to the SPAA EC detailing the SPAA Change Board's activities, and to copy minutes of its meetings to the SPAA EC.
4. To keep accurate and complete written records of its meetings, activities and resolutions.

## **SPAA Change Board Powers**

The SPAA Change Board shall have the following powers:

1. To review Change Proposals to the SPAA and SPAA products.
2. To approve, modify or reject Change Proposals to the SPAA and SPAA products.
3. To approve, modify or reject an alternative<sup>1</sup> solution to a Change Proposal
4. To confirm agreement with, or object to, the Change Proposals' status as Self-Governance or Authority consent.
5. To confirm agreement with, or object to, the SPAA Relevant Objectives considered to be better facilitated by the Change Proposal.
6. To decide the timing of the implementation of any approved change, the final form of the change and the manner in which the change should be made.
7. To undertake any other requirements with regard to the definition or development of the detail design, as directed by the SPAA EC.
8. To seek such additional advice as may reasonably be required for the analysis of any proposed change.

---

<sup>1</sup> Change Board attendees can vote for more than one of the original and alternate(s), or reject all. As it would usually not be appropriate for more than one solution to the same issue to be implemented, if more than one solution was approved by Parties, the EC (if self-governance) or Ofgem (if Authority consent) would select the solution to be implemented. Appeals could be raised as per the standard SPAA process.

9. To recommend to the SPAA EC the progression of operational issues through a relevant SPAA Expert Group.
10. To discuss such issues as it feels fit to further the control of changes to the SPAA and associated documents.

## **Membership**

### **Voting SPAA Change Board Members**

- Each SPAA Party that considers it is legitimately interested in or impacted by a Change Proposal shall be entitled to attend, speak and vote at the Board. Any non-attending member may lodge their vote by proxy with the Secretariat who will forward it to the Chair at least 24 hours before the start of the meeting.
- Any MAMCoP Change Administrator shall be entitled to raise objections to MDD Change Proposals which are related to adding, deleting or amending 'Meter Specific' and 'Convertor Model' MDD attributes.
- All voting SPAA Change Board Members may appoint an alternate who may attend, speak and vote at the SPAA Change Board in the SPAA Change Board Member's absence. The Party Change Administrator will lodge an alternate's attendance notification with the Secretariat at least 24 hours before the start of the meeting.

### **Non-Voting SPAA Change Board Attendees**

The following are entitled to attend and to speak, but not to vote, at any meeting of the SPAA Change Board:

1. The Service Provider who participates in meetings to advise on Change Coordination matters.
2. An observer representing Ofgem.
3. Any expert as required by the SPAA Change Board Members and agreed in advance of the meeting by the Chairman.
4. Any other person who may have a legitimate interest in the business of the SPAA, as agreed in advance of the meeting by the Chairman.

### **Chair**

The Chair will be provided by the Service Provider. The Chair is entitled to speak at any meetings but not to vote.

### **Secretariat**

The Service Provider shall provide secretarial support to the SPAA Change Board as reasonably required. This support shall include: booking Change Board meetings; agreeing and sending out the agenda; taking minutes;

controlling the logging and circulation of documents; and maintaining contact lists.

### **Decision Making – SPAA Change Proposals**

All decisions of the SPAA Change Board shall be by resolution.

The SPAA Change Board Members shall vote by category as per clauses 6.8 to 6.11 inclusive of the SPAA.

### **Decision Making – MDD Change Requests**

Decisions by the Change Board relating to MDD Change Requests are not subject to voting by category as per clause 6.8 to 6.11 inclusive of the SPAA.

Where the Change Board does not vote unanimously to accept or accept modified a MDD Change Proposal, that MDD Change Proposal shall not be implemented under the MDD Change Process.

### **Appeals – SPAA Change Proposals**

Any resolution made by the SPAA Change Board shall be treated as a SPAA EC decision for the purposes of 9.15 to 9.17 inclusive.

### **Appeals – MDD Change Requests**

Any resolution made by the SPAA Change Board in relation to MDD Change Proposals shall be treated as a SPAA EC decision for the purposes of Schedule 18 Clause 1.13 to 1.19 inclusive.

### **Meeting Frequency**

Meetings will normally be held on the third Thursday of each month, either hosted in rotation at the premises of SPAA parties or held by teleconference at the discretion of the Chair. If there is no Change Pack issued, the Chair will be entitled to cancel any scheduled meetings.

Minutes will be produced and issued to all attendees within five working days of the meeting.

### **Conduct of and attendance at the meeting**

Anyone entitled to attend the meeting and who intends to participate in the meeting shall notify the Secretariat at least 24 hours before the meeting start time. Should any member wish an alternate to participate on their behalf, they should notify the secretariat 24 hours before the meeting start time to ensure that they receive the correct contact details.

If the meeting is to be held by teleconference, the meeting will begin on time as scheduled and notified in the Agenda and it will be the responsibility of the participants to be available at the designated time.

### **Funding**

SPAA Ltd will be responsible for the costs of secretariat services and ancillary charges such as teleconferencing charges and travel expenses. Participants will be responsible for their own costs of attending SPAA Change Board meetings.

### **Other Expert Groups**

Where the SPAA Change Board believes a Change Proposal, or issue requires the assistance of a group with specialist knowledge, it can suggest to the Proposer that they refer the Change Proposal to an existing expert group. The Change Board can also request that the SPAA EC nominates subsidiary expert groups to address particular topics/specialist areas. Membership, terms of reference and meeting frequency shall be agreed by the SPAA EC before the first meeting of any new expert group and all such expert groups shall report to the EC. The chair of the SPAA EC shall ensure that work is co-ordinated and not duplicated between different groups.

### **Request for Legal Advice**

Where the Expert Group determines that it requires legal advice in relation to its activities it may request it in accordance with the SPAA Legal Support Procurement Guideline.