



**TERMS OF REFERENCE
BMRS Change Board
(version 0.8)**

Unless otherwise stated or the context otherwise requires, words and expressions and general rules as to interpretation that are used in these Terms of Reference shall have the same meanings and application attributed to them under the Balancing and Settlement Code (the Code). In particular, references to Sections in these Terms of Reference are to Sections of the Code. A reference to the Balancing Mechanism Reporting Service (BMRS) Change Board (BCB and/or Committee) shall, unless the context otherwise requires, include a BCB Member (Member) and any duly appointed alternate.

1 Establishment and Role

1.1 Establishment

1.1.1 The Panel has, in accordance with Section B5.1.1, established a Panel Committee to be called the BMRS Change Board and such Committee shall continue until such time as it is dissolved by the Panel.

1.2 Role

1.2.1 The Panel has, in accordance with Section B5.1.3, delegated certain of its powers, functions and responsibilities under the Code to the Committee. Therefore, it is the role of the Committee to support the Panel in discharging those powers, functions and responsibilities so delegated to it and as are set out in these Terms of Reference.

2 Composition of the Committee and Appointment of Members

2.1 Members

2.1.1 The Committee shall be composed (as the Panel shall decide) of those members (each a Member) as set out in paragraph 2.1.2 with each Member having such experience and expertise in the electricity industry and BMRS as the Panel decides is appropriate.

2.1.2 The Committee shall comprise of the following Members:

- At least five, and no more than ten, Members as nominated by Trading Parties¹.

2.1.3 The Panel shall appoint Members to the Committee. A Member of the Committee shall remain in office until the Committee is dissolved or until their resignation has been submitted in writing to the Secretary (as that person is described in paragraph 2.6); or until they are removed by the Panel in accordance with paragraph 2.1.4 below (whichever is earlier).

2.1.4 Without prejudice to paragraph 2.1.3 above, the Panel may remove and replace such Members from time to time if:

¹ The nominating Trading Party for an Industry Member can be, but need not be, their employer.

- i) in the Panel's opinion they are unwilling, unable, unfit or otherwise are incapable for any reason to carry out their duties as a Member in accordance with the Code, Code Subsidiary Documents (CSDs) or these Terms of Reference; or
- ii) any of the matters stated in Sections B2.7.4(b) or B2.7.4 (d) occurs and/or applies with such sections being read as if a Panel Member was a Committee Member.

2.1.5 Without prejudice to the generality of paragraphs 2.1.2 and 2.1.3 above, the Panel may review and alter the membership of the Committee at any time but in any case will review the membership annually.

2.2 Independence and Confidentiality

2.2.1 Each Member shall act independently, impartially and shall not be representative of, and shall act without undue regard to, the particular interests of any particular body, person or class of persons or any Related Person.

2.2.2 The Panel shall require from any Member such applicable statements equivalent to those set out in Sections B2.8.2 and B2.8.4 with such sections being read as if a Panel Member was a Member.

2.2.3 For the avoidance of doubt upon a change in employment of a Member, the Member shall notify the Secretary and within 60 days providing a letter (equivalent to the letter required from Panel Members in Section B2.8.2(b) from his/her new employer and shall be removed from office if he/she does not.

2.2.4 Where the employer is not a Trading Party, a Member shall additionally ensure that he/she has, or receives a current nomination from a Trading Party and provides a copy of this to the Secretary.

2.2.5 Members acknowledge that in carrying out their duties and functions as a Member that they may in the course of their business be in receipt of confidential information and as such each Member will be required to sign a confidentiality agreement. For the avoidance of doubt each Member shall not disclose any confidential information received in their capacity as Member to any person except where:

- i) expressly required under the Code, CSDs and/or these Terms of Reference;
- ii) the disclosure of data is to the Authority, the Panel and/or any other Panel Committee as may be directed by the Panel;
- iii) the data is in the public domain; or
- iv) required to do so in order to comply with any dispute resolution process, Legal Requirement and/or any Approved Modification.

2.3 Alternates

2.3.1 Members shall make themselves available at all reasonable times to attend meetings and to carry out their duties and functions as a Member.

2.3.2 In the circumstance where a Member is unable to attend a meeting and/or carry out their duties and functions as a Member they shall be entitled to appoint an acting alternate and further may remove/replace such person as their acting alternate from time to time by giving written notice to

the Secretary. The Member shall only appoint an acting alternative from a list of alternate Members so elected and approved by the Panel otherwise they may appoint another Member to act as their acting alternate.

2.3.3 The Secretary may also appoint an acting alternate for a Member from the list of alternate Members when notice of non-attendance at a meeting has been received from the Member and such Member has not designated an acting alternate.

2.3.4 Where an alternate has been appointed, these Terms of Reference shall apply in respect of the appointment of an alternate as though references to the Member in any paragraph were to such alternate.

2.3.5 Sections B2.10.6 and B2.10.7 shall apply in respect of any alternate as though references to the Panel Member alternate were to such Members alternate.

2.4 Indemnification

2.4.1 BSCCo shall indemnify all Members and any acting alternate in accordance with Section B2.9.

2.5 Chairman and Committee Sponsor

2.5.1 There shall be a chairman to the Committee (BCB Chairman) who shall be a person appointed (and where necessary removed/replaced) by the Panel from time to time.

2.5.2 There shall be a Panel Sponsor to the Committee who shall be a person appointed (and where necessary removed/replaced) by the Panel Chairman from time to time.

2.5.3 The BCB Chairman shall also select a BCB Vice Chairman. In the BCB Chairman's absence, the BCB Vice Chairman will fulfil the role of BCB Chairman and exercise such powers, functions and responsibilities as the BCB Chairman. In the event that the BCB Vice Chairman is unable to attend then Sections B4.2.3(b) and B4.2.4 shall apply.

2.5.4 The BCB Chairman, the BCB Vice Chairman and the Panel Sponsor shall not be members of the Committee and shall not cast votes as Members.

2.6 Secretary

2.6.1 There shall be a secretary to the Committee (Secretary) who shall be a person (or persons) appointed (and where necessary removed/replaced) by BSCCo from time to time.

2.6.2 The Secretary role can be performed by the BCB Chairman if necessary.

2.6.3 The Secretary shall not be a member of the Committee and shall not cast a vote as a Member.

2.7 Expenses

2.7.1 The costs and expenses, and all other amounts incurred on behalf of the Committee in association with its functions and responsibilities, shall be paid by BSCCo and for the avoidance of doubt any payments paid by BSCCo shall be BSC Costs.

2.7.2 Section B2.11.2 shall apply to each Member save for circumstances where their attendance is required for other Panel Committee business for which they are already receiving reimbursement for the same reasonable expenses.

3 Conflict of Interest

3.1.1 It shall be each Member's responsibility to disclose to the BCB Chairman from time to time any interests of such Member which constitute, in such Member's reasonable opinion, an actual or perceived conflict of interest with their functions as a Member and in such circumstances such Member may absent themselves from voting.

3.1.2 If the BCB Chairman decides (after consultation with other Members (if necessary) including but not limited to circumstances where a Member does not volunteer to absent themselves from voting on such matters) that a Member has an actual or perceived conflict of interest then the BCB Chairman may determine that the Member in question should be required to absent themselves from particular Committee business and/or whether a recommendation should be made to the Panel that such Member be removed from the Committee. Any decision of the BCB Chairman (and/or the Panel) in this regard shall be final and binding.

4 Powers and Functions of the Committee

4.1 General Powers and Functions

4.1.1 The Committee shall act in accordance with the Code, any relevant CSDs and these Terms of Reference and may do anything necessary for or reasonably incidental to the discharge of its functions and responsibilities in respect of those matters so delegated to it by the Panel, being those matters detailed in paragraph 4.2 below.

4.1.2 When carrying out its powers, functions and responsibilities the provisions of Section B1.2 and B2.8 shall apply to the Committee in the conduct of its business (to the extent applicable to the function of the Committee) as if such sections were being read as if the Panel was the Committee.

4.1.3 When the Committee is either recommending the approval of a new Code Subsidiary Document to the Panel or approving amendments to an existing Code Subsidiary Document for which the Panel has granted the Committee delegated authority, then the Committee must ensure that the changes comply with the CSD Architecture Principles Document.

4.2 Specific Powers and Functions

4.2.1 The Committee shall conduct its business with a view to supporting the Panel in meeting its objectives with respect to certain matters under the Code that relate to the Balancing Mechanism Reporting Service (BMRS) processes and systems.

4.2.2 The powers, functions and responsibilities of the Committee shall include the following:

- Considering items, including changes, that relate to the reporting, publishing and collection of data and information for use on the BMRS;
- Approving and authorising changes of those documents, process and systems that are defined in the BSC Baseline Statement as being the responsibility of the Committee (and for the avoidance of doubt this does not include the raising of Modifications), in accordance with BSCP40.

- Providing guidance and insight on the long-term development and strategy of the BMRS platform, producing an annual strategy for presentation to the BSC Panel to this effect.
- Reviewing, considering, recommending and approving the requirements definition documents for any development projects that have been so delegated by the Panel or put forward by BSCCo and that relate to BMRS processes and systems; and
- Reviewing, considering, recommending, and approving changes to guidance documents that have been delegated by the Panel or put forward by BSCCo and that relate to BMRS processes and systems.

4.3 Delegation

4.3.1 The Committee shall not delegate to any person any of its powers, functions and responsibilities unless the Panel expressly permits such delegation in advance.

4.4 Joint Committee Responsibility

4.4.1 Notwithstanding paragraph 5.5, where a matter is required to be voted upon by two or more Panel Committees and those Panel Committees have a conflicting view when determining the matter then such delegated matter shall revert back to the Panel for final decision.

5 Proceedings of the Committee

5.1 Meetings

5.1.1 The frequency of meetings will be determined by the BCB and will be driven by the business need as directed by the BCB and BSCCo. For avoidance of doubt meetings can take place via teleconference.

5.1.2 The Secretary shall, at the request of the BCB Chairman, convene Committee meetings by giving notice, at least five Working Days prior to the proposed meeting (or such other period so determined by the BCB Chairman), to each Member, any alternates and the BCB Panel Sponsor. Such notice shall set out:

- i) the date, time and place of the meeting; and
- ii) an agenda of the matters for consideration at the meeting and any supporting papers available to the Secretary at the time the notice is given (and the Secretary shall, if necessary, circulate to Members any late papers, as approved by the BCB Chairman, as and when they are received by him/her).

5.1.3 The Secretary shall ensure that details of forthcoming Committee meetings shall be notified on the BSCCo Website. Such notification shall include agendas and non-confidential papers.

5.1.4 A scheduled meeting of the Committee may be cancelled if:

- i) the BCB Chairman determines that there is no business for the Committee to conduct, and so requests the Secretary to cancel the meeting;

- ii) the Secretary notifies all Members in writing of the proposal to cancel it, not less than five Working Days prior to the date that the meeting is or is to be convened; and
- iii) three Working Days before the date for which the meeting is or is to be convened, no Member has notified the Secretary that he/she objects to such cancellation.

5.1.5 Sections B4.1.9 and B4.1.10 shall apply in respect of a meeting of the Committee with such sections being read as if a meeting of the Panel were a meeting of the Committee.

5.1.6 Where any matter not contained in the agenda is put before a meeting of the Committee that is in the opinion of the BCB Chairman necessary (in view of the urgency of the matter) to consider then, where all the Members present at the meeting agree, the Committee may determine upon such matter.

5.2 Urgent/Special Committee meetings

5.2.1 Notwithstanding anything contrary in paragraph 5.1 if, in the opinion of the BCB Chairman, an exceptional matter arises which is of a sufficiently urgent nature so as to require a decision earlier than is possible under the next convened Committee meeting then:

- i) the Secretary shall, at the request of the BCB Chairman, convene such a meeting and distribute an agenda and any papers in accordance with such notice as the BCB Chairman considers appropriate; and
- ii) each Member shall be deemed to have consented to the convening of such a meeting and the distribution of the agenda and papers in the manner and on such notice as the BCB Chairman determines.

5.2.2 The remaining provisions of these Terms of Reference in respect of the proceedings of any meeting (including but not limited to notices, quorum and voting) shall apply to any urgent/special meeting.

5.3 Attendance by Members, alternatives and other attendees to Meetings

5.3.1 In addition to Members (and/or any alternates) the following organisations shall be entitled to nominate a representative who may attend the Committee from time to time:

- the Authority; and
- National Electricity Transmission System Operator (NETSO) (as appointed by NETSO by giving notice to the Secretary).

5.3.2 Such attendees as listed in paragraph 5.3.1 shall be entitled to attend and speak at any meeting of the Committee and to receive notice of any such meeting, but such attendee shall have no vote and shall not be a Member.

5.3.3 The BCB Chairman may also invite any BSC Agent as he/she sees fit. Any such invitee, if attending, shall have no vote and shall not be a Member.

5.3.4 In addition, meetings of the Committee shall be open and such persons attending the meeting by reason of this paragraph shall not be able to address the meeting unless requested or allowed to do so by the BCB Chairman.

5.3.5 Paragraph 5.3.4 will not apply where the meeting or any part thereof is to be in closed session. The meeting shall be in closed session where the BCB Chairman considers that it is not appropriate (having regard to the principles set out in Section B3.3 or on the grounds of commercial sensitivity in relation to any person or Party) for such matter to be considered in open session or in the case of confidential matters which are or have been considered by correspondence.

5.4 Quorum

5.4.1 No business shall be transacted at any meeting of the Committee unless a quorum is present at the meeting. A quorum shall comprise of at least four Members (or by their duly appointed alternates). For the avoidance of doubt a meeting shall be quorate if the necessary Members are present in person at the meeting or are contactable by telephone conference call (or such other similar means) provided that if it is the latter then the Members must be able to speak to and hear each other.

5.4.2 Any Committee meeting at which a quorum is not in attendance after a period of one hour of its commencement shall be adjourned and re-scheduled with the Secretary giving notice of such adjourned hearing and re-scheduling in such manner as requested by the BCB Chairman.

5.5 Voting

5.5.1 At any meeting of the Committee all matters to be decided shall be put to a vote of all quorum Members (or by their duly appointed alternate).

5.5.2 In deciding any matter, each Member shall cast one vote. All matters shall be decided by a unanimous agreement of all Members present and entitled to vote at the meeting.

5.5.3 For the avoidance of doubt and for the purposes of paragraphs 5.5.1 and 5.5.2, abstentions shall not be classed as votes and where there is a majority of votes by reason of abstention of votes then, the BCB Chairman may defer the decision until further deliberation has been had by the Committee.

5.5.4 A resolution in writing signed by or on behalf of all Members entitled to vote in respect of the matter which is the subject of the resolution shall be valid and effectual as if it had been passed at a duly convened and quorate meeting of the Committee.

5.5.5 Where the unanimous agreement of all Members present and entitled to vote has not been achieved then at the BCB Chairman's discretion the matter shall be deferred until further deliberation has been had by the Committee. If the BCB Chairman feels that after a reasonable period of time that no decision is possible then the matter shall be referred to the next Panel meeting for determination.

5.6 Teleconference and/or Correspondence Meetings

5.6.1 Subject to a minority of Members objecting where the BCB Chairman considers it appropriate that the entire meeting of the Committee may be validly held by telephone conference call (or such other similar means) or by correspondence, then he/she may decide to do so.

5.6.2 A quorum is obtained in respect of a teleconference call (or such other similar means) as per these Terms of Reference but in addition all present Members at the telephone conference must be able to speak to and hear each other.

5.6.3 A quorum is obtained in respect of a correspondence meeting where at least a quorum (as per these Terms of Reference) provide a response (which shall include their vote) to correspondence the

subject of a determination (provided that the Members shall have at least five Working Days to consider and respond to such correspondence received).

5.6.4 Paragraph 5.5 shall apply to any meetings outlined in this paragraph.

5.7 Minutes of Meetings

5.7.1 The Secretary shall ensure that as soon as is reasonably practicable after each Committee meeting all discussions are minuted and such minutes are distributed to Members within five Working Days after each meeting of the Committee. Such persons entitled to receive the minutes may provide any such comments on the minutes so that they can be approved by all persons at the next convened meeting.

5.7.2 The Secretary shall also prepare a headline report detailing the decisions and recommendations agreed at the meeting. Such headline report is to be made available on the BSCCo Website as soon as practical after the meeting. In addition the Secretary may with the approval of the BCB Chairman include on the BSCCo Website copies of any non-confidential presentation materials used at the meeting.

5.8 Papers

5.8.1 The Secretary shall circulate to Members any papers as and when it is appropriate. Unless otherwise agreed by the BCB Chairman, papers shall not be circulated less than five Working Days before the meeting. Papers circulated less than five Working Days before the meeting and shall only be considered at the respective meeting if agreed by the BCB Chairman and the Members.

5.8.2 Notwithstanding paragraph 5.8.1, the BCB Chairman may, by exception, bring additional matters to the attention of the Committee without advance notice when such information is deemed by the BCB Chairman to be of a sufficiently urgent nature that requires immediate Committee attention.

5.8.3 If any BSC Party, designated body, BSCCo or Member wishes to notify of any matter to be considered at a meeting of the Committee, they shall give notice to the Secretary not less than seven Working Days before the meeting. Should the matter require a decision of the Committee then the Secretary will circulate such notice to all other persons entitled to attend that meeting in accordance with paragraphs 5.8.1 and 5.8.2. Any other interested parties other than those listed above who wish to submit a paper will need to do so with a Member's or BSCCo's sponsorship.

6 Decisions of the Committee

6.1.1 Any determination of the Committee made in respect of any matter under these Terms of Reference shall be final and binding on the Parties and no such decision shall be capable of being referred to for the purposes of an appeal or otherwise to the Panel (subject to any exception as may be stated by the Panel when delegating its powers, functions and responsibilities).

7 Reporting to the Panel

7.1.1 The BCB Chairman shall provide an annual report to the Panel which will include but may not be limited to a summary of the key decisions, recommendations and activities arising at the meeting.

8 Committee Communications

Operational Communications

- 8.1 Where the BCB is overseeing defined BSC processes, any communications to BSC Parties, Party Agents or other bodies will be defined either in the BSC or in Code Subsidiary Documents (most often BSCPs) and may take the form of consultations, circular notifications, e-mails or letters etc.
- 8.2 Where the BCB deals with matters which do not have explicitly defined communication steps set out in the BSC but do fall clearly within its explicitly defined areas of responsibility, powers and functions the BCB will communicate with BSC Parties, Party Agents or other bodies via e-mails and letters.
- 8.3 In both cases such communications may be delegated to ELEXON by Panel Committees or groups unless otherwise prohibited by the BSC.
- 8.4 Such communications as outlined above remain the responsibility of the BCB.

Strategic Communications and Other Communications

- 8.5 From time to time, matters may arise that relate to wider industry issues. Such matters may impact the BCB areas of responsibility either directly or indirectly but will also have impacts that arise out with the BSC.
- 8.6 Where the BCB has views on such matters these views should be relayed to the BSC Panel such that the BSC Panel may, at its discretion, issue a communication to the relevant industry participant, body or government department (either via letter or any other form as appropriate).
- 8.7 It is possible that the views of the Panel's independent committees and groups do not align with the views of the Panel itself. To ensure that the views of the BCB are not lost, where matters are relayed to the BSC Panel, these will be recorded in the relevant meeting materials or minutes as appropriate. Further, the Panel should reference the views of its various groups and committees in its communications with industry participants, bodies or government departments.
- 8.8 Where the Panel issues communications based on matters brought to its attention by the BCB (or receives responses to such communications), the Panel will, unless it agrees otherwise on the basis of confidentiality, provide a copy of such communications or responses to the BCB.

Time Bound Communications

- 8.9 Where the BCB identifies a strategic or other matter (as outlined above) which it wishes to bring to the Panel's attention and where that matter is such that the value of any communication would be eroded if a communication is not issued prior to the end of the week following the next scheduled Panel meeting, the BCB Chairman will relay the matter to the Panel Chairman (or, in their absence, the Deputy Panel Chairman) directly. The Panel Chairman (or, in their absence, the Deputy Panel Chairman) will then determine whether to:
 - a) Seek the views of Panel Members² and their ex-committee approval to issue an appropriate communication so as to meet the timescales required for the communication before issuing such communication to the relevant industry participants, bodies or government departments; or

² Including those regular attendees entitled to attend the BSC Panel as prescribed by the BSC (i.e. the representative of Distribution System Operators appointed in accordance with B2.13 of the BSC, the representative of the Authority (as provided for under Section B2.12.1 of the BSC) and the Chief Executive of ELEXON (as provided for under Section B2.14.1 of the BSC).

- b) Issue an appropriate communication to the relevant industry participants, bodies or government departments so as to meet the timescales required for the communication and circulate a copy of this communication to Panel Members for information.