

National Electricity Transmission System
Security and Quality of Supply Standard
(NETS SQSS)
Industry Governance Framework

(Revised 28 March 2022)

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1 Definitions and Interpretations

1.1 Definitions

1.1.1 The following words and expressions shall have the following meanings in this document:-

Authority	shall mean the Gas and Electricity Markets Authority. Ofgem is the office of “the <i>Authority</i> ”;
Business Day	means any weekday (other than a Saturday) on which banks are open for domestic business in the City of London;
Chairperson	shall mean the <i>Chairperson</i> of the <i>Review Panel</i> appointed in accordance with Paragraph 4.3;
Core Industry Documents	shall have the same definition as in the Standard Condition A1 of the Transmission License;
Distribution Network Operator or DNO	shall mean the holder for the time being of a Distribution Licence;
Generator	shall mean a person who generates electricity under licence or exemption under the Act;
Governance Framework	shall mean this <i>NETS SQSS Industry Governance Framework</i> ;
Member	shall mean a person duly appointed in accordance with Paragraph 4.6 to be a <i>Member</i> of the <i>Panel</i> ;
NETS SQSS or SQSS	means the National Electricity Transmission System Security and Quality of Supply Standard. The SQSS sets out a co-ordinated set of criteria and methodologies that the <i>Transmission Licensees</i> shall use in the planning and operation of the national electricity transmission system;
NGESO	shall mean National Grid Electricity System Operator Limited with company number 11014226;
NGET	shall mean National Grid Electricity Transmission plc with company number 2366977;
Offshore Transmission Owner or OFTO	means a <i>Transmission Licensee</i> in relation to whose <i>Transmission Licence</i> the Standard Conditions in Section E (<i>offshore transmission owner</i> standard conditions) have been given effect;

Panel	shall mean the <i>SQSS Review Panel</i> established by <i>NGESO NGET, SHET</i> and <i>SPT</i> which shall be constituted in accordance with Section 4;
Secretary	shall mean the <i>secretary</i> of the <i>Review Panel</i> appointed in accordance with Paragraph 4.4;
SHET	shall mean Scottish Hydro Electric Transmission plc with company number SC213461;
SPT	shall mean Scottish Power Transmission Limited with company number SC189126;
Transmission Licence	shall mean a <i>transmission licence</i> granted or treated as granted under Section 6(1)(b) of the Electricity Act 1989;
Transmission Licensee	shall mean the holder for the time being of a <i>Transmission Licence</i> ;

1.2 Interpretations

- 1.2.1 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 *SQSS*.
- 1.2.2 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.
- 1.2.3 Headings and titles shall not be taken into consideration in the interpretation or construction of the words and expressions used in this *Governance Framework*.

2 Introduction

- 2.1 The Electricity Act 1989 requires *Transmission Licensees* to develop and maintain an efficient, co-ordinated and economical system of electricity transmission.
- 2.2 The *Transmission Licences* place an obligation upon the *Transmission Licensees* to plan, develop and operate their systems in accordance with, amongst other things, the SQSS. In addition, *NGESO's Transmission Licence* places an obligation on *NGESO* to coordinate and direct the flow of electricity onto and over the National Electricity Transmission System, in accordance with, amongst other things, the SQSS.2.3 In order to facilitate these requirements, the SQSS may need, from time to time, to be revised to reflect changes in both the GB Electricity Supply Industry and technological advances.
- 2.4 The *Panel* is the co-ordinator, not a decision making body. The purpose of the *Panel* is to consider developments to the SQSS and recommend SQSS changes to the *Authority*.
- 2.5 The *SQSS Governance Framework* sets out:
 - 2.5.1 arrangements for the establishment and composition of the *Panel*; and
 - 2.5.2 the procedure for proposing Modifications to the SQSS.
- 2.6 The *SQSS Governance Framework* governs the industry led process for reviewing, and proposing Modifications to, the SQSS. This is based on voluntary industry co-operation. The *SQSS Governance Framework* is not intended to reflect upon the powers and decisions of the *Authority* in relation to the SQSS.

3 SQSS Objectives

3.1 The *Panel* shall endeavour at all times to perform its functions to ensure efficient discharge by each of the *Transmission Licensees* of the obligations imposed upon it under the Electricity Act and its associated licences, specifically focusing on the following objectives:

- (i) facilitate the planning, development and maintenance of an efficient, coordinated and economical system of electricity transmission, and the operation of that system in an efficient, economic and coordinated manner;
- (ii) ensure an appropriate level of security and quality of supply and safe operation of the National Electricity Transmission System;
- (iii) facilitate effective competition in the generation and supply of electricity, and (so far as consistent therewith) facilitating such competition in the distribution of electricity; and
- (iv) facilitate electricity *Transmission Licensees* to comply with any relevant obligations under EU law.

4 Establishment and Composition

4.1 Establishment

4.1.1 *NGESO NGET, SPT and SHET* shall establish the *Panel* which shall be constituted in accordance with the further provisions of this Section 4.

4.1.2 Subject as expressly provided in this *Governance Framework*, the *Members* may regulate the conduct of and adjourn and convene *Panel* meetings as they deem fit.

4.2 Functions of the *Panel*

4.2.1 The *Panel* shall consider all reasonable requests to modify the SQSS. Such requests may be made by any of the *Members*, the *Authority* or any relevant interested person. SQSS Modification Proposals shall be raised via the *Secretary*.

4.2.2 The functions of the *Panel* shall be to:

4.2.2.1 keep the SQSS and its working under review;

4.2.2.2 evaluate and administrate modifications to the SQSS in accordance with procedures set out in the *SQSS Governance Framework*;

4.2.2.3 keep the *SQSS Governance Framework* and its working under review;

4.2.2.4 publish recommendations to modify the SQSS and the reasons for the recommendations;

4.2.2.5 recommend to the *Authority* any modifications of the SQSS; and

4.2.2.6 the *Panel* shall endeavour at all time to perform its functions:

(a) in an efficient, economical and expeditious manner, taking account of the complexity, importance and urgency of a particular modification to the SQSS; and

(b) with a view to ensuring the SQSS facilitates achievement of its objectives.

4.3 *Chairperson*

4.3.1 There shall be a *Chairperson* of the *Panel* who shall be appointed every second year, by the agreement of all *Members*, from 01 April 2012 or as otherwise agreed by the *Members* and who shall, taking into account the functions set out in subparagraph 4.3.2, carry out such activities as may be agreed between the *Members* from time to time.

4.3.2 The functions of the *Chairperson* include:

4.3.2.1 to ensure that meetings are conducted in a professional, proper, impartial and efficient manner;

4.3.2.2 to ensure that each *Member*, any person invited to speak or any representative of the *Authority* have been given a reasonable opportunity to speak on any matter contained in the agenda for the meeting.

4.3.3 In the event that the *Chairperson* is not present within fifteen minutes of the scheduled start of any meeting and has not nominated another person to take the position of *Chairperson*, those *Members* present shall appoint one of their number to act as *Chairperson*.

4.4 *Secretary*

4.4.1 The *Panel* shall be assisted by a *Secretary* who shall be a person appointed by *NGESO*. *NGESO* may remove and reappoint the *Secretary* by giving notice to the *Panel*.

4.4.2 The *Secretary* shall carry out such activities as are specified in this *Governance Framework* and as are otherwise agreed between the *Members* from time to time.

4.5 *Authority*

4.5.1 A representative of the *Authority* shall be entitled to attend *Panel* meetings as an observer and may speak at any meeting. The *Authority* shall from time to time notify the *Secretary* of the identity of the observer. For the avoidance of doubt the *Authority* representative shall not be considered a *Member* of the *Panel*.

4.6 *Membership*

4.6.1 The *Panel* shall consist of:-

- (a) a *Chairperson*;
- (b) a *Secretary* appointed by *NGESO*;
- (c) a person appointed by the *Authority*; and
- (d) the following *Members*
 - (i) two persons representing *NGESO*;
 - (ii) two persons representing *NGET* ;
 - (iii) two persons representing *SHET*;
 - (iv) two persons representing *SPT*;
 - (v) two persons representing *Offshore Transmission Owners*
 - (vi) a person representing *Generators*
 - (vii) a person representing *Distribution Network Operators*

4.6.2 *NGESO Members*

4.6.2.1 *NGESO* is entitled to nominate two *Members* to attend *Panel* meetings and may appoint, remove and reappoint *Members* by giving notice to the *Secretary*.

4.6.3 *NGET Members*

- 4.6.3.1 *NGET* is entitled to nominate two *Members* to attend *Panel* meetings and may appoint, remove and reappoint *Members* by giving notice to the *Secretary*.

4.6.4 *SHET Members*

- 4.6.4.1 *SHET* is entitled to nominate two *Members* to attend *Panel* meetings and may appoint, remove and reappoint *Members* by giving notice to the *Secretary*.

4.6.5 *SPT Members*

- 4.6.5.1 *SPT* is entitled to nominate two *Members* to attend *Panel* meetings and may appoint, remove and reappoint *Members* by giving notice to the *Secretary*.

4.6.6 *Offshore Transmission Owner Members*

- 4.6.6.1 *Offshore Transmission Owners* may appoint not more than two *Members* and not more than two *Alternate Members* every second year from 01 April 2012 in accordance with Annex 1. Any person shall be eligible for reappointment on expiry of their term.
- 4.6.6.2 *Offshore Transmission Owner Members* shall have the duty to impartially represent the views of the *Offshore Transmission Owners* that they represent.

4.6.7 *Generator Member*

- 4.6.7.1 The *Panel* will agree on an appropriate representative body within the electricity industry to represent the interests of *Generators*.
- 4.6.7.2 The agreed representative body is entitled to nominate a *Member* to attend *Panel* meetings. The agreed representative body may appoint, remove and reappoint their *Member* by giving notice to the *Secretary*.

4.6.8 *Distribution Network Operator Member*

- 4.6.8.1 The *Panel* will agree on an appropriate representative body within the electricity industry to represent the interests of *Distribution Network Operators*.
- 4.6.8.2 The agreed representative body is entitled to nominate a *Member* to attend *Panel* meetings. The agreed representative body may appoint, remove and reappoint their *Member* by giving notice to the *Secretary*.

For the avoidance of doubt the *Generator* and *DNO* representative bodies, *NGESO*, *NGET*, *SHET* and *SPT* are not required to identify *Alternate Members* as *Members* are appointed, removed and reappointed by giving notice to the *Secretary*.

4.7 Meeting Frequency

- 4.7.1 All meetings shall be called by the *Secretary* giving notice to *Members* at least 15 *Business Days* before that date of the next meeting or such other shorter period as all the *Members* may agree. The notice shall set out the date, time and place of the meeting.

4.7.2 The *Panel* shall hold a minimum of 4 meetings per calendar year at regular intervals as agreed by the *Members*. Attendance at such meetings may be in person, by teleconference or video conference or in any alternative manner as all the *Members* may agree and such *Members* will be counted as present for the purposes of the quorum.

4.8 Meeting Administration

4.8.1 The *Secretary* will make available to the *Panel*, not less than 10 *Business Days* before the date of the meeting or such other shorter period as the *Members* may agree, an agenda of the matters for consideration at the meeting and any supporting papers for discussion.

4.8.2 An omission to send *Panel* documents to a person entitled to receive them under sub-paragraph 4.9.2 shall not prevent a *Panel* meeting from proceeding unless otherwise directed by the *Authority*.

4.8.3 As soon as is practicable after each *Panel* meeting, the *Secretary* shall prepare and send to the *Members* and the *Authority* the minutes of such *Panel* meeting, which shall be approved (or amended and approved) by the *Panel* at the next *Panel* meeting after they were so sent and, when approved, the *Panel Secretary* shall publish the approved minutes (excluding any matter which it was agreed at such *Panel* meeting was not appropriate for such publication) on the *NGESO* website.

4.9 Quorum

4.9.1 Subject to sub-paragraph 4.9.3, no business shall be transacted at any *Panel* meeting unless a Quorum (as defined in sub-paragraph 4.9.2) is present.

4.9.2 A quorum shall be constituted where there is at least one *Member* representing each of *NGESO*, *NGET*, *SHET*, *SPT* and the *OFTOs*, unless the *Secretary* and the *Panel* has been notified in writing by a *Member* representing *NGESO*, *NGET*, *SHET*, *SPT* or the *OFTOs* that the matters to be discussed at such *Panel* meeting do not materially affect it and in which case that *Member* (with the consent of the other *Members* forming the quorum) may waive their right to attend.

4.9.3 Where a quorum is not present, the *Secretary* shall seek to adjourn the *Panel* meeting to a later date unless it is the third consecutive *Panel* meeting that has been required to be adjourned as a consequence of the failure to attend by a particular *Member*, in which case, the *Panel* meeting shall nonetheless proceed and subsequent ratification of decisions taken at the *Panel* meeting by such non-attending *Member* shall not be required unless the lack of attendance by such *Member* (on any of the three occasions) was as a consequence of an omission to send such *Member* the details of the *Panel* meeting required pursuant to sub-paragraph 4.9.2.

4.10 Attendance by Other Persons

4.10.1 A *Member* may, with the agreement of the other *Members*, invite any person other than a person already entitled to attend under Paragraph 4.6 to attend any part of a *Panel* meeting and to speak at such meeting, where that person so attends.

4.11 Removal from Office

4.11.1 A person shall cease to hold office as a *Member* or an *Alternate Member*:

- (a) in the case of *Offshore Transmission Owner Members* only, upon expiry of their term of office unless re-appointed;
- (b) if they:
 - (i) resign by notice delivered to the *Secretary*;
 - (ii) become bankrupt or make any arrangement or composition with their creditors generally;
 - (iii) are or may be suffering from a mental disorder and either are admitted to hospital in pursuance of an application under the Mental Health Act 1983 or the Mental Health (Scotland) Act 1960 or an order is made by a court having jurisdiction in matters concerning mental disorder for their detention or for the appointment of a receiver, *curator bonis* or other person with respect to their property or affairs;
 - (iv) become prohibited by law from being a director of a company under the Companies Act 1985;
 - (v) die; or
 - (vi) are convicted on an indictable offence; or
- (c) if the *Panel* resolves (and the *Authority* does not veto such resolution by notice in writing to the *Secretary* within 15 *Business Days*) that they should cease to hold office on grounds of their serious misconduct.

4.11.2 A *Panel* resolution under Paragraph 4.11.1 (c) shall, notwithstanding any other Paragraph, require the vote in favour of at least all *Members* less one (other than the *Member* or *Alternate Member* who is the subject of such resolution) and for these purposes an abstention shall count as a vote cast in favour of the resolution. A copy of any such resolution shall forthwith be sent to the *Authority* by the *Secretary*.

4.11.3 A person shall not qualify for appointment as a *Member* or *Alternate Member* if at the time of the proposed appointment they would be required by the above Paragraph to cease to hold that office.

4.11.4 The *Secretary* shall give prompt notice by electronic means to all *Members* and the *Authority* of the appointment or re-appointment of any *Member* or *Alternate Member* or of any *Member* or *Alternate Member* ceasing to hold office.

5 Modification of the SQSS

5.1 General

5.1.1 Each *Member* shall keep under review whether any possible change to the SQSS would better facilitate achievement of the SQSS Objectives and shall, in accordance with this Section 5 and to the extent that such matter is not covered by a Modification Proposal, raise a Modification Proposal which, in the *Member's* opinion, would do so.

5.1.2 The *Members* shall endeavour at all times to act pursuant to this Section 5:

- (i) in an efficient, economical and expeditious manner taking account of the complexity, importance and urgency of a particular modification proposal; and
- (ii) with a view to ensuring that the SQSS facilitates achievement of the SQSS Objectives.

5.1.3 The SQSS Modification process flow chart is shown in Annex 2. Paragraph 5.2 presents a more detailed account of the Modification process.

5.2 The SQSS Modification Process

5.2.1 Modification Proposal

5.2.1.1 A Modification Proposal may be made by any of the following:

- (a) a *Member*;
- (b) the *Authority*; or
- (c) relevant interested person

referred to in this Section 5 as the 'Proposer'.

5.2.1.2 A Modification Proposal made pursuant to sub-paragraph 5.2.1.1 shall be submitted to the *Secretary* in the form of Annex 3 which may be amended by the *Panel* from time to time.

5.2.1.3 If a Modification Proposal fails to contain any information required under sub-paragraph 5.2.1.2, the *Secretary* shall notify the Proposer, who may submit a revised request in compliance with this sub-paragraph 5.2.1.2.

5.2.1.4 Upon receipt of a Modification Proposal made pursuant to and in compliance with sub-paragraph 5.2.1.2, the *Secretary* shall as soon as reasonably practicable:

- (a) send a copy of the Modification Proposal to the *Members*, the *Authority* and any relevant interested person;

- (b) subject to the provisions of Paragraph 4.8, put the request on the agenda for the next *Panel* meeting; and
- (c) add the new Modification Proposal to the SQSS Modification Register (“Modification Register”) as further provided for and defined in Paragraph 5.2.7.

5.2.1.5 It shall be a condition to the right to raise an SQSS Modification Proposal under this Paragraph 5.2.1 that the Proposer:

- (a) grants a non-exclusive royalty-free licence to all Parties who request the same covering all present and future rights, Intellectual Property Rights and moral rights it may have in such request (as regards use or application in Great Britain and its Offshore Waters); and
- (b) warrants that, to the best of its knowledge, information and belief, no other person has asserted to the Proposer that such person has any Intellectual Property Rights or moral rights or rights of confidence in such proposal inconsistent with the Parties' rights to make, publish or use such request, and, in making a request, a shall be deemed to have granted the licence and given the warranty contained in sub-paragraphs (a) and (b) above respectively.

5.2.1.6 The Proposer may withdraw its Modification Proposal on notice to the *Secretary* at any time, in which case, the *Secretary* shall promptly notify the *Members* and the *Authority* and then, 5 *Business Days* after issue of such notice by the *Secretary*, shall:

- (a) revise the Modification Register; and
- (b) remove the Modification Proposal from the agenda of the next *Panel* meeting (as relevant);

5.2.2 Review of Modification Proposals at Panel Meetings

5.2.2.1 The *Panel* shall consider a Modification Proposal (if compliant with sub-paragraph 5.2.1.2 and not withdrawn under sub-paragraph 5.2.1.6) at the next *Panel* meeting and at such meeting shall use all reasonable endeavours to decide (as and where relevant) whether:

- (a) the *Members* require additional information in order to assess whether the request would better facilitate achievement of the SQSS Objectives;
- (b) pursuant to sub-paragraph 5.2.2.5, to amalgamate the request with any other Proposed Modification.

5.2.2.2 Where, pursuant to sub-paragraph 5.2.2.1 (a) above, the *Panel* decides not to take the Modification Proposal further, the *Secretary* shall notify the Proposer explaining why the proposal has been rejected. The *Secretary* shall also amend the Modification Register as appropriate.

- 5.2.2.3 Where, pursuant to sub-paragraph 5.2.2.1 (a) above, the *Panel* decides that additional information is required or the *Panel* cannot reach a decision on such matters, the *Panel* shall refer the Modification Proposal to a Workgroup to carry out such analysis as set out under sub-paragraph 5.2.3.
- 5.2.2.4 Where, pursuant to sub-paragraph 5.2.2.1 (a) above, the *Panel* decides that additional information is not required, the *Panel* shall proceed directly to Industry Consultation under sub-paragraphs 5.2.4.
- 5.2.2.5 The *Panel* may decide to amalgamate a Modification Proposal with one or more other Modification Proposal(s) where the subject matter is sufficiently proximate to justify amalgamation on the grounds of efficiency and/or where such Modification Proposal(s) are logically dependent on each other.
- 5.2.2.6 Where Modification Proposals are amalgamated pursuant to sub-paragraph 5.2.2.5:
- (a) such Modification Proposals shall be treated as a single Modification Proposal;
 - (b) references in this Section 5 to a Modification Proposal shall include and apply to a group of two or more Modification Proposals so amalgamated; and
 - (c) the Proposers of each such amalgamated Modification Proposal shall cooperate in deciding which of them shall constitute the Proposer of such amalgamated Modification Proposals, failing which agreement, the Modification Proposals shall continue separately as before.

5.2.3 Evaluation and Assessment by a Workgroup

- 5.2.3.1 Following referral of a Modification Proposal, pursuant to sub-paragraph 5.2.2.3, to a Workgroup, the *Panel* shall invite representations or commission such studies, convene industry workshops and other evaluation as it deems appropriate in order that the *Panel* is provided with sufficient information such that it can assess whether the Modification Proposal would better facilitate achievement of the SQSS Objectives.
- 5.2.3.2 The *Panel* shall use its reasonable endeavours in order to ensure that evaluation and assessment by a Workgroup takes no longer than 6 months from its referral under sub-paragraph 5.2.2.3 up to the submission of the Workgroup Report to the *Panel* under sub-paragraph 5.2.3.13 unless otherwise agreed by the *Panel*.
- 5.2.3.3 A Workgroup shall comprise at least 5 persons (who may be *Panel Members*) "Workgroup Quorum" or any such number of persons agreed by the *Panel*.

- 5.2.3.4 In addition to the Workgroup Quorum the *Panel* shall appoint a Workgroup Chairperson who will ensure that meetings are conducted in a professional, proper, impartial and efficient manner.
- 5.2.3.5 The Workgroup shall be assisted by a Secretary who shall be appointed by the *Panel*. As soon as is practicable after each Workgroup meeting, the Secretary shall prepare and send to the Workgroup Members the minutes of such Workgroup meeting, which shall be approved (or amended and approved) by the Workgroup at the next Workgroup meeting after they were so sent and, when approved, the Secretary shall publish the approved minutes (excluding any matter which it was agreed at such Workgroup meeting was not appropriate for such publication) on the *NGESO* website.
- 5.2.3.6 A representative of the *Authority* may attend any meeting of a Workgroup as an observer and may speak at any such meeting.
- 5.2.3.7 The *Panel* shall determine the terms of reference of each Workgroup and may change those terms of reference from time to time as it sees fit.
- 5.2.3.8 The terms of reference for a Workgroup must include provision in respect of the following matters:
- (a) detail the Workgroup's responsibilities for assisting the *Panel* in the evaluation of the Modification Proposal and consider whether it better facilitates achievement of the *SQSS* Objectives and to provide additional information to the *Panel*;
 - (b) detail the Modification Proposal;
 - (c) detail the work to be undertaken by the Workgroup to assist the *Panel* in the evaluation of the Modification Proposal;
 - (d) specify any matters which the Workgroup should address in its report;
 - (e) the timetable for the work to be done by the Workgroup;
 - (f) specify if the Workgroup is to comment upon any legal text.
- 5.2.3.9 Unless otherwise determined by the *Panel* the Workgroup shall develop and adopt its own internal working procedures for the conduct of its business.
- 5.2.3.10 A Workgroup Report will be submitted to the *Panel* responding to the matters detailed in the terms of reference and in accordance with the timetable set out in the terms of reference and will indicate the issues and views which arose in the Workgroup discussions and any recommendations made.

- 5.2.3.11 If a Workgroup is unable to reach agreement on any such matter, the Workgroup Report must reflect the views of the members of the Workgroup.
- 5.2.3.12 The Workgroup Report will be circulated in draft form to the Workgroup members for a period of not less than 5 *Business Days* for comment. Any unresolved comments made shall be reflected in the final Workgroup Report.
- 5.2.3.13 The final Workgroup Report shall be submitted to the *Panel*. Upon receipt of the Workgroup Report, the *Secretary* shall as soon as reasonably practicable:
- (a) send a copy of the Workgroup Report to the *Members* and the *Authority*, and
 - (b) subject to the provisions of Paragraph 4.8.1, put the Workgroup Report on the agenda for the next *Panel* meeting;
- 5.2.3.14 The Workgroup Chairperson or another person (nominated by the Workgroup Chairperson) shall be present at the *Panel* meeting at which that Workgroup Report is to be discussed and may be invited to present the findings and/or answer the questions of *Panel Members*.
- 5.2.3.15 Following receipt of any representations, study, Workgroup Report or other evaluation pursuant to sub-paragraph 5.2.3.1, the *Panel* shall consider whether the information provided is sufficient to form a view as to whether the Modification Proposal better facilitates achievement of the SQSS Objectives and may invite such further representations, studies, and other evaluation including sending matters back to the Workgroup as it deems appropriate until the *Panel* considers that the information provided is sufficient.

5.2.4 Industry Consultation

- 5.2.4.1 Following completion of the steps set out in sub-paragraphs 5.2.3.1 to 5.2.3.15 above (where relevant), the *Secretary* shall prepare a consultation document ("Consultation Document") setting out:
- (a) the Modification Proposal;
 - (b) the views and recommendations of the *Panel* as to whether the changes proposed in the Modification Proposal(s) should be made, including the analysis of whether (and, if so, to what extent) the Modification Proposal(s) would better facilitate achievement of the SQSS Objectives and the views and rationale in respect thereof;
 - (c) an analysis and impact assessment ("Assessment") which shall identify the likely effect of the Modification Proposal(s) on the assets and systems of *Panel Members*, including a description of any works necessary to implement the change and an

estimate of the development, capital and operating costs associated with implementing the changes to the SQSS;

- (d) the proposed implementation date of the Modification Proposal(s) as agreed by the *Panel*, failing which, as shall be proposed by the Proposer and, in the later case, accompanied by the written representations of the other *Members* giving their own opinion as to what the implementation date should be; and
- (e) any proposed text to modify the SQSS;
- (f) (to the extent that such matters are not included pursuant to sub-paragraph (c)), an analysis of:
 - (i) the impact of the Modification Proposal(s) on the *Core Industry Documents*;
 - (ii) the changes which would be required to give effect to the Modification Proposal(s) in relation to the *Core industry Documents*;
 - (iii) the mechanism and likely timescale for making the changes referred to in sub-paragraph (ii);
 - (iv) the changes or developments which would be required to central computer systems and, if practicable, processes used in connection with the operation of arrangements established under the *Core Industry Documents*;
 - (v) the mechanism and likely timescale for making the changes referred to in sub-paragraph (iv);
 - (vi) an estimate of the costs associated with making and delivering the changes referred to in sub-paragraphs (ii) and (iv), such costs being expected to relate to: for (ii), the costs of implementing Modifications to the Industry Framework Document(s), and for (iv), the costs of changes to computer systems and possibly processes which are established for the operation of the *Core industry Documents*,

together with a summary of representations of the *Panel* in relation to such matters,

5.2.4.2 Pursuant to sub-paragraph 5.2.4.1, the *Secretary* shall:

- (a) circulate the Consultation Document to each of the *Members* and such persons or bodies as have responsibility for progressing changes to the *Core Industry Documents* and publish it on the *NGESO* website or otherwise in such manner as may be deemed appropriate by the *Members* to bring it to the attention of other persons who may have a relevant interest in the Modification Proposal;

- (b) invite representations in relation to the Consultation Document within 20 *Business Days* or such other period as the *Panel* shall determine; and
- (c) on receipt of representations pursuant to sub-paragraph (b), prepare a summary of such representations.

5.2.5 The Modification Report

- 5.2.5.1 Pursuant to sub-paragraph 5.2.4.2, the *Panel* shall consider the representations made in response to the Consultation Document and shall instruct the *Secretary* to prepare a report as in sub-paragraph 5.2.4.1 incorporating comments from the Consultation Document respondents and recommendations in light of those comments. This report shall form the “Modification Report”
- 5.2.5.2 If *Members* agree that Modification to the SQSS is not required, the *Panel* shall instruct the *Secretary* to prepare the Modification Report and send it to the *Authority*. The *Secretary* shall also update the Modification Register and publish the Modification Report on the *NGESO* website.
- 5.2.5.3 If *Members* agree that Modification to the SQSS is required, the *Panel* shall instruct the *Secretary* to prepare the Modification Report and send it to the *Authority*. Each *Transmission Licensee Member* will individually send a licence change request to the *Authority* based on the Modification Report. The *Secretary* shall also update the Modification Register and publish the Modification Report on the *NGESO* website.
- 5.2.5.4 If not all *Members* agree that Modification to the SQSS is needed, the *Secretary* shall record the range of recommendations which shall be incorporated into the Modification Report. The *Panel* shall instruct the *Secretary* or Workgroup Chairperson to prepare the Modification Report for subsequent submission to the *Authority*. Those *Transmission Licensee Members* that recommend Modification to the SQSS may send licence change requests to the *Authority*. The *Secretary* shall also update the Modification Register and publish the Modification Report on the *NGESO* website.
- 5.2.5.5 None of the facts, opinions or statements contained in the Modification Report may be relied upon by any other person.

5.2.6 Further versions of SQSS

- 5.2.6.1 If the *Authority* directs a change to the SQSS the *Secretary* shall provide a revised version of the SQSS in accordance with the terms of such notice, update the Modification Register and publish the revised SQSS on the *NGESO* website. The *Transmission Licensees* shall continue to apply the version of the SQSS referred to in their *Transmission Licence*.
- 5.2.6.2 A Modification to the SQSS shall take effect from the date and time as specified in the direction referred to in sub-paragraph 5.2.6.1.

- 5.2.6.3 The relevant *Members* shall be responsible for implementing any changes to their relevant computer systems and processes as necessary to effect the Approved Modification in accordance with this sub-paragraph 5.2.6.
- 5.2.6.4 Following implementation of licence changes by the *Authority* in relation to Approved Modifications, each relevant *Member* shall:
- (a) use its reasonable endeavours to progress changes made to the *Core Industry Documents* (to the extent that it is a party to them) in order to give full and timely effect to a Modification to the SQSS by the implementation date;
 - (b) do what is required to those of its systems and processes which support the operation of the SQSS as may be necessary in order to give full and timely effect to a Modification to the SQSS by the implementation date; and
 - (c) keep the *Panel* informed of any matter that may affect the ability for the implementation date to be met.
- 5.2.6.5 Without prejudice to the obligations of the *Members* under this sub-paragraph 5.2.6, the implementation date may be extended or shortened with the prior approval of, or at the direction of, the *Authority*.
- 5.2.6.6 Any relevant *Member* shall apply to the *Authority* for an extension of the implementation date if it becomes aware of any circumstances that are likely to cause a delay in the implementation of an Approved Modification.
- 5.2.6.7 A Modification made pursuant to and in accordance with this Paragraph 5.2 shall not be impaired or invalidated in any way by any inadvertent failure to comply with or give effect to this sub-paragraph 5.2.6.

5.2.7 The Modification Register

- 5.2.7.1 The *Secretary* shall establish and maintain a register (the "Modification Register") which shall record, in such form as the *Panel* may determine, the matters set out in sub-paragraph 5.2.8.3.
- 5.2.7.2 The purpose of the Modification Register shall be to assist the *Panel* in the operation of the Modification process under this *Governance Framework* and to enable the *Members* and other interested third parties to be reasonably informed of the progress of Modification Proposals and Approved Modifications from time to time.
- 5.2.7.3 The Modification Register shall record:
- (a) details of each Modification Proposal (including the name of the Proposer, the date raised and a brief description of the Modification Proposal);

- (b) the current status and progress of each Modification Proposal and the anticipated date for reporting to the *Authority* in respect thereof;
- (c) the current status and progress of each Approved Modification to the SQSS; and
- (d) such other matters as the *Panel* may consider appropriate from time to time in order to achieve the purposes set out in subparagraph 5.2.7.2.

5.2.7.4 The Modification Register shall, in addition to those matters set out in subparagraphs 5.2.7.3, also include details of:

- (a) each Modification Proposal which has been withdrawn pursuant to sub-paragraph 5.2.1.6 or rejected by the *Panel*; and
- (b) each Modification to the SQSS which has been implemented pursuant to sub-paragraph 5.2.7,

for a period of 6 months after such withdrawal, rejection or implementation, or such longer period as the *Panel* may determine.

5.2.7.5 The *Secretary* shall publish the Modification Register (as updated from time to time and indicating the revisions since the previous issue) on the *NGESO* website with such frequency as the *Panel* may agree, in order to bring it to the attention of interested third parties.

Annex 1 - Offshore Transmission Owner Election Process

A1.1 General

A1.1.1 Introduction

- A1.1.1.1 This Annex 1 sets out the basis for election of Offshore Transmission Owner *Members* and *Offshore Transmission Owner Alternate Members* which will apply except to the extent that the conditions in A1.1.1.5 are met.
- A1.1.1.2 This Annex 1 shall apply:
- (a) in relation to each year (the "Election Year") in which the term of office of *Offshore Transmission Owner Members* and *Offshore Transmission Owner Alternate Members* expires, for the purposes of electing *Offshore Transmission Owner Members* and *Offshore Transmission Owner Alternate Members* to hold office with effect from 01 April in that year;
 - (b) subject to and in accordance with Paragraph A1.4, upon an *Offshore Transmission Owner Member* and/or *Offshore Transmission Owner Alternate Member* ceasing to hold office before the expiry of their term of office.
- A1.1.1.3 For the purposes of an election under Paragraph A1.1.1.2(a) references to *Offshore Transmission Owner* are to persons who are an *Offshore Transmission Owner* as at 01 January in the Election Year.
- A1.1.1.4 The *Secretary* shall administer each election of *Offshore Transmission Owner Members* and *Offshore Transmission Owner Alternate Members* pursuant to this Annex
- A1.1.1.5 Where the following conditions (a) and (b) in this Paragraph A1.1.1.5 are met, the *Offshore Transmission Owner Member(s)* and/or *Offshore Transmission Owner Alternate Member(s)* will be those notified to the *Secretary* as set out below:
- (a) each *Offshore Transmission Owner Member* as at 01 January in the relevant Election Year, has confirmed in writing to the *Secretary* that the *Offshore Transmission Owner Member(s)* and/or *Offshore Transmission Owner Alternate Member(s)* will be elected in accordance with a process other than that set out in Annex 1 ("Alternative *OFTO* Election Process"); and

- (b) each *Offshore Transmission Owner* Member as at 01 January in the relevant Election Year, has notified the *Secretary* in writing by 25 January of the relevant Election Year of the identity of the *Offshore Transmission Owner Member(s)* and/or *Offshore Transmission Owner Alternate Member(s)* elected through the Alternative *OFTO* Election Process, and each notification identifies the same individual(s).

Upon receipt of such notifications in accordance with the above, the provisions of this Annex 1, with exception of Paragraph A1.1.1.4, shall not apply until the following Election Year.

A1.1.2 Election timetable

A1.1.2.1 The *Secretary* shall not later than 01 February in the Election Year prepare and circulate to all *Offshore Transmission Owners* (by publication on the *NGESO* Website and, where relevant details are supplied, by electronic mail), with a copy to the *Authority*, an invitation to nominate candidates who must be willing to be either a *Offshore Transmission Owner Member* or an *Alternate Member* and a timetable for the election (the "Election Timetable"), setting out:

- (a) the date by which nominations of candidates are to be received, which shall not be less than three (3) weeks after the timetable is circulated;
- (b) the date by which the *Secretary* shall circulate a list of candidates and voting papers;
- (c) the date by which voting papers are to be submitted, which shall not be less than three (3) weeks after the date for circulating voting papers;
- (d) the date by which the results of the election will be made known, which shall not be later than 18 March in the Election Year.

A1.1.2.2 If for any reason it is not practicable to establish an Election Timetable in accordance with Paragraph A1.2.1.1 or to proceed on the basis of an Election Timetable which has been established, the *Secretary* may establish a different timetable, or revise the Election Timetable, by notice to all *Offshore Transmission Owners*, the *Panel* and the *Authority*, provided that such timetable or revised timetable shall provide for the election to be completed before 01 April in the Election Year.

A1.1.2.3 A nomination or voting paper received by the *Secretary* later than the

to any revision under Paragraph A1.1.2.2) shall be disregarded in the election.

A1.2. CANDIDATES

A1.2.1 Nominations

- A1.2.1.1 Nominations for candidates shall be made in accordance with the Election Timetable.
- A1.2.1.2 Subject to Paragraph A1.1.1.3, each *Offshore Transmission Owner* may nominate one candidate for election by giving notice to the *Secretary*.

A1.2.2 List of candidates

- A1.2.2.1 The *Secretary* shall draw up a list of the nominated candidates and circulate the list to all *Offshore Transmission Owners* by the date specified in the Election Timetable.
- A1.2.2.2 The list shall specify the *Offshore Transmission Owner* by whom each candidate was nominated and any affiliations which the candidate may wish to have drawn to the attention of *Offshore Transmission Owners*.
- A1.2.2.3 Except where Paragraphs A1.4.3 or A1.4.4 apply, if two (2) or fewer candidates are nominated no further steps in the election shall take place and such candidate(s) shall be treated as elected as *Offshore Transmission Owner Members* and Paragraph A1.3.2.4 shall apply in relation to such candidate(s).
- A1.2.2.4 Where Paragraph A1.4.3 applies, if only one (1) candidate is nominated, no further steps in the election shall take place and such candidate shall be treated as elected as a *Member* and Paragraph A1.3.2.4 shall apply in relation to such candidate.
- A1.2.2.5 Where Paragraph A1.4.4 applies, if two (2) or fewer candidates are nominated, no further steps in the election shall take place and such candidate(s) shall be treated as elected as *Alternate Members* and Paragraph A1.3.2.4 shall apply in relation to such candidate(s).

A1.3 VOTING

A1.3.1 Voting papers

- A1.3.1.1 Voting papers shall be submitted in accordance with the Election Timetable.

A1.3.1.2 Each *Offshore Transmission Owner* may submit one voting paper.

A1.3.2 Preference votes and voting rounds

A1.3.2.1 Each *Offshore Transmission Owner* submitting a voting paper shall vote by indicating on the voting paper a first, second and third preference ("Preference Votes") among the candidates.

A1.3.2.2 A voting paper need not indicate a second, or a third, preference, but the same candidate may not receive more than one Preference Vote in a voting paper.

A1.3.2.3 Candidates shall be elected in three voting rounds (together where necessary with a further round under Paragraph A1.3.6) in accordance with the further provisions of this Paragraph A1.3.

A1.3.2.4 The *Secretary* shall determine which candidates are elected and announce (to the *Authority* and all *Offshore Transmission Owners*) the results of the election in accordance with the Election Timetable.

A1.3.2.5 The *Secretary* shall not disclose the Preference Votes cast by *Offshore Transmission Owners* or received by candidates; but a *Offshore Transmission Owner* may request that the *Authority* scrutinise the conduct of the election, provided that such *Offshore Transmission Owner* shall bear the costs incurred by the *Authority* in doing so unless the *Authority* recommends that the election results should be annulled.

A1.3.2.6 Further references to voting papers in this Paragraph A1.3 do not include voting papers which are invalid or are to be disregarded (i.e. voting papers not made or submitted in accordance with this Annex 1).

A1.3.3 First voting round

A1.3.3.1 In the first voting round:

(a) the number of first Preference Votes allocated under all voting papers to each candidate shall be determined.

(b) the first round qualifying total shall

$$\text{be: } (T / N) + 1$$

Where

T is the total number of first Preference Votes in all voting papers;

N is the number of *Offshore Transmission Owners' Members* and/or *Alternate Members* to be elected.

- A1.3.3.2 If the number of first Preference Votes allocated to any candidate is equal to or greater than the first round qualifying total, that candidate shall be elected.

A1.3.4 **Second voting round**

- A1.3.4.1 In the second voting round:

- (a) the remaining candidates are those which were not elected in the first voting round;
- (b) the remaining voting papers are voting papers other than those under which the first Preference Votes were for candidates elected in the first voting round;
- (c) the number of first and second Preference Votes allocated under all remaining voting papers to each remaining candidate shall be determined;
- (d) the second round qualifying total shall
be $(T' / N') + 1$

Where

T' is the total number of first Preference Votes and second Preference Votes allocated under all remaining voting papers;

N' is the number of *Members* and/or *Alternate Members* remaining to be elected after the first voting round.

- A1.3.4.2 If the number of first and second Preference Votes allocated to any remaining candidate is equal to or greater than the second round qualifying total, that candidate shall be elected.

A1.3.5 **Third voting round**

- A1.3.5.1 In the third voting round:

- (a) the remaining candidates are those which were not elected in the first or second voting rounds;

- (b) the remaining voting papers are voting papers other than those under which the first or second Preference Votes were for candidates elected in the first or second voting rounds;
- (c) the number of first, second and third Preference Votes allocated under all remaining voting papers to each remaining candidate shall be determined;
- (d) the third round qualifying total shall
be $(T" / N") + 1$

Where

T" is the total number of first Preference Votes, second Preference Votes and third Preference Votes allocated under all remaining voting papers;

N" is the number of *Members* remaining to be elected after the first and second voting rounds.

A1.3.5.2 If the number of first, second and third Preference Votes allocated to any remaining candidate is equal to or greater than the third round qualifying total, that candidate shall be elected.

A1.3.6 Further provisions

A1.3.6.1 If after any voting round the number of candidates achieving the required Preference Votes threshold exceeds the number of persons remaining to be elected, the following tie-break provisions shall apply between the tied candidates. In addition, if after the third voting round any *Member(s)* or *Alternate Member(s)* remain to be elected the following tie-break provisions shall apply between the remaining candidates:

- (a) the tied or remaining candidates (as applicable) shall be ranked in order of the number of first Preference Votes allocated to them, and the candidate(s) with the greatest number of such votes shall be elected;
- (b) in the event of a tie between two or more candidates within Paragraph (a), the candidate(s) (among those tied) with the greatest number of second Preference Votes shall be elected;
- (c) in the event of a tie between two or more candidates within Paragraph (b), the *Secretary* shall select the candidate(s) (among those tied) to be elected by drawing lots.

A1.3.7 **Members and Alternate Members**

- A1.3.7.1 Except where Paragraphs A1.4.3 or A1.4.4 apply, the two (2) candidates receiving the greatest number of votes shall be elected as *Offshore Transmission Owners' Members* and the next two (2) shall be elected as *Offshore Transmission Owners' Alternate Members*.
- A1.3.7.2 Where Paragraph A1.4.3 applies the number of candidate(s) up to and including the number of Member Interim Vacancies receiving the greatest number of votes pursuant to the Interim *Panel* and Alternate Election Process shall be elected as *Offshore Transmission Owners' Member(s)* and the remaining candidates up to and including the number of Alternate Member Interim Vacancies receiving the greatest number of votes shall be elected as Alternate *Member(s)*.
- A1.3.7.3 Where Paragraph A1.4.4 applies the two (2) candidates receiving the greatest number of votes pursuant to the Alternate Election Process shall be elected as Alternate *Members*.

A1.4 **VACANCIES**

A1.4.1 **General**

- A1.4.1.1 If a *Member* ceases to hold office pursuant to Paragraph 4.11.1 (b) (i) then Paragraph A1.4.2 shall apply.
- A1.4.1.2 If a *Member* ceases to hold office pursuant to Paragraph 4.11.1 (a), 4.11.1 (b) (ii) to (vi) (inclusive) or 4.11.1 (c) then Paragraph A1.4.3 shall apply.
- A1.4.1.3 If an Alternate *Member* ceases to hold office pursuant to Paragraph 4.11 (the "Resigning" Alternate *Member*) then Paragraph A1.4.4 shall apply.
- A1.4.1.4 The provisions of Paragraph A1.2.1.2 shall apply, mutatis mutandis, to any replacement *Member* or any replacement Alternate *Member* under this Paragraph A1.4.

A1.4.2 **Replacement of a Member who ceases to hold office pursuant to Paragraph 4.11.1 (b) (i)**

- A1.4.2.1 Where this Paragraph A1.4.2 applies, and in accordance with the duties set out in Paragraph 4.2, such *Member* may appoint a replacement *Member* (subject to Paragraph A1.4.2.2) for the remainder of the term of office of such *Member* and shall notify the *Secretary* of a replacement *Member* at the same time as they

resign. If such *Member* does not appoint a replacement at the time of notifying the *Secretary* of their resignation then such *Member* will be replaced in accordance with Paragraph A1.4.3 and this Paragraph A1.4.2.1 shall no longer apply.

A1.4.2.2 A *Member* shall only appoint an Alternate *Member* to be their replacement pursuant to Paragraph A1.4.2.1 and such Alternate *Member* chosen to be a *Member* shall then become a Resigning Alternate *Member* and be replaced in accordance with Paragraph A1.4.4.

A1.4.3 Replacement of a Member who ceases to hold office pursuant to Paragraph 4.11.1 (a), 4.11.1 (b) (ii) to (vi) or 4.11.1 (c)

A1.4.3.1 Subject to Paragraph A1.4.3.2, such *Member* shall, where one or more Alternate *Member(s)* hold office, be replaced by the Alternate *Member* who previously received the highest number of cumulative Preference Votes but if there were a tie-break in relation to such Preference Votes then the tie-break provisions set out in Paragraph A1.3.6.1 shall apply, in either circumstance such Alternate *Member* selected to be a *Member* shall then become a Resigning Alternate *Member* and be replaced in accordance with Paragraph A1.4.4.

A1.4.3.2 If there are no Alternate *Members* in office upon a *Member* ceasing to hold office then:

(a) Where there are not less than six (6) months remaining until the next full election further *Members* shall be elected in accordance with Paragraphs A1.2, A1.3 and subject to the following Paragraphs A1.4.3.3 to A1.4.3.5 (inclusive) (the “Interim *Panel* and Alternate Election Process”).

(b) Where there are less than six (6) months remaining until the next full election no further *Members* or Alternate *Members* shall be elected pursuant to this Paragraph A1.4.3 and the positions shall remain vacant until the next full election.

A1.4.3.3 Where this Paragraph A1.4.3.3 applies the *Secretary* shall indicate in the invitation referred to at Paragraph A1.1.2.1 the number of vacancies for both *Member(s)* (“*Member* Interim Vacancies”) and Alternate *Member(s)* (“Alternate *Member* Interim Vacancies”) for which the Interim *Panel* and Alternate Election Process is being held.

A1.4.3.4 Any *Member(s)* or Alternate *Member(s)* elected pursuant to the Interim *Panel* and Alternate Election Process shall cease to hold office at the next full election.

A1.4.3.5 The timetable for the Interim *Panel* and Alternate Election Process shall be expedited and the *Secretary* shall prepare a timetable accordingly.

A1.4.4 Replacement of a Resigning Alternate Member

A1.4.4.1 Subject to Paragraph A1.4.4.2 a Resigning Alternate *Member* shall not be replaced.

A1.4.4.2 If there are no Alternate *Members* remaining in office following the resignation of an Alternate *Member* or their appointment as a *Member* in accordance with A1.4.2 or A1.4.3 then:

(a) Where there are not less than six (6) months remaining until the next full election further Alternate *Members* shall be elected in accordance with Paragraphs A1.2, A1.3 and subject to the following paragraphs A1.4.4.3 to A1.4.4.5 (inclusive) (the "Alternate Election Process").

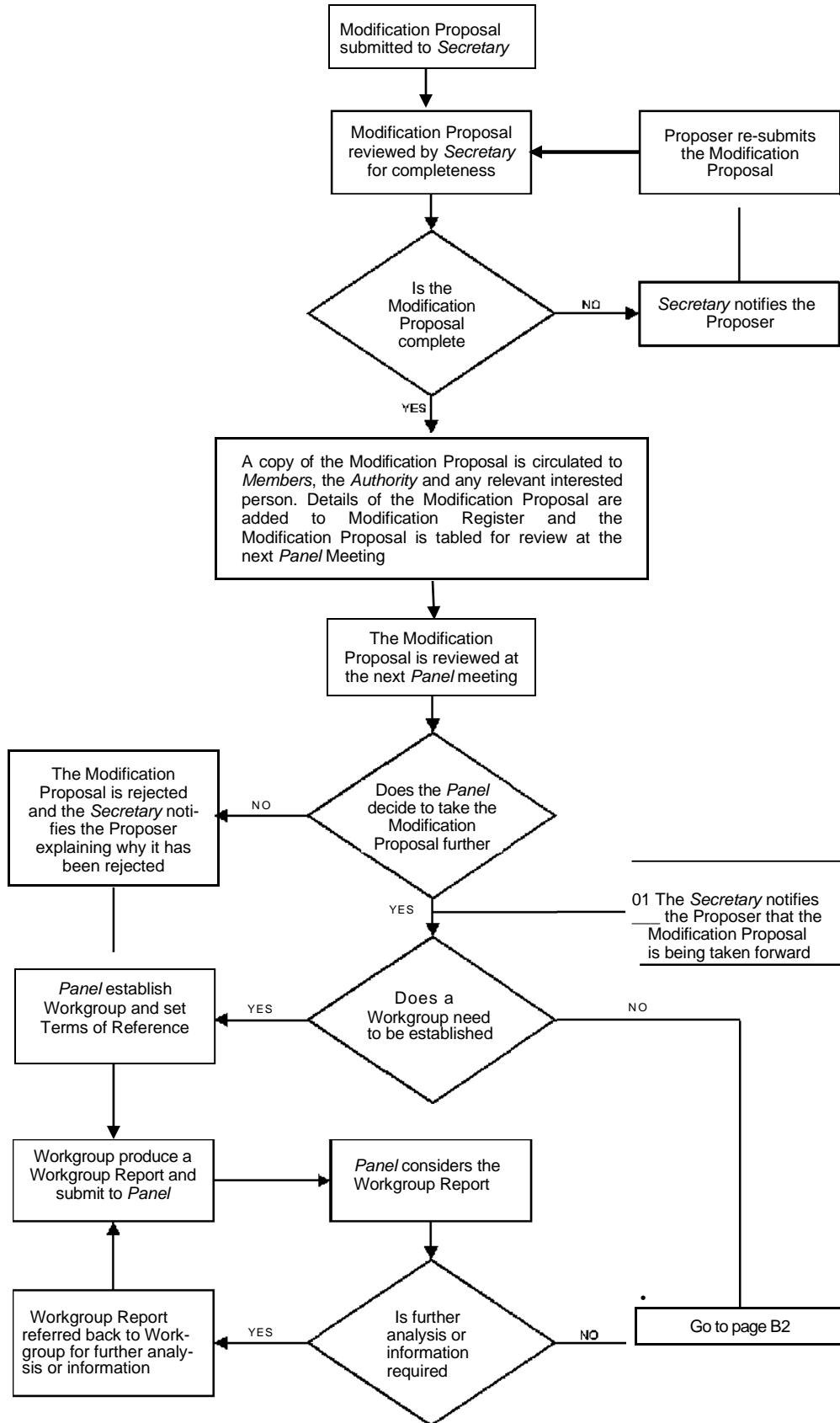
(b) Where there are less than six (6) months remaining until the next full election no further Alternate *Members* shall be elected and the positions shall remain vacant until the next full election.

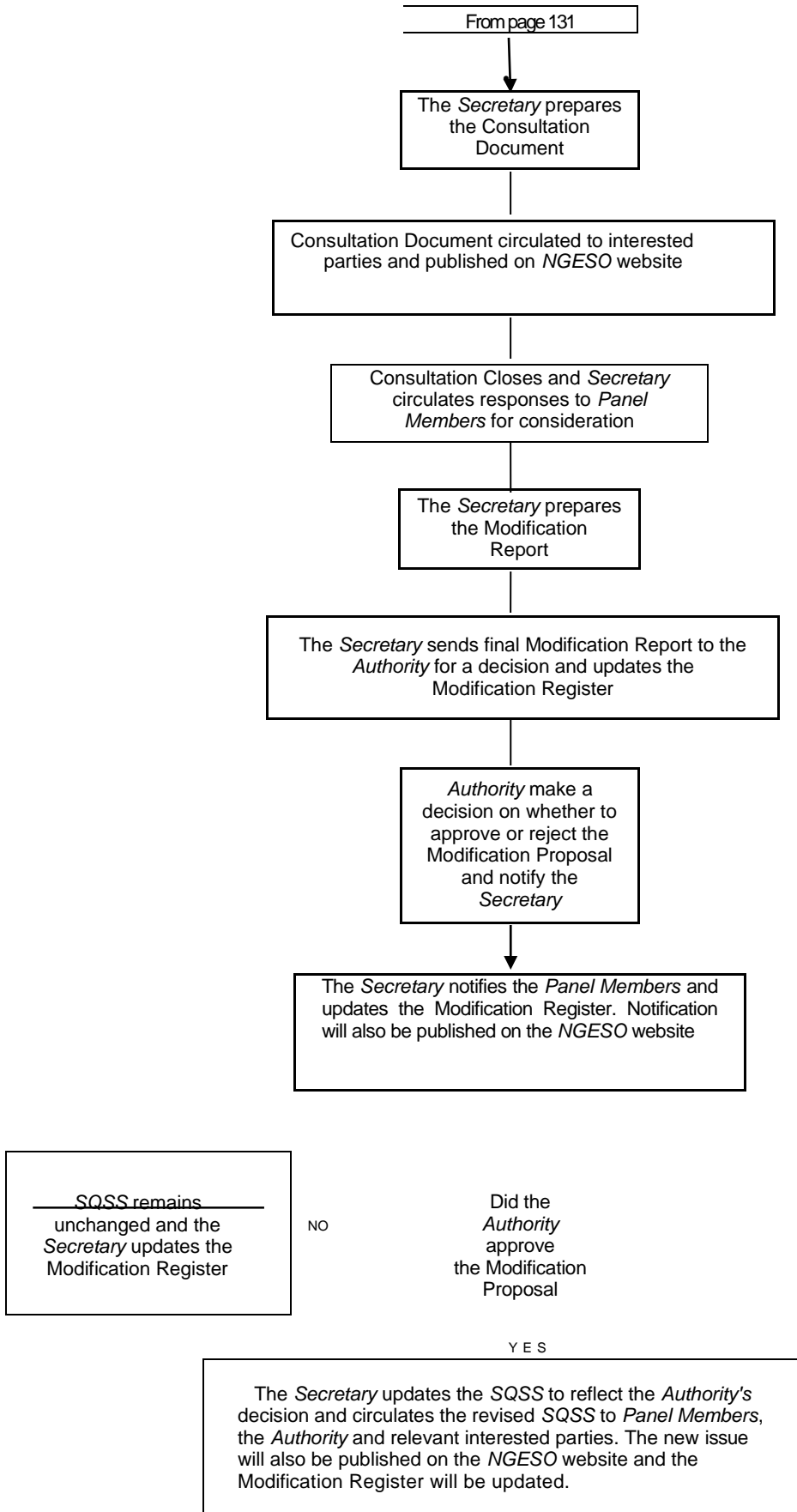
A1.4.4.3 Where this Paragraph A1.4.4.3 applies, a reference in Paragraphs A1.2 and A1.3 to an *Offshore Transmission Owners' Member* shall not apply except in the case of Paragraph A1.3.5.1 (d) where the reference to "*Members*" shall be read and construed as a reference to "Alternate *Members*".

A1.4.4.4 Any Alternate *Member(s)* elected pursuant to the Alternate Election Process shall cease to hold office at the next full election.

A1.4.4.5 The timetable for the Alternate Election Process shall be expedited and the *Secretary* shall prepare a timetable accordingly.

Annex 2 - SQSS Modification Process Flow Chart





Annex 3 - Modification Proposal Form

A copy of the Modification Proposal Form can be found electronically on the *NGESO* website at <https://www.nationalgrideso.com/industry-information/codes/forms-and-guidance>