

Extraordinary DSC Contract Management Committee Minutes
Wednesday 09 September 2020
via Teleconference

Attendees

Bob Fletcher (Chair)	(BF)	Joint Office	Non-Voting
Helen Cuin (Secretary)	(HCu)	Joint Office	Non-Voting

Shipper User Representatives (Voting)

Stephanie Clements (+ Alternate for Clare Cantle-Jones)	(SC)	Scottish Power	Class A Voting
Lorna Lewin	(LL)	Orsted	Class B Voting
Steve Mulinganie	(SM)	Gazprom Energy	Class C Voting

Transporter Representatives (Voting)

Helen Chandler	(HC)	Northern Gas Networks	DNO Voting
Sally Hardman	(SH)	Scotia Gas Networks	DNO Voting
Teresa Thompson (+ Alternate for Richard Loukes)	(TT)	National Grid	NTS Voting
Brandon Rodrigues	(BR)	IGT Representative	IGT Voting
Rebecca Cailes	(RC)	IGT Representative	IGT Voting

CDSP Contract Management Representatives (Non-Voting)

Jayne M ^c Glone	(JMc)	Xoserve
Michele Downes	(MD)	Xoserve

Observers/Presenters (Non-Voting)

Angela Clarke	(AC)	Xoserve
Dee Deu	(DD)	Xoserve
Guv Dosanjh	(GD)	Cadent
Oorlagh Chapman	(OC)	Centrica
Surfaraz Tambe	(ST)	Xoserve
Vicki Mustard	(VM)	Xoserve

Copies of all papers are available at: www.gasgovernance.co.uk/dsc-contract/090920

1. Introduction

Bob Fletcher (BF) welcomed all to the meeting, confirming the meeting to be quorate.

1.1. Apologies for absence

Clare Cantle-Jones, Shipper Representative
 Richard Loukes, NTS Representative

1.2. Alternates

Stephanie Clements for Clare Cantle-Jones
 Teresa Thompson for Richard Loukes

1.3. Confirm Voting rights

Representative	Classification	Vote Count
Shipper		

Stephanie Clements + Alternate for Clare Cattle-Jones	Shipper Class A	2 votes
Lorna Lewin	Shipper Class B	2 votes
Steve Mulinganie	Shipper Class C	2 votes
Transporter		
Helen Chandler	DNO	1 vote
Sally Hardman	DNO	1 vote
Teresa Thompson + Alternate for Richard Loukes	NTS	2 votes
Brandon Rodrigues	IGT	1 vote
Rebecca Cailes	IGT	1 vote

1.4. Approval of Late Papers

No late papers to approve.

2. Approvals

2.1. Twilio – consent to transfer data

Jayne M^cGlone (JMc) explained that the purpose of this meeting was to make the final decision as to whether to proceed with Twilio with consent from the Contract Management Committee to transfer personal data outside of the European Economic Area (EEA), or to consider selecting an alternative service provider to fulfil the contract without transferring personal data outside the EEA. JMc explained that Twilio is a US based company with a plan to enter into the EEA within the next 12 months.

Xoserve selected Twilio as the service provider to support the solution under XRN4850 for the following reasons:

- They were able to meet the challenging project timescales for delivery of the solution;
- Recognised market leaders in the CPaaS space;
- Although the solution is currently based in the USA there is a plan for Twilio to be able to provide this solution in the EEA within the next 12 months;
- High level of Security – Data is encrypted in transit and at rest, something that not many providers can provide

In addition to the above, Twilio has recently relocated some activities to Melbourne and Dublin.

In July approval was sought at the Contract Committee to request consent (in accordance with the terms of the DSC) for CDSP to transfer data out of EEA. It was agreed at the Committee that Xoserve would draft a paper to be presented at SPAA on 05 August to ensure that Suppliers were aware of the proposals to transfer data as part of the solution under SPAA Schedule 42. SPAA took an action from this meeting to write out to all Suppliers to notify them of the proposals and request confirmation of their approval by 19 August.

JMc confirmed that SPAA had contacted all Suppliers on the proposal and have received 4 responses confirming support to transfer personal data outside of the EEA. JMc clarified no responses were received to suggest Suppliers were not happy with the approach.

SM wanted to understand which 4 Suppliers provided the consent. JMc confirmed Xoserve would not be able to disclose the identity of the 4 Suppliers as it is not party to this information.

JMc confirmed that Suppliers might be able to opt-out of providing the data for this solution if they do not wish personal data to be transferred, this would be dependent on the relevant SPAA Schedule.

A question was asked about what controls would be in place for Twilio. JMc clarified the controls are provided in the slide deck and asked if there was anything in the slides the Committee wished to discuss before voting.

From the information presented on Option 1 and Option 2, Steve Mulinganie wished to seek clarification on what the Contract Management Committee would be voting on.

JMc confirmed the options as provided in the presentation were:

Option 1: Proceed with Twilio as the service provide and as required under the DSC, provide consent to the transfer of personal data outside of the EEA.

Option 2: Do not proceed with Twilio, and Xoserve continue process to select an alternative service provider who is based within the EEA.

SM questioned the relevance of Committee members providing consent on behalf of all Suppliers, believing it would be irrelevant for the purposes of voting. SM suggested the Committee vote should be solely be on whether Twilio are acceptable, and that the decision should not be about endorsing the consent, as this was for individual Suppliers to decide and that this is outside the scope of DSC.

SM believed the decision is a contract decision and the consequence of accepting, the need to contract with Twilio should not include the consent to the transfer of data that is not in the scope of the Contract.

BF asked Xoserve to clearly specify to the Committee what it is asking them to approve and why.

JMc explained Xoserve/CDSP is required, under the terms of the DSC, to seek consent from the controllers of the personal data before transferring the personal data outside of the EEA. However, SM was still concerned about the Committee endorsing supplier consent, as the members were not the data controllers.

JMc confirmed that for the purposes of the DSC, Shippers and Transporters are the controllers of the personal data. Suppliers are not a party to the DSC and the CDSP does not have a direct relationship with Suppliers for the purpose of the data that would be transferred to Twilio. JMc referred to Clause 8.2 Part C of the Data Services Contract:

“8.2 When acting as a data processor, the relevant Party shall:

c) not transfer any Controller Data to any country or territory outside the European Economic Area without obtaining the prior written consent of the data controller and provided that such transfer also complies with Data Protection Law;”.

JMc confirmed the request from the Committee is for approval to proceed with Twilio and consent to the transfer of personal data outside of the EEA.

SM expressed concern about the Committee providing consent on behalf of other data controllers and suggested that each DSC party/data controller would have to be contacted to provide their consent. SM expressed concern about voting on the options and making a unilateral decision with regards to controlling other party's data. He believed the vote was extending beyond its viable scope.

JMc explained that there is an option for parties under Schedule 42 of SPAA to reserve the right not to share data for the purpose of this solution.

SM suggested based on parties being able to object to share data under SPAA, this element of the approval was irrelevant. JMc explained that the consent is only being given to the CDSP to provide data they are in receipt of and where the supplier has provided data in accordance with SPAA schedule 42.

SM nevertheless explained the difficulty of providing the consent and believed he was not in a position to vote. SM was still concerned that Committee members were being asked to consent to the transfer of data they are not the controllers for. SM challenged that there is no mandate to provide data if there is not an agreement to do so.

JMc further explained that Suppliers provide the data in accordance with the terms of SPAA Schedule 42 that includes provision for data to be shared outside of the EEA provided adequate controls are in place, if Suppliers do not want to transfer such data they would withhold its provision.

JMc suggested that the minutes of the Contract Management Committee and scope of the approval could be used to clarify the extent of the vote and consent being provided.

Lorna Lewin (LL) expressed concern about the transparency of the agreement/approval and where this was going to be properly documented, expressing concern that if anyone wanted to see evidence of approval it might be difficult to search through meeting minutes. JMc confirmed that a copy of these minutes will be included in the Change Proposal for XRN4850.

SM suggested that the scope of the vote needed to be clarified and that Option 1 would be to proceed with Twilio as the service provider as required under the DSC, and that consent to transfer personal data outside of the EEA is provided in accordance with Schedule 42 of the SPAA.

JMc clarified and that Option 1 would be to proceed with Twilio as the service provider and, as required under the DSC, provide consent to the transfer of personal data (that is received in accordance with SPAA schedule 42) outside of the EEA..

The Committee agreed that if option 1 is approved, this needs to be referenced in the Change Proposal for XRN4850 and made clear this in relation to the consent outlined in SPAA, Schedule 42.

Following this clarification, the Committee Members were asked to approve whether to proceed with Twilio with a majority of 10 votes cast in in favour and 2 votes cast against as follows:

Voting Outcome:		
Shipper	Voting Count	For/Against
Stephanie Clements	2	For
Lorna Lewin (in favour pending changed)	2	For
Steve Mulinganie	2	Against
Total	6	4 For 2 Against
Transporter Representatives	Voting Count	For/Against
Sally Hardman	1	For
Helen Chandler	1	For
Teresa Thompson + Alternate for Richard Loukes	2	For
Brandon Rodrigues	1	For
Rebecca Cailes	1	For
Total	6	For

3. Any Other Business

None raised.

4. Diary Planning

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

Meetings will take place as follows:

Time/Date	Venue	Programme
09:30 Wednesday 16 September 2020	Microsoft Teams	Standard Agenda

Action Table (as of 09 September 2020)

Action Ref	Meeting Date	Minute Ref	Action	Owner	Status Update
0601	11/06/20	6.0	Xoserve/CDSP (JMc/LW) to consider the best way to engage with customers to develop the Customer Effort measure and whether this should be conducted via a survey or Workshop.	Xoserve (JMc/LW)	Carried Forward
0703	15/07/20	13.1	<i>DSC Change Management Committee update:</i> Xoserve (AC) to discuss with James Rigby for an update relating to the DSC Change Management Committee finances and a question that was raised with regards to CDSP potentially having their own ringfenced set of funds for business change.	Xoserve (AC)	Carried forward
0801	19/08/20	2.0	Xoserve (FC) to liaise with National Grid (TT) on compiling the statistics for Modification 0726 Relief Claims.	Xoserve (FC)	Pending
0802	19/08/20	6.0	Xoserve (DT/JMc) to summarise the KPM Process Journey changes discussed and include any suggestions from the Committee into the amended documents that will be circulated to Committee.	Xoserve (DT/JMc)	Pending
0803	19/08/20	14.4	Joint Office (MBJ) to organise an Extraordinary Contract Management Committee meeting on Wednesday 9 th September 2020 between 9:00 - 10:00 am.	Joint Office (MBJ)	Closed 09 Sep 20
0804	19/08/20	14.5	Xoserve (JMc) to review its EU based service providers and consider how Brexit will impact these arrangements.	Xoserve (JMc)	Pending