

Distribution Code Review Panel

Meeting 64 – June 8 2017

DCRP/17/06 - Distribution Code & Open Governance

Paper by Code Administrator

At the previous Panel meeting held in March the Code Administrator provided the Panel with a brief update on the Open Governance arrangements being introduced to the Grid Code from April 2017.

As a consequence of Grid Code implementing Open Governance DS asked the Panel if it was now appropriate for the Distribution Code (DCode) to also consider reviewing its Governance arrangements and consider introducing Open Governance to the DCode.

Ofgem set out in its CGR3 final proposals that they saw a benefit in introducing Open Governance more generally to both the Grid Code and the DCode and referred to the industry-raised proposal seeking to introduce Open Governance to the Grid Code (GC0086); Ofgem noted that the industry could consider whether similar changes would be appropriate for the DCode.

It was therefore agreed that the Code Administrator would start work on drafting modification proposals to introduce Open Governance referred to as “Governance Rules” into the DCode thus aligning the Code Governance arrangements for the Grid and DCode.

One issue for consideration is the proposed member voting process as the current DCRP process differs to the new Grid Code arrangements (CUSC Schedule 1). Currently the DCode process is by nomination and approval of the Authority.

A draft set of Distribution Governance Rules (Legal Text) is attached as appendix 1.

It is proposed that the legal text would be subject to public scrutiny via a DCRP consultation.

Panel Recommendation

The Panel is requested to

1. Consider the draft DCode Governance Rules legal text and comment accordingly.
2. Agree to DCRP public consultation.

Draft Distribution Code Governance Rules

GR.1 INTRODUCTION

GR.1.1 This section of the **Distribution Code** sets out how the **Distribution Code** is to be amended and the procedures set out in this section, 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 **Distribution Code** and the **Code Administration Code of Practice**, the **Distribution Code** shall take precedence.

GR.1.2 There is a need to bring proposed amendments to the attention of **Users** and others, to discuss such proposals and to report on them to the **Authority** and in furtherance of this, the **Governance Rules** set out the functions of a **Distribution Code Review Panel** and **Workgroups** and for consultation by the **Code Administrator**.

GR.1.3 For the purpose of these **Governance Rules** the term “**User**” shall mean any person who is under any obligation or granted any rights under the **Distribution Code**.

PART B

GR.2 CODE ADMINISTRATOR

GR.2.1 The **Distribution Network Operators** shall establish and maintain a **Code Administrator** function, which shall carry out the roles referred to in GR.2.2 and GR.3.2. The **DNOs** shall ensure the functions are consistent with the **Code Administration Code of Practice**.

GR.2.2 The **Code Administrator** shall in conjunction with other **Code Administrators**, maintain, publish, review and (where appropriate) amend from time to time the **Code Administration Code of Practice** approved by the **Authority** provided that any amendments to the **Code Administration Code of Practice** proposed by the **Code Administrator** are approved by the **Distribution Code Review Panel** prior to being raised by the **Code Administrator**, and any amendments to be made to the **Code Administration Code of Practice** are approved by the **Authority**.

GR.3 THE DISTRIBUTION CODE REVIEW PANEL

GR.3.1 Establishment and Composition

GR.3.1.1 The **Distribution Code Review Panel** shall be the standing body to carry out the functions referred to in GR.3.2

GR.3.1.2 The **Distribution Code Review Panel** shall comprise the following members:

(a) the person appointed as the Chairman of the **Distribution Code Review Panel** (the “**Panel Chairman**”) in accordance with GR.4.1, who shall (subject to GR.11.4) be a voting member unless they are an employee of a **Distribution Network Operator** in which case they will be a nonvoting member;

(b) the following members, appointed in accordance with GR.4.2 (a), who shall be nonvoting members:

(i) a representative of the **Code Administrator**;

(ii) a representative of the **Authority** appointed in accordance with GR.4.3;

(c) the following members who shall be voting **Panel Members**:

(i) Five members representing the **Distribution Network Operators** appointed by the **ITCG** at least one of whom will be a member of the **Distribution Code Review Panel** and at least one of whom will be an **IDNO**;

(ii) Two persons representing onshore **Generators** with **Embedded Generating Plant** who are **BM Participants** and are active (ie submitting bid offer data) in the Balancing Mechanism;

(iii) Two persons representing onshore **Generators** with **Embedded Generating Plant** other than **Generators** referred to in (ii) above;

(iv) Two persons other than **Suppliers** representing **Users** without **Generating Plant**;

(v) A person representing **NGC**;

(vi) A person representing **Suppliers**; and

(vii) A person representing **Customers** appointed by **Citizens Advice** and **Citizens Advice Scotland**.

(d) a secretary (the "**Panel Secretary**"), who shall be a person appointed and provided by the **Code Administrator** to assist the **Distribution Code Review Panel** and who shall be responsible for the administration of the **Distribution Code Review Panel** and the **Industry Technical Codes Group**. The **Panel Secretary** will be a non-voting member of the **Distribution Code Review Panel**.

GR.3.2 Functions of the **Distribution Code Review Panel** and the **Code Administrator's Role**

(a) The **Distribution Code Review Panel** shall have the functions assigned to it in these **Governance Rules**.

(b) Without prejudice to GR.3.2(a) and to the further provisions of these **Governance Rules**, the **Distribution Code Review Panel** shall endeavour at all times to operate:

(i) in an efficient, economical and expeditious manner, taking account of the complexity, importance and urgency of particular **Distribution Code Modification Proposals**; and

(ii) with a view to ensuring that the **Distribution Code** facilitates achievement of the **Distribution Code Objectives**.

(c) The **DNOs** shall be responsible for implementing or supervising the implementation of **Approved Modifications** and **Approved Distribution Code Self Governance Proposals** and **Approved Distribution Code Fast Track Proposals** in accordance with the provisions of the **Distribution Code** which shall reflect the production of the revised **Distribution Code**. The **Code Administrator** and **Distribution Network Operators** shall be responsible for implementing and supervising the implementation of any amendments to their respective systems and processes necessary for the implementation of the **Approved Modification** and the **Approved Distribution Code Self-Governance Proposals** provided there is no successful appeal and the **Approved Distribution Code**

Fast Track Proposals provided no objections are received in accordance with GR.26. However, it will not include the implementation of **Users'** systems and processes. The **Code Administrator** will carry out its role in an efficient, economical and expeditious manner and (subject to any extension granted by the **Authority** where the **Code Administrator** has applied for one in accordance with GR.3.2(d) or (e) in accordance with the **Implementation Date**.

(d) Subject to notifying **Users**, the **Code Administrator** will, with the **Authority's** approval, apply to the **Authority** for a revision or revisions to the **Implementation Date** where the **Code Administrator** becomes aware of any circumstances which is likely to mean that the **Implementation Date** is unachievable, which shall include as a result of a **Legal Challenge**, at any point following the approval of the **Distribution Code Modification Proposal**.

(e) In the event that the **Authority's** decision to approve or not to approve a **Distribution Code Modification Proposal** is subject of **Legal Challenge** (and the party raising such **Legal Challenge** has received from the relevant **Authority** the necessary permission to proceed) then the **Code Administrator** will, with the **Authority's** approval, apply to the **Authority** for a revision or revisions to the **Proposed Implementation Date** in the **Distribution Code Modification Report** in respect of such **Distribution Code Modification Proposal** as necessary such that if such **Distribution Code Modification Proposal** were to be approved following such **Legal Challenge** the **Proposed Implementation Date** would be achievable.

(f) Prior to making any request to the **Authority** for any revision pursuant to GR.3.2(d) (including where it is necessary as a result of a **Legal Challenge**) or GR.3.2(e) the **Code Administrator** shall consult on the revision with **Users** and such other person who may properly be considered to have an appropriate interest in it in accordance with GR.21.2 and GR.21.8. The request to the **Authority** shall contain copies of (and a summary of) all written representations or objections made by consultees during the consultation period.

GR.3.3 Duties of **Panel Members**

(a) A person appointed as a **Panel Member**, or an **Alternate Member**, by **Users** under GR.3.1 or GR.7.2, by the **Authority** under GR.4.3 and the person appointed as **Panel Chairman** under GR.4.1, and each of their alternates when acting in that capacity:

- (i) shall act impartially and in accordance with the requirements of the **Distribution Code**; and
- (ii) shall not be representative of, and shall act without undue regard to the particular interests of the persons or body of persons by whom he was appointed as **Panel Member** and any **Related Person** from time to time.

(b) Such a person shall not be appointed as a **Panel Member** or an **Alternate Member** (as the case may be) unless he shall have first:

- (i) confirmed in writing to the **Code Administrator** for the benefit of all **Users** that he agrees to act as a **Panel Member** or **Alternate Member** in accordance with the **Distribution Code** and acknowledges the requirements of GR.3.3 (a) and GR.3.3(c);
- (ii) where that person is employed, provided to the **Panel Secretary** a letter from his employer agreeing that he may act as **Panel Member** or **Alternate Member**, and that the requirement in GR.3.3(a)(ii) shall prevail over his duties as an employee.

(c) A **Panel Member** or **Alternate Member** shall, at the time of appointment and upon any change in such interests, disclose (in writing) to the **Panel Secretary** any such interests (in relation to the **Distribution Code**) as are referred to in GR.3.3(a)(ii).

(d) Upon a change in employment of a **Panel Member** or **Alternate Member**, he shall so notify the **Panel Secretary** and shall endeavour to obtain from his new employer and provide to the **Panel Secretary** a letter in the terms required in GR.3.3(b)(ii); and he shall be removed from office if he does not do so within a period of sixty (60) days after such change in employment.

GR.4 APPOINTMENT OF PANEL MEMBERS

GR.4.1 Panel Chairman

(a) The **Panel Chairman** shall be a person appointed (or re-appointed) by **Industry Technical Codes Group**, having particular regard to the views of the **Distribution Code Review Panel**, and shall act independently of **Distribution Network Operators**.

(b) A person shall be appointed or re-appointed as the **Panel Chairman** where the **Authority** has approved such appointment or reappointment and **Industry Technical Codes Group** has given notice to the **Panel Secretary** of such appointment, with effect from the date of such notice or (if later) with effect from the date specified in such notice.

GR.4.2 Other Panel Members:

- (a) Five members appointed by the **ITCG** at least one who will be and **IDNO**
- (b) The **Suppliers, Generators** and **Users** may appoint Panel Members by election in accordance with Annex GR.A.
- (c) The **Citizens Advice** or the **Citizens Advice Scotland** may appoint one person as a **Panel Member** representing customers by giving notice of such appointment to the **Panel Secretary**, and may remove and re-appoint by notice.
- (d) **NGC** shall appoint the **NGC** representative referred to at GR.3.1.2(c)(i) and shall give notice of the identity of such person to the **Panel Secretary**, and may remove and re-appoint by notice to the **Panel Secretary**.

GR.4.3. The **Authority** shall from time to time notify the **Panel Secretary** of the identity of the **Authority** representative referred to at GR.3.1.2(b)(ii).

GR.4.4 Appointment of Further Member:

(a) If in the opinion of the **Authority** there is a class or category of person (whether or not a **User**) who have interests in respect of the **Distribution Code** but whose interests:

- (i) are not reflected in the composition of **Panel Members** for the time being appointed; but
- (ii) would be so reflected if a particular person was appointed as an additional **Panel Member**, then the **Authority** may at any time appoint (or re-appoint) that person as a **Panel Member** by giving notice of such appointment to the **Panel Secretary** but in no event shall

the **Authority** be able to appoint more than one person so that there could be more than one such **Panel Member**.

(b) A person appointed as a **Panel Member** pursuant to this GR.4.4 shall remain appointed, subject to GR.5 and GR.6, notwithstanding that the conditions by virtue of which he was appointed (for example that the interests he reflects are otherwise reflected) may cease to be satisfied.

GR.4.5 Natural Person:

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

GR.5 TERM OF OFFICE

The term of office of a **Panel Member**, the **Panel Chairman** and **Alternate Members** shall be a period expiring on 31 December every second year. A **Panel Member**, the **Panel Chairman** and **Alternate Member** shall be eligible for reappointment on expiry of his term of office.

GR.6 REMOVAL FROM OFFICE

GR.6.1 A person shall cease to hold office as the **Panel Chairman**, a **Panel Member** or an **Alternate Member**:

(a) upon expiry of his term of office unless re-appointed; (b) if he:

- (i) resigns from office by notice delivered to the **Panel Secretary**;
- (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iii) is or may be suffering from mental disorder and either 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 detention or for the appointment of a receiver, curator bonis or other person with respect to his property or affairs;
- (iv) becomes prohibited by law from being a director of a company under the Companies Act 1985; (v) dies; or (vi) is convicted on an indictable offence; or

(c) as provided for in GR.3.3(d);

(d) if the **Distribution Code Review Panel** resolves (and the **Authority** does not veto such resolution by notice in writing to the **Panel Secretary** within fifteen (15) **Business Days**) that he should cease to hold office on grounds of his serious misconduct;

(e) if the **Distribution Code Review Panel** resolves (and the **Authority** does not veto such resolution by notice in writing to the **Panel Secretary** within fifteen (15) **Business Days**) that he should cease to hold office due to a change in employer notwithstanding compliance with GR.3.3(d).

GR.6.2 A **Distribution Code Review Panel** resolution under GR.6.1(d) or (e) shall, notwithstanding any other paragraph, require the vote in favour of at least all **Panel Members** less one (other than the **Panel Member** or **Alternate Member** who is the subject of such resolution) and for these purposes an abstention shall count as a vote cast in favour of the resolution. A copy of any such resolution shall forthwith be sent to the **Authority** by the **Panel Secretary**.

GR.6.3 A person shall not qualify for appointment as a **Panel Member** or **Alternate Member** if at the time of the proposed appointment he would be required by the above to cease to hold that office.

GR.6.4 The **Panel Secretary** shall give prompt notice to **Industry Technical Codes Group**, all **Panel Members**, all **Users** and the **Authority** of the appointment or re-appointment of any **Panel Member** or **Alternate Member** or of any **Panel Member** or **Alternate Member** ceasing to hold office and publication on the **Website** and (where relevant details are supplied to the **Panel Secretary**) despatch by electronic mail shall fulfil this obligation.

GR.7 ALTERNATES

GR.7.1 Alternate: Panel Chairman

The **Panel Chairman** shall preside at every meeting of the **Distribution Code Review Panel** at which he is present. If he is unable to be present at a meeting, he may appoint an alternate (who shall be a senior employee of a **Distribution Network Operator**) to act as the **Panel Chairman**, who may or may not be a **Panel Member**. If neither the **Panel Chairman** nor his alternate is present at the meeting within half an hour of the time appointed for holding the meeting, the **Panel Members** present may appoint one of their number to be the chairman of the meeting.

GR.7.2 Alternate(s): other Panel Members.

(a) At the same time that the parties entitled to vote in the relevant election appoint **Elected Panel Members** under GR.4.2(a), they shall appoint the following **Alternate Members** in accordance with Annex GR.A:

- (i) one alternate representative of the **Suppliers**;
- (ii) one alternate representative of the **Generators (Balancing Mechanism participants)**;
- (iii) one alternate representative of the **Generators (non Balancing Mechanism participants)**;
- ;
- (iv) one alternate representatives of the **Users** ; and

In the event that the election process fails to appoint an **Alternate Member** for any of the **Elected Panel Members**, each **Elected Panel Member** shall be entitled (but not obligated) to each at their own discretion nominate their own **Alternate Member**.

(b) Any **Panel Member** that is not an **Elected Panel Member** shall be entitled (but not obligated) to each at their own discretion nominate their own **Alternate Member**.

(c) A **Panel Member** shall give notice to the **Panel Secretary** in the event it will be represented by an **Alternate Member** for any one **Distribution Code Review Panel** meeting.

(d) Where a **Panel Member** has nominated an **Alternate Member** in accordance with GR.7.2(a) or (b), they may remove such **Alternate Member**, by giving notice of such removal, and any nomination of a different **Alternate Member**, to the **Panel Secretary**. A **Panel Member** may not choose as his **Alternate Member**: any party who is already acting as an **Alternate Member** for another **Panel Member**; or another **Panel Member**.

(e) All information to be sent by the **Panel Secretary** to **Panel Members** pursuant to these **Governance Rules** shall also be sent by the **Panel Secretary** to each **Alternate Member** by electronic mail (where relevant details shall have been provided by each **Alternate Member**).

GR.7.3 Alternates: General Provisions

(a) The appointment or removal by a **Panel Member** of an **Alternate Member** shall be effective from the time when such notice is given to the **Panel Secretary** or (if later) the time specified in such notice.

(b) The **Panel Secretary** shall promptly notify all **Panel Members** and **Users** of appointment or removal by any **Panel Member** of any alternate and publication on the **Website** and (where relevant details have been provided to the **Panel Secretary**) despatch by electronic mail shall fulfil this obligation.

GR.7.4 Alternates: Rights, Cessation and References

(a) Where the **Panel Chairman** or a **Panel Member** has appointed an alternate:

(i) the alternate shall be entitled:

a). unless the appointing **Panel Member** shall otherwise notify the **Panel Secretary**, to receive notices of meetings of the **Distribution Code Review Panel**;

b). to attend, speak and vote at any meeting of the **Distribution Code Review Panel** at which the **Panel Member** by whom he was appointed is not present, and at such meeting to exercise and discharge all of the functions, duties and powers of such **Panel Member**;

(ii) the **Alternate Member** shall have the same voting rights the **Panel Member** in whose place he is attending;

(iii) GR.8, GR.9, GR.10, GR.11 and GR.12 shall apply to the **Alternate Member** as if he were the appointing **Panel Member** and a reference to a **Panel Member** elsewhere in the **Distribution Code** shall, unless the context otherwise requires, include his duly appointed **Alternate Member**.

(iv) for the avoidance of doubt, the appointing **Panel Member** shall not enjoy any of the rights transferred to the **Alternate Member** at any meeting at which, or in relation to any matter on which, the **Alternate Member** acts on his behalf.

(b) A person appointed as an **Alternate Member** shall automatically cease to be such **Alternate Member**:

(i) if the appointing **Panel Member** ceases to be a **Panel Member**; (ii) if any of the circumstances in GR.6.1(b) applies in relation to such person, but, in the case of a person

elected as an **Alternate Member**, they shall continue to be an **Alternate Member** available for appointment under GR.7.2.

GR.8 MEETINGS

GR.8.1 Meetings of the **Distribution Code Review Panel** shall be held at regular intervals and at least every 3 months at such time and such place as the **Distribution Code Review Panel** shall decide.

GR.8.2 A regular meeting of the **Distribution Code Review Panel** may be cancelled if:

- (a) the **Panel Chairman** considers, having due regard to the lack of business in the agenda, that there is insufficient business for the **Distribution Code Review Panel** to conduct and requests the **Panel Secretary** to cancel the meeting;
- (b) the **Panel Secretary** notifies all **Panel Members**, not less than five (5) **Business Days** before the date for which the meeting is to be convened, of the proposal to cancel the meeting; and
- (c) by the time three (3) **Business Days** before the date for which the meeting is or is to be convened, no **Panel Member** has notified the **Panel Secretary** that he objects to such cancellation.

GR.8.3 If any **Panel Member** wishes, acting reasonably, to hold a special meeting (in addition to regular meetings under GR.8.1) of the **Distribution Code Review Panel**:

- (a) he shall request the **Panel Secretary** to convene such a meeting and inform the **Panel Secretary** of the matters to be discussed at the meeting;
- (b) the **Panel Secretary** shall promptly convene the special meeting for a day as soon as practicable but not less than five (5) **Business Days** after such request.

GR.8.4 Any meeting of the **Distribution Code Review Panel** shall be convened by the **Panel Secretary** by notice (which will be given by electronic mail if the relevant details are supplied to the **Panel Secretary**) to each **Panel Member** (and to the **Authority**):

- (a) setting out the date, time and place of the meeting and (unless the **Distribution Code Review Panel** has otherwise decided) given at least five (10) **Business Days** before the date of the meeting;
- (b) accompanied by an agenda of the matters for consideration at the meeting and any supporting papers available to the **Panel Secretary** at the time the notice is given (and the **Panel Secretary** shall circulate to **Panel Members** any late papers as and when they are received by him).

GR.8.5 The **Panel Secretary** shall send a copy of the notice convening a meeting of the **Distribution Code Review Panel**, and the agenda and papers accompanying the notice, to the **Panel Members** and **Alternate Members**, and publication on the **Website** and despatch by electronic mail (if the relevant details are supplied to the **Panel Secretary**) shall fulfil this obligation.

GR.8.6 Any **Panel Member** (or, at the **Panel Member's** request, the **Panel Secretary**) may notify matters for consideration at a meeting of the **Distribution Code Review Panel** in addition to those notified by the **Panel Secretary** under GR.8.4 by notice to all **Panel Members** and persons entitled to receive notice under GR.8.5, not less than three (3) **Business Days** before the date of the meeting.

GR.8.7 The proceedings of a meeting of the **Distribution Code Review Panel** shall not be invalidated by the accidental omission to give or send notice of the meeting or a copy thereof or any of the accompanying agenda or papers to, or failure to receive the same by, any person entitled to receive such notice, copy, agenda or paper.

GR.8.8 A meeting of the **Distribution Code Review Panel** may consist of a conference between **Panel Members** who are not all in one place but who are able (by telephone or otherwise) to speak to each of the others and to be heard by each of the others simultaneously.

GR.8.9 With the consent of all **Panel Members** (whether obtained before, at or after any such meeting) the requirements of this GR.8 as to the manner in and notice on which a meeting of the **Distribution Code Review Panel** is convened may be waived or modified provided that no meeting of the **Distribution Code Review Panel** shall be held unless notice of the meeting and its agenda has been sent to the persons entitled to receive the same under GR.8.5 at least 24 hours before the time of the meeting.

GR.8.10 Subject to GR.8.11, no matter shall be resolved at a meeting of the **Distribution Code Review Panel** unless such matter was contained in the agenda accompanying the **Panel Secretary's** notice under GR.8.4 or was notified in accordance with GR.8.6.

GR.8.11 Where:

(a) any matter (not contained in the agenda and not notified pursuant to GR.8.4 and GR.8.6) is put before a meeting of the **Distribution Code Review Panel**, and (b) in the opinion of the **Distribution Code Review Panel** it is necessary (in view of the urgency of the matter) that the **Distribution Code Review Panel** resolve upon such matter at the meeting, the **Distribution Code Review Panel** may so resolve upon such matter, and the **Distribution Code Review Panel** shall also determine at such meeting whether the decision of the **Distribution Code Review Panel** in relation to such matter should stand until the following meeting of the **Distribution Code Review Panel**, in which case (at such following meeting) the decision shall be reviewed and confirmed or (but not with effect earlier than that meeting, and only so far as the consequences of such revocation do not make implementation of the **Distribution Code** or compliance by Users with it impracticable) revoked.

GR.9 PROCEEDINGS AT MEETINGS

GR.9.1 Subject as provided in the **Distribution Code**, the **Distribution Code Review Panel** may regulate the conduct of and adjourn and reconvene its meetings as it sees fit.

GR.9.2 Meetings of the **Distribution Code Review Panel** shall be open to attendance by a representative of any User (including any **Authorised Electricity Operator**; NGCor a **Materially Affected Party**), the **Citizens Advice** or the **Citizens Advice Scotland** and any person invited by the **Panel Chairman** and/or any other **Panel Member**.

GR.9.3 The **Panel Chairman** and any other **Panel Member** may invite any person invited by the under GR.9.2, and/or any attending representative of a **User**, to speak at the meeting (but such person shall have no vote).

GR.9.4 As soon as practicable after each meeting of the **Distribution Code Review Panel**, the **Panel Secretary** shall prepare and send (by electronic mail or otherwise) to **Panel Members** the minutes of such meeting, which shall be (subject to GR.9.5) approved (or amended and approved) at the next meeting of the **Distribution Code Review Panel** after they were so sent, and when approved (excluding any matter which the **Distribution Code Review Panel** decided was not appropriate for such publication) shall be placed on the **Website**.

GR.9.5 If, following the circulation of minutes (as referred to in GR.9.4), the meeting of the **Distribution Code Review Panel** at which they were to be approved is cancelled pursuant to GR.8.2, such minutes (including any proposed changes thereto which have already been received) shall be recirculated with the notification of the cancellation of the meeting of the **Distribution Code Review Panel**. **Panel Members** shall confirm their approval of such minutes to the **Panel Secretary** (by electronic mail) no later than five (5) **Business Days** following such minutes being re-circulated. If no suggested amendments are received within such five (5) **Business Days** period, the minutes will be deemed to have been approved. If the minutes are approved, or deemed to have been approved, (excluding any matter which the **Distribution Code Review Panel** decided was not appropriate for such publication) they shall be placed on the **Website**. If suggested amendments are received within such five (5) **Business Days** period, the minutes shall remain unapproved and the process for approval (or amendment and approval) of such minutes at the next meeting of the **Distribution Code Review Panel**, as described in GR.9.4, shall be followed.

GR.10 QUORUM

GR.10.1 No business shall be transacted at any meeting of the **Distribution Code Review Panel** unless a quorum is present throughout the meeting.

GR.10.2 Subject to GR.10.4, a quorum shall be 4 **Panel Members** who have a vote present (subject to GR.8.8) in person or by their alternates, of whom at least one shall be appointed by **Industry Technical Codes Group**. Where a **Panel Member** is represented by an **Alternate Member**, that **Alternate Member** cannot represent any other **Panel Member** at the same meeting.

GR.10.3 If within half an hour after the time for which the meeting of the **Distribution Code Review Panel** has been convened a quorum is not present (and provided the **Panel Secretary** has not been notified by **Panel Members** that they have been delayed and are expected to arrive within a reasonable time):

- (a) the meeting shall be adjourned to the same day in the following week (or, if that day is not a **Business Day** the next **Business Day** following such day) at the same time; (b) the **Panel Secretary** shall give notice of the adjourned meeting as far as practicable in accordance with GR.8.

GR.10.4 If at the adjourned meeting there is not a quorum present within half an hour after the time for which the meeting was convened, those present shall be a quorum.

GR.11 VOTING

GR.11.1 At any meeting of the **Distribution Code Review Panel** any matter to be decided which shall include the **Distribution Code Review Panel Recommendation Vote** shall be put to a vote of those **Panel Members** entitled to vote in accordance with these **Governance Rules** upon the request of the **Panel Chairman** or any **Panel Member**.

GR.11.2 Subject to GR.11.4, in deciding any matter at any meeting of the **Distribution Code Review Panel** each **Panel Member** other than the **Panel Chairman** shall cast one vote.

GR.11.3 Except as otherwise expressly provided in the **Distribution Code**, and in particular GR.6.2, any matter to be decided at any meeting of the **Distribution Code Review Panel** shall be decided by simple majority of the votes cast at the meeting (an abstention shall not be counted as a cast vote).

GR.11.4 The **Panel Chairman** shall not cast a vote as a **Panel Member** but shall have a casting vote on any matter where votes are otherwise cast equally in favour of and against the relevant motion. Where the vote is in respect of a **Distribution Code Modification Proposal** the **Panel Chairman** may only use such casting vote to vote against such **Distribution Code Modification Proposal**. The **Panel Chairman** will have a free vote in respect of any other vote. Where any person other than the actual **Panel Chairman** is acting as chairman he shall not have a casting vote.

GR.11.5 Any resolution in writing signed by or on behalf of all **Panel Members** shall be valid and effectual as if it had been passed at a duly convened and quorate meeting of the **Distribution Code Review Panel**. Such a resolution may consist of several instruments in like form signed by or on behalf of one or more **Panel Members**.

GR.12 PROTECTIONS FOR PANEL MEMBERS

GR.12.1 Subject to GR.12.2 all **Distribution Code** ~~cause~~ Parties shall jointly and severally indemnify and keep indemnified each **Panel Member**, the **Panel Secretary** and each member of a **Workgroup** ("Indemnified Persons") in respect of all costs (including legal costs), expenses, damages and other liabilities properly incurred or suffered by such Indemnified Persons when acting in or in connection with his office under the **Distribution Code**, or in what he in good faith believes to be the proper exercise and discharge of the powers, duties, functions and discretions of that office in accordance with the **Distribution Code**, and all claims, demands and proceedings in connection therewith other than any such costs, expenses, damages or other liabilities incurred or suffered as a result of the wilful default or bad faith of such Indemnified Person.

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GR.12.2 The indemnity provided in GR.12.1 shall not extend to costs and expenses incurred in the ordinary conduct of being a **Panel Member** or **Panel Secretary**, or member of a **Workgroup** including, without limitation, accommodation costs and travel costs or any remuneration for their services to the **Distribution Code Review Panel** or **Workgroup**.

GR.12.3 The **Users** agree that no Indemnified Person shall be liable for anything done when acting properly in or in connection with his office under the **Distribution Code**, or anything done in what he in good faith believes to be the proper exercise and discharge of the powers, duties, functions and discretions of that office in accordance with the **Distribution Code**. Each party hereby irrevocably and unconditionally waives any such liability of any Indemnified Person and any rights, remedies and claims against any Indemnified Person in respect thereof.

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GR.12.4 Without prejudice to GR.12.2, nothing in GR.12.3 shall exclude or limit the liability of an Indemnified Person for death or personal injury resulting from the negligence of such Indemnified Person.

PART C

GR.13 DISTRIBUTION CODE MODIFICATION REGISTER

GR.13.1 The **Code Administrator** shall establish and maintain a register (“**Distribution Code Modification Register**”) in a form as may be agreed with the **Authority** from time to time, which shall record the matters set out in GR.13.3.

GR.13.2 The purpose of the **Distribution Code Modification Register** shall be to assist the **Distribution Code Review Panel** and to enable the **Distribution Code Review Panel, Users** and any other persons who may be interested to be reasonably informed of the progress of **Distribution Code Modification Proposals** and **Approved Modifications** from time to time.

GR.13.3 The **Distribution Code Modification Register** shall record in respect of current outstanding **Distribution Code Review Panel** business:

- (a) details of each **Distribution Code Modification Proposal** (including the name of the **Proposer**, the date of the **Distribution Code Modification Proposal** and a brief description of the **Distribution Code Modification Proposal**);
- (b) whether such **Distribution Code Modification Proposal** is an **Urgent Modification**;
- (c) the current status and progress of each **Distribution Code Modification Proposal**, if appropriate the anticipated date for reporting to the **Authority** in respect thereof, and whether it has been withdrawn, rejected or implemented for a period of three (3) months after such withdrawal, rejection or implementation or such longer period as the **Authority** may determine;
- (d) the current status and progress of each **Approved Modification**, each **Approved Distribution Code Self-Governance Proposal**, and each **Approved Fast Track Proposal**; and
- (e) such other matters as the **Distribution Code Review Panel** may consider appropriate from time to time to achieve the purpose of GR.13.2.

GR.13.4 The **Distribution Code Modification Register** (as updated from time to time and indicating the revisions since the previous issue) shall be published on the **Website** or (in the absence, for whatever reason, of the **Website**) in such other manner and with such frequency (being not less than once per month) as the **Code Administrator** may decide in order to bring it to the attention of the **Distribution Code Review Panel, Users** and other persons who may be interested.

GR.14 CHANGE CO-ORDINATION

GR.14.1 The **Code Administrator** shall establish (and, where appropriate, revise from time to time) joint working arrangements for change co-ordination with each **Core Industry Document Owner** to

facilitate the identification, co-ordination, making and implementation of change to **Core Industry Documents** on a **Distribution Code Modification Proposal**, including, but not limited to, changes that are appropriate in order to avoid conflict or inconsistency as between the **Distribution Code** and any Core Industry Document, in a full and timely manner.

GR.14.2 The working arrangements referred to in GR.14.1 shall be such as to enable the consideration, development and evaluation of **Distribution Code Modification Proposals**, and the implementation of **Approved Modifications**, to proceed in a full and timely manner and enable changes to **Core Industry Documents** to be made and given effect wherever possible (subject to any necessary consent of the **Authority**) at the same time as such **Distribution Code Modification Proposal** is made and given effect.

GR.15 DISTRIBUTION CODE MODIFICATION PROPOSALS

GR.15.1 A proposal to modify the **Distribution Code** may be made:

- (a) by any **User**; any **Authorised Electricity Operator** liable to be materially affected by such a proposal; the **Citizens Advice** or the **Citizens Advice Scotland**;
- (b) under GR.25.5, by the **Distribution Code Review Panel**; or
- (c) by the **Authority**:
 - (i) following publication of its **Significant Code Review** conclusions; or
 - (ii) under GR.17; or
 - (iii) in order to comply with or implement the **Electricity Regulation** and/or any relevant legally binding decisions of the European Commission and/or the Agency.

GR.15.2 A **Standard Modification** shall follow the procedure set out in GR.18 to GR.22.

GR.15.3 A **Distribution Code Modification Proposal** shall be submitted in writing to the **Panel Secretary** and, subject to the provisions of GR.15.4 below, shall contain the following information in relation to such proposal:

- (a) the name of the **Proposer** ;
- (b) the name of the representative of the **Proposer** who shall represent the **Proposer** in person for the purposes of this GR.15;
- (c) a description (in reasonable but not excessive detail) of the issue or defect which the proposed modification seeks to address;
- (d) a description (in reasonable but not excessive detail) of the proposed modification and of its nature and purpose;
- (e) where possible, an indication of those parts of the **Distribution Code** which would require amendment in order to give effect to (and/or would otherwise be affected by) the proposed modification and an indication of the nature of those amendments or effects;

(f) the reasons why the **Proposer** believes that the proposed modification would better facilitate achievement of the **Distribution Code Objectives** as compared with the current version of the **Distribution Code** together with background information in support thereof;

(g) 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 should be treated as a **Self-Governance Modification** or whether the proposed modification fails to meet the **Self- Governance Criteria** and as a result should proceed along the **Standard Modification** route;

(h) the reasoned opinion of the **Proposer** as to whether that impact is likely to be material and if so an assessment of the quantifiable impact of the proposed modification on greenhouse gas emissions, to be conducted 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;

(i) where possible, an indication of the impact of the proposed modification on Core Industry Documents;

(j) where possible, an indication of the impact of the proposed modification on relevant computer systems and processes used by **Users**.

GR.15.4 The **Proposer** of a **Distribution Code Fast Track Proposal** is not required to provide the items referenced at GR.15.3 (f) – (j) inclusive, unless either:

(a) the **Distribution Code Review Panel** has, pursuant to GR.26.5 or GR.26.6, not agreed unanimously that the **Distribution Code Fast Track Proposal** meets the **Fast Track Criteria**, or has not unanimously approved the **Distribution Code Fast Track Proposal**; or

(b) there has been an objection to the **Approved Fast Track Proposal** pursuant to GR.26.12, whereupon the **Proposer** shall be entitled to provide the additional information required pursuant to GR.15.3 for a **Distribution Code Modification Proposal** within 28 days of the **Panel Secretary**'s request. Where the **Proposer** fails to provide the additional information in accordance with such timescales, the **Panel Secretary** may reject such proposal in accordance with GR.15.5.

GR.15.5 If a proposal fails in any material respect to provide the information in GR.15.3 (excluding (e), (i) and (j) thereof), the **Panel Secretary** may reject such proposal provided that:

(a) the **Panel Secretary** shall furnish the **Proposer** with the reasons for such rejection;

(b) the **Panel Secretary** shall report such rejection to the **Distribution Code Review Panel** at the next **Distribution Code Review Panel** meeting, with details of the reasons;

(c) if the **Distribution Code Review Panel** decides or the **Authority** directs to reverse the **Panel Secretary**'s decision to refuse the submission, the **Panel Secretary** shall notify the **Proposer** accordingly and the proposal shall be dealt with in accordance with these **Governance Rules**;

(d) nothing in these **Governance Rules** shall prevent a **Proposer** from submitting a revised proposal in compliance with the requirements of GR.15.3 in respect of the same subject-matter.

GR.15.6 Without prejudice to the development of a **Workgroup Alternative Distribution Code Modification(s)** pursuant to GR.20.10 and GR.20.15, the **Distribution Code Review Panel** shall direct in the case of (a), and may direct in the case of (b), the **Panel Secretary** to reject a proposal pursuant to GR.15, other than a proposal submitted by **Distribution Network Operator(s)** pursuant to a direction issued by the **Authority** following a **Significant Code Review** in accordance with GR.16.4(b), if and to the extent that such proposal has, in the opinion of the **Distribution Code Review Panel**, substantially the same effect as:

(a) a Pending **Distribution Code Modification Proposal**; or

(b) a rejected **Distribution Code Modification Proposal**, where such proposal is made at any time within two (2) months after the decision of the **Authority** not to direct **DNOs** to modify the **Distribution Code** pursuant to the **Distribution Licence** in the manner set out in such **Distribution Code Modification Proposal**, and the **Panel Secretary** shall notify the **Proposer** accordingly.

GR.15.7 Promptly upon receipt of a **Distribution Code Modification Proposal**, the **Panel Secretary** shall:

(a) allocate a unique reference number to the **Distribution Code Modification Proposal**;

(b) enter details of the **Distribution Code Modification Proposal** on the **Distribution Code Modification Register**.

GR.15.8 Subject to GR.8.6 and GR.26, where the **Distribution Code Modification Proposal** is received more than five (5) **Business Days** prior to the next **Distribution Code Review Panel** meeting, the **Panel Secretary** shall place the **Distribution Code Modification Proposal** on the agenda of the next **Distribution Code Review Panel** meeting and otherwise shall place it on the agenda of the next succeeding **Distribution Code Review Panel** meeting.

GR.15.9 It shall be a condition to the right to make a proposal to modify the **Distribution Code** under this GR.15 that the **Proposer** :

(a) grants a non-exclusive royalty free licence to all **Users** who request the same covering all present and future rights, IPRs and moral rights it may have in such proposal (as regards use or application in Great Britain); 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 IPRs or normal rights or rights of confidence in such proposal, and, in making a proposal, a **Proposer** which is a **Distribution Code Party** shall be deemed to have granted the licence and given the warranty in (a) and (b) above.

(c) The provisions of this GR.15.9 shall apply to any **Work Group Consultation Alternative Request**, and also to a **Relevant Party** supporting a **Distribution Code Modification Proposal** in place of the original **Proposer** in accordance with GR.15.10 (a) for these

purposes the term **Proposer** shall include any such **Relevant Party** or a person making such a **Work Group Consultation Alternative Request**.

GR.15.10 Subject to GR.16.1, which deals with the withdrawal of a **Distribution Code Modification Proposal** made pursuant to a direction following a **Significant Code Review**, a **Proposer** may withdraw his support for a **Standard Modification** by notice to the **Panel Secretary** at any time prior to the **Distribution Code Review Panel Recommendation Vote** undertaken in relation to that **Standard Modification** pursuant to GR.22.4, and a **Proposer** may withdraw his support for a **Distribution Code Modification Proposal** that meets the **Self-Governance Criteria** by notice to the **Panel Secretary** at any time prior to the **Distribution Code Review Panel Self-Governance Vote** undertaken in relation to that **Distribution Code Modification Proposal** pursuant to GR.24.9, and a **Proposer** may withdraw his support for a **Distribution Code Fast Track Proposal** by notice to the **Panel Secretary** at any time prior to the Panel's vote on whether to approve the **Distribution Code Fast Track Proposal** pursuant to GR.26 in which case the **Panel Secretary** shall forthwith:

(a) notify those parties specified in GR.15.1 as relevant in relation to the **Distribution Code Modification Proposal** in question (a "Relevant Party") that he has been notified of the withdrawal of support by the **Proposer** by publication on the **Website** and (where relevant details are supplied) by electronic mail. A **Relevant Party** may within five (5) **Business Days** notify the **Panel Secretary** that it is prepared to support the **Distribution Code Modification Proposal** in place of the original **Proposer**. If such notice is received, the name of such **Relevant Party** shall replace that of the original **Proposer** as the **Proposer**, and the **Distribution Code Modification Proposal** shall continue. If more than one notice is received, the first received shall be utilised;

(b) if no notice of support is received under (a), the matter shall be discussed at the next **Distribution Code Review Panel** meeting. If the **Distribution Code Review Panel** so agrees, it may notify Relevant Parties that the **Distribution Code Modification Proposal** is to be withdrawn, and a further period of five (5) **Business Days** shall be given for support to be indicated by way of notice;

(c) if no notice of support is received under (a) or (b), the **Distribution Code Modification Proposal** shall be marked as withdrawn on the **Distribution Code Modification Register**; **Code Administrator** as **Critical Friend**.

GR.15.11 The **Code Administrator** shall provide assistance insofar as is reasonably practicable and on reasonable request to parties with an interest in the **Distribution Code Modification Proposal** process that request it in relation to the **Distribution Code**, as provided for in the **Code Administration Code of Practice**, including, but not limited to, assistance with:

(a) Drafting a **Distribution Code Modification Proposal**;

(b) Understanding the operation of the **Distribution Code**;

(c) Their involvement in, and representation during, the **Distribution Code Modification Proposal** process (including but not limited to **Distribution Code Review Panel**, and/or **Workgroup** meetings) as required or as described in the **Code Administration Code of Practice**; and

(d) accessing information relating to **Distribution Code Modification Proposals** and/or **Approved Modifications**.

GR.16 SIGNIFICANT CODE REVIEW

GR.16.1 If any party specified under GR.15.1 (other than the **Authority**) makes a **Distribution Code Modification Proposal** during a **Significant Code Review Phase**, unless exempted by the **Authority** or unless GR.16.4(b) applies, the **Distribution Code Review Panel** shall assess whether the **Distribution Code Modification Proposal** falls within the scope of a **Significant Code Review** and the applicability of the exceptions set out in GR.16.4 and shall notify the **Authority** of its assessment, its reasons for that assessment and any representations received in relation to it as soon as practicable.

GR.16.2 The **Distribution Code Review Panel** shall proceed with the **Distribution Code Modification Proposal** made during a **Significant Code Review Phase** in accordance with GR.18 (notwithstanding any consultation undertaken pursuant to GR.16.5 and its outcome), unless directed otherwise by the **Authority** pursuant to GR.16.3.

GR.16.3 Subject to GR.16.4, the **Authority** may at any time direct that a **Distribution Code Modification Proposal** made during a **Significant Code Review Phase** falls within the scope of a **Significant Code Review** and must not be made during the **Significant Code Review Phase**. If so directed, the **Distribution Code Review Panel** will not proceed with that **Distribution Code Modification Proposal**, and the **Proposer** shall decide whether the **Distribution Code Modification Proposal** shall be withdrawn or suspended until the end of the **Significant Code Review Phase**. If the **Proposer** fails to indicate its decision whether to withdraw or suspend the **Distribution Code Modification Proposal** within twenty- eight (28) days of the **Authority's** direction, it shall be deemed to be suspended. If the **Distribution Code Modification Proposal** is suspended, it shall be open to the **Proposer** at the end of the **Significant Code Review Phase** to indicate to the **Distribution Code Review Panel** that it wishes that **Distribution Code Modification Proposal** to proceed, and it shall be considered and taken forward in the manner decided upon by the **Distribution Code Review Panel** at the next meeting, and it is open to the **Distribution Code Review Panel** to take into account any work previously undertaken in respect of that **Distribution Code Modification Proposal**. If the **Proposer** makes no indication to the **Distribution Code Review Panel** within twenty-eight (28) days of the end of the **Significant Code Review Phase** as to whether or not it wishes the **Distribution Code Modification Proposal** to proceed, it shall be deemed to be withdrawn.

GR.16.4 A **Distribution Code Modification Proposal** that falls within the scope of a **Significant Code Review** may be made where:

- (a) the **Authority** so determines, having taken into account (among other things) the urgency of the subject matter of the **Distribution Code Modification Proposal**; or
- (b) the **Distribution Code Modification Proposal** is made by **Distribution Network Operators** pursuant to a direction from the **Authority** ; or
- (c) it is raised by the **Authority** pursuant to GR.15.1(c)(i) who reasonably considers the **Distribution Code 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; or

(d) it is raised by the **Authority** and is in respect of a **Significant Code Review**.

GR.16.5 Where a direction under GR.16.3 has not been issued, GR.16.4 does not apply and the **Distribution Code Review Panel** considers that a **Distribution Code Modification Proposal** made during a **Significant Code Review Phase** falls within the scope of a **Significant Code Review**, the **Distribution Code Review Panel** may consult on its suitability as part of the **Standard Modification** route set out in GR.19, GR.20, GR.21 and GR.22.

GR.16.6 If, within twenty eight (28) days after the **Authority** has published its **Significant Code Review** conclusions:

(a) the **Authority** issues directions to **Distribution Network Operators**, including directions to **Distribution Network Operators** to make a **Distribution Code Modification Proposal**, **NGC** shall comply with those directions and **Distribution Network Operators** and all **Users** shall treat the **Significant Code Review Phase** as ended on the date on which **DNOs** makes a **Distribution Code Modification Proposal** in accordance with the **Authority's** directions;

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(b) the **Authority** issues to the **Distribution Network Operators** a statement that no directions under subparagraph (a) will be issued in relation to a **Distribution Code Modification Proposal**, **Distribution Network Operators** and all **Users** shall treat the **Significant Code Review Phase** as ended on the date of such statement;

(c) the **Authority** raises a **Distribution Code Modification Proposal** in accordance with GR.15.1(c) or GR.17 **Distribution Network Operators** and all **Users** shall treat the **Significant Code Review Phase** as ended;

(d) the **Authority** issues a statement that it will continue work on the **Significant Code Review**, **Distribution Network Operators** and all **Users** shall treat the **Significant Code Review Phase** as continuing until it is brought to an end in accordance with GR.16.7;

(e) neither directions under sub-paragraph (a) nor a statement under subparagraphs (b) or (d) have been issued, nor a **Distribution Code Modification Proposal** under subparagraph (c) has been made, the **Significant Code Review Phase** will be deemed to have ended. The **Authority's** published conclusions and directions to **Distribution Network Operators** will not fetter any voting rights of the **Panel Members** or the procedures informing the **Distribution Code Modification Report**.

GR.16.7 If the **Authority** issues a statement under GR.16.6(d) and/or a direction in accordance with GR.16.10, the **Significant Code Review Phase** will be deemed to have ended when:

(a) the **Authority** issues a statement that the **Significant Code Review Phase** has ended;

(b) one of the circumstances in sub-paragraphs GR.16.6(a) or (c) occurs (irrespective of whether such circumstance occurs within twenty-eight (28) days after the **Authority** has published its **Significant Code Review** conclusions); or

(c) the **Authority** makes a decision consenting, or otherwise, to an **Authority Led Modification** following the **Distribution Code Review Panel's** submission of its **Distribution Code Modification Report**.

GR.16.8 Any **Distribution Code Modification Proposal** in respect of a **Significant Code Review** that is not an **Authority Led Modification** raised pursuant to GR.17 shall be treated as a **Standard Modification** and shall proceed through the process for **Standard Modifications** set out in GR.18, GR.19, GR.20, GR.21 and GR.22

GR.16.9 **DNOs** may not, without the prior consent of the **Authority**, withdraw a **Distribution Code Modification Proposal** made pursuant to a direction issued by the **Authority** pursuant to GR.16.4(b)).

GR.16.10 Where a **Distribution Code Modification Proposal** has been raised in accordance with GR.16.4(b) or GR.15.1(a), or by the **Authority** under GR.15.1(c) and it is in respect of a **Significant Code Review**, the **Authority** may issue a direction (a “backstop direction”), which requires such proposal(s) and any alternatives to be withdrawn and which causes the **Significant Code Review Phase** to recommence.

GR.17 AUTHORITY LED MODIFICATIONS

Power to develop a proposed modification

GR.17.1 The **Authority** may develop a **Authority-Led Modification** in respect of a **Significant Code Review**, in accordance with the procedures set out in this GR.17.

GR.17.2 An **Authority-Led Modification** may be submitted where the **Significant Code Review Phase** is extended by a statement issued by the **Authority** as described in GR.16.6(d), or where a direction is issued under GR.16.10

Authority-Led Modification Report

GR.17.3 The **Authority** may submit its proposed **Authority-Led Modification** to the **Code Administrator**, together with such supplemental information as the **Authority** considers appropriate.

GR.17.4 Upon receipt of the **Authority**’s proposal under GR.17.3, the **Code Administrator** shall prepare a written report on the proposal (the “**Authority-Led Modification Report**”). Where the **Code Administrator** does not reasonably believe the information provided by the **Authority** under 17.3 to be sufficient for it to prepare an **Authority-Led Modification Report** the **Code Administrator** will notify the **Authority** as soon as reasonably practical. The **Authority-Led Modification Report** must be consistent with the information provided by the **Authority** under GR.17.3, and shall:

- (a) be addressed and delivered to the **Distribution Code Review Panel**;
- (b) set out the legal text of the proposed **Authority-Led Modification**;
- (c) include a description of the proposed **Authority-Led Modification**;
- (d) include a summary of the views (including any recommendations) from parties consulted in respect of the proposed **Authority-Led Modification**;
- (e) include an analysis of whether (and, if so, to what extent) the proposed **Authority-Led Modification** would better facilitate achievement of the **Distribution Code Objective(s)**

with a detailed explanation of the **Authority's** reasons for its assessment, including, where the impact is likely to be material, an assessment of the quantifiable impact of the proposed **Authority-Led Modification** on greenhouse gas emissions, to be conducted 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, and providing a detailed explanation of the **Authority's** reasons for that assessment;

(f) specify the proposed implementation timetable (including the **Proposed Implementation Date**);

(g) provide an assessment of:

(i) the impact of the proposed **Authority-Led Modification** on the **Core Industry Documents** ;

(ii) the changes which would be required to the **Core Industry Documents** in order to give effect to the proposed **Authority-Led Modification**;

(iii) the mechanism and likely timescale for the making of the changes referred to in (ii);

(iv) the changes and/or developments which would be required to central computer systems and, if practicable, processes used in connection with the operation of arrangements established under the **Core Industry Documents** ;

(v) the mechanism and likely timescale for the making of the changes referred to in (iv);

(vi) an estimate of the costs associated with making and delivering the changes referred to in (ii) and (iv), such costs are expected to relate to: for (ii) the costs of amending the **Core Industry Document(s)** and for (iv) the costs of changes to computer systems and possibly processes which are established for the operation of the **Core Industry Documents** , together with an analysis and a summary of representations in relation to such matters, including any made by **Small Participants**, the **Citizens Advice** and the **Citizens Advice Scotland**;

(h) contain, to the extent such information is available to the **Code Administrator**, an assessment of the impact of the proposed **Authority-Led Modification** on **Users** in general (or classes of **Users**), including the changes which are likely to be required to their internal systems and processes and an estimate of the development, capital and operating costs associated with implementing the changes to the **Distribution Code** and to **Core Industry Documents** ;

(i) include copies of (and a summary of) all written representations or objections made by parties consulted by the **Authority** in respect of the proposed **Authority-Led Modification** and subsequently maintained; and

(j) have appended a copy of any impact assessment prepared by **Core Industry Document Owners** and the views and comments of the **Code Administrator** in respect thereof.

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GR.17.5 Where the **Authority-Led Modification Report** is received more than five (5) **Business Days** prior to the next **Distribution Code Review Panel** meeting, the **Panel Secretary** shall place the proposed **Authority-Led Modification** on the agenda of the next **Distribution Code Review Panel** meeting and otherwise shall place it on the agenda of the next succeeding **Distribution Code Review Panel** meeting.

Distribution Code Review Panel Decision

GR.17.6 In the case of **Authority-Led Modifications** GR.22 shall apply, save for GR.22.1 and GR.22.2 and the **Authority-Led Modification Report** shall be used as the draft **Distribution Code Modification Report**.

GR.17.7 Where an **Authority-Led Modification** has been approved in accordance with Section GR.22, GR.25 (Implementation) shall apply.

GR.18 DISTRIBUTION CODE MODIFICATION PROPOSAL EVALUATION

GR.18.1 This GR.18 is subject to the **Urgent Modification** procedures set out in GR.23 and the **Significant Code Review** procedures set out in GR.16.

GR.18.2 A **Distribution Code Modification Proposal** shall, subject to GR.15.8, be discussed by the **Distribution Code Review Panel** at the next following **Distribution Code Review Panel** meeting convened.

GR.18.3 The **Proposer** 's representative shall attend such **Distribution Code Review Panel** meeting and the **Distribution Code Review Panel** may invite the **Proposer** 's representative to present his **Distribution Code Modification Proposal** to the **Distribution Code Review Panel**.

GR.18.4 The **Distribution Code Review Panel** shall evaluate each **Distribution Code Modification Proposal** against the **Self-Governance Criteria**.

GR.18.5 The **Distribution Code Review Panel** shall follow the procedure set out in GR.24 in respect of any **Modification** that the **Distribution Code Review Panel** considers meets the **Self Governance Criteria** unless the **Authority** makes a direction in accordance with GR.24.2 and in such a case that the **Modification** shall be a **Standard Modification** and shall follow the procedure set out in GR.19, GR.20, GR.21 and GR.22.

GR.18.6 Unless the **Authority** makes a direction in accordance with GR.24.4, a **Modification** that the **Distribution Code Review Panel** considers does not meet the **Self-Governance Criteria** shall be a **Standard Modification** and shall follow the procedure set out in GR.19, GR.20, GR.21 and GR.22.

GR.18.7 The **Distribution Code Review Panel** shall evaluate each **Distribution Code Fast Track Proposal** against the **Fast Track Criteria**. GR.18.8 The **Distribution Code Review Panel** shall follow the procedure set out in GR.26 in respect of any **Distribution Code Fast Track Proposal**. The provisions of GR.19 to GR.24 shall not apply to a **Distribution Code Fast Track Proposal**.

GR.19 PANEL PROCEEDINGS

GR.19.1 (a) The **Code Administrator** and the **Distribution Code Review Panel** shall together establish a timetable to apply for the **Distribution Code Modification Proposal** process.

(b) The **Distribution Code Review Panel** shall establish the part of the timetable for the consideration by the **Distribution Code Review Panel** and by a **Workgroup** (if any) which shall be no longer than six months unless in any case the particular circumstances of the **Distribution Code Modification Proposal** (taking due account of its complexity, importance and urgency) justify an extension of such timetable, and provided the **Authority**, after receiving notice, does not object, taking into account all those issues.

(c) The **Code Administrator** shall establish the part of the timetable for the consultation to be undertaken by the **Code Administrator** under these **Governance Rules** and separately the preparation of a **Distribution Code Modification Report** to the **Authority**. Where the particular circumstances of the **Distribution Code Modification Proposal** (taking due account of its complexity, importance and urgency) justify an extension of such timescales and provided the **Authority**, after receiving notice, does not object, taking into account all those issues, the **Code Administrator** may revise such part of the timetable.

(d) In setting such a timetable, the **Distribution Code Review Panel** and the **Code Administrator** shall exercise their respective discretions such that, in respect of each **Distribution Code Modification Proposal**, a **Distribution Code Modification Report** may be submitted to the **Authority** as soon after the **Distribution Code Modification Proposal** is made as is consistent with the proper evaluation of such **Distribution Code Modification Proposal**, taking due account of its complexity, importance and urgency.

(e) Having regard to the complexity, importance and urgency of particular **Distribution Code Modification Proposals**, the **Distribution Code Review Panel** may determine the priority of **Distribution Code Modification Proposals** and may (subject to any objection from the **Authority** taking into account all those issues) adjust the priority of the relevant **Distribution Code Modification Proposal** accordingly.

GR.19.2 In relation to each **Distribution Code Modification Proposal**, the **Distribution Code Review Panel** shall determine at any meeting of the **Distribution Code Review Panel** whether to:

(a) amalgamate the **Distribution Code Modification Proposal** with any other **Distribution Code Modification Proposal**;

(b) establish a **Workgroup** of the **Distribution Code Review Panel**, to consider the **Distribution Code Modification Proposal**;

(c) review the evaluation made pursuant to GR.18.4, taking into account any new information received; or

(d) proceed directly to wider consultation (in which case the **Proposer** 's right to vary his **Distribution Code Modification Proposal** shall lapse).

GR.19.3 The **Distribution Code Review Panel** may decide to amalgamate a **Distribution Code Modification Proposal** with one or more other **Distribution Code Modification Proposals** where the subject matter of such **Distribution Code Modification Proposals** is sufficiently proximate to justify amalgamation on the grounds of efficiency and/or where such **Distribution Code Modification Proposals** are logically dependent on each other. Such amalgamation may only occur

with the consent of the **Proposer** s of the respective **Distribution Code Modification Proposals**. The **Authority** shall be entitled to direct that a **Distribution Code Modification Proposal** is not amalgamated with one or more other **Distribution Code Modification Proposals**.

GR.19.4 Without prejudice to each **Proposer's** right to withdraw his **Distribution Code Modification Proposal** prior to the amalgamation of his **Distribution Code Modification Proposal** where **Distribution Code Modification Proposals** are amalgamated pursuant to GR.19.3:

- (a) such **Distribution Code Modification Proposals** shall be treated as a single **Distribution Code Modification Proposal**;
- (b) references in these **Governance Rules** to a **Distribution Code Modification Proposal** shall include and apply to a group of two or more **Distribution Code Modification Proposals** so amalgamated; and
- (c) the **Proposer** s of each such **Distribution Code Modification Proposal** shall cooperate in deciding which of them is to provide a representative for any **Workgroup** in respect of the amalgamated **Distribution Code Modification Proposal** and, in default of agreement, the **Panel Chairman** shall nominate one of the **Proposer** s for that purpose.

GR.19.5 In respect of any **Distribution Code Modification Proposal** that the **Distribution Code Review Panel** determines to proceed directly to wider consultation in accordance with GR.19.2, the **Distribution Code Review Panel**, may at any time prior to the **Distribution Code Review Panel Recommendation Vote** having taken place decide to establish a **Workgroup** of the **Distribution Code Review Panel** and the provisions of GR.20 shall apply. In such case the **Distribution Code Review Panel** shall be entitled to adjust the timetable referred to at GR.19.1(b) and the **Code Administrator** shall be entitled to adjust the timetable referred to at GR.19.1(c), provided that the **Authority**, after receiving notice, does not object.

GR.20 WORKGROUPS

GR.20.1 If the **Distribution Code Review Panel** has decided not to proceed directly to wider consultation (or where the provisions of GR.19.5, GR.23.10 or GR.25.5 apply), a **Workgroup** will be established by the **Distribution Code Review Panel** to assist the **Distribution Code Review Panel** in evaluating whether a **Distribution Code Modification Proposal** better facilitates achieving the **Distribution Code Objectives** and whether a **Workgroup Alternative Distribution Code Modification(s)** would, as compared with the **Distribution Code Modification Proposal**, better facilitate achieving the **Distribution Code Objectives** in relation to the issue or defect identified in the **Distribution Code Modification Proposal**.

GR.20.2 A single **Workgroup** may be responsible for the evaluation of more than one **Distribution Code Modification Proposal** at the same time, but need not be so responsible.

GR.20.3 A **Workgroup** shall comprise at least five (5) persons (who may be **Panel Members**) selected by the **Distribution Code Review Panel** from those nominated by **Users**, the **Citizens Advice** or the **Citizens Advice Scotland** for their relevant experience and/or expertise in the areas forming the subject-matter of the **Distribution Code Modification Proposal(s)** to be considered by such **Workgroup** (and the **Distribution Code Review Panel** shall ensure, as far as possible, that an appropriate cross-section of representation, experience and expertise is represented on such

Workgroup) provided that there shall always be at least one member representing **Distribution Network Operators** and if, and only if, the **Distribution Code Review Panel** is of the view that a **Distribution Code Modification Proposal** is likely to have an impact on any Core Industry Document, the **Distribution Code Review Panel** may invite the relevant **Core Industry Document Owner** to appoint a representative to become a member of the **Workgroup**. A representative of the **Authority** may attend any meeting of a **Workgroup** as an observer and may speak at such meeting.

GR.20.4 The **Code Administrator** shall in consultation with the **Distribution Code Review Panel** appoint the chairman of the **Workgroup** who shall act impartially and as an independent chairman.

GR.20.5 The **Distribution Code Review Panel** may add further members or the **Workgroup** chairman may add or vary members to a **Workgroup**.

GR.20.6 The **Distribution Code Review Panel** may (but shall not be obliged to) replace any member or observer of a **Workgroup** appointed pursuant to GR.20.3 at any time if such member is unwilling or unable for whatever reason to fulfil that function and/or is deliberately and persistently disrupting or frustrating the work of the **Workgroup**.

GR.20.7 The **Distribution Code Review 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.

GR.20.8 The terms of reference of a **Workgroup** must include provision in respect of the following matters:

- (a) those areas of a **Workgroup's** powers or activities which require the prior approval of the **Distribution Code Review Panel**;
- (b) the seeking of instructions, clarification or guidance from the **Distribution Code Review Panel**, including on the suspension of a **Workgroup Alternative Distribution Code Modification(s)** during a **Significant Code Review Phase**;
- (c) the timetable for the work to be done by the **Workgroup**, in accordance with the timetable established pursuant to GR.19.1 (save where GR.19.5 applies); and
- (d) the length of any **Workgroup Consultation**.

In addition, prior to the taking of any steps which would result in the undertaking of a significant amount of work (including the production of draft legal text to modify the **Distribution Code** in order to give effect to a **Distribution Code Modification Proposal** and/or **Workgroup Alternative Distribution Code Modification(s)**, with the relevant terms of reference setting out what a significant amount of work would be in any given case), the **Workgroup** shall seek the views of the **Distribution Code Review Panel** as to whether to proceed with such steps and, in giving its views, the **Distribution Code Review Panel** may consult the **Authority** in respect thereof.

GR.20.9 Subject to the provisions of this GR.20.9 and unless otherwise determined by the **Distribution Code Review Panel**, the **Workgroup** shall develop and adopt its own internal working procedures for the conduct of its business and shall provide a copy of such procedures to the **Panel Secretary** in respect of each **Distribution Code Modification Proposal** for which it is responsible. Unless the **Distribution Code Review Panel** otherwise determines, meetings of each **Workgroup** shall be open to attendance by a representative of any **User**, (including any **Authorised Electricity Operator**; DNO or a **Materially Affected Party**), the Citizens Advice, the **Citizens Advice Scotland**

and any person invited by the chairman, and the chairman of a **Workgroup** may invite any such person to speak at such meetings.

GR.20.10 After development by the **Workgroup** of the **Distribution Code Modification Proposal**, and (if applicable) after development of any draft **Workgroup Alternative Distribution Code Modification(s)**, the **Workgroup** may (subject to the provisions of GR.20.16) consult (“Workgroup Consultation”) on the **Distribution Code Modification Proposal** and, if applicable, on any draft **Workgroup Alternative Distribution Code Modification(s)** with:

- (a) **Users**; and
- (b) such other persons who may properly be considered to have an appropriate interest in it.

GR.20.11 The **Workgroup Consultation** will be undertaken by issuing a **Workgroup Consultation** paper (and its provision in electronic form on the **Website** and in electronic mails to **Users** and such other persons, who have supplied relevant details, shall meet this requirement).

Such **Workgroup Consultation** paper will include:

- (a) Issues which arose in the **Workgroup** discussions
- (b) Details of any draft **Workgroup Alternative Distribution Code Modification(s)**
- (c) The date proposed by the **Code Administrator** as the **Proposed Implementation Date**.

GR.20.12 **Workgroup Consultation** papers will be copied to **Core Industry Document Owners**.

GR.20.13 Any **Authorised Electricity Operator**; the **Citizens Advice** or the **Citizens Advice Scotland**, **Distribution Network Operators** or a **Materially Affected Party** may (subject to GR.20.17) raise a **Workgroup Consultation Alternative Request** in response to the **Workgroup Consultation**. Such **Workgroup Consultation Alternative Request** must include:

- (a) the information required by GR.15.3 (which shall be read and construed so that any references therein to “amendment proposal” or “proposal” shall be read as “request” and any reference to “**Proposer**” shall be read as “requester”); and
- (b) sufficient detail to enable consideration of the request including details as to how the request better facilitates the **Distribution Code Objectives** than the current version of the **Distribution Code**, than the **Distribution Code Modification Proposal** and than any draft **Workgroup Alternative Distribution Code Modification(s)**.

GR.20.14 The **Workgroup** shall consider and analyse any comments made on any **Workgroup Consultation Alternative Request** made by any **User** (including any **Authorised Electricity Operator**; **DNOs**, **NGC** or a **Materially Affected Party**), the **Citizens Advice** and the **Citizens Advice Scotland** in response to the **Workgroup Consultation**.

GR.20.15 If a majority of the members of the **Workgroup** or the chairman of the **Workgroup** believe that the **Workgroup Consultation Alternative Request** will better facilitate the **Distribution Code Objectives** than the current version of the **Distribution Code**, the **Workgroup** shall develop it as a **Workgroup Alternative Distribution Code Modification(s)** or, where the chairman of the **Workgroup** agrees, amalgamate it with one or more other draft **Workgroup Alternative Distribution Code Modification(s)** or **Workgroup Consultation Alternative Request(s)**;

GR.20.16 Unless the **Distribution Code Review Panel** directs the **Workgroup** otherwise pursuant to GR.20.17, and provided that a **Workgroup Consultation** has been undertaken in respect of the **Distribution Code Modification Proposal**, no further **Workgroup Consultation** will be required in respect of any **Workgroup Alternative Distribution Code Modification(s)** developed in respect of such **Distribution Code Modification Proposal**.

GR.20.17 The **Distribution Code Review Panel** may, at the request of the chairman of the **Workgroup**, direct the **Workgroup** to undertake further **Workgroup Consultation(s)**. At the same time as such direction the **Distribution Code Review Panel** shall adjust the timetable referred to at GR.19.1(b) and the **Code Administrator** shall be entitled to adjust the timetable referred to at GR.19.1 (c), provided that the **Authority**, after receiving notice, does not object. No **Workgroup Consultation Alternative Request** may be raised by any **User** (including any **Authorised Electricity Operator**; **DNOs**, **NGC** or a **Materially Affected Party**), the **Citizens Advice** and the **Citizens Advice Scotland** during any second or subsequent **Workgroup Consultation**.

GR.20.18 The **Workgroup** shall finalise the **Workgroup Alternative Distribution Code Modification(s)** for inclusion in the report to the **Distribution Code Review Panel**.

GR.20.19

(a) Each **Workgroup** chairman shall prepare a report to the **Distribution Code Review Panel** responding to the matters detailed in the terms of reference in accordance with the timetable set out in the terms of reference.

(b) If a **Workgroup** is unable to reach agreement on any such matter, the report must reflect the views of the members of the **Workgroup**.

(c) The report will be circulated in draft form to **Workgroup** members and a period of not less than five (5) **Business Days** or if all **Workgroup** members agree three (3) **Business Days** given for comments thereon. Any unresolved comments made shall be reflected in the final report.

GR.20.20 The chairman or another member (nominated by the chairman) of the **Workgroup** shall attend the next **Distribution Code Review Panel** meeting following delivery of the report and may be invited to present the findings and/or answer the questions of **Panel Members** in respect thereof. Other members of the **Workgroup** may also attend such **Distribution Code Review Panel** meeting.

GR.20.21 At the meeting referred to in GR.20.20 the **Distribution Code Review Panel** shall consider the **Workgroup's** report and shall determine whether to:-

(a) refer the proposed **Distribution Code Modification Proposal** back to the **Workgroup** for further analysis (in which case the **Distribution Code Review Panel** shall determine the timetable and terms of reference to apply in relation to such further analysis); or

(b) proceed then to wider consultation as set out in GR.21; or

(c) decide on another suitable course of action.

GR.20.22 Subject to GR.16.4 if, at any time during the assessment process carried out by the **Workgroup** pursuant to this GR.20, the **Workgroup** considers that a **Distribution Code Modification Proposal** or any **Workgroup Alternative Distribution Code Modification(s)** falls

within the scope of a **Significant Code Review**, it shall consult on this as part of the **Workgroup Consultation** and include its reasoned assessment in the report to the **Distribution Code Review Panel** prepared pursuant to GR.20.19. If the **Distribution Code Review Panel** considers that the **Distribution Code Modification Proposal** or the **Workgroup Alternative Distribution Code Modification(s)** falls within the scope of a **Significant Code Review**, it shall consult with the **Authority**. If the **Authority** directs that the **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** falls within the scope of the **Significant Code Review**, the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** shall be suspended or withdrawn during the **Significant Code Review Phase**, in accordance with GR.16.3.

GR.20.23 The **Proposer** may, at any time prior to the final evaluation by the **Workgroup** (in accordance with its terms of reference and working practices) of that **Distribution Code Modification Proposal** against the **Distribution Code Objectives**, vary his **Distribution Code Modification Proposal** on notice (which may be given verbally) to the chairman of the **Workgroup** provided that such varied **Distribution Code Modification Proposal** shall address the same issue or defect originally identified by the **Proposer** in his **Distribution Code Modification Proposal**.

GR.20.24 The **Distribution Code Review Panel** may (but shall not be obliged to) require a **Distribution Code Modification Proposal** to be withdrawn if, in the Panel's opinion, the **Proposer** of that **Distribution Code Modification Proposal** is deliberately and persistently disrupting or frustrating the work of the **Workgroup** and that **Distribution Code Modification Proposal** shall be deemed to have been so withdrawn. In the event that a **Distribution Code Modification Proposal** is so withdrawn, the provisions of GR.15.10 shall apply in respect of that **Distribution Code Modification Proposal**.

GR.21 THE CODE ADMINISTRATOR CONSULTATION

GR.21.1 In respect of any **Distribution Code Modification Proposal** where a **Workgroup** has been established GR.21.2 to GR.21.6 shall apply.

GR.21.2 After consideration of any **Workgroup** report on the **Distribution Code Modification Proposal** and if applicable any **Workgroup Alternative Distribution Code Modification(s)** by the **Distribution Code Review Panel** and a determination by the **Distribution Code Review Panel** to proceed to wider consultation, the **Code Administrator** shall bring to the attention of and consult on the **Distribution Code Modification Proposal** and if applicable any **Workgroup Alternative Distribution Code Modification(s)** with:

- (i) **Users**; and
- (ii) such other persons who may properly be considered to have An appropriate interest in it, including **Small Participants**, the **Citizens Advice** and the **Citizens Advice Scotland**.

GR.21.3 The consultation will be undertaken by issuing a **Consultation Paper** (and its provision in electronic form on the **Website** and in electronic mails to **Users** and such other persons, who have supplied relevant details, shall meet this requirement).

GR.21.4 The **Consultation Paper** will contain:

(a) the proposed drafting for the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** (unless the **Authority** decides none is needed in the **Distribution Code Modification Report** under GR.21.5) and will indicate the issues which arose in the **Workgroup** discussions, where there has been a **Workgroup** and will incorporate **Distribution Network Operators** and the **Distribution Code Review Panel**'s initial views on the way forward; and

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(b) the date proposed by the **Code Administrator** as the **Proposed Implementation Date** and, where the **Workgroup** terms of reference require and the dates proposed by the **Workgroup** are different from those proposed by the **Code Administrator**, those proposed by the **Workgroup**. In relation to a **Distribution Code Modification Proposal** that meets the **Self-Governance Criteria**, the **Code Administrator** may not propose an implementation date earlier than the sixteenth (16) **Business Day** following the publication of the **Distribution Code Review Panel**'s decision to approve or reject the **Distribution Code Modification Proposal**. Views will be invited on these dates.

GR.21.5 Where the **Distribution Code Review Panel** is of the view that the proposed text to amend the **Distribution Code** for a **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** is not needed in the **Distribution Code Modification Report**, the **Distribution Code Review Panel** shall consult (giving its reasons as to why it is of this view) with the **Authority** as to whether the **Authority** would like the **Distribution Code Modification Report** to include the proposed text to amend the **Distribution Code**. If it does not, no text needs to be included. If it does, and no detailed text has yet been prepared, the **Code Administrator** shall prepare such text to modify the **Distribution Code** in order to give effect to such **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** and shall seek the conclusions of the relevant **Workgroup** before consulting those identified in GR.21.2.

GR.21.6 **Consultation Papers** will be copied to **Core Industry Document Owners**.

GR.21.7 In respect of any **Distribution Code Modification Proposal** where a **Workgroup** has not been established GR.21.8 to GR.21.11 shall apply.

GR.21.8 After determination by the **Distribution Code Review Panel** to proceed to wider consultation, such consultation shall be conducted by the **Code Administrator** on the **Distribution Code Modification Proposal** with:

- (i) **Users**; and
- (ii) such other persons who may properly be considered to have an appropriate interest in it, including **Small Participants**, the **Citizens Advice** and the **Citizens Advice Scotland**.

GR.21.9 The consultation will be undertaken by issuing a **Consultation Paper** (and its provision in electronic form on the **Website** and in electronic mails to **Users** and such other persons, who have supplied relevant details, shall meet this requirement).

GR.21.10 The **Consultation Paper** will contain:

(a) the proposed drafting for the **Distribution Code Modification Proposal** (unless the **Authority** decides none is needed in the **Distribution Code Modification Report** under

GR.21.11) and will incorporate **Distribution Network Operators** and the **Distribution Code Review Panel**'s initial views on the way forward; and

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(b) the date proposed by the **Code Administrator** as the **Proposed Implementation Date**. Views will be invited on this date.

GR.21.11 Where the **Distribution Code Review Panel** is of the view that the proposed text to amend the **Distribution Code** for a **Distribution Code Modification Proposal** is not needed, the **Distribution Code Review Panel** shall consult (giving its reasons to why it is of this view) with the **Authority** as to whether the **Authority** would like the **Distribution Code Modification Report** to include the proposed text to amend the **Distribution Code**. If it does not, no text needs to be included. If it does, and no detailed text has yet been prepared, the **Code Administrator** shall prepare such text to modify the **Distribution Code** in order to give effect to such **Distribution Code Modification Proposal** and consult those identified in GR.21.2.

GR.22 DISTRIBUTION CODE MODIFICATION REPORTS

GR.22.1 Subject to the **Code Administrator**'s consultation having been completed, the **Distribution Code Review Panel** shall prepare and submit to the **Authority** a report (the "**Distribution Code Modification Report**") in accordance with this GR.22 for each **Distribution Code Modification Proposal** which is not withdrawn.

GR.22.2 The matters to be included in a **Distribution Code Modification Report** shall be the following (in respect of the **Distribution Code Modification Proposal**):

- (a) A description of the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)**, including the details of, and the rationale for, any variations made (or, as the case may be, omitted) by the **Proposer** together with the views of the **Workgroup**;
- (b) the **Panel Members**' Recommendation;
- (c) a summary (agreed by the **Distribution Code Review Panel**) of the views (including any recommendations) from **Panel Members** in the **Distribution Code Review Panel Recommendation Vote** and the conclusions of the **Workgroup** (if there is one) in respect of the **Distribution Code Modification Proposal** and of any **Workgroup Alternative Distribution Code Modification(s)**;
- (d) an analysis of whether (and, if so, to what extent) the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** would better facilitate achievement of the **Distribution Code Objective(s)** with a detailed explanation of the **Distribution Code Review Panel**'s reasons for its assessment, including, where the impact is likely to be material, an assessment of the quantifiable impact of the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** on greenhouse gas emissions, to be conducted 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, and providing a detailed explanation of the **Distribution Code Review Panel**'s reasons for that assessment;

(e) an analysis of whether (and, if so, to what extent) any **Workgroup Alternative Distribution Code Modification(s)** would better facilitate achievement of the **Distribution Code Objective(s)** as compared with the **Distribution Code Modification Proposal** and any other **Workgroup Alternative Distribution Code Modification(s)** and the current version of the **Distribution Code**, with a detailed explanation of the **Distribution Code Review Panel's** reasons for its assessment, including, where the impact is likely to be material, an assessment of the quantifiable impact of the **Workgroup Alternative Distribution Code Modification(s)** on greenhouse gas emissions, to be conducted 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, and providing a detailed explanation of the **Distribution Code Review Panel's** reasons for that assessment;

(f) the **Proposed Implementation Date** taking into account the views put forward during the process described at GR.21.4 (b) such date to be determined by the **Distribution Code Review Panel** in the event of any disparity between such views and those of the **Code Administrator**;

(g) an assessment of:

(i) the impact of the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** on the **Core Industry Documents**;

(ii) the changes which would be required to the **Core Industry Documents** in order to give effect to the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)**;

(iii) the mechanism and likely timescale for the making of the changes referred to in (ii);

(iv) the changes and/or developments which would be required to central computer systems and, if practicable, processes used in connection with the operation of arrangements established under the **Core Industry Documents** ;

(v) the mechanism and likely timescale for the making of the changes referred to in (iv);

(vi) an estimate of the costs associated with making and delivering the changes referred to in (ii) and (iv), such costs are expected to relate to: for (ii) the costs of amending the **Core Industry Document(s)** and for (iv) the costs of changes to computer systems and possibly processes which are established for the operation of the **Core Industry Documents** , together with an analysis and a summary of representations in relation to such matters, including any made by **Small Participants**, the **Citizens Advice** and the **Citizens Advice Scotland**;

(h) to the extent such information is available to the **Code Administrator**, an assessment of the impact of the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** on **Users** in general (or classes of **Users** in general), including the changes which are likely to be required to their internal systems and processes and an estimate of the development, capital and operating costs associated with implementing the changes to the **Distribution Code** and to **Core Industry Documents** ;

(i) copies of (and a summary of) all written representations or objections made by consultees during the consultation in respect of the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** and subsequently maintained;

(j) a copy of any impact assessment prepared by Core Industry Document Owners and the views and comments of the **Code Administrator** in respect thereof;

(k) whether or not, in the opinion of **DNOS**, the **Distribution Code Modification Proposal** (or any **Workgroup Alternative Distribution Code Modification(s)**) should be made.

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GR.22.3 A draft of the **Distribution Code Modification Report** will be circulated by the **Code Administrator** to **Users**, **Panel Members** and such other persons who may properly be considered to have an appropriate interest in it (and its provision in electronic form on the **Website** and in electronic mails to **Users** and **Panel Members**, 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 **Distribution Code Modification Report**.

GR.22.4 A draft of the **Distribution Code Modification Report** shall be tabled at the Panel Meeting prior to submission of that **Distribution Code Modification Report** to the **Authority** as set in accordance with the timetable established pursuant to GR.19.1 at which the Panel may consider any minor changes to the legal drafting and:

- (i) if the change required is a typographical error the **Distribution Code Review Panel** may instruct the **Code Administrator** to make the appropriate change and the **Panel Chairman** will undertake the **Distribution Code Review Panel Recommendation Vote**; or
- (ii) if the change required is not considered to be a typographical error then the **Distribution Code Review Panel** may direct the **Workgroup** to review the change. If the **Workgroup** unanimously agree that the change is minor the **Distribution Code Review Panel** may instruct the **Code Administrator** to make the appropriate change and the **Panel Chairman** will undertake the **Distribution Code Review Panel Recommendation Vote** otherwise the **Code Administrator** shall issue the **Distribution Code Modification Proposal** for further **Code Administrator** consultation after which the **Panel Chairman** will undertake the **Distribution Code Review Panel Recommendation Vote**.
- (iii) if a change is not required after consideration, the **Panel Chairman** will undertake the **Distribution Code Review Panel Recommendation Vote**.

GR.22.5 A draft of the **Distribution Code Modification Report** following the **Distribution Code Review Panel Recommendation Vote** will be circulated by the **Code Administrator** to **Panel Members** (and in electronic mails to **Panel Members**, 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 on whether the **Distribution Code Modification Report** accurately reflects the views of the **Panel Members** as expressed at the **Distribution Code Review Panel Recommendation Vote**. Any unresolved comments made shall be reflected in the final **Distribution Code Modification Report**.

GR.22.6 Each **Distribution Code Modification Report** shall be addressed and furnished to the **Authority** and none of the facts, opinions or statements contained in such may be relied upon by any other person.

GR.22.7 Subject to GR.22.9 to GR.22.12, in accordance with the Distribution Licence, the **Authority** may approve the **Distribution Code Modification Proposal** or a **Workgroup Alternative Distribution Code Modification(s)** contained in the **Distribution Code Modification Report** (which shall then be an "**Approved Modification**" until implemented).

GR.22.8 The **Code Administrator** shall copy (by electronic mail to those persons who have supplied relevant details to the **Code Administrator**) the **Distribution Code Modification Report** to:

- (i) each **Panel Member**; and
- (ii) any person who may request a copy, and shall place a copy on the **Website**.

GR.22.9 Revised **Fixed Proposed Implementation Date**

GR.22.9.1 Where the **Proposed Implementation Date** included in a **Distribution Code Modification Report** is a **Fixed Proposed Implementation Date** and the **Authority** considers that the **Fixed Proposed Implementation Date** is or may no longer be appropriate or might otherwise prevent the **Authority** from making such decision by reason of the effluxion of time the **Authority** may direct the **Distribution Code Review Panel** to recommend a revised **Proposed Implementation Date**.

GR.22.9.2 Such direction may:

- (a) specify that the revised **Proposed Implementation Date** shall not be prior to a specified date;
- (b) specify a reasonable period (taking into account a reasonable period for consultation) within which the **Distribution Code Review Panel** shall be requested to submit its recommendation; and
- (c) provide such reasons as the **Authority** deems appropriate for such request (and in respect of those matters referred to in GR.22.9.2 (a) and (b) above).

GR.22.9.3 Before making a recommendation to the **Authority**, the **Distribution Code Review Panel** will consult on the revised **Proposed Implementation Date**, and may in addition consult on any matters relating to the **Distribution Code Modification Report** which in the **Distribution Code Review Panel**'s opinion have materially changed since the **Distribution Code Modification Report** was submitted to the **Authority** and where it does so the **Distribution Code Review Panel** shall report on such matters as part of its recommendation under **Distribution Code** GR.22.9.4, with:

- (a) **Users**; and
- (b) such other persons who may properly be considered to have an appropriate interest in it. Such consultation will be undertaken in accordance with GR.21.3 and GR.21.6.

GR.22.9.4 Following the completion of the consultation held pursuant to GR.22.9.3 the **Distribution Code Review Panel** shall report to the **Authority** with copies of all the consultation responses and recommending a revised **Proposed Implementation Date**.

GR.22.9.5 The **Authority** shall notify the **Distribution Code Review Panel** as to whether or not it intends to accept the revised **Proposed Implementation Date** and where the **Authority** notifies the **Distribution Code Review Panel** that it intends to accept the revised **Proposed Implementation Date**, the revised **Proposed Implementation Date** shall be deemed to be the **Proposed Implementation Date** as specified in the **Distribution Code Modification Report**.

GR.22.10 **Authority Approval**

If:

(a) the **Authority** has not given notice of its decision in respect of a **Distribution Code Modification Report** within two (2) calendar months (in the case of an **Urgent Modification**), or four (4) calendar months (in the case of all other **Distribution Code Modification Proposals**) from the date upon which the **Distribution Code Modification Report** was submitted to it; or

(b) the **Distribution Code Review Panel** is of the reasonable opinion that the circumstances relating to the **Distribution Code Modification Proposal** and/or **Workgroup Alternative Distribution Code Modification** which is the subject of a **Distribution Code Modification Report** have materially changed, the **Distribution Code Review Panel** may request the **Panel Secretary** to write to the **Authority** requesting the **Authority** to give an indication of the likely date by which the **Authority's** decision on the **Distribution Code Modification Proposal** will be made.

GR.22.11 If the **Authority** determines that the **Distribution Code Modification Report** is such that the **Authority** cannot properly form an opinion on the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)**, it may issue a direction to the **Distribution Code Review Panel**:

(a) specifying the additional steps (including drafting or amending existing drafting associated with the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code 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 **Distribution Code Modification Report** to be revised and to be resubmitted.

GR.22.12 If a **Distribution Code Modification Report** is to be revised and re-submitted in accordance with a direction issued pursuant to GR.22.11, it shall be re-submitted as soon after the **Authority's** direction as is appropriate, taking into account the complexity, importance and urgency of the **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)**. The **Distribution Code Review Panel** shall decide on the level of analysis and consultation required in order to comply with the **Authority's** direction and shall agree an appropriate timetable for meeting its obligations. Once the **Distribution Code Modification Report** is revised, the **Distribution Code Review Panel** shall carry out its **Distribution Code Review Panel**

Recommendation Vote again in respect of the revised **Distribution Code Modification Report** and re-submit it to the **Authority** in compliance with GR.22.4 to GR.22.6.

GR.23 URGENT MODIFICATIONS

GR.23.1 If a **Relevant Party** recommends to the **Panel Secretary** that a proposal should be treated as an **Urgent Modification** in accordance with this GR.23, the **Panel Secretary** shall notify the **Panel Chairman** who shall then, in accordance with GR.23.2 (a) to (e) inclusive, and notwithstanding anything in the contrary in these **Governance Rules**, endeavour to obtain the views of the **Distribution Code Review Panel** as to the matters set out in GR.23.3. If for any reason the **Panel Chairman** is unable to do that, the **Panel Secretary** shall attempt to do so (and the measures to be undertaken by the **Panel Chairman** in the following paragraphs shall in such case be undertaken by the **Panel Secretary**).

GR.23.2

(a) The **Panel Chairman** shall determine the time by which, in his opinion, a decision of the **Distribution Code Review Panel** is required in relation to such matters, having regard to the degree of urgency in all circumstances, and references in this GR.23.1 to the "time available" shall mean the time available, based on any such determination by the **Panel Chairman**;

(b) The **Panel Secretary** shall, at the request of the **Panel Chairman**, convene a meeting or meetings (including meetings by telephone conference call, where appropriate) of the **Distribution Code Review Panel** in such manner and upon such notice as the **Panel Chairman** considers appropriate, and such that, where practicable within the time available, as many **Panel Members** as possible may attend;

(c) Each **Panel Member** shall be deemed to have consented, for the purposes of GR.8.9. to the convening of such meeting or meetings in the manner and on the notice determined by the **Panel Chairman**. GR.8.10 shall not apply to any such business.

(d) Where:

(i) it becomes apparent, in seeking to convene a meeting of the **Distribution Code Review Panel** within the time available, that quorum will not be present; or

(ii) it transpires that the meeting of the **Distribution Code Review Panel** is not quorate and it is not possible to rearrange such meeting within the time available, the **Panel Chairman** shall endeavour to contact each **Panel Member** individually in order to ascertain such **Panel Member's** vote, and (subject to GR.23.2 (e)) any matter to be decided shall be decided by a majority of those **Panel Members** who so cast a vote. Where, for whatever reason no decision is reached, the **Panel Chairman** shall proceed to consult with the **Authority** in accordance with GR.23.5;

(e) Where the **Panel Chairman** is unable to contact at least four **Panel Members** within the time available and where:

(i) It is only **Distribution Network Operators**, who have recommended that the proposal should be treated as an **Urgent Modification**, then those **Panel Members** contacted shall

decide such matters, such decision may be a majority decision. Where in such cases no decision is made for whatever reason, the **Panel Chairman** shall proceed to consult with the **Authority** in accordance with GR.23.5; or (i) any **User** (including any **Authorised Electricity Operator; Distribution Network Operator** or a **Materially Affected Party**), the **Citizens Advice** or the **Citizens Advice Scotland** has recommended that the proposal should be treated as an **Urgent Modification**, then the **Panel Chairman** may decide the matter (in consultation with those **Panel Members** (if any) which he managed to contact) provided that the **Panel Chairman** shall include details in the relevant **Distribution Code Modification Report** of the steps which he took to contact other **Panel Members** first.

GR.23.3 The matters referred to in GR.23.1 are:

- (a) whether such proposal should be treated as an **Urgent Modification** in accordance with this GR.23 and
- (b) the procedure and timetable to be followed in respect of such **Urgent Modification**.

GR.23.4 The **Panel Chairman** or, in his absence, the **Panel Secretary** shall forthwith provide the **Authority** with the recommendation (if any) ascertained in accordance with GR.23.2 (a) to (e) inclusive, of the **Distribution Code Review Panel** as to the matters referred to in GR.23.2, and shall consult the **Authority** as to whether such **Distribution Code Modification Proposal** is an **Urgent Modification** and, if so, as to the procedure and timetable which should apply in respect thereof.

GR.23.5 If the **Distribution Code Review Panel** has been unable to make a recommendation in accordance with GR.23.2.(d) or GR.23.2(e) as to the matters referred to in GR.23.3 then the **Panel Chairman** or, in his absence, the **Panel Secretary** may recommend whether he considers that such proposal should be treated as an **Urgent Modification** and shall forthwith consult the **Authority** as to whether such **Distribution Code Modification Proposal** is an **Urgent Modification** and, if so, as to the procedure and timetable that should apply in respect thereof.

GR.23.6 The **Distribution Code Review Panel** shall:

- (a) not treat any **Distribution Code Modification Proposal** as an **Urgent Modification** except with the prior consent of the **Authority**;
- (b) comply with the procedure and timetable in respect of any **Urgent Modification** approved by the **Authority**; and
- (c) comply with any direction of the **Authority** issued in respect of any of the matters on which the **Authority** is consulted pursuant to GR.23.4 or GR.23.5.

GR.23.7 For the purposes of this GR.23.7, the procedure and timetable in respect of an **Urgent Modification** may (with the approval of the **Authority** pursuant to GR.23.4 or GR.23.5) deviate from all or part of the **Distribution Code Modification Procedures** or follow any other procedure or timetable approved by the **Authority**. Where the procedure and timetable approved by the **Authority** in respect of an **Urgent Modification** do not provide for the establishment (or designation) of a **Workgroup** the **Proposer's** right to vary the **Distribution Code Modification Proposal** pursuant to GR.15.10 and GR.20.23 shall lapse from the time and date of such approval.

GR.23.8 The **Distribution Code Modification Report** in respect of an **Urgent Modification** shall include:

(a) a statement as to why the **Proposer** believes that such **Distribution Code Modification Proposal** should be treated as an **Urgent Modification**;

(b) any statement provided by the **Authority** as to why the **Authority** believes that such **Distribution Code Modification Proposal** should be treated as an **Urgent Modification**;

(c) any recommendation of the **Distribution Code Review Panel** (or any recommendation of the **Panel Chairman**) provided in accordance with GR.23 in respect of whether any **Distribution Code Modification Proposal** should be treated as an **Urgent Modification**; and

(d) the extent to which the procedure followed deviated from the process for **Standard Modifications** (other than the procedures in this GR.23).

GR.23.9 Each **Panel Member** shall take all reasonable steps to ensure that an **Urgent Modification** 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 Modification** may (subject to the approval of the **Authority**) result in the **Distribution Code** being amended on the day on which such proposal is submitted.

GR.23.10 Where an **Urgent Modification** results in an amendment being made in accordance with GR.25, the **Distribution Code Review Panel** may or (where it appears to the **Distribution Code Review Panel** that there is a reasonable level of support for a review amongst **Users**) shall following such amendment, establish a **Workgroup** on terms specified by the **Distribution Code Review Panel** to consider and report as to whether any alternative amendment could, as compared with such amendment better facilitate achieving the **Distribution Code Objectives** in respect of the subject matter of that **Urgent Modification**.

GR.24.1 If the **Distribution Code Review Panel**, having evaluated a **Distribution Code Modification Proposal** against the **Self-Governance Criteria**, pursuant to GR.18.4, considers that the **Distribution Code Modification Proposal** meets the **Self Governance Criteria**, the **Distribution Code Review Panel** shall submit to the **Authority** a **Self-Governance Statement** setting out its reasoning in reasonable detail.

GR.24.2 The **Authority** may, at any time prior to the **Distribution Code Review Panel's** determination made pursuant to GR.24.9, give written notice that it disagrees with the **Self-Governance Statement** and may direct that the **Distribution Code Modification Proposal** proceeds through the process for **Standard Modifications** set out in GR.19, GR.20, GR.21 and GR.22;

GR.24.3 Subject to GR.24.2, after submitting a **Self-Governance Statement**, the **Distribution Code Review Panel** shall follow the procedure set out in GR.19, GR.20, GR.21 and GR.22.

GR.24.4 The **Authority** may issue a direction to the **Distribution Code Review Panel** in relation to a **Modification** to follow the procedure set out for **Modifications** that meet the **Self-Governance Criteria**, notwithstanding that no **Self-Governance Statement** has been submitted or a **Self Governance Statement** has been retracted.

GR.24.5 Subject to the **Code Administrator's** consultation having been completed pursuant to GR.21, the **Distribution Code Review Panel** shall prepare a report (the "**Distribution Code Modification Self- Governance Report**").

GR.24.6 The matters to be included in a **Distribution Code Modification Self-Governance Report** shall be the following (in respect of the **Distribution Code Modification Proposal**):

- (a) details of its analysis of the **Distribution Code Modification Proposal** against the **Self Governance Criteria**;
- (b) copies of all consultation responses received;
- (c) the date on which the **Distribution Code Review Panel Self-Governance Vote** shall take place, which shall not be earlier than seven (7) days from the date on which the **Distribution Code Modification Self- Governance Report** is furnished to the **Authority** in accordance with GR.24.8; and
- (d) such other information that is considered relevant by the **Distribution Code Review Panel**.

GR.24.7 A draft of the **Distribution Code Modification Self-Governance Report** will be circulated by the **Code Administrator** to **Users** and **Panel Members** (and its provision in electronic form on the **Website** and in electronic mails to **Users** and **Panel Members**, 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 **Distribution Code Modification Self-Governance Report**.

GR.24.8 Each **Distribution Code Modification Self-Governance Report** shall be addressed and furnished to the **Authority** and none of the facts, opinions or statements contained in such **Distribution Code Modification Self-Governance Report** may be relied upon by any other person.

GR.24.9 Subject to GR.24.11, if the **Authority** does not give written notice that its decision is required pursuant to GR.24.2, or if the **Authority** determines that the **Self-Governance Criteria** are satisfied in accordance with GR.24.4, then the **Distribution Code Modification Self Governance Report** shall be tabled at the Panel Meeting following submission of that **Distribution Code Modification Self-Governance Report** to the **Authority** at which the **Panel Chairman** will undertake the **Distribution Code Review Panel Self-Governance Vote** and the **Code Administrator** shall give notice of the outcome of such vote to the **Authority** as soon as possible thereafter.

GR.24.10 If the **Distribution Code Review Panel** vote to approve the **Distribution Code Modification Proposal** pursuant to GR.24.9 (which shall then be an "Approved **Distribution Code Self-Governance Proposal**") until implemented).

GR.24.11 The **Distribution Code Review Panel** may at any time prior to the **Distribution Code Review Panel's** determination retract a Self-Governance Statement subject to GR.24.4, or if the **Authority** notifies the **Distribution Code Review Panel** that it has determined that a **Distribution Code Modification Proposal** does not meet the **Self-Governance Criteria** the **Distribution Code Review Panel** shall treat the **Distribution Code Modification Proposal** as a **Standard Modification** and shall comply with GR.22, using the **Distribution Code Modification Self Governance Report** as a basis for its **Distribution Code Modification Report**.

GR.24.12 The **Code Administrator** shall make available on the **Website** and copy (by electronic mail to those persons who have supplied relevant details to the **Code Administrator**) the **Distribution Code Modification Self-Governance Report** prepared in accordance with GR.24 to:

- (i) each **Panel Member**; and
- (ii) any person who may request a copy, and shall place a copy on the **Website**.

GR.24.13 A **User** (including any **Authorised Electricity Operator**; **Distribution Network Operator** or a **Materially Affected Party**), the **Citizens Advice** or the **Citizens Advice Scotland** may appeal to the **Authority** the approval or rejection by the **Distribution Code Review Panel** of a **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** in accordance with GR.24.9, provided that the **Panel Secretary** is also notified, and the appeal has been made up to and including fifteen (15) **Business Days** after the **Distribution Code Review Panel Self-Governance Vote** has been undertaken pursuant to GR.24.9. If such an appeal is made, implementation of the **Distribution Code Modification Proposal** shall be suspended pending the outcome. The appealing **User** (including any **Authorised Electricity Operator**; **Distribution Network Operator** or a **Materially Affected Party**), the **Citizens Advice** or the **Citizens Advice Scotland** must notify the **Panel Secretary** of the appeal when the appeal is made.

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GR.24.14 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 **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)**; or
- (b) The appeal is on the grounds that, in the case of implementation, the **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** may not better facilitate the achievement of at least one of the **Distribution Code Objectives**; or
- (c) The appeal is on the grounds that, in the case of non-implementation, the **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** may better facilitate the achievement of at least one of the **Distribution Code Objectives**; and
- (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.

GR.24.15 Following any appeal to the **Authority**, a **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** shall be treated in accordance with any decision and/or direction of the **Authority** following that appeal.

GR.24.16 If the **Authority** quashes the **Distribution Code Review Panel**'s determination in respect of a **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** made in accordance with GR.24.9 and takes the decision on the relevant **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** itself, following an appeal to the **Authority**, the **Distribution Code Review Panel**'s determination of that **Distribution Code Modification Proposal** and any **Workgroup Alternative Distribution Code Modification(s)** contained in the relevant **Distribution Code Modification Self-Governance Report** shall be treated as a **Distribution Code Modification Report** submitted to the

Authority pursuant to GR.22.6 (for the avoidance of doubt, subject to GR.22.8 to GR.22.12) and the **Distribution Code Review Panel's** determination shall be treated as its recommendation pursuant to GR.22.4.

GR.24.17 If the **Authority** quashes the **Distribution Code Review Panel's** determination in respect of a **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** made in accordance with GR.24.9, the **Authority** may, following an appeal to the **Authority**, refer the **Distribution Code Modification Proposal** back to the **Distribution Code Review Panel** for further re-consideration and a further **Distribution Code Review Panel Self-Governance Vote**.

GR.24.18 Following an appeal to the **Authority**, the **Authority** may confirm the **Distribution Code Review Panel's** determination in respect of a **Distribution Code Modification Proposal** or **Workgroup Alternative Distribution Code Modification(s)** made in accordance with GR.24.9.

GR.25 IMPLEMENTATION

GR.25.1 The **Distribution Code** shall be modified either in accordance with the terms of the direction by the **Authority** relating to, or other approval by the **Authority** of, the **Distribution Code Modification Proposal** or any **Workgroup Alternative Distribution Code Modification(s)** contained in the relevant **Distribution Code Modification Report**, or in respect of **Distribution Code Modification Proposals** or any **Workgroup Alternative Distribution Code Modification(s)** that are subject to the determination of the **Distribution Code Review Panel** pursuant to GR.24.9, in accordance with the relevant **Distribution Code Modification Self-Governance Report** subject to the appeal procedures set out in GR.24.13 to GR.24.18. GR.25.2 The **Code Administrator** shall forthwith notify (by publication on the **Website** and, where relevant details are supplied by electronic mail):

- (a) each **User**;
- (b) each **Panel Member**;
- (c) the **Authority**;
- (d) each **Core Industry Document Owner**,
- (e) each **Materially Affected Party**; and
- (f) the **Citizens Advice** and the **Citizens Advice Scotland** of the change so made and the effective date of the change.

GR.25.3 A modification of the **Distribution Code** shall take effect from the time and date specified in the direction, or other approval, from the **Authority** referred to in GR.25.1 or, in the absence of any such time and date in the direction or approval, from 00:00 hours on the day falling ten (10) **Business Days** after the date of such direction, or other approval, from the **Authority**. A modification of the **Distribution Code** pursuant to GR.24.9 shall take effect, subject to the appeal procedures set out in GR.24.13 to GR.24.18, from the time and date specified by the **Code Administrator** in its notice given pursuant to GR.25.2, which shall be given after the expiry of the fifteen (15) **Business Day** period set out in GR.24.13 to allow for appeals, or where an appeal is raised in accordance with GR.24.13, on conclusion of the appeal in accordance with GR.24.15 or GR.24.18 but where conclusion of the appeal is earlier than the fifteen (15) **Business Day** period set out in GR.24.13, notice shall be given after the expiry of this period. A modification of the **Distribution Code** pursuant

to GR.26 shall take effect from the date specified in the **Distribution Code Modification Fast Track Report**.

GR.25.4 A modification made pursuant to and in accordance with GR.25.1 shall not be impaired or invalidated in any way by any inadvertent failure to comply with or give effect to this Section.

GR.25.5 If a modification is made to the **Distribution Code** in accordance with the **Distribution Licence** but other than pursuant to the other **Distribution Code Modification Procedures** in these **Governance Rules**, the **Distribution Code Review Panel** shall determine whether or not to submit the modification for review by a **Workgroup** established on terms specified by the **Distribution Code Review Panel** to consider and report as to whether any alternative modification could, as compared with such modification better facilitate achieving the **Distribution Code Objectives** in respect of the subject matter of the original modification. Where such a **Workgroup** is established the provisions of GR.20 shall apply as if such a modification were a **Distribution Code Modification Proposal**.

GR.25.6 Notwithstanding the provisions of GR.25.3, Modification DCRP/17/05 changes the **Distribution Code** process for **Distribution Code Modification Proposals** and therefore may affect other **Distribution Code Modification Proposals** which have not yet become **Approved Modifications**. Consequently, this GR.25.6 deals with issues arising out of the implementation of **Modification DCRP/17/05**. In particular this deals with which version of the **Distribution Code** process for **Distribution Code Modification Proposals** will apply to **Distribution Code Modification Proposal(s)** which were already instigated prior to the implementation of **Modification DCRP/17/05**. Any **Distribution Code Modification Proposal** in respect of which a **Distribution Code Modification Report** has been sent to the **Authority** prior to the date and time of implementation of **Modification DCRP/17/05** is known as an “Old Modification”. Any **Distribution Code Modification Proposal** in respect of which a **Distribution Code Modification Report** has not been sent to the **Authority** as at the date and time of implementation of **Modification DCRP/17/05** is known as a “New Modification”. The **Distribution Code** provisions which will apply to any Old **Modification(s)** are the provisions of the **Distribution Code** in force immediately prior to the implementation of **Modification DCRP/17/05**. The provisions of the **Distribution Code** which will apply to any New **Modifications** are the provisions of the **Distribution Code** in force from time to time.

GR.26 FAST TRACK

GR.26.1 Where a **Proposer** believes that a modification to the **Distribution Code** which meets the **Fast Track Criteria** is required, a **Distribution Code Fast Track Proposal** may be raised. In such case the **Proposer** is only required to provide the details listed in GR.15.3 (a), (b), (c), (d), (e) and (k).

GR.26.2 Provided that the **Panel Secretary** receives any modification to the **Distribution Code** which the **Proposer** considers to be a **Distribution Code Fast Track Proposal**, not less than ten (10) **Business Days** (or such shorter period as the **Panel Secretary** may agree, provided that the **Panel Secretary** shall not agree any period shorter than five (5) **Business Days**) prior to the next **Distribution Code Review Panel** meeting, the **Panel Secretary** shall place the **Distribution Code Fast Track Proposal** on the agenda of the next **Distribution Code Review Panel** meeting, and

otherwise, shall place it on the agenda of the next succeeding **Distribution Code Review Panel** meeting.

GR.26.3 To facilitate the discussion at the **Distribution Code Review Panel** meeting, the **Code Administrator** will circulate a draft of the **Distribution Code Modification Fast Track Report** to **Users**, the **Authority** and **Panel Members** (and its provision in electronic form on the **Website** and in electronic mails to **Users**, the **Authority** and **Panel Members**, who must supply relevant details, shall meet this requirement) for comment not less than five (5) **Business Days** ahead of the **Distribution Code Review Panel** meeting which will consider whether or not the **Fast Track Criteria** are met and whether or not to approve the **Distribution Code Fast Track Proposal**.

GR.26.4 It is for the **Distribution Code Review Panel** to decide whether or not a **Distribution Code Fast Track Proposal** meets the **Fast Track Criteria** and if it does, to determine whether or not to approve the **Distribution Code Fast Track Proposal**.

GR.26.5 The **Distribution Code Review Panel**'s decision that a **Distribution Code Fast Track Proposal** meets the **Fast Track Criteria** pursuant to GR.26.4 must be unanimous.

GR.26.6 The **Distribution Code Review Panel**'s decision to approve the **Distribution Code Fast Track Proposal** pursuant to GR.26.4 must be unanimous.

GR.26.7 If the **Distribution Code Review Panel** vote unanimously that the **Distribution Code Fast Track Proposal** meets the **Fast Track Criteria** and to approve the **Distribution Code Fast Track Proposal** (which shall then be an "Approved Fast Track Proposal") until implemented, or until an objection is received pursuant to GR.26.12), then subject to the objection procedures set out in GR.26.12 the **Distribution Code Fast Track Proposal** will be implemented by **Distribution Network Operators** without the **Authority**'s approval. If the **Distribution Code Review Panel** do not unanimously agree that the **Distribution Code Modification Proposal** meets the **Fast Track Criteria** and/or do not unanimously agree that the **Distribution Code Fast Track Proposal** should be made, then the **Panel Secretary** shall, in accordance with GR.15.4(a) notify the **Proposer** that additional information is required if the **Proposer** wishes the **Distribution Code Modification Proposal** to continue.

GR.26.8 Provided that the **Distribution Code Review Panel** have unanimously agreed to treat a **Distribution Code Modification Proposal** as a **Distribution Code Fast Track Proposal** and unanimously approved that **Distribution Code Fast Track Proposal**, the **Distribution Code Review Panel** shall prepare and approve the **Distribution Code Modification Fast Track Report** for issue in accordance with GR.26.11.

GR.26.9 The matters to be included in a **Distribution Code Modification Fast Track Report** shall be the following (in respect of the **Distribution Code Fast Track Proposal**):

- (a) a description of the proposed modification and of its nature and purpose;
- (b) details of the changes required to the **Distribution Code**, including the proposed legal text to modify the **Distribution Code** to implement the **Distribution Code Fast Track Proposal**;
- (c) details of the votes required pursuant to GR.26.5 and GR.26.6;

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(d) the intended implementation date, from which the **Approved Fast Track Proposal** will take effect, which shall be no sooner than fifteen (15) **Business Days** after the date of notification of the **Distribution Code Review Panel**'s decision to approve; and

(e) details of how to object to the **Approved Fast Track Proposal** being made. GR.26.10 Upon approval by the **Distribution Code Review Panel** of the **Distribution Code Modification Fast Track Report**, the **Code Administrator** will issue the report in accordance with GR.26.11.

GR.26.11 The **Code Administrator** shall copy (by electronic mail to those persons who have supplied relevant details to the **Code Administrator**) the **Distribution Code Modification Fast Track Report** prepared in accordance with GR.26 to:

- (i) each **Panel Member**;
- (ii) the **Authority**; and
- (iii) any person who may request a copy, and shall place a copy on the **Website**.

GR.26.12 A **User**, any **Authorised Electricity Operator**, **Distribution Network Operator** or a **Materially Affected Party**, the **Citizens Advice**, the **Citizens Advice Scotland** or the **Authority** may object to the **Approved Fast Track Proposal** being implemented, and shall include with such objection the reasons for the objection. Any such objection must be made in writing (including by email) and be clearly stated to be an objection to the **Approved Fast Track Proposal** in accordance with this GR.26 of the **Distribution Code** and be notified to the **Panel Secretary** by the date up to and including fifteen (15) **Business Days** after notification of the **Distribution Code Review Panel**'s decision to approve the **Distribution Code Fast Track Proposal**. If such an objection is made the **Approved Fast Track Proposal** shall not be implemented. The **Panel Secretary** will notify each **Panel Member** and the **Authority** of the objection. The **Panel Secretary** shall notify the **Proposer**, in accordance with GR.15.4A that additional information is required if the **Proposer** wishes the **Distribution Code Modification Proposal** to continue.

Distribution Code Review Panel Election Process

1. The election process has two main elements: nomination and selection.
2. The process will be used to appoint **Panel Members** in the category of Supplier, Generator and User.
3. The **Code Administrator** will publish the election timetable by [September] in the year preceding the start of each term of office of **Panel Members**.
4. Each step of the process set out below will be carried out in line with the published timetable.
5. The **Code Administrator** will establish an Electoral Roll from representatives of parties listed on CUSC Schedule 1 or designated by the **Authority** as a **Materially Affected Party** as at 31st August in the year preceding the start of each term of office of **Panel Members**.
6. The **Code Administrator** will keep the Electoral Roll up to date.

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Nomination Process

7. Each party on the Electoral Roll may nominate a candidate to stand for election for the **Distribution Code Review Panel**.
8. Parties may only nominate a candidate for their own category; a **Supplier** may nominate a candidate for the **Supplier Panel Member** seat and a **Generator** may nominate a candidate for the **Generator Panel Member** seats. If a party able to nominate a candidate is both a **Supplier** and a **Generator**, they may nominate a candidate in each category.
9. The nominating party must complete the nomination form which will be made available by the **Code Administrator** and return it to the **Code Administrator** by the stated deadline.
10. The **Code Administrator** will draw up a list of candidates for each category of election.
11. Where there are fewer candidates than seats available or the same number of candidates as seats available, no election will be required and the nominated candidate(s) will be elected. The **Code Administrator** will publish a list of the successful candidates on the **Distribution Code Website** and circulate the results by email to the **Distribution Code** circulation list.

Selection Process

12. The **Code Administrator** will send a numbered voting paper to each party on the electoral roll for each of the elections in which they are eligible to vote. The voting paper will contain a list of candidates for each election and will be sent by email.

13. Each eligible party may vote for candidates as follows

4 x Generator seats

2 x User seats

1 x Supplier seat

14. **Panel Members** will be elected using the First Past the Post method.

15. In the event of two or more candidates receiving the same number of votes, the **Code Administrator** will draw lots to decide who is elected.

16. The **Code Administrator** will publish the results of the election on the **Distribution Code Website** and circulate the results by email to the **Distribution Code** circulation list.

17. The **Code Administrator** will send an election report to Ofgem after the election is complete.

New Definitions to be added to the Dcode

Code Administration Code of Practice	Means the code of practice approved by the Authority and: (a) developed and maintained by the code administrators in existence from time to time; and (b) amended subject to the Authority's approval from time to time; and (c) re-published from time to time;
Governance Rules	That portion of the Distribution Code which is identified as the Governance Rules

Workgroup	A group of working experts established by the Distribution Code Review Panel
Code Administrator	Means Energy Networks Association carrying out the role of Code Administrator in accordance with the General Conditions.
Panel Chairman	A person appointed as such in accordance with GR.4.1.
Panel Member	Any of the persons identified as such in GR.4.
Panel recommendation	The recommendation in accordance with the " Grid Code Review Panel Recommendation Vote "
Panel Secretary	A person appointed as such in accordance with GR.3.1.2(d).
Governance Rules	That portion of the Distribution Code which is identified as the Governance Rules.
Distribution Code Modification Proposal	A proposal to modify the Distribution Code which is not yet rejected pursuant to GR.15.5 or GR.15.6 and has not yet been implemented.
Approved Modification	Has the meaning given in GR.22.7
Approved Distribution Code Self Governance Proposal	Has the meaning given in GR.24.10.
Approved Distribution Code Fast Track Proposal	Has the meaning given in GR.26.7, provided that no objection is received pursuant to GR.26.12.
Implementation Date	Is the date and time for implementation of an Approved Modification as specified in accordance with Paragraph GR.25.3.
Proposed Implementation Date	The proposed date(s) for the implementation of a Distribution Code Modification Proposal or Workgroup Alternative Grid Code Modification such date(s) to be either (i) described by reference to a specified period after a direction from the Authority approving the Distribution Code Modification Proposal or Workgroup Alternative Grid Code Modification or (ii) a Fixed Proposed Implementation Date .
Legal Challenge	Where permitted by law a judicial review in respect of the Authority's decision to approve or not to approve a Distribution Code Modification Proposal .
Alternate Member	Shall mean an alternate member for the Panel Members elected or appointed in accordance with this GR.7.2(a) or (b).
Related Person	means, in relation to an individual, any member of his immediate family, his employer (and any former employer of his within the previous 12 months), any partner with whom he is in partnership, and any company or Affiliate of a company in which he or any member of his immediate family controls more than 20% of the voting rights in respect of the shares of the company;
Business Day	Any week day (other than a Saturday) on which banks are open for domestic business in the City of London.
Website	The site established by Distribution Code Review Panel on the World-Wide Web for the exchange of information among Users and other interested persons in accordance with such restrictions on access as may be determined from time to time.
Elected Panel Member	Shall mean the following Panel Members elected in accordance with GR.4.2(a).

Distribution Code Review Panel Recommendation Vote	The vote of Panel Members undertaken by the Panel Chairman in accordance with Paragraph GR.22.4 as to whether in their view they believe each proposed Distribution Code Modification Proposal , or Workgroup Alternative Distribution Code Modification would better facilitate achievement of the Distribution Code Objective(s) and so should be made.
Distribution Code Modification Register	Has the meaning as given in GR 13.1
Proposer	The person submitting a Modification Proposal
Urgent Modification	A Distribution Code Modification Proposal treated or to be treated as an Urgent Modification in accordance with GR.23.
Approved Fast Track Proposal	Has the meaning given in GR.26.7, provided that no objection is received pursuant to GR.26.12.
Core Industry Document	Another Industry Code or a supporting daughter document.
Core Industry Document Owner	The entity that is responsible for the maintenance of a Industry Code or a supporting daughter document.
Significant Code Review	Means the period commencing on the start date of a Significant Code Review as stated in the notice issued by the Authority, and ending in the circumstances described in GR.16.6 or GR.16.7, as appropriate.
Electricity Regulation	As defined in the Distribution Licence .
Standard Modification	A Distribution Code Modification Proposal that does not fall within the scope of a Significant Code Review subject to any direction by the Authority pursuant to GR.16.3 and GR.16.4, nor meets the Self-Governance Criteria subject to any direction by the Authority pursuant to GR.24.4 and in accordance with any direction under GR.24.2.
Distribution Code Objectives	Means the objectives referred to in Paragraph xx of Standard Condition xx of the Distribution Licence .
Self-Governance Modifications	A Distribution Code Modification Proposal that does not fall within the scope of a Significant Code Review and that meets the Self-Governance Criteria or which the Authority directs is to be treated as such any direction under GR.24.4.
Self- Governance Criteria	A proposed Modification that, if implemented, (a) is unlikely to have a material effect on: (i) existing or future electricity consumers; and (ii) competition in the generation, distribution, or supply of electricity or any commercial activities connected with the generation, distribution or supply of electricity; and (iii) the operation of the Distribution Network Operators Distribution System ; and (iv) matters relating to sustainable development, safety or security of supply, or the management of market or network emergencies; and (v) the Distribution Code's governance procedures or the Distribution Code's modification procedures, and

	(b) is unlikely to discriminate between different classes of Users.
Distribution Code Fast Track Proposal	A proposal to modify the Distribution Code which is raised pursuant to GR.26 and has not yet been approved or rejected by the Distribution Code Review Panel .
Fast Track Criteria	A proposed Distribution Code Modification Proposal that, if implemented, (a) would meet the Self-Governance Criteria ; and (b) is properly a housekeeping modification required as a result of some error or factual change, including but not limited to: (i) updating names or addresses listed in the Distribution Code ; (ii) correcting any minor typographical errors; (iii) correcting formatting and consistency errors, such as paragraph numbering; or (iv) updating out of date references to other documents or paragraphs
Workgroup Distribution Modification	Alternative Code ????????????????
Work Group Consultation Alternative Request	Any request from an Authorised Electricity Operator ; the Citizens Advice or the Citizens Advice Scotland , Distribution Network Operators or a Materially Affected Party for a Workgroup Alternative Distribution Code Modification to be developed by the Workgroup expressed as such and which contains the information referred to at GR.20.13. For the avoidance of doubt any Work Group Consultation Alternative Request does not constitute either a Distribution Code Modification Proposal or a Workgroup Alternative Distribution Code Modification .
Relevant Party	Has the meaning given in GR15.10(a).
Critical Friend	As defined in the Code Administrators Code of Practice
Significant Code Review Phase	Means the period commencing on the start date of a Significant Code Review as stated in the notice issued by the Authority , and ending either: (a) on the date on which the Authority issues a statement that no directions will be issued in relation to the Distribution Code ; or (b) if no statement is made under (a), and the Authority has directed Distribution Network Operators to raise Distribution Code Modification Proposal associated with the Significant Code Review , on the date on which Distribution Network Operators have raise such a Distribution Code Modification Proposal ; or (c) immediately, if neither a statement nor directions are issued by the Authority within (and including) twenty eight (28) days from the Authority's publication of its Significant Code Review conclusions.
Authority Led Modification	A Distribution Code Modification Proposal in respect of a Significant Code Review , raised by the Authority pursuant to GR.17
Authority-Led Modification	Has the meaning given in GR.17.4.

Report	
Small Participants	????????????????????
Modification	Any actual or proposed replacement, renovation, modification, alteration or construction by or on behalf of a User or Distribution Network Operators to either that User's Plant or Apparatus or Distribution Plant or Apparatus, as the case may be, or the manner of its operation which has or may have a Material Effect on Distribution Network Operators or a User , as the case may be, at a particular Connection Site.
Distribution Code Modification Report	Has the meaning given in GR.22.1.
Fixed Implementation Date Proposed	The proposed date(s) for the implementation of a Distribution Code Modification Proposal or Workgroup Alternative Distribution Code Modification such date to be a specific date by reference to an assumed date by which a direction from the Authority approving the Distribution Code Modification Proposal or Workgroup Alternative Distribution Code Modification is required in order for the Distribution Code Modification Proposal or any Workgroup Alternative Distribution Code Modification , if it were approved, to be implemented by the proposed date.
Self-Governance Statement	The statement made by the Distribution Code Review Panel and submitted to the Authority : (a) confirming that, in its opinion, the Self-Governance Criteria are met and the proposed Distribution Code Modification Proposal is suitable for the Self-Governance route ; and (b) providing a detailed explanation of the Distribution Code Review Panel's reasons for that opinion
Distribution Code Modification Self-Governance Report	Has the meaning given in GR.24.5