

CONSTITUTION AND RULES

OF THE

GRID CODE REVIEW PANEL

(revised – BETTA Go-Active Date)

TABLE OF CONTENTS

<u>Clause</u>	<u>Page</u>
1. Name.....	1
2. Definitions and Interpretation	1
3. Constitution	2
4. Objects	2
5. Membership	2
6. Alternates	4
7. Representation and Voting.....	5
8. The Chairman	5
9. The Secretary.....	6
10. Meetings.....	6
11. Notice of Meetings	7
12. Proceedings at Meetings.....	7
13. Resolutions	8
14. Minutes.....	8
15. Guidance from the Panel	8
16. Sub-Committees and Working Groups	8
17. Vacation of Office.....	9
18. Members' Responsibilities and Protections.....	9
19. Group Representatives' addresses	10

THE CONSTITUTION AND RULES OF THE

GRID CODE REVIEW PANEL

(revised –xxxx)

1. **Name**

The panel shall be called the Grid Code Review Panel.

2. **Definitions and Interpretation**

2.1 The following words and expressions shall have the following meanings in this Constitution:-

"Chairman" means the person appointed by NGC under Clause 5.1(a) or the person appointed by NGC from time to time under Clause 8.1, all references herein to "the Chairman" shall, where the context so admits, include any person appointed to perform the duties of the Chairman in the absence of the Chairman.

"Constitution" means the constitution and rules of the Panel as set out herein and as may be amended from time to time with the approval of the Authority.

"Grid Code" means the grid code drawn up pursuant to Condition C14 of NGC's Transmission Licence, as from time to time revised in accordance with paragraphs 2, 3 and 4 of Condition C14 of NGC's Transmission Licence.

"Member" means a person duly appointed pursuant to Clause 5 to be a member of or the Chairman of the Panel.

"Panel" means the Grid Code Review Panel.

"Secretary" means the person appointed by NGC pursuant to Clause 9.1, and named as such.

2.2 Except as otherwise provided herein and unless the context otherwise admits, words and expressions used herein shall have the same meaning as defined in the Grid Code.

2.3 Words importing the singular only also include the plural and vice versa where the context requires. Words importing the masculine only also include the feminine.

2.4 Headings and titles shall not be taken into consideration in the interpretation or construction of the words and expressions used herein.

3. **Constitution**

The Panel is a standing body established and maintained by NGC pursuant to GC.4.1 of the Grid Code.

4. **Objects**

4.1 The objects of the Panel shall be the following objects, and such further objects as may be attributed to the Panel by the Grid Code from time to time:-

4.1.1 to keep the Grid Code and its working under review;

4.1.2 to review all suggestions for amendments to the Grid Code which any Member is requested by the Authority or a User (or any **Relevant Transmission Licensee** in respect of PC.6.2, PC Appendix C, CC.6.1, CC.6.2, CC.6.3, OC8 and GC.11), to submit to the Secretary for consideration by the Panel from time to time;

4.1.3 to publish recommendations as to amendments to the Grid Code that NGC or the Panel feels are necessary or desirable and the reasons for the recommendations;

4.1.4 to issue guidance in relation to the Grid Code and its implementation, performance and interpretation when asked to do so by any Member on behalf of a User;

4.1.5 to consider what changes are necessary to the Grid Code arising out of any unforeseen circumstances referred to it by NGC under GC.3 of the Grid Code;and

4.1.6 to consider and identify changes to the Grid Code to remove any unnecessary differences in the treatment of issues in Scotland from their treatment in England and Wales.

5. **Membership**

5.1 The Panel shall consist of:-

(a) a Chairman and up to 4 members appointed by NGC;

(b) a person appointed by the Authority; and

(c) the following members:

(i) 3 persons representing those Generators each having Large Power Stations with a total Registered Capacity in excess of 3GW;

- (ii) a person representing those Generators each having Large Power Stations with a total Registered Capacity of 3GW or less;
- (iii) 2 persons representing the Network Operators in England and Wales;
- (iv) a person representing the Network Operators in Scotland;
- (v) a person representing Suppliers;
- (vi) a person representing Non Embedded Customers
- (vii) a person representing the Generators with Small Power Stations and/or Medium Power Stations (other than Generators who also have Large Power Stations);
- (viii) a person representing the BSC Panel;
- (ix) a person representing the Externally Interconnected System Operators;
- (x) a person representing Generators with Novel Units; and
- (xi) a person, representing each Relevant Transmission Licensee (in respect of PC.6.2, PC Appendix C, CC.6.1, CC.6.2, CC.6.3, OC8 and GC.11).

5.2 If at any time there shall be no Generators with Small Power Stations and/or Medium Power Stations (other than Generators which also have Large Power Stations), the Authority shall be notified by the Chairman and shall have the right, until the next following meeting of the Panel after there shall be one or more Generator with Small Power Stations and/or Medium Power Stations, at any time and from time to time, to appoint a person to be a Member and to remove any person so appointed by it.

5.3 If (other than on re-appointment of a Member or Members appointed by any person or group of persons entitled to so appoint, which is dealt with in paragraph 5.5 below) at any time any person or group of persons entitled to appoint a Member or Members shall not have made an appointment(s) and/or shall be in disagreement as to who to appoint, the Chairman shall request the Authority to make such appointment and the Authority shall have the right, until the relevant person or group of persons has decided upon an appointment and notified the Authority accordingly, to appoint a Member or Members on behalf of that person or group of persons, and to remove any person so appointed by it.

5.4 No person other than an individual shall be appointed a Member or his alternate.

5.5 (a) Each Member shall retire automatically at the beginning of the meeting of the Panel held on the first Business Day in the month of February each year (or if

no meeting is held on such day, at the meeting which is held on the date falling closest after that day) but shall be eligible for re-appointment.

- (b) Each person or group of persons entitled to appoint a Member (or a person within such group of persons) may, by notice in writing to the Chairman, indicate its wish to re-appoint the retiring Member or to appoint a new person as a Member in his place.
- (c) Such notifications for re-appointment or appointment must be delivered to the Chairman at least 21 days in advance of that meeting of the Panel from the person or group of persons (or a person within such group of persons) represented by each Member. A notification for re-appointment in respect of an existing Member shall be deemed to be given if no notification is delivered to the Chairman at least 21 days in advance of that meeting of the Panel.
- (d) If only one notification is received for the re-appointment of a Member or appointment of a new person as a Member (or if all notifications received are unanimous), the person named in the notification(s) will become the Member with effect from the beginning of that meeting of the Panel.
- (e) If more than one notification is received in respect of a Member or a person to become a Member (not being unanimous), the Chairman will within 7 days of receipt of the last of such notifications contact (insofar as he is reasonably able) the group of persons represented by that Member and seek to encourage unanimous agreement between those persons as to the prospective Member. If agreement is reached, then the new person will replace the existing Member, or the existing Member will continue if that is the result of the agreement, with effect from the beginning of that meeting of the Panel.
- (f) If agreement is not reached, the Chairman shall notify the Authority and the Authority shall determine who shall be appointed and notify the Chairman and the relevant persons accordingly. That new person will replace the existing Member, or the existing Member will continue if that is the result of the determination, with effect from the beginning of that meeting of the Panel and shall be deemed to be appointed by the relevant group of persons.
- (g) These provisions shall apply equally to persons or groups of persons entitled to appoint more than one Member, with any necessary changes to reflect that more than one Member is involved.

6. **Alternates**

- 6.1 Each Member shall have the power to appoint any individual to be his alternate and may at his discretion remove an alternate Member so appointed. Any appointment or removal of an alternate Member shall be effected by notice in writing executed by the appointor and delivered to the Secretary or tendered at a meeting of the Panel. If his appointor so requests, an alternate Member shall be entitled to receive notice of all meetings of the Panel or of sub-committees or working groups of which his appointor is a member. He shall also be entitled to attend and vote as a Member at any such meeting at which the

Member appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a Member and for the purpose of the proceedings at the meeting the provisions of this Constitution shall apply as if he were a Member.

- 6.2 Every person acting as an alternate Member shall have one vote for each Member for whom he acts as alternate, in addition to his own vote if he is also a Member. Execution by an alternate Member of any resolution in writing of the Panel shall, unless the notice of his appointment provides to the contrary, be as effective as execution by his appointor.
- 6.3 An alternate Member shall ipso facto cease to be an alternate Member if his appointor ceases for any reason to be a Member.
- 6.4 References in this Constitution to a Member shall, unless the context otherwise requires, include his duly appointed alternate.

7. **Representation and Voting**

- 7.1 The Chairman and each other Member shall be entitled to attend and be heard at every meeting of the Panel. One adviser (or such greater number as the Chairman shall permit) shall be entitled to attend any meeting of the Panel with each Member and shall be entitled to speak at any meeting but shall not be entitled to vote on any issue.
- 7.2 Each Member (including the Chairman) shall be entitled to cast one vote. In the event of an equality of votes, the Chairman shall have a second or casting vote.
- 7.3 Any person or persons entitled to appoint a Member or the Chairman, as the case may be, pursuant to Clause 5 may at any time remove that Member or the Chairman, as the case may be, from office and appoint another person to be a Member or the Chairman, as the case may be, in its place. A person or persons will only have the right to remove from office the Member or the Chairman, as the case may be, that it or they have appointed, and will have no right to remove from office any Member or the Chairman, as the case may be, appointed by another person. Whenever any individual Member or the Chairman changes, the person or group of persons entitled to appoint that Member or the Chairman shall notify the Secretary in writing within seven days of the change taking effect.

8. **The Chairman**

- 8.1 Upon retirement or removal by NGC of the first and each successive Chairman, NGC shall appoint a person to act as Chairman.
- 8.2 NGC may at any time remove the Chairman from office.
- 8.3 The Chairman shall preside at every meeting of the Panel at which he is present. If the Chairman is unable to be present at a meeting, he may appoint an alternate pursuant to Clause 6.1 to act as Chairman. If neither the Chairman nor any other person appointed to act as Chairman is present within half an hour after the time appointed for holding the

meeting, the Members present appointed by NGC, may appoint one of their number to be Chairman of the meeting.

- 8.4 The Chairman, or the person appointed to act as Chairman by the Chairman shall be entitled to cast one vote. Where a Member is acting in the capacity of both Member and Chairman, he shall be entitled to cast one vote as Chairman, in addition to his one vote as Member.

9. **The Secretary**

- 9.1 NGC shall have power to appoint and dismiss a Secretary and such other staff for the Panel as it may deem necessary. The Secretary may, but need not be, a Member, but shall not be a Member by virtue only of being Secretary. The Secretary shall have the right to speak at, but, unless a Member, no right to cast a vote at any meeting.

- 9.2 The Secretary's duties shall be to attend to the day to day operation of the Panel and, in particular, to:-

- (i) attend to the requisition of meetings and to serve all requisite notices;
- (ii) maintain a register of names and addresses of Members and the Chairman and alternates as appointed from time to time;
- (iii) maintain a register of names and addresses of persons in each of the groups of persons described in sub-clauses 5.1(c)(i), (ii), (iii) and (vi) and of those persons in the group described in sub-clause 5.1(c)(iv) which are parties to the CUSC Framework Agreement; and
- (iv) keep minutes of all meetings.

- 9.3 The Secretary shall make available the registers of names and addresses referred to in sub-clauses 9.2(ii) and (iii) above, for inspection by any Authorised Electricity Operator and/or the Authority between 1000 hours and 1600 hours each Business Day. The Secretary shall provide any Authorised Electricity Operator and/or the Authority with a copy of the said registers within a reasonable period of being requested to do so.

10. **Meetings**

- 10.1 The Panel shall hold meetings on the first Business Day in the months of May, August, November and February or at such other regular scheduled times as it may decide. The normal venue for meetings shall be National Grid House, Coventry.

- 10.2 The Chairman or any other Member may request the Secretary to requisition further meetings by giving 21 days notice to the Secretary. The notice shall be in writing and contain a summary of the business that it is proposed will be conducted. The Secretary

shall proceed to convene a meeting of the Panel within 7 days of the date of expiry of such notice in accordance with the provisions of Clause 11.

11. **Notice of Meetings**

- 11.1 All meetings shall be called by the Secretary on at least 14 days written notice (exclusive of the day on which it is served and of the day for which it is given), or by shorter notice if so agreed in writing by all Members. If at any time a person has not been appointed as Secretary, or the Secretary is for any reason unable to act, the Chairman shall attend to the requisition of meetings.
- 11.2 The notice of each meeting shall contain the time, date and venue of the meeting, an agenda and a summary of the business to be conducted and shall be given to all Members.
- 11.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 11.4 By notice to the Secretary, any Member can request additional matters to be considered at the meeting and provided such notice is given at least 10 days (exclusive of the day on which it is served and of the day for which it is given) before the date of the meeting, those matters will be included in a revised agenda for the meeting. The Secretary shall circulate the revised agenda to each Member as soon as practicable.

12. **Proceedings at Meetings**

- 12.1 Subject to Clauses 10 and 11, the Panel may meet for the transaction of business, and adjourn and otherwise regulate its meetings, as it thinks fit.
- 12.2 Seven Members present in person or by their alternates or in accordance with Clause 13.3, shall constitute a quorum.
- 12.3 If, within half an hour from the time appointed for holding any meeting of the Panel, a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
- 12.4 Only matters identified in the agenda referred to in Clause 11.2 (or a revised agenda submitted pursuant to Sub-clause 11.4) shall be resolved upon at a meeting.
- 12.5 All acts done by any meeting of the Panel or of a sub-committee or working group shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of a Member, be as valid as if such person had been duly appointed.

12.6 A resolution put to the vote of a meeting shall be decided by a show of hands.

13. **Resolutions**

13.1 A resolution of the Panel shall be passed by a simple majority of votes cast.

13.2 A resolution in writing signed by all Members shall be as valid and effective as if it had been passed at a meeting of the Panel duly convened and held and may consist of several documents in like form each signed by or on behalf of one or more Members.

13.3 A meeting of the Panel may consist of a conference between Members who are not all in one place but who are able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously. The word "meeting" shall be construed accordingly.

14. **Minutes**

14.1 The Secretary shall circulate copies of the minutes of each meeting of the Panel to each Member as soon as practicable (and in any event within ten Business Days) after the relevant meeting has been held.

14.2 Each Member shall notify the Secretary of his approval or disapproval of the minutes of each meeting within 15 Business Days of receipt of the minutes. A Member who fails to do so will be deemed to have approved the minutes. The approval or disapproval of the minutes aforesaid will not affect the validity of decisions taken by the Panel at the meeting to which the minutes relate.

14.3 If the Secretary receives any comments on the minutes, he shall circulate revised minutes as soon as practicable following the expiry of the period referred to in Clause 14.2, incorporating those comments which are of a typographical nature and indicating, where necessary, that Members disagree with certain aspects of the minutes. The Secretary shall then incorporate those aspects of the minutes upon which there is disagreement, into the agenda for the next following meeting of the Panel, as the first item for resolution.

15. **Guidance from the Panel**

15.1 The Panel may at any time, and from time to time, issue guidance in relation to the Grid Code and its implementation, performance and interpretation, and it may establish sub-committees and working groups to carry out such work.

16. **Sub-Committees and Working Groups**

- 16.1 The Panel may establish such sub-committees from time to time consisting of such persons as it considers desirable. Each sub-committee shall be subject to such written terms of reference and shall be subject to such procedures as the Panel may determine. The meetings of sub-committees shall so far as possible be arranged so that the minutes of such meetings can be presented to the members in sufficient time for consideration before the next following meeting of the Panel.
- 16.2 The Panel may further establish working groups to advise it on any matter from time to time. Such working groups may consist of Members and/or others as the Panel may determine for the purpose.
- 16.3 Resolutions of sub-committees and working groups shall not have binding effect unless approved by resolution of the Panel.

17. **Vacation of Office**

The office of a Member shall be vacated if:-

- 17.1 he resigns his office by notice delivered to the Secretary; or
- 17.2 he becomes bankrupt or compounds with his creditors generally; or
- 17.3 he becomes of unsound mind or a patient for any purpose of any statute relating to mental health; or
- 17.4 he or his alternate fails to attend more than three consecutive meetings of the Panel without submitting an explanation to the Chairman which is reasonably acceptable to the Chairman.

18. **Members' Responsibilities and Protections**

- 18.1 In the exercise of its powers and the performance of its duties and responsibilities, the Panel shall have due regard for the need to promote the attainment of the principal objects of the Panel set out in Clause 4.
- 18.2 In the exercise of its powers and the performance of its duties and responsibilities as a Member, a Member shall represent the interests of that person or persons by whom he is for the time being appointed pursuant to Clause 5, provided that such obligation of representation shall at all times be subordinate to the obligations of the Member as a member of the Panel set out in Clause 18.1.
- 18.3 Protections:
 - 18.3.1 The Panel, each Member and the Secretary shall be entitled to rely upon any communication or document reasonably believed by it or him to be genuine and

correct and to have been communicated or signed by the person by whom it purports to be communicated or signed.

- 18.3.2 The Panel, each Member and the Secretary may in relation to any act, matter or thing contemplated by this Constitution act on the opinion or advice of, or any information from, any chartered engineer, lawyer, or expert in any other field, and shall not be liable for the consequences of so acting.

19. **Group Representatives' addresses**

Each Member shall from time to time communicate his address to the Secretary and all notices sent to such address shall be considered as having been duly given.