SECTION B: GOVERNANCE

1. INTRODUCTION

1.1 This Section B sets out:

1.1.1 arrangements for admission of Transmission Licensees and Offshore Transmission Owners as Parties to the Code;

1.1.2 arrangements for withdrawal of Parties from the Code;

1.1.3 arrangements for the establishment and operation of the STC Modification Panel;

1.1.4 arrangements for the appointment of Party Representatives; and

1.1.5 procedures for making amendments to the Code.

2. PARTIES AND PARTY REPRESENTATIVE

2.1 For the purposes of this Code, a "**Party**" is a person who is, for the time being, bound by the Code by virtue of being a Party to the Framework Agreement;

2.2 For the purposes of this Code, a '**Party Representative**' is a representative of the Parties, appointed in accordance with paragraph 6.1.2 to act on behalf of them for the purposes of this Section B.

2.3 For the purposes of this Code, a '**Relevant Party**' is as defined in Section J of this Code.

2.4 For the purposes of the Code, a '**Relevant Party Representative**' is a representative of the Relevant Parties

3. ADMISSION OF NEW PARTIES

3.1 **Accession Procedure for Party Applicants**

3.1.1 Only a Party Applicant which is obliged from time to time to enter into the Framework Agreement shall have the right to enter into and be a Party to the Framework Agreement subject to, and in accordance with, the provisions of this paragraph 3.

3.1.2 A Party Applicant shall submit to the Panel Secretary:

3.1.2.1 an application form which is in such form as the Party Representatives may from time to time prescribe, giving its Party Details as at the time of its application, together with any supporting documentation so prescribed; and

3.1.2.2 a written undertaking from the Party Applicant (in the form prescribed in the application form) that the Party Details of such Party Applicant are complete and accurate in all material respects.

3.1.3 Upon receipt of the items referred to in sub-paragraph 3.1.2, the Panel Secretary shall promptly:

3.1.3.1 check that the application form has been duly completed by the Party Applicant and the relevant supporting documentation has been provided and, where necessary, liaise with the Party Applicant in order to ensure that the Party Applicant completes the application form and provides any such supporting documentation required;

3.1.3.2 notify the Authority of the name of the Party Applicant;

3.1.3.3 prepare an Accession Agreement for execution by the Party Applicant;

3.1.3.4 execute and deliver such Accession Agreement on behalf of all Parties to the Party Applicant for execution;

3.1.3.5 send a certified copy of such Accession Agreement, duly executed by the Party Applicant, to the Party Applicant and other Parties; and

3.1.3.6 give notice of the accession of such Party Applicant to the Authority.

3.1.4 Subject to and in accordance with the provisions of this paragraph 3.1, each Party hereby irrevocably and unconditionally authorises the Panel Secretary to execute and deliver an Accession Agreement to a Party Applicant on its behalf and to admit the Party Applicant as a Party.

3.1.5 Accession of a Party Applicant to the Framework Agreement shall be effective on and from the date of the Accession Agreement.

3.2 **Party Entry Processes**

3.2.1 Following accession to the Framework Agreement under sub-paragraph 3.1.5, a Party Applicant shall be a Party save that the rights and obligations of such Party and the rights and obligations of the other Parties in respect of such Party under Sections C, D, K and paragraphs 2.2 and 3 of Section G of this Code shall not take effect, unless and to the extent it is expressly provided for in this Code or otherwise agreed between the Party Representatives, until the date of notification of completion of the Party Entry Processes (as defined in sub-paragraph 3.2.3 below) for that Party under sub-paragraph 3.2.4.

3.2.2 For the avoidance of doubt, where this Code provides for agreement to be made between the Party Representatives, on acceding to the Framework Agreement, a Party shall be deemed to agree with any and all decisions that have been reached by the Party Representatives prior to the date of the relevant Accession Agreement until such time as the Party Representatives shall otherwise agree.

3.2.3 As soon as reasonably practicable, but in any event not more than 30 days following the accession of a Party to the Framework Agreement under sub-paragraph 3.1.5, each Party and Party Representative shall use their reasonable endeavours to agree the procedures, processes and steps required to be taken by each of the Parties (such agreement not to be unreasonably withheld) such that each Party can comply and continue to comply with its obligations under this Code including any obligations or rights referred to in sub-paragraph 3.2.1 (here referred to as the "**Party Entry Processes**") on and from the date of notification of completion of such Party Entry Processes under sub-paragraph 3.2.4. The Party Entry Processes shall include, without limitation, the establishment and testing of communications arrangements, exchange of data, development and amendment of, creation or accession to (as appropriate) Services Capability Specification, Interface Agreements, TO Construction Agreements, Outages Proposals, Transmission Investment Plans and Code Procedures and such Party Entry Processes may be amended as required from time to time upon agreement by the Party Representatives (such agreement not to be unreasonably withheld). In the case of an Offshore Transmission Owner, the Party Entry Processes shall also include the submission and acceptance of a TO Construction Offer in accordance with Paragraphs 4 and 5 of Section D Part Two of this Code (or, where a User is undertaking OTSDUW Build, the issue by the Offshore Transmission Owner of an OTSDUW Completion Report in accordance with Paragraph 4 of Section D Part Two of this Code).

3.2.4 Each Party shall expeditiously undertake such actions as are required of it under and pursuant to the Party Entry Processes in order to give effect to the timely completion of the Party Entry Processes. Completion of the Party Entry Processes shall be deemed to take effect from the date of notification of such completion by the Panel Secretary to the Authority on behalf of the Parties following agreement by the Party Representatives as to such notice. For the avoidance of doubt, to the extent that any obligations or rights did not take effect under sub-paragraph 3.2.1 prior to and for the duration of the Party Entry Processes, such obligations or rights shall, from the date of notification of completion of the Party Entry Processes under this sub-paragraph 3.2.4, take effect and thereby apply to the relevant Party, or Parties as relevant, in their entirety.

3.2.5 A Party or Party Representative may refer a failure to agree pursuant to sub-paragraphs 3.2.1 to 3.2.4 or any other dispute in relation to the scope, content or performance of the Party Entry Processes, to the Authority as a Dispute in accordance with Section H, paragraph 4.1.

3.2.6 Prior to a person becoming a Party, the Party Representatives shall, if requested to do so by the Authority, take all reasonable steps to develop (in consultation with that person) the Party Entry Processes that could apply were that person to accede to the Framework Agreement, including, the identification of any proposals for the amendment of the Code in accordance with Section B, paragraph 7 that the Party Representatives may consider to be necessary for the

purpose of the Party Entry Processes that might apply were that person to accede.

4. PARTY DETAILS

4.1 For the purposes of this Code, the "**Party Details**" of a Party, which shall include for the purposes of this paragraph 4, a Party Applicant, are the following details and documentation of the Party:

4.1.1 its full name and contact details;

4.1.2 the name, address, and facsimile number of the person for whose attention notices issued in accordance with Section G, paragraph 12 should be marked;

4.1.3 details for service of process;

4.1.4 a copy of its current Transmission Licence (in the case of an Offshore Transmission Owner a copy of the notice from the Authority shall be provided and following this a copy of its Transmission Licence shall be provided five Business Days after the grant of its Transmission Licence);

4.1.5 the Party's VAT registration number; and

4.1.6 its Party Category.

4.2 Each Party shall:

4.2.1 provide its Party Details to the Panel Secretary; and

4.2.2 ensure that its Party Details for the time being provided to the Panel Secretary remain accurate and complete in all material respects.

4.3 Without prejudice to the generality of paragraph 4.2, if at any time:

4.3.1 a Party wishes to change any of its contact details forming part of such Party Details; or

4.3.2 the Party Details of a Party otherwise cease for whatever reason to be accurate and complete in all material respects,

then such Party shall notify the Panel Secretary as soon as reasonably practicable (and, wherever possible, in advance of such change) and shall provide such further information and supporting documentation as the Panel Secretary may reasonably require to evidence such change.

4.4 The Panel Secretary shall:

4.4.1 maintain an up-to-date list of the contact details forming a part of the Party Details in respect of each of the Parties and ensure that such list is available on the Code Website;

4.4.2 upon receipt of Party Details from a Party pursuant to paragraph 4.2, make available such Party Details to each of the other Parties and the Authority. The Panel Secretary shall update Schedule A of this STC accordingly;

4.4.3 promptly update the Party Details pursuant to paragraph 4.3 and notify the Parties and the Authority of any such changes; and

4.4.4 fulfil the role of the Code Administrator for the STC Modification Panel, in which role it shall maintain, publish, review and (where appropriate) amend from time to time the Code Administration Code of Practice approved by the Authority in conjunction with other code administrators.

5. WITHDRAWAL

5.1 Procedure

5.1.1 Each Party (the "**Withdrawing Party**") shall be entitled to withdraw from the Framework Agreement (including pursuant to an assignment or transfer under Section G paragraph 6) and thereby cease to be a Party from the Withdrawal Date under sub-paragraph 5.1.4.

5.1.2 A Withdrawing Party shall give notice to the Panel Secretary, each of the other Parties and the Authority of its intention to withdraw from the Framework Agreement (a "**Withdrawal Notice**"), which Withdrawal Notice shall include a Proposed Withdrawal Date. In any case where a Party is notified that its Transmission Licence will be revoked, that Party shall be deemed to have issued a Withdrawal Notice on the date of such notice of revocation.

5.1.3 As soon as reasonably practicable following the date of issue of a Withdrawal Notice under sub-paragraph 5.1.2, each Party Representative shall use its reasonable endeavours to agree the procedures, processes and steps required to be taken by each of the Parties (such agreement not to be unreasonably withheld) such that a remaining Party would not be caused to be in breach of its obligations under the Code as a consequence of the withdrawal of the Withdrawing Party ("**Decommissioning Actions**") after the Withdrawal Date (as defined at sub-paragraph 5.1.4) and such Decommissioning Actions may be amended as required from time to time upon agreement by the Party Representatives (such agreement not to be unreasonably withheld).

5.1.4 Each Party shall expeditiously undertake such actions as are required of it under and pursuant to the Decommissioning Actions to give effect to their timely completion, following which, the Panel Secretary shall give notice to the Authority of the completion of such Decommissioning Actions on behalf of the Parties following agreement by the Party Representatives of such notice. Such notification shall specify the date upon which the Withdrawing Party shall withdraw from the Framework Agreement which date (subject to sub-paragraph 5.1.5) shall be referred to herein as the "**Withdrawal Date**".

5.1.5 A Withdrawing Party cannot withdraw from the Framework Agreement and thereby cease to be a Party to the Code until the Withdrawal Date or, if at such Withdrawal Date, the Withdrawing Party is subject to a Transmission Licence Condition by virtue of which it is required to be a Party and/or to comply with the Code or which would otherwise be infringed if the Withdrawing Party withdrew from the Framework Agreement. In such event, the Withdrawal Date shall be postponed to such date as it no longer applies. The Withdrawing Party shall notify the Authority of the date from which the Transmission Licence Condition no longer applies and copy such notice to each of the other Parties.

5.1.6 A Party may refer a failure to agree the Decommissioning Actions pursuant to sub-paragraph 5.1.3 or other dispute in relation to the scope, content or performance of the Decommissioning Actions as a Dispute to the Authority in accordance with Section H, paragraph 4.1.

5.1.7 Prior to the issue of a Withdrawal Notice, the Party Representatives shall, if requested to do so by the Authority, take all reasonable steps to develop the Decommissioning Actions that could apply upon issue of a Withdrawal Notice under sub-paragraph 5.1.2.

5.2 **Consequential Provisions**

5.2.1 Where a Withdrawing Party withdraws from the Framework Agreement and thereby ceases to be a Party pursuant to paragraph 5.1, the provisions of this paragraph 5.2 shall apply.

5.2.2 With effect from the Withdrawal Date (as amended under sub-paragraph 5.1.5 as appropriate):

5.2.2.1 the Withdrawing Party shall, subject to the provisions of sub-paragraph 5.2.3, be automatically released and discharged from all of its obligations and liabilities under the Code (including, for the avoidance of doubt, relevant Code Procedures to which they are a Party and the Framework Agreement); and

5.2.2.2 each other Party shall, subject to the provisions of sub-paragraph 5.2.3, be automatically released and discharged from all of its obligations and liabilities to the Withdrawing Party under the Code (including, for the avoidance of doubt, relevant Code Procedures to which they are a Party and the Framework Agreement).

5.2.3 Any release and discharge referred to in sub-paragraph 5.2.2 shall not extend to the rights and liabilities (whether actual, contingent, accrued or otherwise) of a Party as at the Withdrawal Date (whether or not the other Parties are aware of such rights and liabilities at the Withdrawal Date).

5.2.4 Save as provided in sub-paragraph 5.2.2, the Framework Agreement and Code shall, upon withdrawal of any Party, remain in full force and effect and binding on each of the other Parties.

5.2.5 Withdrawal of a Withdrawing Party from the Framework Agreement shall not affect and shall be without prejudice to any accrued rights or liabilities that such Withdrawing Party may have under the Code, which rights or liabilities shall continue to be governed by the terms of this Code and the provisions of Section A, paragraph 3 and Section F, paragraph 2 and this paragraph 5.2 shall survive the withdrawal of the Withdrawing Party from the Framework Agreement.

6. THE STC MODIFICATION PANEL

6.1 Establishment and composition

6.1.1 The Parties shall establish a panel ("**STC Modification Panel**") which shall be constituted in accordance with the further provisions of this paragraph 6.

6.1.2 The STC Modification Panel shall comprise of Party Representatives appointed as follows:

- NGESO may appoint not more than two persons by giving notice of such appointment to the Panel Secretary, and may remove and re-appoint by notice.
- Each Onshore Transmission Owner may appoint not more than two persons by giving notice of such appointment to the Panel Secretary, and may remove and re-appoint by notice.
- Prior to 31st March 2011, Offshore Transmission Owners may appoint not more than two persons for the period up to 31st March 2011 by jointly giving notice of such appointment to the Panel Secretary. Effective from 1st April 2011 and there after, Offshore Transmission Owners may appoint not more than two persons in accordance with Annex B1.

and such Party Representatives shall attend each meeting of the STC Modification Panel ("**STC Modification Panel Meeting**").

6.1.3 The STC Modification Panel shall be assisted by a secretary ("**Panel Secretary**") who shall be a person appointed and provided by NGESO. The Panel Secretary shall carry out such activities as are specified in this Code and as are otherwise agreed between the Party Representatives from time to time but shall not have a right to vote at any STC Modification Panel Meeting.

6.1.4 In addition to the Party Representatives and Panel Secretary, there shall be a ~~chair~~ chairperson of the STC Modification Panel who shall be appointed annually (or as otherwise agreed by the Party Representatives) by and with the agreement

of the Party Representatives and who shall, taking into account the functions set out in sub-paragraph 6.3.2, carry out such activities as may be agreed between the Party Representatives from time to time but shall not have a right to vote at any STC Modification Panel Meeting (" **Panel ~~Chair~~Chairperson**").

6.1.5 The Authority shall be entitled to receive notice of, and to appoint one or more representatives to attend and speak at, any STC Modification Panel Meeting but, for the avoidance of doubt, such representatives shall not have a right to vote at any such STC Modification Panel Meeting.

6.1.6 Any person designated by the Authority under sub-paragraph 7.2.2.1(b) below shall be entitled to receive notice of, and to appoint up to two representatives to attend and speak at, any STC Modification Panel Meeting but, for the avoidance of doubt, such representative(s) shall not have a right to vote at any such STC Modification Panel Meeting and shall not be deemed to be Party Representatives.

6.1A Alternate Representatives

6.1A.1 At the same time that Party Representatives are appointed under paragraph 6.1.2, no more than 2 Alternate Representatives representing Offshore Transmission Owners may be appointed in accordance with the procedure set out in Annex B1.

6.1A.2 Such Alternate Representatives will form a group from which Party Representatives representing Offshore Transmission Owners may select a person to act as their alternate under this Paragraph 6.1A.

6.1A.3 A Party Representative representing Offshore Transmission Owners may appoint such an Alternate Representative to be ~~his~~ their alternate for any one STC Modification Panel Meeting, and may remove a person so appointed as alternate, by giving notice of such appointment or removal to the Panel Secretary. A Party Representative must choose an Alternate Representative who has not been already chosen by another Party Representative for that STC Modification Panel Meeting. If there are no Alternate Representatives left who have not already been so chosen by another Party Representative, the Party Representative may chose as ~~his~~ their alternate any Alternate Representative or other Party Representative who is not already acting as alternate for more than one Party Representative.

6.1A.4 All information to be sent by the Panel Secretary to Party Representatives pursuant to this Section B shall also be sent by the Panel Secretary to each Alternate Representative (whether or not currently selected as an alternate for a Party Representative) by electronic mail (where relevant details shall have been provided by each Alternate Representative).

6.1A.5 Alternates: General Provisions

6.1A.5.1 The appointment or removal by a Party Representative of an alternate shall be effective from the time when such notice is given to the Panel Secretary or (if later) the time specified in such notice.

6.1A.5.2 The Panel Secretary shall promptly notify all Party Representatives and Parties of appointment or removal by any Party Representative of any alternate and (where relevant details have been provided to the Panel Secretary) despatch by electronic mail shall fulfil this obligation.

6.1A.5.3 In accordance with paragraph 6.1A, an alternate may act as alternate for more than one Party Representative.

6.1A.6 Alternates: Rights, Cessation and References

6.1A.6.1 Where a Party Representative has appointed an alternate:

6.1.6.1.1 the alternate shall be entitled to receive notices of meetings of the STC Modification Panel unless the appointing Party Representative shall otherwise notify the Panel Secretary; and,

6.1.6.1.2 the alternate shall be entitled to attend, speak and vote at any meeting of the STC Modification Panel at which the Party Representative by whom ~~he was~~ they were appointed is not present, and at such meeting to exercise and discharge all of the functions, duties and powers of such Party Representative;

6.1.6.1.3 the alternate shall cast one vote for each Party Representative by whom ~~he was~~ they were appointed, in addition (where ~~he is~~ they are a Party Representative ~~himself~~ themselves) to ~~his~~ their own vote;

6.1A.6.2 Paragraphs 6.3, 6.4 and 6.6 shall apply to the alternate as if ~~he~~ they were the appointing Party Representative and a reference to a Party Representative elsewhere in this Code shall, unless the context otherwise requires, include ~~his~~ their duly appointed alternate.

6.1A.6.3 For the avoidance of doubt, the appointing Party Representative shall not enjoy any of the rights transferred to the alternate at any meeting at which, or in relation to any matter on which, the alternate acts on ~~his~~ their behalf.

6.1A.7 A person appointed as an alternate shall automatically cease to be such alternate:

6.1A.7.1 if the appointing Party Representative ceases to be a Party Representative;

6.1A.7.2 if any of the circumstances in Paragraph 6.1C.1(b) applies in relation to such person,

but, in the case of an Alternate Representative, shall continue to be an Alternate Representative available for appointment under paragraph 8.6.2

6.1B **Term of Office**

6.1B.1 The term of office of a Party Representative and Alternate Representatives in each case representing Offshore Transmission Owners shall be a period expiring on 31 March every year following the Offshore Go-Live Date and from 01 January 2017, a period expiring on 31 March every two years. A Party Representative and Alternate Representative shall be eligible for reappointment on expiry of ~~his~~ their term of office.

6.1C **Removal from Office**

6.1C.1 A person shall cease to hold office as a Party Representative or an Alternate Representative.

(a) upon expiry of ~~his~~ their term of office unless re-appointed;

(b) if ~~he~~ they:

(i) resign~~s~~ from office by notice delivered to the Panel Secretary;

(ii) become~~s~~ bankrupt or make~~s~~ any arrangement or composition with ~~his~~ their creditors generally;

(iii) ~~is~~ are or may be suffering from mental disorder and either are~~is~~ 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 ~~his~~ their detention or for the appointment of a receiver, *curator bonis* or other person with respect to ~~his~~ their property or affairs;

(iv) become~~s~~ prohibited by law from being a director of a company under the Companies Act 1985;

(v) die~~s~~; or

(vi) ~~is~~ are convicted on an indictable offence; or

(c) if the STC Modification Panel resolves (and the Authority does not veto such resolution by notice in writing to the Panel Secretary within 15 Business Days) that ~~he~~ they should cease to hold office on grounds of ~~his~~ their serious misconduct;

6.1C.2 A STC Modification Panel resolution under Paragraph 6.1C.1(c) shall, notwithstanding any other paragraph, require the vote in favour of at least all Party Representatives less one (other than the Party Representative or Alternate Representative 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 Panel Secretary.

6.1C.3 A person shall not qualify for appointment as a Party Representative or Alternate Representative if at the time of the proposed appointment ~~he~~ they would be required by the above paragraph to cease to hold that office.

6.1C.4 The Panel Secretary shall give prompt notice to all Party Representatives, all Parties and the Authority of the appointment or re-appointment of any Party Representative or Alternate Representative or of any Party Representative or Alternate Representative ceasing to hold office and publication on the Code Website and (where relevant details are supplied to the Panel Secretary) despatch by electronic mail shall fulfil this obligation.

6.2 Functions of the STC Modification Panel and the Code Administrator's Role

6.2.1 The functions of the STC Modification Panel shall be the:

6.2.1.1 evaluation and administration of amendments to the Code in accordance with the procedures set out in this Section B;

6.2.1.2 review of the consequences of amendments to the Code;

6.2.1.3 administration of the Code as specified in this Section B;

6.2.1.4 establishment of joint working arrangements pursuant to sub-paragraph 7.2.9.1 below; and

6.2.1.5 consideration of any changes to the Code Administrator Code of Practice that the Code Administrator considers appropriate to raise.

6.2.2 The STC Modification Panel shall endeavour at all times to perform its functions:

6.2.2.1 in an efficient, economical and expeditious manner, taking account of the complexity, importance and urgency of particular STC Modification Proposals; and

6.2.2.2 with a view to ensuring that the Code facilitates achievement of the Applicable STC Objectives.

6.2.3 NGESO shall establish and maintain a Code Administrator function, which shall carry out the roles referred to in Paragraphs 4.4.4 and 6.2.4.

6.2.4 The Code Administrator will undertake, and the STC Modification Panel shall ensure that the Code Administrator will undertake, its functions consistently with the Code Administrator Code of Practice. The Code Administrator will provide assistance to Parties insofar as practicable, and on reasonable request, in relation to their engagement with the STC Modification process

6.2.5 The procedures set out in the Code, to the extent that they are dealt with in the Code Administration Code of Practice, are consistent with the principles contained in the Code Administration Code of Practice. Where inconsistencies or conflicts exist between the Code and the Code Administration Code of Practice, the Code shall take precedence.

6.3 Structure of STC Modification Panel Meetings

6.3.1 STC Modification Panel Meetings shall be held on a monthly basis unless otherwise requested by a Party Representative and with the agreement of the other Party Representatives, or as otherwise specifically provided for in this Section B, at such time, at such place in Great Britain and in such form including, without limitation, by way of teleconference as the Party Representatives shall decide.

6.3.2 In the event that the Panel ~~Chair~~ Chairperson is not present within fifteen minutes of the scheduled start of any STC Modification Panel Meeting and has not nominated another person to take the position of ~~chair~~ chairperson pursuant to sub-paragraph 6.4.2, those Party Representatives present shall appoint one of their number to act as Panel ~~Chair~~ Chairperson for that STC Modification Panel Meeting. Subject to paragraph 6.4, the functions of the ~~Chair~~ Panel Chairperson include:

6.3.2.1 to ensure that STC Modification Panel Meetings are conducted in a proper, impartial and efficient manner;

6.3.2.2 to ensure that each Party Representative, any person invited to speak pursuant to sub-paragraph 6.5.1, any representatives of any person designated by the Authority under sub-paragraph 6.1.6 and any representative of the Authority have been given a reasonable opportunity to speak on any matter raised in a notice issued to each Party Representative pursuant to sub-paragraph 6.3.5; and

6.3.2.3 to ensure that any relevant matter is put to a vote pursuant to paragraph 6.4 during the STC Modification Panel Meeting.

6.3.3 In the event that the Panel Secretary is not present within fifteen minutes of the scheduled start of any STC Modification Panel Meeting, those Party Representatives present shall appoint one of their number to act as Panel Secretary for that STC Modification Panel Meeting.

6.3.4 A Party or other person designated under sub-paragraph 7.2.2.1(b) may submit matters (excluding new modifications) and any supporting papers for consideration at a STC Modification Panel Meeting to be received by the Panel Secretary not less than five Business Days before the date of that STC Modification Panel Meeting or such shorter period as the Party Representatives may agree. Where a STC or STCP Modification Proposal is received more than ten (10) Business Days prior to the next STC Panel meeting, the Panel Secretary

shall place the STC Modification Proposal on the agenda of the next STC Panel meeting and otherwise shall place it on the agenda of the next succeeding STC Panel meeting.

6.3.5 In accordance with this paragraph 6.3, a STC Modification Panel Meeting shall be convened by the Panel Secretary, by notice to each Party Representative:

6.3.5.1 setting out the date, time and place of the STC Modification Panel Meeting and (unless the Party Representatives decide otherwise) giving at least ten Business Days' notice before the date of the STC Modification Panel Meeting;

6.3.5.2 accompanied by an agenda of the matters for consideration at the STC Modification Panel Meeting and any supporting papers at the time the notice is given,

and subsequently send to the Party Representatives any supporting papers received not less than five Business Days before the date of the STC Modification Panel Meeting or such shorter period as the Party Representatives may agree.

6.3.6 The Panel Secretary shall send a copy of the notice convening a STC Modification Panel Meeting, and the agenda and papers accompanying the notice to the following persons at the same time as the notice under sub-paragraph 6.3.5 is given to the Party Representatives:

6.3.6.1 the appointed representative(s) of the Authority; and

6.3.6.2 any other person designated by the Authority under sub-paragraph 7.2.2.1(b),

and subsequently send to such persons any supporting papers received not less than five Business Days or on such earlier date as the Party Representatives receive such supporting papers under sub-paragraph 6.3.5.

6.3.7 With the consent of all Party Representatives the requirements of this paragraph 6.3 as to the date of, manner in and notice on which a STC Modification Panel Meeting is convened, may be waived or modified including, without limitation, pursuant to sub-paragraph 6.3.8 (save that the Party Representatives may not exercise this right to waive or detrimentally modify the rights held by Authority representatives or persons designated by the Authority under sub-paragraph 7.2.2.1(b)).

6.3.8 Where:

6.3.8.1 any matter not contained in the agenda for a STC Modification Panel Meeting is put before a STC Modification Panel Meeting; and

6.3.8.2 in the opinion of the Party Representatives it is necessary (in view of the urgency of the matter) that the STC Modification Panel should resolve upon such matter at the STC Modification Panel Meeting,

(subject always to the provisions of paragraph 6.4), the Party Representatives may so resolve upon such matter at the STC Modification Panel Meeting.

6.4 **Proceedings at STC Modification Panel Meetings**

6.4.1 Subject as expressly provided in the Code, the Party Representatives may regulate the conduct of and adjourn and convene STC Modification Panel Meetings as they deem fit.

6.4.2 The Panel ~~Chair~~ Chairperson shall preside as ~~chairman~~ chairperson of every STC Modification Panel Meeting unless the Panel ~~Chair~~ Chairperson is unable to attend in which case such other person shall take the position of ~~chair~~ chairperson as the Panel ~~Chair~~ Chairperson shall nominate to act in ~~his~~ their place.

6.4.3 Subject to sub-paragraph 6.4.6, no business shall be transacted at any STC Modification Panel Meeting unless a Quorum (as defined in sub-paragraph 6.4.5) is present.

6.4.4 Each (and only each) Party Representative shall be entitled to exercise one vote at a STC Modification Panel Meeting. A matter before the STC Modification Panel must be agreed in accordance with sub-paragraph 6.6 in order to be passed.

6.4.5 For the purposes of this paragraph 6, a "**Quorum**" shall be constituted where each Party Category is represented by at least one Party Representative unless

(a) all of the Party Representatives representing a Party Category notify the Panel Secretary and the other Party Representatives that the matters to be discussed at such STC Modification Panel Meeting do not materially affect the Party Category, in which case such Party Representatives (with the consent of the other Party Representatives) may waive their right to attend and vote, or

(b) no Party Representatives have been appointed in accordance with paragraph 6.1.2 by a Party Category.

For the avoidance of doubt, in the circumstances where Party Representatives representing a Party Category have waived their right to attend a meeting matters may only to be voted upon that are contained within the agenda or papers circulated pursuant to paragraph 6.3.5 or 6.3.6.

6.4.6 Where a Quorum is not present, the Panel Secretary shall seek to adjourn such STC Modification Panel Meeting to a later date unless it is the third consecutive

STC Modification Panel Meeting that has been required to be adjourned as a consequence of the failure to attend by a particular Party Representative, in which case, such STC Modification Panel Meeting shall nonetheless proceed and subsequent ratification of decisions taken at the STC Modification Panel Meeting by such non-attending Party Representative shall not be required unless the lack of attendance by such Party Representative (on any of the three occasions) was as a consequence of an omission to send such Party Representative the details of the STC Modification Panel Meeting required pursuant to sub-paragraph 6.3.5 (unless otherwise agreed pursuant to sub-paragraph 6.3.7), in which case such ratification must be obtained.

6.4.7 An omission to send STC Modification Panel Meeting documents to a person entitled to receive them under sub-paragraph 6.3.6.2 shall not prevent a STC Modification Panel Meeting from proceeding unless otherwise directed by the Authority.

6.4.8 As soon as is practicable after each STC Modification Panel Meeting, the Panel Secretary shall prepare and send to the Party Representatives and the Authority the minutes of such STC Modification Panel Meeting, which shall be approved (or amended and approved) by the STC Modification Panel at the next STC Modification 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 STC Modification Panel Meeting was not appropriate for such publication) on the Code Website.

6.5 Attendance by other persons

6.5.1 A Party Representative may, with the agreement of the other Party Representatives, invite any person other than a person already entitled to attend under paragraph 6.1 to attend all of, or any part of, a STC Modification Panel Meeting and to speak at such STC Modification Panel Meeting or part thereof, where that person so attends. For the avoidance of doubt, a person invited under this paragraph 6.5 shall not have a right to vote at any such STC Modification Panel Meeting or part thereof.

6.6 Agreement of the Party Representatives

6.6.1 Where any provision of this Section B refers to or requires the agreement of the Party Representatives or the Relevant Parties, such agreement must be sought in accordance with the provisions of this paragraph 6.6:

6.6.2 The agreement of the Party Representatives shall be considered to be reached where:

6.6.2.1 There is the unanimous agreement among the Party Representatives, or

6.6.2.2 The number of votes cast in favour of a matter considered in accordance with the Code Voting Procedure is not less than 65%.

6.6.3 Where any provision of this Section B refers to or requires the agreement of the Relevant Party Representatives then such agreement shall be considered to be reached where:

6.6.3.1 There is unanimous agreement amongst the Party Representatives representing the Relevant Party Categories; or,

6.6.3.2 The number of votes cast in favour of a matter considered in accordance with the Code Voting Procedure is not less than 65%.

6.7 Code Voting Procedure

6.7.1 The purpose of this paragraph 6.7 is to make provision for the Party Representatives to vote on behalf of the Parties they are representing as to whether any proposal should be accepted or rejected (the **"Code Voting Procedure"**).

6.7.2 Each proposal shall be put to a vote of the Party Representatives only in accordance with paragraph 6.6.

Groups

6.7.3 The Party Representatives for the Offshore Transmission Owner Parties shall have one collective vote to cast.

NGESO, NGET, SPT and SHETL shall each have one vote to cast.

With respect to paragraphs 6.7 and 6.8. NGESO, NGET, SPT, SHETL shall each be referred to as a 'Group', all Offshore Transmission Owner Party Representatives combined shall be considered as one 'Group'.

6.7.4 The STC Modification Panel shall procure the design, establishment and maintenance of a system by which:

6.7.4.1 a report on each proposal to be voted upon is sent to all Party Representatives eligible to vote, specifying the matters to be voted upon, the Party Representatives eligible to vote and the time period within which votes must be cast;

6.7.4.2 each Group within each Party Category that is eligible to vote may cast one (and not more than one) vote on each of the questions comprising each vote;

6.7.4.3 each Group that votes is given the opportunity (but is not obliged) to comment on the reasons for its vote;

6.7.4.4 the vote of each Group is cast by means of a standard form;

6.7.4.5 the vote of each Group is cast in such a way as to permit its authentication as the valid and properly authorised vote of that Group;

6.7.4.6 the vote of each Group may be transmitted in such a manner as (so far as is reasonably practicable) ensures that it is secure and will not be interfered with; and

6.7.4.7 the votes of all of the Groups are received and collated for the purposes of Paragraph 6.8.

6.7.5 The STC Modification Panel shall ensure that all Party Representatives are informed of the means by which they may have access to and use the system established under Paragraph 6.7.4 for the purposes of the Code Voting Procedure, and of any changes made to that system from time to time which are likely to affect the way in which it may be accessed and used.

The Vote

6.7.6 In respect of each proposal and the report relating to that proposal, the Groups within the Party Categories specified in that report as eligible to vote shall be entitled to cast a vote to accept or to reject each of the questions comprising each vote

6.7.7 Each Group which casts a vote on whether to accept or reject the proposal:

6.7.7.1 vote on the basis of its judgment, made by it in good faith, as to whether or not, if the proposal were made, the proposal would better facilitate the achievement of the Applicable STC Objectives than if that proposal were not made; and

6.7.7.2 where it wishes to do so, provide a statement in accordance with the system established under Paragraph 6.7.4 of the reasons, by reference to the Applicable STC Objectives, for its vote.

6.7.8 Where, in respect of a proposal and a Party Category that is specified in the relevant STC Modification Report as being eligible to vote, no Group in that Party Category casts a vote, such Party Category shall, for the purposes of Paragraph 6.8, be treated as if it were not eligible to vote.

6.8 Decision

6.8.1 An STC Modification Proposal shall be accepted where, in respect of each Party Category that was eligible to vote, the number of Groups in that Party Category which voted to accept the proposal is greater than 65% of the total number of Groups in that Party Category which voted

6.8.2 In all other cases an STC Modification Proposal shall be rejected.

6.8.3 The Secretariat shall, as soon as is reasonably practicable after the acceptance or rejection of an STC Modification Proposal, give notice of that decision to:

6.8.3.1 each Party Representative;

6.8.3.2 any person or body that is designated in writing by the Authority for the purpose of paragraph 7.2.2.1 (b); and

6.8.3.3 the Authority,

7. MODIFICATION OF THE CODE AND CODE PROCEDURES

7.1 General

7.1.1 For the purposes of this paragraph 7 only, references to the "Code" shall be deemed not to include reference to the Code Procedures or to Schedule Two.

7.1.2 The process for amending Code Procedures and Schedule Two is set out in paragraph 7.3.

7.1.3 The Code and Code Procedures may (and may only) be amended from time to time pursuant to the Transmission Licence.

7.1.3A Amendments to The Code and Code Procedures may be in response to a Significant Code Review or the Electricity Regulation and/or any relevant **Legally Binding Decisions of the European Commission and/or the Agency**, as provided for in the Transmission Licence.

7.1.3B Change Routes

(a) A STC Modification Proposal may be a Standard STC Modification Proposal, or it may be subject to additional process steps, if raised during a Significant Code Review, or it may be raised pursuant to paragraph 7.1.10.1 where the Authority reasonably considers that such STC Modification Proposal is necessary to comply with or implement the Electricity Regulation and/or any relevant **Legally Binding Decisions of the European Commission and/or the Agency.**

(b) If a STC Modification Proposal is deemed by the STC Modification Panel to meet the Self-Governance Criteria, it will be subject to a different process.

(c) If a STC Fast Track Modification Proposal is determined by the STC Modification Panel to meet the Fast Track Criteria, it will be subject to the process set out at STCP25-3 and shall become a STC Fast Track Report.

7.1.4 An amendment to the Code or to a Code Procedure may necessitate amendment to the contents of a relevant TO Construction Agreement (as opposed to the form

of the terms which are set out in a Schedule to the Code and therefore a part of the Code) and, in those circumstances, those agreements contain provisions for such alterations to be effected.

7.1.5 Each Party shall keep under review whether any possible change to this Code or any Code Procedure would better facilitate achievement of the Applicable STC Objectives and shall, in accordance with this paragraph 7 and, to the extent that such matter is not covered by a STC Modification Proposal or a proposed amendment to a Code Procedure, propose such change which, in the Party's opinion, would do so.

7.1.6 The Party Representatives shall endeavour at all times to act pursuant to this Section B, paragraph 7:

7.1.6.1 in an efficient, economical and expeditious manner taking account of the complexity, importance and urgency of a particular amendment; and

7.1.6.2 with a view to ensuring that the Code, Schedule Two and the Code Procedures facilitate achievement of the Applicable STC Objectives.

7.1.7 Significant Code Review

(a) A Significant Code Review is a code review process initiated and led by the Authority, on one of a number of potential triggers. The Authority will launch a Significant Code Review on publication of a notice setting out matters such as the scope of the review, reasons for it and announcing the start date.

(b) A Significant Code Review Phase begins on the start date set out in the Authority's notice, during which time STC Modification Proposals that relate to the subject matter of the review are restricted, to ensure the process is as efficient as possible. The Significant Code Review Phase shall end either:

(i) on the date on which the Authority issues a statement that no directions will be issued or that no modification proposal will be issued in accordance with Paragraph 7.1.7(iii) will be issued in relation to the STC; or

(ii) if no statement is made, on the date on which a Party has made a modification proposal in accordance with directions issued by the Authority; or

(iii) if no statement is made, on the date that the Authoirty raises a modification proposal in accordance with Paragraph 7.1.10.1 arising from the relevant Significant Code Review

(iv) immediately, if neither a statement, nor directions, nor a modification proposal in accordance with Paragraph 7.1.10.1 are issued by the Authority within (and including) twenty-eight (28) days from the Authority's publication of its Significant Code Review conclusions.

(c) If the Authority issues a statement that it will continue work on the Significant Code Review and/or issues a direction in accordance with Paragraph 7.1.12~~0B~~ then the Significant Code Review Phase will be deemed to have ended when:

(i) the Authority issues a statement that the Significant Code Reivew phase has ended

(ii) one of the circumstances in Paragraphs 7.1.7(b)(i) or 7.1.7(b)(iii) occurs (irrespective of whether such circumstance occurs within twenty-eight (28) days after the Authority has published its Significant Code Reivew Conclusions); or

(iii) if the Authoirty makes a decision consenting, or otherwise, to the modification of the STC following the Panel's submission of its report under sub-paragraph 7.1.11~~0A~~.2.

(d) A process is set out in this Section B and STCP 25-1 for analysing and consulting on STC Modification Proposals with a view to referring to the Authority those that may be restricted during a Significant Code Review. Subject to Paragraph 7.1.8, those STC Modification Proposals that are not so restricted proceed as Standard STC Modification Proposals and requiring consultation with the industry followed by approval or non-approval by the Authority.

7.1.8 Self-Governance

In addition, Self-Governance Criteria are set out against which STC Modification Proposals must also be evaluated and consulted upon. If a proposal meets the criteria, it may proceed without Authority approval, and the STC Modification Panel may consult on and determine itself whether to implement the STC Modification Proposal.

7.1.9 Fast Track

If the STC Modification Panel unanimously determines that a STC Modification Fast Track Report meets the Fast Track Criteria, it will proceed without Authority approval.

7.1.10 Authority Raised or Directed Modification

7.1.10.1 The Authority may:

(a) itself; or

(b) direct a Party to raise a STC Modification Proposal that is in respect of a Significant Code Review and/or where the Authority reasonably considers that such STC Modification Proposal is necessary to comply with or implement the Electricity Regulation and/or any relevant **Legally Binding Decisions of the European Commission and/or the Agency.**

7.1.10.2 The Party shall comply with any directions issued by the Authority in relation to setting and/or amending a timetable for;

(a) the raising of a STC Modification Proposal pursuant to paragraph 7.1.10.1(b); and/or

(b) where the Authority has approved a STC Modification Proposal raised pursuant to Paragraph 7.1.10.1, implementation of such STC Modification Proposal.

7.1.10.3 In respect of a STC Modification Proposal raised pursuant to paragraph 7.1.10.1, the STC Modification Panel and the Panel Secretary shall each comply with any timetable(s) directed by the Authority in relation to setting and/or amending a timetable for the completion of all relevant steps of the modification process or such other processes set out in this paragraph 7.

7.1.10.4 Notwithstanding any other provision in this paragraph 7, a STC Modification Proposal raised pursuant to Paragraph 7.1.10.1:

(a) shall not be withdrawn by any Party without the prior consent of the Authority.

(b) shall not be amalgamated with any other STC Modification Proposal without the prior consent of the Authority.

7.1.10.5 If, pursuant to paragraph 7.1.10.4, the Authority consents to the withdrawal of a STC Modification Proposal, the provisions of paragraph 7.2.2.6 shall apply to such STC Modification Proposal.

7.1.10.6 In respect of any STC Modification Proposal which has been raised by paragraph 7.1.10.1, the views of the relevant Workgroup, the voting rights of the STC Modifications Panel or the recommendation of the Workgroup Report or the STC Modification Report in respect of such STC Modification Proposal shall not be fettered or restricted notwithstanding that such STC Modification Proposal has been so raised under paragraph 7.1.10.1.

7.1.10.7 A STC Modification Proposal shall still be assessed against the Self-Governance Criteria and the Fast Track Criteria notwithstanding that it has been raised pursuant to paragraph 7.1.10.1.

7.1.10.8 In relation to any STC Modification Proposal raised by a Party other than pursuant to Paragraph 7.1.10.1, where the Authority reasonably considers such STC Modification Proposal to be necessary to comply with or implement the Electricity Regulation and/or any relevant **Legally Binding Decisions of the European Commission and/or the Agency**, the provisions of Paragraphs 7..1.10.1 to 7.1.10.7 shall apply.

7.1.11~~10A~~ Authority Led STC Modification

7.1.11~~10A~~.1 Where the Authority has issued a statement in accordance with Paragraph 7.1.7(c) and/or a Backstop Direction in accordance with Paragraph 7.1.12~~0B~~, the Authority may submit an Authority Led STC Modification Proposal for an Authority Led STC Modification directly to the Panel.

7.1.11~~10A~~.2 In response to an Authority Led STC Modification the Panel shall prepare an Authority Led STC Modification Report which shall include:

(a) an evaluation of the proposed modification; and

(b) an assessment of the extent to which the proposed modification would better facilitate achieving the applicable STC objective(s); and

(c) a detailed explanation of the Panel's reasons for that assessment (such assessment to include, where the impact is likely to be material, an assessment of the quantifiable impact of the proposal on greenhouse gas emissions, to be conducted in accordance with any such guidance on the treatment of carbon costs and evaluation of greenhouse gas emissions as may be issued by the Authority from time to time); and

(d) an assessment, to the extent practicable, of the likely impact on each STC Party's Transmission System and any other systems of that STC Party and an assessment of the likely impact on the National Electricity Transmission System , of the proposed modification;

(e) an assessment of the impact of the modification on the core industry documents and the changes expected to be required to such documetns as a consequence of the modification;

(f) a recommendation by the Panel, by reference to the Panel's assessment against the applicable STC objectives, as to whether the proposed modification should be made;

(g) to the extent practicable, the combined views of the STC parties concering the modification or, where a combined view is not practicable, the views of each STC Party; and

(h) a timetable for implementation of the modification, including the date with effect from which such modification (if made) would take effect.

7.1.11~~0A~~.3 The Authority Led STC Modification Report shall be submitted to the Authority as soon after the Authority Led STC Modification Proposal is submitted for evaluation as is appropriate (taking into account the complexity, importance and urgency of the modification) for the proper execution and completion of the steps in sub-paragraph 7.1.11~~0A~~.2.

7.1.11~~0A~~.4 The Authority can require the revision and re-submission of the Authority Led STC Modification Report, such resubmission to be made, if required, by a direction issued by the Authority to the Panel in accordance with Paragraph 7.2.5.15, as soon after the Authority;s direction as is appropriate (taking into account the complexity, importance and urgency of the modification).

7.1.11~~0A~~.5 The timetable referred to in Paragraph 7.1.11~~0A~~.2(h) for implementation of any modification shall be in accordance with any direction(s) issued by the Authority, or where no such direction has been issued by the Authority, the timetable shall be such as will enable the modification to take effet as soon as practicable after the Authority has directed that such modification should be made, account being taken of the complexity, importance and urgency of the modification with the Authority having discretion to change the timetable after those persons likely to be affected by the revision of the timetable have been consulted.

7.1.11~~0A~~.6 The timetable for the completion of the procedural steps for an Authority Led STC modification, as outlined in Paragraphs 7.1.11~~0A~~.2, 7.1.11~~0A~~.3 and 7.1.11~~0A~~.4 shall be set by the Authority in its sole discretion.

7.1.11~~0A~~.7 The Authority's published conclusions and Authority Led STC Modification Proposal shall not fetter the voting rights of the members of the Panel or the recommendation procedures informing the report described at Paragraph 7.1.11~~0A~~.2.

7.1.12~~0B~~ Backstop Direction

7.1.12~~0B~~.1 Where a STC Modification Proposal has been made in relation to a Significant Code Review in accordance with Paragraph 7.1.10.1 or Paragraph 7.1.11~~0A~~.1 the Authority may issue a direction (a "Backstop Directon"), which requires such proposal(s) and any alternatives to be withdrawn and which causes the Significant Code Review Phase to recommence.

7.2 Amendment of the Code

7.2.1 The remainder of this paragraph 7.2 is subject to the Urgent STC Modification Proposal procedures under sub-paragraph 7.2.6.

7.2.2 **STC Modification Proposals**

7.2.2.1 A proposal to amend the Code may be made by any of the following:

(a) a Party; or

(b) such person or persons having a relevant interest as may be designated in writing for this purpose by the Authority from time to time; or,

(c) a Party Representative, or,

(d) The Authority pursuant to 7.1.10.1

(referred to in this Section B as the **"Proposer"**).

7.2.2.2 A proposal made pursuant to sub-paragraph 7.2.2.1 shall be submitted in writing to the Panel Secretary and shall contain the following information in relation to such proposal:

(a) the name of the Proposer;

(b) a description (in reasonable but not excessive detail) of the issue or defect which the proposal seeks to address;

(c) a description (in reasonable but not excessive detail) of the proposal and of its nature and purpose;

(d) where possible, an indication of those parts of the Code and Code Procedures which, in the opinion of the Proposer, would be likely to require amendment in order to give effect to (or would otherwise be affected by) the proposal and an indication of the nature and contents of those amendments or effects (including, where relevant, any need for the establishment of new Code Procedures or removal of existing Code Procedures);

(e) the reasons why the Proposer believes that the proposal would better facilitate achievement of the Applicable STC Objectives as compared with the then current version of the Code, together with background information in support thereof;

(f) where possible, an indication of the potential impact of the proposal on the BSC, CUSC or any Core Industry Document

and an indication of potential inconsistencies between the proposal and the Capacity Market Documents and/or the CfD Documents;

(g) the reasoned opinion of the Proposer as to whether the STC Modification Proposal would have a quantifiable effect on greenhouse gas emissions, where the impact is likely to be material, assessed in accordance with such current guidance on the treatment of carbon costs and evaluation of the greenhouse gas emissions as may be issued by the Authority from time to time;

(h) where possible, an indication of the potential impact of the proposal on relevant computer systems and processes used by the Parties and on any STC Modification Proposal; and

(i) where a Proposer is a person falling under sub-paragraph 7.2.2.1(b), a statement to the effect that the Proposer acknowledges that, on acceptance of the proposal as a STC Modification Proposal for consideration by the STC Modification Panel (pursuant to sub-paragraph 7.2.2.3) and, notwithstanding that the Proposer is not a Party, the Proposer shall grant a licence and provide a warranty in the same terms as set out in sub-paragraph 7.2.2.5.

(j) the reasoned opinion of the Proposer as to why the proposed modification should not fall within a current Significant Code Review, whether the proposed modification meets the Self-Governance Criteria or whether the proposed modification should proceed along the Standard STC Modification Proposal route.

Except where the proposal is made to 7.1.10.1, if a proposal fails to contain any information required under this sub-paragraph 7.2.2.2, the Panel Secretary shall notify the Proposer, who may submit a revised proposal in compliance with this sub-paragraph 7.2.2.

Notwithstanding the Proposer failing to provide the information listed in (j) above, the STC Modification Panel may still determine that a STC Modification Proposal meets the Self-Governance Criteria.

7.2.2.3 A proposal made pursuant to paragraph 7.1.10.1 or pursuant to and in compliance with sub-paragraph 7.2.2.2 shall be processed as a **"STC Modification Proposal"** as further provided in this paragraph 7.2.

7.2.2.4 Upon receipt of a STC Modification Proposal, the Panel Secretary shall as soon as reasonably practicable:

(a) send a copy of the STC Modification Proposal (including the information set out in sub-paragraphs 7.2.2.2(a) to (h)) to the Party Representatives, the Authority and any other person designated by the Authority under sub-paragraph 7.2.2.1(b);

(b) subject to the provisions of paragraph 6.3 and paragraph 7.1.11~~0A~~, put the STC Modification Proposal on the agenda for the next STC Modification Panel Meeting; and

(c) post the STC Modification Proposal on the Code Website or, failing that, publish the STC Modification Proposal in such other manner as the Party Representatives deem appropriate to bring it to the attention of interested third parties.

7.2.2.5 It shall be a condition to the right to make a proposal to amend the Code under this paragraph 7.2 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 proposal (as regards use or application in Great Britain and Offshore); 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 proposal,

and, in making a proposal, a Party shall be deemed to have granted the licence and given the warranty contained in sub-paragraphs (a) and (b) above respectively.

7.2.2.6 Save where a STC Modification Proposal has been determined by the STC Modification Panel to fall within a Significant Code Review, or where the STC Modification Proposal has been raised pursuant to paragraph 7.1.10.1, the Proposer may withdraw:

(a) its STC Modification Proposal on notice to the Panel Secretary at any time;

(b) its support for a STC Modification Proposal that meets the Self-Govenance Criteria by notice to the Panel Secreatary at any time prior to the STC Modifictaion Panel Self-Governance Vote undertaken in relation to that STC Modification Proposal pursuant to Paragraph 7.2.6B.10; and

(c) its support for an STC Modification Fast Track by notice to the Panel Secretary.

in which case, the Panel Secretary shall promptly notify the Party Representatives, the Authority and any other person designated by the Authority under sub-paragraph 7.2.2.1(b) and then, six Business Days after issue of such notice by the Panel Secretary, shall (unless a notice is received pursuant to sub-paragraph 7.2.2.7):

(a) revise the STC Modification Register;

(b) remove the STC Modification Proposal from the agenda of the next STC Modification Panel Meeting (as relevant); and

(c) remove the STC Modification Proposal from the Code Website.

7.2.2.7 Each Party, or any other person designated by the Authority under sub-paragraph 7.2.2.1(b), may within five Business Days of the date of a notice from the Panel Secretary under sub-paragraph 7.2.2.6, notify the Panel Secretary that it is prepared to support the STC Modification Proposal in place of the original Proposer. If such notice is received, the name of such Party or other person designated by the Authority under sub-paragraph 7.2.2.1(b) shall replace that of the original Proposer and such Party or other person shall be treated as the Proposer of the STC Modification Proposal and, subject to the provisions of paragraph 6.3 the STC Modification Proposal shall otherwise continue in accordance with this paragraph 7.2. If more than one notice is received under this sub-paragraph 7.2.2.7, the first received notice shall have effect.

7.2.2.8 Each Party, or any other person designated by the Authority under sub-paragraph 7.2.2.1(b), may propose one or more alternatives to a STC Modification Proposal. Such alternative proposal(s) may be so submitted to the Panel Secretary at any time up until the point at which a STC Modification Proposal is referred to the Assessment and Report Phase under sub-paragraphs 7.2.3.3 or 7.2.4.4 and shall be submitted in the same form as a proposal pursuant to sub-paragraph 7.2.2.2 and, upon compliance with which, such proposal shall be referred to as an **"Alternative STC Modification"**. An Alternative STC Modification may be withdrawn and supported in the same manner as a STC Modification Proposal pursuant to sub-paragraphs 7.2.2.6 and 7.2.2.7. The Proposer of an Alternative STC Modification shall be deemed to be a Proposer for the purposes of this paragraph 7.2.

7.2.3 **STC Modification Panel Amendment Meetings**

7.2.3.1 Pursuant to sub-paragraph 7.2.2.4, the STC Modification Panel shall consider a STC Modification Proposal or any Alternative STC Modification (unless it or they have been withdrawn under sub-paragraph 7.2.2.6) at the next STC Modification Panel Meeting, in accordance with and subject to the provisions of paragraph 6.3, and at such STC Modification Panel Meeting shall use all reasonable endeavours to decide (as and where relevant) whether:

(a) the Party Representatives require additional information in order to assess whether the STC Modification Proposal or any Alternative STC Modification would better facilitate achievement of the Applicable STC Objectives;

(b) pursuant to a recommendation under sub-paragraph 7.2.6.1(a) to recommend to the Authority that the STC Modification Proposal or any Alternative STC Modification should be treated as an Urgent STC Modification Proposal;

(c) pursuant to sub-paragraph 7.2.3.4, to amalgamate the STC Modification Proposal with any other STC Modification Proposal;

(d) to recommend whether or not the STC Modification Proposal should fall within a current Significant Code Review (save where there has been an exemption granted by the Authority in respect of the STC Modification Proposal, which the Authority may grant at any time);

(e) the STC Modification Proposal satisfies the Self-Governance Criteria or not.

7.2.3.1A Notwithstanding paragraph 7.2.3.1 above, during a Significant Code Review Phase the Authority may conclusively determine that a STC Modification Proposal should fall within a current Significant Code Review.

7.2.3.2 Where, pursuant to sub-paragraph 7.2.3.1(a) above, the STC Modification Panel decides that any of the Party Representatives requires additional information or the STC Modification Panel cannot reach a decision on such matter, the STC Modification Panel shall refer the STC Modification Proposal or any Alternative STC Modification for evaluation under sub-paragraph 7.2.4.

7.2.3.3 Where, pursuant to sub-paragraph 7.2.3.1(a) above, the STC Modification Panel decides that the Party Representatives do not require additional information, the STC Modification Panel shall refer the STC Modification Proposal or any Alternative STC Modification directly to the Assessment and Report Phase under sub-paragraph 7.2.5.

7.2.3.4 Save where the STC Modification Proposal has been raised pursuant to paragraph 7.1.10.1, the STC Modification Panel may decide to amalgamate a STC Modification Proposal with one or more other STC Modification Proposal(s) where the subject matter of STC Modification Proposal is sufficiently proximate to justify amalgamation on the grounds of efficiency and/or where such STC Modification Proposal(s) are logically dependent on each other.

7.2.3.5 Where STC Modification Proposals are amalgamated pursuant to sub-paragraph 7.2.3.4:

(a) such STC Modification Proposals shall be treated as a single STC Modification Proposal;

(b) references in this Section B to a STC Modification Proposal shall include and apply to a group of two or more STC Modification Proposals so amalgamated; and

(c) the Proposers of each such amalgamated STC Modification Proposal shall co-operate in deciding which of them shall constitute the Proposer of such amalgamated STC Modification Proposal, failing which agreement, the STC Modification Proposals shall continue separately as before.

7.2.3.6 Where, pursuant to sub-paragraph 7.2.3.1(d) above, the STC Modification Panel determines that a STC Modification Proposal may fall within the Significant Code Review the process set out in STCP 25-1 shall apply.

7.2.3.7 The STC Modification Panel shall evaluate each STC Modification Proposal against the Self-Governance Criteria. The STC Modification Panel shall follow the procedure set out in Paragraph 7.2.6B in respect of any STC Modification Proposal that the STC Modification Panel considers meets the Self-Governance Criteria unless the Authority makes a direction in accordance with Paragraph 7.2.6B.2 and in such a case that STC Modification Proposal shall be a Standard STC Modification Proposal.

7.2.3.8 Unless the Authority makes a direction in accordance with Paragraph 7.2.6B.4, a STC Modification Proposal that the STC Modification

Panel considers does not meet the Self-Governance Criteria shall be a Standard STC Modification Proposal.

7.2.4 **Evaluation Phase**

7.2.4.1 Subject to paragraph 7.1.10.3, the STC Modification Panel shall use its reasonable endeavours in order to ensure that the Evaluation Phase as set out in this sub-paragraph 7.2.4 shall take no longer than two months (or if a Workgroup is established 4 months) from its referral under sub-paragraph 7.2.3.2 up to the referral to the Assessment and Report Phase under sub-paragraph 7.2.4.4 unless otherwise agreed by the Authority.

7.2.4.2 Following referral of a STC Modification Proposal or any Alternative STC Modification pursuant to sub-paragraph 7.2.3.2, the STC Modification Panel shall invite representations or commission such studies, and other evaluation including through establishing a Workgroup as it deems appropriate in order that each Party Representative is provided with sufficient information such that it can assess whether the STC Modification Proposal or any Alternative STC Modification would better facilitate achievement of the Applicable STC Objectives.

7.2.4.A1 Subject to paragraph 7.1.10.3, where the STC Modification Panel deems it appropriate, it shall establish a Workgroup in accordance with sub-paragraph 7.2.4.2:

7.2.4.A2 A Workgroup shall comprise at least three (3) persons [(who may be STC Modification Panel Members)] agreed by the STC Modification Panel provided there shall always be at least one member representing NGESO, one member representing Onshore Transmission Owners and one member representing Offshore Transmission Owner. A representative of the Authority may attend any meeting of a Workgroup as an observer and may speak at such meeting.

7.2.4.A3 In addition to the quorum in 7.2.4A2. the STC Modification Panel shall appoint the ~~chair~~ chairperson of the Workgroup who will not be able to vote.

7.2.4.A4 The Workgroup shall be assisted by a secretary who shall be appointed by the STC Modification Panel.

7.2.4.A5 The STC Modification 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.

7.2.4.A6 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 STC Modification Panel in the evaluation of the STC Modification Proposal or any Alternative STC Modification and consider whether it better facilitates achievement of the Applicable STC Objectives and to provide additional information to the STC Modification Panel;

(b) Detail the STC Modification Proposal and any Alternative STC Modification;

(c) Detail the work to be undertaken by the Workgroup to assist the STC Modification Panel in the evaluation of the STC Modification Proposal or any Alternative STC Modification;

(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.

7.2.4.A7 Unless otherwise determined by the STC Modification Panel the Workgroup shall develop and adopt its own internal working procedures for the conduct of its business.

7.2.4.A8 A Workgroup Report will be submitted to the STC Modification 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.

7.2.4.A9 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.

7.2.4.A10 The Workgroup Report will be circulated in draft form to the Workgroup members for a period of not less than five (5) Business days for comment. Any unresolved comments made shall be reflected in the final Workgroup Report.

7.2.4.A11 The final Workgroup Report shall be submitted to the Panel Secretary not less than five (5) Business Days prior to the meeting of the STC Modification Panel at which that Workgroup Report is to be discussed.

7.2.4.A13 The ~~chairman~~ chairperson or another member (nominated by the ~~chairman~~ chairperson) of the Workgroup shall attend or by way of

teleconference the STC Modification 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 STC Modification Panel members. Other members of the Workgroup may also attend such STC Modification Panel meeting.

7.2.4.3 Following receipt of any representations, study, Workgroup Report or other evaluation pursuant to sub-paragraph 7.2.4.2, the STC Modification Panel shall consider whether the information provided is sufficient for each Party Representative to form a view as to whether the STC Modification Proposal or any Alternative STC Modification better facilitate achievement of the Applicable STC Objectives and may invite such further representations, studies, and other evaluation including sending matters back to the Workgroup as it deems appropriate until the STC Modification Panel considers that the information provided is sufficient.

7.2.4.4 Following completion of this Evaluation Phase under this sub-paragraph 7.2.4, the STC Modification Panel shall refer the STC Modification Proposal or any Alternative STC Modification directly to the Assessment and Report Phase under sub-paragraph 7.2.5.

7.2.5 **Assessment and Report Phase**

7.2.5.1 Subject to paragraph 7.1.10.3, the STC Modification Panel together with the Proposer shall use their reasonable endeavours in order to ensure that the Assessment and Report Phase as set out in this sub-paragraph 7.2.5 shall take no longer than six months from its initiation by referral under sub-paragraphs 7.2.3.2 or 7.2.4.4 up to submission of the STC Modification Report to the Authority under sub-paragraph 7.2.5.11(a) unless otherwise agreed by the Authority.

7.2.5.2 Following referral to the Assessment and Report Phase under sub-paragraphs 7.2.3.3 or 7.2.4.4, the STC Modification Panel together with the Proposer shall prepare an analysis and impact assessment (to the extent that such assessment has not already been provided as part of the Evaluation Phase or Workgroup Report) ("**Assessment**"). Such Assessment shall include to the extent reasonably practicable an assessment by the STC Modification Panel and the Proposer of the likely effect of the STC Modification Proposal and any Alternative STC Modification on the National Electricity Transmission System and each Transmission Owner's Transmission System and other systems 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 Code and

Code Procedures in such manner as the STC Modification Panel feels fit, provided that, so far as any such Assessment requires information which is not generally available concerning the National Electricity Transmission System, such Assessment shall be made on the basis of the STC Modification Panel's and the Proposer's proper assessment (which the STC Modification Panel and the Proposer shall make available for these purposes) of the impact of the STC Modification Proposal or any Alternative STC Modification on the National Electricity Transmission System. Such assessment, shall also include, where the impact is likely to be material, an assessment of the quantifiable impact of the STC Modification Proposal or any Alternative STC Modification on greenhouse gas emissions, to be conducted in accordance with such guidance (on the treatment of carbon costs and evaluation of the greenhouse gas emissions) as may be issued by the Authority from time to time.

7.2.5.3 Following completion of the Assessment under sub-paragraph 7.2.5.2 the STC Modification Panel together with the Proposer shall prepare a report and initial recommendation as to whether the STC Modification Proposal and any Alternative STC Modification better facilitate achievement of the Applicable STC Objectives. In so doing, the STC Modification Panel and the Proposer shall use all reasonable endeavours to decide whether the STC Modification Proposal or any Alternative STC Modification would better facilitate achievement of the Applicable STC Objectives and therefore whether or not to recommend to the Authority that a STC Modification Proposal or any Alternative STC Modification should or should not be made.

7.2.5.4 Where the STC Modification Panel together with the Proposer cannot reach a decision pursuant to sub-paragraph 7.2.5.3, the STC Modification Panel shall prepare a written statement reflecting the STC Modification Panel's and the Proposer's discussions as to whether the STC Modification Proposal or any Alternative STC Modification would better meet the Applicable STC Objectives and whether or not each Party Representative and/or the Proposer recommends to the Authority that a STC Modification Proposal or any Alternative STC Modification should or should not be made and such written statement shall be incorporated into the report.

7.2.5.5 Where the STC Modification Panel and the Proposer are jointly proposing to recommend to the Authority that a STC Modification Proposal or any Alternative STC Modification should not be made, the STC Modification Panel and the Proposer shall consult with the Authority as to whether the Authority would like the STC Modification Report to include the proposed text to amend the Code. If the Authority does not wish the STC Modification Report to include the proposed text to amend the Code, no text need be included. If the

Authority does want the STC Modification Report to include the proposed text to amend the Code and no detailed text has yet been prepared, unless otherwise agreed by the STC Modification Panel or directed by the Authority, the Proposer shall prepare such text to amend the Code and shall seek the views of the STC Modification Panel and take such views into account in preparing such text.

7.2.5.6 Where the STC Modification Panel, Proposer or any Party is intending to recommend to the Authority that a STC Modification Proposal or any Alternative STC Modification should be made, such text to amend the Code shall be prepared by the Proposer, unless the STC Modification Panel otherwise agrees that such text should be prepared by another Party or person and the Proposer (or other such person, as appropriate) shall seek the views of the STC Modification Panel and take such views into account in preparing such text.

7.2.5.7 Where proposed text to amend the Code has been produced pursuant to sub-paragraphs 7.2.5.5 or 7.2.5.6 (or otherwise) the STC Modification Panel (and any Proposer whose STC Modification Proposal or Alternative STC Modification is the subject of the text) shall decide whether to approve (or amend and then approve) the proposed text, failing which decision, the text shall stand but each Party Representative (and any Proposer of such STC Modification Proposal or Alternative STC Modification that is the subject of the text) shall prepare written representations giving its own opinion on such text.

7.2.5.8 Following completion of the steps set out in sub-paragraphs 7.2.5.2 to 7.2.5.7 above (where relevant), the Panel Secretary shall prepare an initial version of the STC Modification Report setting out:

(a) the STC Modification Proposal and any Alternative STC Modifications; the Workgroup Report and recommendations,

(b) the recommendation of the STC Modification Panel (or, where the STC Modification Panel and/or the Proposer are not in agreement, the separate statement prepared pursuant to sub-paragraph 7.2.5.4) as to whether or not such STC Modification Proposal or any Alternative STC Modification should be made, including the STC Modification Panel's and Proposer's analysis of whether (and, if so, to what extent) the STC Modification Proposal or any Alternative STC Modification would better facilitate achievement of the Applicable STC Objectives and the views and rationale in respect thereof;

(c) draft text prepared pursuant to sub-paragraph 7.2.5.7 and any representations on such text where relevant;

(d) a summary of the STC Modification Panel's and Proposer's Assessment(s) provided pursuant to sub-paragraph 7.2.5.2;

(e) the proposed Implementation Date of the STC Modification Proposal or any Alternative STC Modifications as agreed by the STC Modification Panel, failing which, as shall be proposed by the Proposer and, in the latter case, accompanied by the written representation of the STC Modification Panel and any Proposer giving their own opinion as to what the Implementation Date should be; and

(f) (to the extent that such matters are not included pursuant to sub-paragraph (d)), an analysis of:

(i) the impact of the STC Modification Proposal and any Alternative STC Modification on the BSC, CUSC and Core Industry Documents, and an indication of potential inconsistencies the STC Modification Proposal and any Alternative STC Modification have with the Capacity Market Documents and CfD Documents, Code Procedures and contents of any Interface Agreement or TO Construction Agreement;

(ii) the changes which would be required to give effect to the STC Modification Proposal and any Alternative STC Modification in relation to the BSC, CUSC and Core Industry Documents, Code Procedures and contents of any Interface Agreement or TO Construction Agreement;

(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 BSC, CUSC, Core Industry Documents, Capacity Market Documents and CfD 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 amendments to the BSC, CUSC, Core Industry Document(s) Capacity Market

Documents and CfD Documents, Code Procedures, Interface Agreement and TO Construction Agreement, and for (iv), the costs of changes to computer systems and possibly processes which are established for the operation of the BSC, CUSC and Core Industry Documents,

together with a summary of representations of the STC Modification Panel and the Proposer in relation to such matters,

(here referred to as the "**Initial STC Modification Report**") which Initial STC Modification Report shall be approved and amended as appropriate by the STC Modification Panel (save for the contents of those sections where representations are to be provided by each Party Representative in its own capacity as specified above).

7.2.5.9 Pursuant to sub-paragraph 7.2.5.8, the Panel Secretary shall circulate the Initial STC Modification Report to each of the Party Representatives and invite each of the Party Representatives to provide its Assessment, such Assessment to be provided in a consistent manner and including such information as is contained within the STC Modification Panel's Assessment provided in accordance with sub-paragraph 7.2.5.2. Should a Party Representative decide to provide an Assessment in accordance with this sub-paragraph 7.2.5.9 the Party Representative shall provide such assessment in accordance with the timescales specified by the Panel Secretary when circulating the Initial STC Modification Report.

7.2.5.10 Pursuant to sub-paragraph 7.2.5.9, the Panel Secretary shall:

(a) Incorporate any Assessments provided by Party Representatives pursuant to 7.2.5.9 into the Initial Assessment Report in so doing forming a proposed STC Modification Report (here referred to as the "**Proposed STC Modification Report**")

(b) circulate the Proposed STC Modification Report to each of the Party Representatives, any persons designated by the Authority under sub-paragraph 7.2.2.1(b), the CM Administrative Parties and the CfD Administrative Parties and such persons or bodies as have responsibility for progressing changes to the BSC, CUSC and Core Industry Documents and publish it on the Code Website or otherwise in such manner as may be deemed appropriate by the Party Representatives to bring it to the attention of other persons

who may have a relevant interest in the STC Modification Proposal or any Alternative STC Modification;

(c) invite representations in relation to the Proposed STC Modification Report within such period as the STC Modification Panel shall determine (and, in any event, not more than one month); and

(d) on receipt of representations pursuant to sub-paragraph (b), prepare a summary of such representations.

7.2.5.11 Pursuant to sub-paragraph 7.2.5.10, the STC Modification Panel shall consider the representations made in response to the Proposed STC Modification Report and shall instruct the Panel Secretary to make such changes to the Proposed STC Modification Report as may be agreed by the STC Modification Panel (save for the contents of those sections where representations are to be provided by each Party Representative, the Proposer or other person designated by the Authority under sub-paragraph 7.2.2.1(b) (where appropriate) in its own capacity, as specified above, in which case such Party Representative may, after notifying the STC Modification Panel, direct the Panel Secretary to make reasonable changes to its representations). When the STC Modification Panel considers that any minor changes to the legal text contained in the STC Modification Report are necessary (such as changes of a typographical, grammatical or clarificatory nature) it shall be entitled to instruct the Panel Secretary to make such changes. Where the STC Modification Panel considers a change to the legal text contained in the STC Modification Report to be necessary, but such changes are not minor changes, the STC Modification Panel shall instruct the Panel Secretary to prepare revised legal text incorporating such changes and circulate that revised legal text to, and invite representations from, those persons to whom the Proposed STC Modification Report was circulated pursuant to sub-paragraph 7.2.5.10(b). Representations shall be provided within such period as the STC Modification Panel shall determine and, upon receipt, shall be dealt with in accordance with sub-paragraph 7.2.5.10(d) and this sub-paragraph 7.2.5.11.

7.2.5.12 Following the process referred to in sub-paragraph 7.2.5.11, the Proposed STC Modification Report shall be referred to as the **"STC Modification Report"**. The Panel Secretary shall finalise the STC Modification Report and attach the summary of representations prepared pursuant to sub-paragraph 7.2.5.10(d) (together with the actual representations received), to the STC Modification Report and shall promptly:

(a) submit such STC Modification Report to the Authority; and

(b) copy such STC Modification Report to each of the Party Representative, the Proposer, persons designated by the Authority under sub-paragraph 7.2.2.1(b), each owner of the BSC, CUSC and Core Industry Documents, the CM Administrative Parties and the CfD Administrative Parties and post it on the Code Website.

7.2.5.13 Each STC Modification Report shall be addressed and furnished to the Authority and none of the facts, opinions or statements contained in such STC Modification Report may be relied upon by any other person.

7.2.5.14 NGESO shall copy any notice received by it from the Authority following submission of the STC Modification Report in relation to the approval (or otherwise) of a STC Modification Proposal or any Alternative STC Modification to each of the Party Representatives and persons designated by the Authority under sub-paragraph 7.2.2.1(b) and the Panel Secretary shall publish such notice on the Code Website.

7.2.5.15 If the Authority determines that the STC Modification Report is such that the Authority cannot properly form an opinion on the STC Modification Proposal and any Alternative STC Modification(s), it may issue a direction to the STC Modification Panel:

(a) specifying the additional steps (including drafting or amending existing drafting associated with the STC Modification Proposal and any Alternative STC Modification(s)), revision (including revision to the timetable), analysis or information that it requires in order to form such an opinion; and

(b) requiring the STC Modification Report to be revised and to be re-submitted

and in the event of the Authority making such a direction STCP 25-2 shall apply.

7.2.6 Urgent STC Modification Proposals

7.2.6.1 Any Party or the Proposer (where the Proposer is not a Party) may:

(a) recommend to the STC Modification Panel that a proposal to amend the Code be treated as an Urgent STC Modification Proposal and provide a suggested timetable in relation to same; or

(b) request that the Panel Secretary convenes a STC Modification Panel Meeting by such means as are reasonably practicable to obtain the agreement of the STC Modification Panel (or otherwise) that the proposal be treated as an Urgent STC Modification Proposal; or

(c) where a STC Modification Panel Meeting cannot be arranged pursuant to sub-paragraph (b) above due to lack of agreement on the part of the Party Representatives, itself refer the proposal to the Authority for determination as to whether such proposal may be treated as an Urgent STC Modification Proposal and, if so, as to the procedure and timetable which should apply in respect thereof and, in doing so, shall state that the STC Modification Panel has not considered the matter.

7.2.6.2 If the STC Modification Panel decides that such proposal should be treated as an Urgent STC Modification Proposal pursuant to sub-paragraph 7.2.6.1, the STC Modification Panel shall promptly consult with the Authority as to whether such proposal should be treated as an Urgent STC Modification Proposal and, if so, as to the procedure and timetable which should apply in respect thereof.

7.2.6.3 If the STC Modification Panel is not in agreement pursuant to sub-paragraph 7.2.6.1 that a proposal be treated as an Urgent STC Modification Proposal, any Party may itself refer the matter to the Authority but, in doing so, shall state that the STC Modification Panel do not recommend that the proposal be treated as an Urgent STC Modification Proposal.

7.2.6.4 The STC Modification Panel shall:

(a) not treat any proposal as an Urgent STC Modification Proposal except with the prior consent of the Authority;

(b) comply with the procedure and timetable in respect of any Urgent STC Modification Proposal approved by the Authority; and

(c) comply with any instruction of the Authority issued in respect of such Urgent STC Modification Proposal.

7.2.6.5 For the purposes of this sub-paragraph 7.2.6, the procedure and timetable in respect of an Urgent STC Modification Proposal may (with the approval of the Authority pursuant to sub-paragraphs 7.2.6.2 or 7.2.6.3) deviate from all or part of the STC Modification Procedures (save for this sub-paragraph 7.2.6) or follow any other procedure or timetable approved by the Authority. The STC Modification Panel

must notify the CM Administrative Parties and the CfD Administrative Parties of any Urgent STC Modification Proposal and when approving the alternative procedure or timetable, the Authority must consider whether or not such procedure and timetable should allow for the CM Administrative Parties and the CfD Administrative Parties to be consulted on the Urgent STC Modification Proposal and if so how much time should be allowed.

7.2.6.6 Any STC Modification Report (unless the Authority states that this is not required pursuant to sub-paragraphs 7.2.6.2 or 7.2.6.3) in respect of an Urgent STC Modification Proposal (as relevant pursuant to sub-paragraph 7.2.6.5) shall include a statement as to why the STC Modification Panel or the Proposer (as relevant) believes that such proposal should be treated as an Urgent STC Modification Proposal and the extent to which the procedure followed deviated from the other STC Modification Procedures that would apply to a STC Modification Proposal.

7.2.6.7 The STC Modification Panel shall respectively take all reasonable steps to ensure that an Urgent STC Modification Proposal is considered, evaluated and (subject to the approval of the Authority) implemented as soon as reasonably practicable, having regard to the urgency of the matter and, for the avoidance of doubt, an Urgent STC Modification Proposal may (subject to the approval of the Authority) result in an amendment to the Code being made on the day on which such proposal is submitted.

7.2.6A Significant Code Review

7.2.6A.1 The Process set out in the STCP 25-1 shall apply during a Significant Code Review Phase.

7.2.6A.2 The Authority shall publish its Significant Code Review conclusions, and, if within 28 days after such publication the Authority issues to a Party directions, including directions to a Party to make STC Modification Proposals, such Party shall comply with those directions. Where the Party makes a STC Modification Proposal in accordance with the Authority's directions, that STC Modification Proposal shall be treated as a Standard STC Modification Proposal and shall proceed through the process for Standard STC Modification Proposals set out in Paragraph 7. Such Authority conclusions and directions shall not fetter the voting rights of the Panel Members or any recommendation it makes in relation to any STC Modification Proposal or the recommendation procedures informing the STC Modification Report.

7.2.6A.3 Any Party which makes an STC Modification Proposal pursuant to 7.2.6A.2 may not, without the prior consent of the Authority, withdraw such STC Modification Proposal.

7.2.6B Self-Goverance

7.2.6B.1 If the STC Modification Panel, having evaluated a STC Modification Proposal against the Self-Governance Criteria, pursuant to Paragraph 7.2.3.7, considers that the STC Modification Proposal meets the Self-Governance Criteria, the Panel Secretary shall:

(a) document the decision in the minutes of the relevant Panel Meeting;

(b) within two (2) days of the Panel Meeting, prepare and send to all Parties, and the Authority, a Self-Governance Statement setting out its reasoning in detail and publish the Self-Governance Statement on the Code Website.

7.2.6B.2 The Authority may, at any time prior to the STC Modification Panel's determination made pursuant to Paragraph 7.2.6B.4, give written notice that it disagrees with the Self-Governance Statement and may direct that the STC Modification Proposal proceeds through the process for Standard STC Modification Proposals.

7.2.6B.3 Subject to Paragraph 7.2.6B.2, after publishing a Self-Governance Statement, the STC Modification Panel shall follow the procedure set out in Paragraphs 7.2.4 and 7.2.5.1 to 7.2.5.7.

7.2.6B.4 The Authority may issue a direction to the STC Modification Panel in relation to a STC Modification Proposal to follow the procedure set out for STC Modification Proposals that meet the Self-Governance Criteria, notwithstanding that no Self-Governance Statement has been submitted or a Self-Governance Statement has been retracted and the STC Modification Panel shall follow the procedure set out in Paragraphs 7 save for this Paragraph 7.2.6B.

7.2.6B.5 Subject to completion of the Evaluation Phase pursuant to Paragraph 7.2.4, the STC Modification Panel shall prepare a report (the "STC Modification Self-Governance Report").

7.2.6B.6 The matters to be included in a STC Modification Self-Governance Report shall be the following (in respect of the STC Modification Proposal):

(a) details of its analysis of the STC Modification Proposal against the Self-Governance Criteria;

(b) copies of any/all consultation responses received;

(c) the date on which the STC Modification Panel Self-Governance Vote shall take place, which shall not be earlier than seven (7) days from the date on which the STC Modification Self-Governance Report is furnished to the Authority in accordance with Paragraph 7.2.6B.7; and such other information that is considered relevant by the STC Modification Panel.

(d) a detailed explanation of the reasons for the Panel's assessment of the modification as to whether it would or would not further the relevant STC Objectives.

7.2.6B.7 A draft of the STC Modification Self-Governance Report will be circulated by the Code Administrator to the Party Representatives amd the CM Administrative Parties and the CfD Administrative Parties (and its provision in electronic form on the Code Website and in electronic mails to Party Representatives, who must supply relevant details, shall meet this requirement) and a period of no less than five (5) Business Days given for comments to be made thereon. Any unresolved comments made shall be reflected in the final STC Modification Self-Governance Report.

7.2.6B.8 Each STC Modification Self-Governance Report shall be addressed and furnished to the Authority and none of the facts, opinions or statements contained in such STC Modification Self-Governance Report may be relied upon by any other person.

7.2.6B.9 The Code Administrator shall make available on the Code Website and copy (by electronic mail to those persons who have supplied relevant details to the Code Administrator) the STC Modification Self-Governance Report prepared in accordance with Paragraph 7.2.6B to:

(i) the Party Representatives;

(ii) each Panel Member; and

(iii) any person who may request a copy,

and shall place a copy on the Code Website.

7.2.6B.10 If the Authority does not give written notice that its decision is required pursuant to Paragraph 7.2.6B.2, or if the Authority determines that the Self-Governance Criteria are satisfied in accordance with Paragraph 7.2.6B.4, then the STC Modification Self-Governance Report shall be tabled at the Panel Meeting following submission of that STC Modification Self-Governance Report to the Authority at which the Panel ~~Chairman~~ Chairperson will undertake the STC Modification

Panel Self-Governance Vote based on an assessment against the applicable STC Objectives and the STC Modification Panel shall give notice of the outcome of such vote to the Panel Secretary.

7.2.6B.11 If the STC Modification Panel vote to approve the STC Modification Proposal pursuant to Paragraph 7.2.6B.10 (which shall then be an "Approved STC Modification Proposal" until implemented), then subject to the appeal procedures set out in Paragraphs 7.2.6B.14 to Paragraph 7.2.6B.19 the STC Modification Proposal will be implemented in accordance with Paragraphs 7.2.10.2 to 7.2.10.8 by the Code Administrator without the Authority's approval and brought to the attention of the Parties and such other persons as may properly considered to have an appropriate interest in it.

7.2.6B.12 The STC Modification Panel may at any time prior to the STC Modification Panel's determination retract a Self-Governance Statement subject to Paragraph 7.2.6B.10, or if the Authority notifies the STC Modification Panel that it has determined that a STC Modification Proposal does not meet the Self-Governance Criteria the STC Modification Panel shall treat the STC Modification Proposal as a Standard STC Modification Proposal and shall comply with Paragraph 7.2.5, using the STC Modification Self-Governance Report as a basis for its Proposed STC Modification Report.

7.2.6B.13 Except where the Authority has issued a direction pursuant to Paragraph 7.2.6B.10, the STC Modification Panel may remove a STC Modification Proposal from the process detailed in this Paragraph 7.2.6B before making its determination pursuant to Paragraph 7.2.6B.4. In that circumstance, the STC Modification Proposal shall be treated as a Standard STC Modification Proposal and shall proceed through the process for Standard STC Modification Proposals.

7.2.6B.14 A STC Party or a Materially Affected Party may appeal to the Authority the approval or rejection by the STC Modification Panel of a STC Modification Proposal and any Alternative STC Modification (s) in accordance with Paragraph 7.2.6B.10, provided that the Panel Secretary is also notified, and the appeal has been made up to and including fifteen (15) Business Days after the STC Modification Panel Self-Governance Vote has been undertaken pursuant to Paragraph 7.2.6B.10. If such an appeal is made, implementation of the STC Modification Proposal shall be suspended pending the outcome. The appealing STC Party or Materially Affected Party must notify the Panel Secretary of the appeal when the appeal is made.

7.2.6B.15 The Authority shall consider whether the appeal satisfies the following criteria:

(a) The appealing party is, or is likely to be, unfairly prejudiced by the implementation or non-implementation of that STC Modification Proposal or Alternative STC Modification(s); or

(b) The appeal is on the grounds that, in the case of implementation, the STC Modification Proposal or Alternative STC Modification(s) may not better facilitate the achievement of at least one of the Applicable STC Objectives; or

(c) The appeal is on the grounds that, in the case of non-implementation, the STC Modification Proposal or Alternative STC Modification(s) may better facilitate the achievement of at least one of the Applicable STC Objectives; or

(d) it is not brought for reasons that are trivial, vexatious or have no reasonable prospect of success

and if the Authority considers that the criteria are not satisfied, it shall dismiss the appeal.

7.2.6B.16 Following any appeal to the Authority, a STC Modification Proposal or Alternative STC Modification(s) shall be treated in accordance with any decision and/or direction of the Authority following that appeal.

7.2.6B.17 If the Authority quashes the STC Modification Panel's determination in respect of a STC Modification Proposal or Alternative STC Modification(s) made in accordance with Paragraph 7.2.6B.10 and takes the decision on the relevant STC Modification Proposal and any Alternative STC Modification(s) itself, following an appeal to the Authority, the STC Modification Panel's determination of that STC Modification Proposal and any Alternative STC Modification(s) contained in the relevant STC Modification Self-Governance Report shall be treated as a STC Modification Report submitted to the Authority pursuant to Paragraph 7.2.5.12.

7.2.6B.18 If the Authority quashes the STC Modification Panel's determination in respect of a STC Modification Proposal or Alternative STC Modification(s) made in accordance with paragraph 7.2.6B.10, the Authority may, following an appeal to the Authority, refer the STC Modification Proposal back to the STC Modification Panel for further re-consideration and a further STC Modification Panel Self-Governance Vote.

7.2.6B.19 Following an appeal to the Authority, the Authority may confirm the STC Modification Panel's determination in respect of a STC Modification Proposal or Alternative STC Modification(s) made in accordance with Paragraph 7.2.6B.10.

7.2.6C Fast Track

7.2.6C.1 Where a Proposer believes that a modification to the Code which meets the Fast Track Criteria is required, a STC Modification Fast Track Report may be raised. In such case the procedure in STCP 25-3 shall apply.

7.2.6C.2 In the event that a STC Modification Fast Track Report is to be implemented pursuant to STCP 25-3, then the processes for implementation in 7.2.10.2 to 7.2.10.8 shall apply as if the STC Modification Fast Track Report were an Approved STC Modification.

7.2.6C.3 Up to and including 15 business days from the publication of a STC Modification Fast Track Report approving implementation of a modification pursuant to STCP 25-3, a Party or the Authority may object to the STC Modification Panel's determination by email to the Panel Secretary at STC.Team@nationalgrid.com who shall inform the Parties and the Authority of the objection and that the proposal shall not be implemented.

7.2.7 **STC Modification Register**

7.2.7.1 The Panel Committee Secretary shall establish and maintain a register (the " **STC Modification Register**") which shall record, in such form as the STC Modification Panel may determine, the matters set out in sub-paragraph 7.2.7.3.

7.2.7.2 The purpose of the STC Modification Register shall be to assist the STC Modification Panel in the operation of the STC Modification Procedures under this Code and to enable the Parties and other interested third parties (including any person designated by the Authority under sub-paragraph 7.2.2.1(b)) to be reasonably informed of the progress of STC Modification Proposals including any Alternative STC Modifications, Urgent STC Modification Proposals and Approved STC Modifications from time to time.

7.2.7.3 The STC Modification Register shall record:

(a) details of each STC Modification Proposal and any Alternative STC Modification or Urgent STC Modification Proposal (including the name of the Proposer, the date of the STC Modification Proposal or any Alternative STC Modification or Urgent STC Modification Proposal and a brief description of the STC Modification Proposal or any Alternative STC Modification) or Urgent STC Modification Proposal;

(b) the current status and progress of each STC Modification Proposal or any Alternative STC Modification or Urgent STC

Modification Proposal and the anticipated date for reporting to the Authority in respect thereof;

(c) the current status and progress of each Approved STC Modification; and

(d) such other matters as the STC Modification Panel may consider appropriate from time to time in order to achieve the purposes set out in sub-paragraph 7.2.7.2.

7.2.7.4 The STC Modification Register shall, in addition to those matters set out in sub-paragraphs 7.2.7.3, also include details of:

(a) each STC Modification Proposal or any Alternative STC Modification which has been withdrawn pursuant to sub-paragraph 7.2.2.6 or rejected by the Authority; and

(b) each Approved STC Modification which has been implemented pursuant to sub-paragraph 7.2.10,

for a period of six months after such withdrawal, rejection or implementation, or such longer period as the STC Modification Panel may determine.

7.2.7.5 The Panel Secretary shall publish the STC Modification Register (as updated from time to time and indicating the revisions since the previous issue) on the Code Website or (in the absence, for whatever reason, of the Code Website) in such other manner and with such frequency (being not less than once per month) as the STC Modification Panel may agree, in order to bring it to the attention of interested third parties and send a copy of same to each of the Party Representatives and any person designated by the Authority under sub-paragraph 7.2.2.1(b).

7.2.8 **Monthly Progress Report**

7.2.8.1 The STC Modification Panel shall prepare and submit to the Authority each month (or such less frequent period as shall be agreed with the Authority if there is no material matter arising to report) a report (to be known as the "**Progress Report**") setting out the matters referred to in sub-paragraph 7.2.8.2 in respect of the preceding month (or such longer period, as applicable) and the Panel Secretary shall then send a copy of the Progress Report to each Party Representative and persons designated by the Authority under sub-paragraph 7.2.2.1(b).

7.2.8.2 The Progress Report shall contain:

(a) the current version of the STC Modification Register;

(b) details of the scheduling and timetable for consideration of each STC Modification Proposal or any Alternative STC Modification or Urgent STC Modification Proposal and completion of the STC Modification Report in respect thereof in the context of all other current STC Modification Proposals or any Alternative STC Modification or Urgent STC Modification Proposal (including an indication of the priority that the STC Modification Panel affords to and between such proposals);

(c) details of any decision to amalgamate STC Modification Proposals under sub-paragraph 7.2.3.4;

(d) details of any circumstances which lead the STC Modification Panel or any Party to believe that the Implementation Date for an Approved STC Modification is unlikely to be met and, if so, why;

(e) such other matters as the Authority may request to be included from time to time; and

(f) the basis for each of the decisions referred to above.

7.2.8.3 In the event that the Authority at any time submits a written request to the STC Modification Panel to provide to it any information with respect to consideration or progress of any STC Modification Proposal, Alternative STC Modification or Urgent STC Modification Proposal, the STC Modification Panel shall promptly comply with such request.

7.2.8.4 If, following discussion with the STC Modification Panel, the Authority issues a notice to the Panel Secretary requesting the STC Modification Panel:

(a) not to amalgamate STC Modification Proposal as set out in the Progress Report; or

(b) to amend the timetable for a STC Modification Proposal or any Alternative STC Modification or Urgent STC Modification Proposal (including the priority afforded to and between such proposals),

the Panel Secretary shall send a copy of the notice to each Party, Party Representative and any person designated by the Authority under sub-paragraph 7.2.2.1(b)). The STC Modification Panel shall comply with such notice.

7.2.8.5 The Panel Secretary shall publish each Progress Report on the Code Website within seven Business Days after it is sent to the Authority, provided that the Panel Secretary shall exclude therefrom any notice issued by the Authority pursuant to this paragraph 7.

7.2.9 **Change Co-ordination**

7.2.9.1 The STC Modification Panel shall establish (and, where appropriate, revise from time to time) joint working arrangements with each panel or other body responsible for proposing change to the BSC, CUSC or Core Industry Document, to facilitate the identification, co-ordination, making and implementation of change to the BSC, CUSC, Capacity Market Documents, CfD Documents or Core Industry Document or such other designated documents consequent on an amendment to the Code, and to facilitate the identification of potential inconsistencies that STC Modification Proposals and any Alternative STC Modification have with the Capacity Market Documents and/or CfD Documents in a full and timely manner. Such working arrangements shall include, without limitation, inviting representatives from panels and bodies referred to in this sub-paragraph 7.2.9.1 to participate in any Workgroups established or discussions with the STC Modification Panel or any Party pursuant to this paragraph 7, when the STC Modification Panel or a Party or Parties otherwise identify the likelihood of an impact of a STC Modification Proposal and any Alternative STC Modification, on the BSC, CUSC, Core Industry Document or such other designated document, or identify the likelihood of potential inconsistencies that the STC Modification Proposal and any Alternative STC Modification have with the Capacity Market Documents an/or CfD Documents.

7.2.9.2 The working arrangements referred to in sub-paragraph 7.2.9.1 shall be such as enable the consideration, development and evaluation of STC Modification Proposals and Alternative STC Modifications, and the implementation of Approved STC Modifications, to proceed in a full and timely manner and enable changes to the BSC, CUSC, Capacity Market Documents, CfD Documents or Core Industry Document or other designated documents consequent on an Approved STC Modification to be made and given effect wherever possible (subject to any necessary consent of the Authority) at the same time as such Approved STC Modification is made and given effect.

7.2.10 **Implementation**

7.2.10.1 Upon service by NGESO to the Parties and any person designated by the Authority under sub-paragraph 7.2.2.1(b), of a signed notice of amendment in accordance with a direction of the Authority issued pursuant to NGESO's Transmission Licence, the Code shall be amended in accordance with the terms of such notice.

7.2.10.2 An amendment to the Code shall take effect from the date and time as specified in the notice referred to in sub-paragraph 7.2.10.1 or, in the absence of any such specified time and date, 00:00 hours on the day next following the date of service of such notice.

7.2.10.3 The Parties shall be responsible for implementing any Approved STC Modification in accordance with this sub-paragraph 7.2.10.

7.2.10.4 The Relevant Parties to Code Procedures shall as soon as reasonably practicable make such amendments to Code Procedures or adopt such new Code Procedures as are necessary to give full and timely effect to an Approved STC Modification by the Implementation Date.

7.2.10.5 In relation to Approved STC Modifications:

(a) each Party shall use its reasonable endeavours to progress changes made to the BSC, CUSC and Core Industry Documents (to the extent that it is a party to them) in order to give full and timely effect to an amendment to the Code by the Implementation Date;

(b) each Party shall do what is required to those of its systems and processes which support the operation of the Code as may be necessary in order to give full and timely effect to an amendment to the Code by the Implementation Date; and

(c) each Party must keep the STC Modification Panel informed of any matter that may affect the ability for the Implementation Date to be met.

7.2.10.6 Without prejudice to the obligations of the Parties under this sub-paragraph 7.2.10, the Implementation Date may be extended or shortened with the prior approval of, or at the direction of, the Authority.

7.2.10.7 The STC Modification Panel or any Party 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 STC Modification.

7.2.10.8 An amendment made pursuant to and in accordance with this paragraph 7.2 shall not be impaired or invalidated in any way by any

inadvertent failure to comply with or give effect to this sub-paragraph 7.2.10.

7.3 **Amendment and Creation of Code Procedures**

7.3.1 The Relevant Party Representatives may amend (whether by way of modification, deletion, addition, replacement or otherwise) existing Code Procedures or create additional Code Procedures subject to and in accordance with the procedures set out in this paragraph 7.3.

7.3.2 The Relevant Party Representatives may only make amendments to existing Code Procedures or create additional Code Procedures if and to the extent that:

7.3.2.1 the amendment or addition falls within the terms and arrangements set out in Standard Condition B12; and

7.3.2.2 the amendment or addition does not impair, frustrate or invalidate the provisions of the Code; and

7.3.2.3 the amendment or addition does not impose new obligations or liabilities or restrictions of a material nature on Relevant Parties which are not subsidiary to the rights and obligations of the Relevant Parties under the Code; and

7.3.2.4 the amendment or addition is not inconsistent or in conflict with the Code, Transmission Licence Conditions or other relevant statutory requirements; and

7.3.2.5 the Relevant Party Representatives deem that the amendment or addition is appropriate to support compliance with the Code.

7.3.3 All Relevant Party Representatives shall use reasonable endeavours to agree between themselves any amendment to an existing Code Procedure or creation of a new Code Procedure that is proposed by a Relevant Party.

7.3.4 The Relevant Party Representatives may agree an amendment to an existing Code Procedure or creation of a new Code Procedure under this paragraph 7.3 despite the prohibition in sub-paragraph 7.3.2.3 only where the Authority has notified the Relevant Party Representatives in writing that they may do so. The Relevant Party Representatives shall provide the Authority with such information as it may direct in order to inform its decision under this sub-paragraph 7.3.4.

7.3.5 Where the Relevant Party Representatives are unable to reach agreement pursuant to sub-paragraph 7.3.3, any such Relevant Party Representatives may promptly forward the matter as a Dispute to the Authority under Section H, paragraph 4.1 whereupon the Relevant Parties shall comply with such determination and direction as the Authority may make after taking such steps as the Authority may deem fit in order to make such direction (including, without

limitation, seeking representations from the Relevant Parties and any other person and consulting on any potential amendment to an existing Code Procedure or creation of a new Code Procedure). The Relevant Parties shall be bound by such direction as the Authority shall make in relation to an amendment to a Code Procedure or creation of a new Code Procedure until such time as the Relevant Party Representatives can agree between themselves any changes pursuant to this paragraph 7.3.

7.3.6 For the avoidance of doubt, any direction made by the Authority pursuant to sub-paragraph 7.3.5 shall not constitute approval of any such amendment to a Code Procedure or creation of a new Code Procedure and any notice issued by the Authority pursuant to sub-paragraph 7.3.4 shall only constitute a waiver of such prohibition for the purpose of this Code and shall not constitute approval of the amendment to a Code Procedure or creation of a new Code Procedure in any other respect.

7.3.7 Where an amendment to a Code Procedure or the creation of a new Code Procedure is agreed pursuant to sub-paragraph 7.3.3 or directed pursuant to sub-paragraph 7.3.5 then the Relevant Party Representatives shall co-ordinate the sending of the text of the amended Code Procedure or new Code Procedure (and including the proposed effective date for such amendment or new Code Procedure), signed and dated by all Relevant Party Representatives, to the Panel Secretary (for and on behalf of all Relevant Parties).

7.3.8 Upon receipt of a signed amended Code Procedure or new Code Procedure pursuant to sub-paragraph 7.3.7, the Panel Secretary shall immediately (and in any event prior to the effective date specified by the Relevant Parties in such amended Code Procedure or new Code Procedure):

7.3.8.1 send a copy of the amended Code Procedure or new Code Procedure to each of the Relevant Party Representatives and to the Authority;

7.3.8.2 update Schedule Two to include the relevant details of the amended Code Procedure or new Code Procedure;

7.3.8.3 send a notice containing a copy of the amended Schedule Two to the Authority, each of the Party Representatives and to such other person as the Authority may designate from time to time, upon the date of which notice, such amended Schedule shall be deemed to be an amendment to the Code for the purposes of this Section B;

7.3.8.4 post a copy of the amended Schedule Two on the Code Website; and

7.3.8.5 update the library of Code Procedures pursuant to Section A, paragraph 3.

7.3.9 An amendment to a Code Procedure or the addition of a new Code Procedure pursuant to this paragraph 7.3 shall take effect on the date specified in any notice issued pursuant to Section B, sub-paragraph 7.3.8.3.

7.3.10 Unless otherwise directed by the Authority, only the Panel Secretary shall be entitled to amend Schedule Two, and shall only be entitled to do so in accordance with and pursuant to sub-paragraph 7.3.8.

7.4 Publication

7.4.1 Subject to this Section B, any representations submitted by a Party or other person pursuant to the STC Modification Procedures (including, without limitation, any STC Modification Proposal, Alternative STC Modification, Urgent STC Modification Proposal, Assessment or representation or text in relation to any of these) may be made publicly available or disclosed to another Party or Parties or other persons pursuant to this Section B except as expressly requested by such Party or other person by notice in writing to the Panel Secretary (of which notice, the Panel Secretary shall then notify the other Parties and any persons designated under sub-paragraph 7.2.2.1(b)).

7.4.2 The Parties or, for the avoidance of doubt, the Panel Secretary, shall not be liable for any accidental publication of a representation made pursuant to sub-paragraph 7.2.5.

7.4.3 For the avoidance of doubt, all representations made pursuant to this paragraph 7 (whether or not marked confidential) may be sent to the Authority.

7.4.4 In addition to sub-paragraph 7.4.1, where any provision of this Section B provides for data, information or reports to be published or made available to Parties and/or other persons, the STC Modification Panel shall exclude therefrom any matters in respect of which the Authority issues a notice to the Panel Secretary or Parties for the purposes of this paragraph 7.

Annex B1 – Election of Offshore Transmission Owner Party Representatives

B1.1 General

B1.1.1 Introduction

B1.1.1.1 This Annex B1 sets out the basis for election of Offshore Transmission Owner Party Representatives and Offshore Transmission Owner Alternate Representatives for the purpose of Paragraphs 6.1.2 and 6.1A.1.

B1.1.1.2 This Annex B1 shall apply:

(a) in relation to each year (the "Election Year") in which the term of office of Offshore Transmission Owner Party Representatives and Offshore Transmission Owner Alternate Representatives expires, for the purposes of electing Offshore Transmission Owner Party Representatives and Offshore Transmission Owner Alternate Representatives to hold office with effect from 1st April in that year;

(b) subject to and in accordance with Paragraph B1.4, upon a Offshore Transmission Owner Party Representative and/or Offshore Transmission Owner Alternate Representatives ceasing to hold office before the expiry of ~~his~~ their term of office.

B1.1.1.3 For the purposes of an election under Paragraph B1.1.1.2(a) references to Offshore Transmission Owner are to persons who are Offshore Transmission Owner as at 20th December in the previous year.

B1.1.1.4 The Panel Secretary shall administer each election of Offshore Transmission Owner Party Representatives and Offshore Transmission Owner Alternate Representatives pursuant to this Annex B1.

B1.1.1.5 Where the following conditions (a) and (b) in this Paragraph B1.1.1.5 are met, the Offshore Transmission Owner Party Representatives and/or Offhsore Transmission Owner Alternate Representatives will be notifed to the Panel Secretary as set out below:

(a) each Offhsore Transmission Owner Party Representative as at 01 January in the relevant Election Year, has confirmed in writing to the Panel Secretary that the Offshore Transmission Owner Party Representative and/or Offshore Transmission Owner Alternate Representatives will be elected in accordance with a process other

than that set out in Annex B ("Alternative OFTO Election Process"): and

(b) each Offshore Transmission Owner Party Representative as at 01 January in the relevant Election Year, has notifed the Panel Secretary in writing by 25 January of the relevant Election Year of the identity of the Offshore Transmission Owner Party Representatives and/or Offshore Transmission Owner Alternate Representatives 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 B, with exepction of Paragraph B1.1.1.4, shall not apply until the following Election Year.

B1.1.2 **Election timetable**

B1.1.2.1 The Panel Secretary shall not later than 7th January in the Election Year prepare and circulate to all Offshore Transmission Owners (by publication on the Code 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 Party Representative or an Alternate Representative 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 Panel 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 15th March in the Election Year.

B1.1.2.2 If for any reason it is not practicable to establish an election timetable in accordance with Paragraph B1.2.1.1 or to proceed on the basis of an election timetable which has been established, the Panel Secretary may establish a different timetable, or revise the election timetable, by notice to all Parties, the STC Modification

Panel and the Authority, provided that such timetable or revised timetable shall provide for the election to be completed before 1st April in the Election Year.

B1.1.2.3 A nomination or voting paper received by the Panel Secretary later than the respective required date under the election timetable (subject to any revision under Paragraph B1.1.2.2) shall be disregarded in the election.

B1.2. CANDIDATES

B1.2.1 Nominations

B1.2.1.1 Nominations for candidates shall be made in accordance with the Election Timetable.

B1.2.1.2 Subject to Paragraph B1.1.1.3, each Offshore Transmission Owner may nominate one candidate for election by giving notice to the Panel Secretary.

B1.2.2 List of candidates

B1.2.2.1 The Panel 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.

B1.2.2.2 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.

B1.2.2.3 Except where Paragraphs B1.4.3 or B1.4.4 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 Party Representatives and Paragraph B1.3.2.4 shall apply in relation to such candidate(s).

B1.2.2.4 Where Paragraph B1.4.3 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 Party Representative and Paragraph B1.3.2.4 shall apply in relation to such candidate.

B1.2.2.5 Where Paragraph B1.4.4 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 Representatives and Paragraph B1.3.2.4 shall apply in relation to such candidate(s).

B1.3 VOTING

B1.3.1 Voting papers

B1.3.1.1 Voting papers shall be submitted in accordance with the election timetable.

B1.3.1.2 Each Offshore Transmission Owner may submit one voting paper.

B1.3.2 Preference votes and voting rounds

B1.3.2.1 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.

B1.3.2.2 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.

B1.3.2.3 Candidates shall be elected in three voting rounds (together where necessary with a further round under Paragraph B1.3.6) in accordance with the further provisions of this Paragraph B1.3.

B1.3.2.4 The Panel 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.

B1.3.2.5 The Panel Secretary shall not disclose the Preference Votes cast by Offshore Transmission Owners or received by candidates; but a Offshore Transmission Owner may by notice to the Authority require 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.

B1.3.2.6 Further references to voting papers in this Paragraph B1.3 do not include voting papers which are invalid or are to be disregarded (i.e. voting papers not made or submitted in accordance with the STC).

B1.3.3 First voting round

B1.3.3.1 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 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' Party Representatives and/or Alternate Representatives to be elected.

B1.3.3.2 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.

B1.3.4 **Second voting round**

B1.3.4.1 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 Party Representatives and/or Alternate Representatives remaining to be elected after the first voting round.

B1.3.4.2 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.

B1.3.5 **Third voting round**

B1.3.5.1 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 Party Representatives remaining to be elected after the first and second voting rounds.

B1.3.5.2 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.

B1.3.6 **Further provisions**

B1.3.6.1 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 Party Representative(s) or Alternate Representative(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 Panel Secretary shall select the candidate(s) (among those tied) to be elected by drawing lots.

B1.3.7 **Alternate Representatives and Party Representatives**

B1.3.7.1 Except where Paragraphs B1.4.3 or B1.4.4 apply, the two (2) candidates receiving the greatest number of votes shall be elected as Offshore Transmission Owners' Party Representatives and the next two (2) shall be elected as Offshore Transmission Owners' Alternate Representatives.

B1.3.7.2 Where Paragraph B1.4.3 applies the number of candidate(s) up to and including the number of Party Representative Interim Vacancies receiving the greatest number of votes pursuant to the Interim STC Modification Panel and Alternate Election Process shall be elected as Offshore Transmission Owners' Party Representative(s) and the remaining candidates up to and including the number of Alternate Representative Interim Vacancies receiving the greatest number of votes shall be elected as Alternate Representative(s).

B1.3.7.3 Where Paragraph B1.4.4 applies the two (2) candidates receiving the greatest number of votes pursuant to the Alternate Election Process shall be elected as Alternate Representatives.

B1.4 **VACANCIES**

B1.4.1 **General**

B1.4.1.1 If a Party Representative ceases to hold office pursuant to Paragraph 6.1C.1 (b) (i) then Paragraph B1.4.2 shall apply.

B1.4.1.2 If a Party Representative ceases to hold office pursuant to Paragraph 6.1C.1 (a), 6.1C.1 (b) (ii) to (vi) (inclusive) or 6.1C.1 (c) to (e) (inclusive) then Paragraph B1.4.3 shall apply.

B1.4.1.3 If an Alternate Representative ceases to hold office pursuant to Paragraph 6.1C (the "Resigning" Alternate Representative) then Paragraph B1.4.4 shall apply.

B1.4.1.4 The provisions of Paragraph B1.2.1.2 shall apply, mutatis mutandis, to any replacement Party Representative or any replacement Alternate Representative under this Paragraph B1.4.

B1.4.2 **Replacement of a Party Representative who ceases to hold office pursuant to Paragraph 6.1C.1 (b) (i)**

B1.4.2.1 Where this Paragraph B1.4.2 applies, and in accordance with the duties set out in Paragraph 6.2, such Party Representative may appoint a replacement Party Representative (subject to Paragraph B1.4.2.2) for the remainder of the term of office of such Party Representative and shall notify the Panel Secretary of a replacement Party Representative at the same time as they resign. If such Party Representative does not appoint a replacement at the time of notifying the Panel Secretary of their resignation then such Party Representative will be replaced in accordance with Paragraph B1.4.3 and this Paragraph B1.4.2.1 shall no longer apply.

B1.4.2.2 A Party Representative shall only appoint an Alternate Representative to be ~~his~~ their replacement pursuant to Paragraph B1.4.2.1 and such Alternate Representative chosen to be a Party Representative shall then become a Resigning Alternate Representative and be replaced in accordance with Paragraph B1.4.4.

B1.4.3 **Replacement of a Party Representative who ceases to hold office pursuant to Paragraph 6.1C.1 (a), 6.1C.1 (b) (ii) to (vi) (inclusive) or 6.1C.1 (c)**

B1.4.3.1 Subject to Paragraph B1.4.3.2, such Party Representative shall, where one or more Alternate Representative(s) hold office, be replaced by the Alternate Representative 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 B1.3.6.1 shall apply, in either circumstance such Alternate Representative selected to be a Party Representative shall then become a Resigning Alternate Representative and be replaced in accordance with Paragraph B1.4.4.

B1.4.3.2 If there are no Alternate Representatives in office upon a Party Representative ceasing to hold office then:

(a) Where there are not less than six (6) months remaining until the next full election further Party Representatives shall be elected in accordance with Paragraphs B1.2, B1.3 and subject to the following Paragraphs B1.4.3.3 to B1.4.3.5 (inclusive) (the “Interim STC Modification Panel and Alternate Election Process”).

(b) Where there are less than six (6) months remaining until the next full election no further Party Representatives or Alternate Representatives shall be elected pursuant to this Paragraph B1.4.3 and the positions shall remain vacant until the next full election.

B1.4.3.3 Where this Paragraph B1.4.3.3 applies the Panel Secretary shall indicate in the invitation referred to at Paragraph B1.1.2.1 the number of vacancies for both Party Representative(s) ("Party Representative Interim Vacancies") and Alternate Representative(s) ("Alternate Representative Interim Vacancies") for which the Interim STC Modification Panel and Alternate Election Process is being held.

B1.4.3.4 Any Party Representative(s) or Alternate Representative(s) elected pursuant to the Interim STC Modification Panel and Alternate Election Process shall cease to hold office at the next full election.

B1.4.3.5 The timetable for the Interim STC Modification Panel and Alternate Election Process shall be expedited and the Panel Secretary shall prepare a timetable accordingly.

B1.4.4 **Replacement of a Resigning Alternate Representative**

B1.4.4.1 Subject to Paragraph B1.4.4.2 a Resigning Alternate Representative shall not be replaced.

B1.4.4.2 If there are no Alternate Representatives remaining in office following the resignation of an Alternate Representative or their appointment as Party Representative in accordance with B1.4.2 or B1.4.3 then

(a) Where there are not less than six (6) months remaining until the next full election further Alternate Representatives shall be elected in accordance with Paragraphs B1.2, B1.3 and subject to the following paragraphs B1.4.4.3 to B1.4.4.5 (inclusive) (the "Alternate Election Process").

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

B1.4.4.3 Where this paragraph B1.4.4.3 applies, a reference in Paragraphs B1.2 and B1.3 to an Offshore Transmission Owners' Party Representative or Party Representative shall not apply except in the case of Paragraph B1.3.5.1 (d) where the reference

to “Party Representatives” shall be read and construed as a reference to “Alternate Representatives”.

B1.4.4.4 Any Alternate Representative(s) elected pursuant to the Alternate Election Process shall cease to hold office at the next full election.

B1.4.4.5 The timetable for the Alternate Election Process shall be expedited and the Panel Secretary shall prepare a timetable accordingly.