

Uniform Network Code Committee

Offtake Subsidiary Documents Committee

Terms of Reference

1. Introduction

The Uniform Network Code (UNC) Offtake Arrangements Document (OAD) Section N 8.0 provides for the establishment of the “*Offtake Committee*” to consider matters relating to the OAD. The Offtake Committee is a sub-committee of the Uniform Network Code Committee established by UNC General Terms Section B - General.

OAD Section N 8.6 allows the Offtake Committee to establish sub-committees, and may set the terms of reference and procedural rules for and delegate any matter to such a sub-committee.

The Offtake Subsidiary Documents Committee (OSDC) has been established by the Offtake Committee and has been allocated activities related to the development and management of Offtake Subsidiary Documents.

An Offtake Subsidiary Documents are those documents listed in OAD Section N 1.2.

2. Scope of the OSDC Committee

The functions of the OSDC are:

- i. to develop new Offtake Subsidiary Documents proposed by UNC Parties that are not related to a UNC Modification;
- ii. to keep each existing Offtake Subsidiary Document under review and modify; and
- iii. make a recommendation to the Offtake Committee for the implementation, modification or withdrawal of an Offtake Subsidiary Document.

3. Members and Appointment

- a) The OSDC [Voting] Members are those nominated by the Transporters [do you want voting members or consensus only and let Offtake Committee vote?].
- b) Each year a total of up to five (5) [voting] members will be appointed by Transporters who will arrange their own nomination process with up to one (1) [voting] member from each Transporter (namely: Cadent, National Grid NTS, Northern Gas Networks, Scotia Gas Networks and Wales & West Utilities)
- c) OAD Parties and the CDSP may attend meetings of the OSDC. Non OAD Parties may attend by invitation only.
- d) The Authority may attend meetings of the OSDC.
- e) The Transporters shall appoint a person from time to time to be Chair of the OSDC. Where requested by Transporters, the Joint Office of Gas Transporters will chair meetings and provide a secretary.

- f) [Any nominated alternate may hold the voting rights of the Voting Member they represent following formal written notification to the Chair or the Joint Office of Gas Transporters of their alternate.]
- g) Should a member resign or retire part way through the appointment year, then the relevant Transporters can nominate a replacement.

4. Basis for Reporting

The OSDC will report to the Offtake Committee, following the standard format used by UNC Committees except that:

- a) Minutes of each meeting are made available to Members and other industry parties by publication on the Joint Office of Gas Transporters website.

5. Procedures for the Conduct of Business for OSDC

Where the Joint Office Chairs the meeting, the Code Administration Code of Practice shall apply wherever possible.

Members agree that attendance to OSDC meetings should be open to OAD Parties, the Authority and the CDSP, however other industry parties attendance would be restricted by specific invitation only.

The quorum adopted is at least **three (3) [Voting]** Members or their alternates, of which at least **one (1) shall be National Grid NTS and two (2) Distribution Network Operator Members**.

Voting Members are permitted to appoint alternates to attend on their behalf and a single alternate may represent more than one (1) [Voting] Member. Nominations of alternates should be made to the Chair or Joint Office of Gas Transporters (as appropriate) in writing, or by e-mail, in advance of the meeting and may be on an enduring basis.

Where the meeting is quorate, all decisions shall be by simple majority of Voting Members or their nominated alternate in attendance at the meeting [might need to consider a unanimous test dependant on documents or consensus where non voting Members are present].

6. Recommendation/ Decisions of the OSDC

Decisions of the OSDC shall be made by the affirmative vote of all members present at a validly called meeting of the OSDC at which at least three (3) members are present see 5. Above. [where members vote]

Meeting recommendations reached by Consensus [where members don't have a vote]:

1. The meeting Chair will normally seek to arrive at a consensus view on the matters under discussion. Consensus is defined as a general agreement and does not require that unanimity be reached.
2. The existence of consensus will be judged by the meeting Chair.
3. Where a number of those at the meeting believe consensus has not been established the minutes will record "a failure to agree" and if an alternative

means for progressing the item under discussion cannot be established the Chair will refer the matter to the Offtake Committee for a view.

The Parties shall ensure that minutes of the OSDC meetings and records of its proceedings are kept and made available to each Representative and each Party.

Standard Agenda

- 1.0 Introduction**
- 2.0 Confirmation of Membership/Alternates and Apologies for Absence**
- 3.0 Review of Minutes**
- 4.0 Review of Action(s) Outstanding**
- 5.0 New Offtake Subsidiary Documents**
- 6.0 Modification of Offtake Subsidiary Documents**
- 7.0 Withdrawal of Offtake Subsidiary Documents**
- 8.0 Storage and Access to Offtake Subsidiary Documents**
- 9.0 Recommendations to Offtake Committee**
- 10.0 Any Other Business**
- 11.0 Diary Planning**