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| Data Integration Platform  DIP Subsidiary Document  DIP Governance  DSD001  Date: |

DSD001 relating to governance in regards to the DIP.

1. Reference is made to the DIP Supplement.

2. This is DSD001, relating to the Governance of the DIP, the DIP Supplement and DIP Subsidiary Documents (DSDs).

3. This DSD is effective from .

4. This DSD has been approved by the DIP Manager.

**Amendment Record**

| Version | Date | Description of Change | Approval Reference |
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| 0.1 |  | Initial draft for Workgroup review | - |
| 0.2 |  | Second draft for Workgroup review | - |
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| 0.5 |  | Version shared with Ofgem |  |
| 0.6 |  | P474 Proposal |  |

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# Introduction

## Scope and Purpose

The purpose of this DSD is to set out the governance rules and processes for the DIP including the establishment and governance of the DIP Manager and the DIP Change and Advisory Board (DCAB).

# DIP Applicable Objectives

The DIP Applicable Objectives are set out the DIP Supplement.

Where the DIP Manager or DCAB is required to make a determination in accordance with the DIP Rules, they shall consider whether the outcome of the determination will be in accordance with the DIP Applicable Objectives. In addition to considering the DIP Applicable Objectives, the Authority will also consider their wider remit and responsibilities when making determinations.

# DIP Manager

## DIP Manager’s role and responsibilities

The DIP Manager is the organisation responsible for the operation of the DIP and the DIP Rules.

It is the DIP Manager’s responsibility to ensure that the DIP is as efficient and cost-effective as possible, and that all DIP Participants use the DIP in such a way that their usage does not negatively impact other DIP Users, or the DIP in anyway.

The DIP Manager is responsible for ensuring that the DIP and DIP Rules remain fit for purpose and where they, or others, identify a need to change the DIP or the DIP Rules, that change is implemented as efficiently and cost-effectively as possible in accordance with DSD004 ‘DIP Change and Document Management’.

To promote/facilitate compliance with the DIP Rules, the DIP Manager shall ensure the following are contained within the DSDs that form part of the DIP rules:

1. governance arrangements – how the DCAB, DIP Manager and DIP Rules are governed;
2. operation of the DIP – day-to-day operation of the DIP that is not included in other areas;
3. DIP On-Boarding– how companies and organisations become DIP Users, this shall include Code of Connection and Public Key Interface (PKI) management and obtainment;
4. DIP Off-Boarding - how companies and organisations stop being DIP Users;
5. descriptions of how the DIP operates and what DIP Users should expect from the DIP, including how to connect and interact;
6. Information Security Management Systems (ISMS) – how DIP Participants are expected to maintain cyber security;
7. Assurance – ensuring DIP Participants are adhering to the DIP Rules;
8. change management processes, including how changes are implemented;
9. reporting of DIP performance – whether the DIP is meeting performance standards, issues arising and errors identified;
10. DIP funding arrangements – how the cost of managing the DIP and DIP rules is shared amongst DIP Payees. This shall include budgeting and stakeholder input;
11. data management – how DIP Participants are expected to adhere to Data Best Practice and share data safely with others; and
12. service management – the provision and operation of service management and service desk functionality for DIP Users.

The DIP Manager may, at their discretion, combine the above into shared DSDs, issue a single DSD per topic, or combine some topics.

The above is not exhaustive and shall be amended as the requirements of DIP and DIP Rules change over time.

## DIP Manager internal governance

The internal structure and processes for the DIP Manager shall be a matter for the DIP Manager to determine.

Where the DIP Manager is part of a wider organisation, individuals may be engaged to perform DIP Manager duties as well as other duties within that organisation. In such a case, the DIP Manager shall ensure that processes are in place to prevent conflicts of interest between a person’s DIP related duties and other duties.

Where the DIP Manager is part of a wider organisation, and the wider organisation is a DIP Participant in its own right (e.g. the wider organisation is a Code Body), the DIP Manager shall put in place procedures that protect the independence of DIP Manager decision making and ensure that the DIP Participant is not given preferential treatment provided that it is recognised that, in order to facilitate the effective performance of the DIP Manager, the executive management and directors of the wider organisation may continue to exercise their normal oversight functions in relation to DIP Manager activities.

The DIP Manager shall publish guidance (for example a simple line diagram), explaining their internal organisation to enable DIP Participants to understand how different parts of the DIP Manager’s organisation deliver the DIP and DIP Rules, as well as to demonstrate the hierarchy and determination process.

The DCAB or any DIP Participant may call upon the DIP Manager at any time to demonstrate how separation is achieved, where applicable; additionally, the DIP Manager shall publish their separation process and policy.

Where the DIP Manager is part of a wider organisation the DIP Manager is expected to identify and implement any efficiencies and/or cost-savings that can be achieved through the sharing of support services and resources e.g. office space, legal support or IT provision.

## DIP Manager Determinations

The DIP Manager shall develop and publish a clear decision making process for making determinations in accordance with the DIP Rules and for making any other determination relating to the operation of the DIP and/or DIP Rules that is not envisaged by the DIP Rules. Where the DIP Manager is required to make such determinations, it shall follow the published process.

Where the DIP Manager is required to make an assessment and/or recommendation, the individual within the DIP Manager organisation making the assessment and/or recommendation shall not be involved in the determination process.

Any DIP Manager determination shall involve a minimum of three individuals within the DIP Manager organisation, one of whom shall be sufficiently senior (e.g. executive management level). All individuals involved in the decision making process shall be senior enough to be accountable for their actions and at least one of them shall fulfil a role that is relevant to the determination being made.

## Support to Industry Codes and Code Bodies

The DIP exists to support relevant Industry Code business processes. With this in mind, the DIP Manager is to endeavour to foster close-working relationships with relevant Code Bodies.

The DIP Manager shall take all reasonable steps to ensure that it participates in relevant cross-code forums and consultations (whether formal or otherwise).

In particular, the DIP Manager is expected to take all reasonable steps to ensure they remain informed of any changes to Industry Code’s and/or the Code Bodies’ systems such that may impact the DIP and/or DIP Rules.

Code Bodies shall send to the DIP Manager any notifications that may be of relevance to the DIP and/or the DIP Rules. Code Bodies that are DIP Users shall ensure that the DIP Manager is kept informed, and, where applicable, included in any potential changes that may impact the DIP and/or DIP Rules.

The DIP Manager shall, subject to DSD006 ‘DIP Data Management’, make any DIP Data (including supporting systems if applicable) available to Code Bodies where such provision will support the Code Body in delivering their own obligations and/or support to their Industry Code’s participants, e.g. for Industry Code assurance purposes.

Provision of data to Code Bodies shall be requested by Code Bodies. The nature of data provision shall be agreed in advance in writing between the DIP Manager and the requesting Code Body (and such agreement published subject to DSD006). The agreement to provide data shall include:

1. the types of data required by the Code Body;
2. periodicity of provision (the default shall be weekly with the possibility of increasing to daily if necessary);
3. costs associated with the provision of data to the Code Body; and
4. compliance with the requirements of DSD006 and Data Protection Legislation.

A high level summary of the provision of data shall be published by the DIP Manager subject to the provisions of DSD006.

## Support to the Authority and governmental bodies

The DIP Manager shall provide to the Authority, as soon as reasonably practicable, any information, data, or support legally and reasonably required by the Authority.

Where a governmental body other than the Authority requests support from the DIP Manager, the DIP Manager shall, subject to any obligations as to security of data and confidentiality, provide the support requested so long as doing so is not onerous and does not divert the DIP Manager from its primary role in managing the delivery of the DIP and DIP Rules on behalf of DIP Users. Where there is any doubt about whether it is appropriate to provide support, the Authority shall be consulted.

Where the Authority or other governmental body (as appropriate) is in agreement, the DIP Manager shall publish details of any support provided but, in doing so shall be mindful of the requirements of DSD006 ‘DIP Data Management’ and the application of mitigation to any data being disclosed.

## DIP Manager’s Terms of Reference

The contents of this DSD001 paragraph 3 shall be considered the DIP Manager’s Terms of Reference. Where any other part of the DIP Rules shall subsequently be considered to form part of the DIP Manager’s Terms of reference, they shall be listed in this paragraph 3.6.

These DIP Terms of Reference shall be summarised and published by the DIP Manager in a simple form.

Notwithstanding the document change rules established in DSD004 ‘DIP Change and Document Management’, the DIP Manager’s Terms of Reference shall not be amended without DCAB approval (excluding any Housekeeping changes required) i.e. DIP CRs proposing changes to the DIP Manager’s Terms of Reference shall be considered by the DCAB for determination unless they are Housekeeping changes.

The parts of the DIP Rules that are deemed to form part of the DIP Manager’s Terms of Reference are:

1. *Nothing additional.*

# DIP Change and Advisory Board

## Role and Purpose

The principal roles of the DCAB, as described in more detail in this paragraph, are:

1. to provide advice, and act as critical friend, to the DIP Manager;
2. determining whether to approve material (Tier One) DIP Changes;
3. determining whether to approve changes to the DIP Manager Terms of Reference
4. being the appeals adjudicator for appeals made against a DIP Manager determination; and
5. to advise the DIP Manager on the scope of the DIP Manager Audit and subsequently, review the outcomes of the DIP Manager Audit (see DSD003 ‘Assurance and Reporting’ for further detail).

The DCAB will act as a ‘critical friend’ to the DIP Manager and, except where explicitly specified in the DIP Rules, is not a decision making body. DCAB members shall draw upon their knowledge and experience to assist the DIP Manager through the provision of timely advice, particularly in areas where the DIP Manager may not have experience or knowledge within its own organisation.

Where the DCAB exercises its advisory role, the DIP Manager shall consider the advice provided by individual DCAB Members, other than where the DCAB’s advice is a reflected in a (non-binding) resolution approved by a simple majority of voting DCAB Members.

The DCAB will make determinations on whether to implement Tier One DIP CRs, where the criteria for determining whether a DIP CR is Tier One are set out in the DIP Supplement (Change Paths).

The DCAB will act as the appeals adjudicator in relation to certain decisions made by the DIP Manager (see paragraph 5 below). It is essential that interested persons can appeal decisions and the DCAB’s role as an appeals adjudicator ensures that there is oversight of DIP Manager decisions.

## DCAB relationship with DIP Manager

In relation to the DCAB’s advisory role, the DIP Manager is not compelled to act upon the advice of the DCAB, but it must take that advice into account.

While the DCAB will be responsible for the ultimate determination on whether to implement material DIP Changes, the DIP Manager is still expected to be fully involved in the decision making process as set out in DSD004 ‘DIP Change and Document Management’.

Where the DCAB is undertaking a decision making role, it is not compelled to act on the advice of the DIP Manager but it must take that advice into account in making its decisions.

The DIP Manager shall provide administrative support to the DCAB as outlined in this DSD and elsewhere in the DIP Rules. The DIP Manager shall put in place policies that require individuals who are providing support to the DCAB not to give preferential treatment to the DIP Manager (see paragraph 3.2 for further detail).

## DCAB Membership

The DCAB shall be made up of the following DCAB Members (with further detail below):

1. DCAB Chair;
2. DCAB Secretary (non-voting);
3. two Supplier constituency representatives;
4. two Data Services constituency representatives;
5. two Meter Services constituency representatives;
6. two Distributor constituency representatives;
7. two independent industry members;
8. one consumer representative;
9. Code Body representatives (see below);
10. one DIP Manager representative (non-voting);
11. where paragraph 4.3.12 applies, one representative of the organisation holding the Licence which gives rise to the DIP Rules (non-voting); and
12. one representative of the Authority (non-voting).

The DCAB Chair shall be a senior member of the DIP Manager organisation nominated by the DIP Manager and whose appointment shall be agreed by the Authority. The DCAB Chair shall not cast a vote as a DCAB Member but may cast a vote on any matter where votes are otherwise cast equally in favour of and against the relevant motion.

On assuming the role of DCAB Chair, the Chair shall discuss with DCAB members the Chair’s non-binding default method of resolving split votes e.g. vote in favour of the proposal, or delay voting until a majority can be achieved.

The DCAB Secretary shall be a person nominated by the DIP Manager to provide secretariat support to the DCAB, as laid out in the DIP Rules.

In respect of the two Supplier constituency representatives (representing DIP Users with DIP Role Code SUP), one DCAB Member shall represent the interests of large and medium Suppliers and the other shall represent the interests of small Suppliers where:

1. a large Supplier is any Supplier with a MPANs per Supplier (MPS) number equal to or greater than 250,000;
2. a medium Supplier is any Supplier with a MPS equal to or greater than 100,000 MPS, but less than 250,000 MPS;
3. a small Supplier is any Supplier that is not a Large Supplier or Medium Supplier; and
4. the determination of MPS is made, in accordance with DSD005 ‘Funding and Budget’, at the start of the month during which the call for the DCAB Member nomination is made.

The DCAB Secretary shall publish a list of large and medium Suppliers as part of the call for nomination.

The consumer representative shall be nominated by Citizen’s Advice or Citizen’s Advice Scotland as decided between them.

In the case of Data Service representatives, Meter Service representatives and Distributor constituency representatives, one representative shall represent independent DIP Users within their constituency, and the other shall represent non-independent DIP Users within their constituency where:

1. an independent DIP User shall be a DIP User that is not Affiliated to another DIP User;
2. the independence of the DIP User shall be self-attested to the DCAB Secretary as part of the DCAB Member election process, and the DCAB Secretary shall carry out checks as they determine appropriate to confirm such independence; and
3. further to the above, the independent Distributor constituency representative shall be the representative for Independent Distribution Network Operators (IDNOs).

The Data Service representatives shall represent the following DIP User types (DIP Role Codes in brackets):

1. Advanced Data Service (ADS);
2. Smart Data Service (SDS); and
3. Unmetered Supplies Data Service (UMSDS).

The Meter Service representatives shall represent the following DIP User types (DIP Role Codes in brackets):

1. Metering Service Advanced (MSA);
2. Metering Service (Smart) (MSS);
3. Meter Reading Service (MRS); and
4. Meter Asset Provider (MAP).

The Distributor representatives shall represent the following DIP User types (DIP Role Codes in brackets):

1. Distribution Network Operators and Independent Distribution Network Operators (LDSO);
2. Registration Service (REGS); and
3. Unmetered Supplies Operator Service (UMSO).

The two independent DCAB Members shall:

1. be nominated on the basis of their general industry knowledge;
2. act in the interest of the industry as a whole;
3. not act on behalf of their employer (and in the event that their employer's and the industry's interests do not align, they shall act in the interests of the industry), any other DIP Participant or wider stakeholders; and
4. where an individual has accepted a nomination to the DCAB as an independent DCAB Member, they shall be deemed to have accepted the above by virtue of accepting the nomination to the DCAB.

Each Industry Code that requires parties to that Industry Code to be a DIP User shall be entitled to be represented on the DCAB by the Code Body responsible for the administration of that Industry Code:

1. each Code Body entitled to be a DCAB Member in accordance with this paragraph shall make the DCAB Secretary aware of their intent to exercise their right to DCAB membership;
2. a Code Body shall be deemed to be a DCAB Member until the Code Body informs the DCAB Secretary that they no longer wish to exercise their right to membership of the DCAB;
3. where a Code Body has exercised its right to DCAB membership in accordance with this paragraph, the DCAB Secretary shall inform the DCAB at the next regular meeting of the DCAB; and
4. for the avoidance of doubt, a Code Body shall not be entitled to appoint a DCAB Member solely as a result of being the ‘owner’ of a DIP interface in the EMDS or because the Industry Code includes a requirement to share information through the DIP.

The DIP Manager representative shall attend DCAB meetings to make reports to the DCAB on behalf of the DIP Manager as required by the DIP Rules as well as to represent the views of the DIP Manager on matters being discussed by the DCAB.

Where the DIP Rules are given effect by virtue of a Licence, either directly or otherwise, the organisation holding that Licence shall be entitled to DCAB membership, where they are not otherwise entitled to DCAB Membership in any other way:

1. the Licence holder shall make the DCAB Secretary aware of their intent to exercise their right to DCAB membership; and
2. where a Licence holder has exercised its right to DCAB membership in accordance with this paragraph, the DCAB Secretary shall inform the DCAB at the next routine meeting of the DCAB.

## DCAB Member elections

The following DCAB Members are to be elected by their constituents (for paragraphs (a) to (d) and by all DIP Users for (e):

1. two Supplier constituency representatives;
2. two Data Services constituency representatives;
3. two Meter Services constituency representatives;
4. two Distributor constituency representatives; and
5. two independent industry members.

Elected DCAB Members serve for a two-year period. Once their two-year membership period has concluded, they may seek re-election for another two years.

To ensure the membership of the DCAB is refreshed periodically, if a DCAB Member serves two consecutive two-year terms (i.e. for four consecutive years), they shall not be allowed to serve a third term and they shall not be put forward for re-election. However, having spent a two-year term not as a DCAB Member, they may serve for a further two terms (if elected). For example:

1. a DCAB Member is elected to the DCAB in 2026;
2. the same DCAB Member is re-elected to the DCAB in 2028;
3. that DCAB Member may not stand for election in 2030;
4. they may return to the DCAB in 2032, and seek re-election again in 2034; and
5. the DCAB Member will not be able to stand again in 2036.

Elected constituency representative DCAB Members shall be elected in alternative years to ensure both members are not replaced at the same time.

The following DCAB Members shall be nominated in years ending with an odd number:

1. the large Suppliers’ constituency representative;
2. the independent Data Services’ constituency representative;
3. the non-independent Meter Services’ constituency representative;
4. the independent Distributors’ constituency representative; and
5. one of the independent industry members; where the DCAB Member to be elected each year shall be determined by the DIP implementation arrangements (see DSD001 Annex 1 ‘DIP Rules Implementation Dates and Transition Arrangements’).

The following members shall be nominated in years ending with an even number:

1. the small Suppliers’ constituency representative;
2. the non-independent Data Services’ constituency representative;
3. the independent Meter Services’ constituency representative;
4. the non-independent Distributors’ constituency representative; and
5. The independent industry member not elected in an odd year.

Elections for constituency representatives and independent industry members shall be organised by the DCAB Secretary. Elections of DCAB Members shall occur online, with the interface for casting a vote being determined by the DCAB Secretary following discussion with the DCAB (taking into account, as a minimum, that the voting system must be capable of ensuring that each Corporate Group casts only one vote). In the event of it not being possible to conduct an election online, the DCAB Secretary shall gather votes by the most efficient way possible and shall inform DIP Users of the alternative arrangements as soon as practicable.

Each Corporate Group shall be entitled to exercise one vote in each constituency that it belongs to. Each Corporate Group shall, in addition, have one vote per Corporate Group to vote for an independent industry DCAB Member.

In order to prevent organisations with multiple DIP IDs and/or Market Participant Organisations (MPOs) from exercising multiple votes in a single constituency, a Corporate Group for the purpose of voting in DCAB Member elections shall be the parent/umbrella organisation as identified in accordance with DSD002 ‘DIP Connection and Operation’.

Where:

1. there is more than one eligible candidate for a constituency, the eligible candidate that receives the most votes shall be elected as the relevant consistency DCAB Members;
2. there is a tie, the DCAB Secretary shall determine the elected DCAB Member by drawing lots, to be witnessed by the DCAB Chair; or
3. there are no eligible candidates for a constituency and the DCAB Membership position remains unfilled, the DCAB Chair may consult the relevant constituency on how they wish to proceed. In undertaking such consultation, the DCAB Chair may propose a person to be appointed as the DCAB Member for that constituency and may appoint such person where the DCAB Chair considers that there is a reasonable level of support following the consultation. Any person appointed in accordance with this paragraph shall be deemed to be an elected DCAB Member for all purposes in the DIP Rules.

During an election of a prospective constituency DCAB Member, the simple majority of the relevant constituency may indicate that they wish the prospective DCAB Member to consult on decisions to be taken at DCAB meetings. In such case, the DCAB Member, once elected, will consult with their constituency in accordance with the procedure and processes set out in paragraph 4.10.

DCAB Member elections shall conclude no later than the fifth WD of March each year, and the period for votes to be cast shall be 5 WD, with the dates for election being confirmed by the DCAB during the scheduled January DCAB Meeting.

The result of DCAB Member elections shall be published no later than 2 WD following the closure of the election, and DCAB Members shall assume their position on the 1st of April following the relevant election. DCAB Members not elected for a second term shall cease to be DCAB members on the 31st of March following the relevant election.

## DCAB Membership nomination

Persons wishing to seek election to the DCAB shall have been nominated by at least two persons employed by, or otherwise representative of, DIP Users from the constituency they seek to represent.

In order for a nomination to be valid:

1. the persons nominating a candidate may not be employed by, or otherwise representative of, the same organisation as that candidate. The nominator’s separation from the nominee shall be self-attested in their nomination, but the DCAB Secretary may take whatever action they consider appropriate to confirm separation; and
2. the candidates must (at the time of their nomination) be capable of becoming and remaining DCAB Members and must be a representative of the constituency to which they have been nominated.

One individual may not hold more than one office as a DCAB Member.

Candidates for independent industry DCAB Membership shall be nominated by at least two DIP Users subject to the same requirements as constituency representatives in terms of nominator/nominee separation. The nominators’ constituency shall not be of relevance e.g. someone employed by a Supplier may nominate someone employed by a Distributor.

Individuals employed by, or otherwise representing a Code Body are not eligible for DCAB membership other than as a representative of that Code Body; that is, they are not eligible to be elected as either a constituency representative or an independent industry DCAB Member and as such will not be put forward for election if nominated.

DCAB Members nominated under this paragraph 4.5.5 may serve for such period as the nominating organisation consider fit.

Prior to accepting a nomination, the DCAB Secretary shall ensure the requirements of the DIP Rules have been met.

## DCAB Meeting administration

The DCAB shall hold meetings with such frequency as it may determine or the DCAB Chair may direct, but, except pursuant to paragraph 4.6.6, shall meet at least once a month (routine DCAB meetings).

The DCAB Secretary shall publish the dates for DCAB meetings no later than one month prior to the start of each DIP Year following consultation with the DCAB at the January DCAB meeting.

The agenda for a routine DCAB meeting shall be published no later than 5 WD in advance. Other materials, including papers, shall be published at the same time unless otherwise agreed by the DCAB Chair (e.g. urgent papers or where the issue to which the paper relates is such that is impractical to prepare a paper in accordance with the normal timelines). Where the DCAB Chair has determined, in accordance with paragraph 4.7, that a paper or item is confidential then the DCAB Secretary shall provide the relevant paper to the DCAB Members only.

Where the DCAB Chair determines that the DCAB needs to meet at short notice, the DCAB Secretary shall give as much notice as possible, but DCAB Members are expected to make as much effort as possible to attend.

DCAB meetings shall be held online as a matter of course, however they may be held in person if the DCAB Chair deems it appropriate. If a meeting is to be held in-person, DCAB Members should, where possible, be given at least 5 WD notice.

Where the agenda for a DCAB meeting does not require the DCAB to make a determination or provide advice to the DIP Manager (i.e. any agenda items will be for the DCAB ‘to note’ and can be ‘noted’ at a subsequent meeting), the DCAB Chair may decide that the DCAB shall not meet as expected. Such a decision shall be made no later than 5 WD prior to a meeting’s scheduled occurrence and DCAB members shall be informed as soon as practical following such decision and shall still be provided with the papers for the cancelled meeting.

The DCAB Secretary, on behalf of the DCAB, shall invite any persons the DCAB may wish to converse with in order to aid the DCAB in making determinations and/or advising the DIP Manager.

DCAB meeting minutes shall be approved by the DCAB at the meeting after the meeting they relate to. The DCAB Secretary shall publish the non-confidential minutes of each DCAB meeting as soon as reasonably practical after their approval but no later than 10 WD.

Non-confidential decisions of the DCAB shall be published after every meeting.

## DCAB Meeting openness

DCAB meetings shall be held in ‘open-session’ by default and consequently any person shall be entitled to attend.

If an agenda item requires confidentiality, that part of the meeting shall be held in ‘closed-session’ and only DCAB Members (and invited persons for the purpose of that agenda item) shall be in attendance.

The DIP Chair shall determine whether any part of a meeting (or the meeting in entirety) shall be held in ‘closed-session’ and in doing so, shall take into account the requirements for confidentiality and how these may be mitigated in accordance with DSD006 ‘DIP Data Management’.

## DCAB determinations

The DCAB will be required to make determinations as described within the DIP Rules. In particular this shall include, but not be limited to:

1. whether to approve material DIP Change Requests (DIP CRs) in accordance with DSD004 ‘DIP Change and Document Management’;
2. any appeals where the DCAB is required to act as the appeals adjudicator in accordance with paragraph 5 of this DSD001;
3. where the DCAB intends to make a formal response to a consultation; and
4. where the nature of the advice given to the DIP Manager requires majority agreement e.g. should there be different views amongst DCAB Members on what to advise the DIP Manager.

Determinations of the DCAB shall be by simple majority of the voting members present. Abstentions shall not count towards determining a majority e.g. if nine voting members are present but two abstain, then a majority shall be reached from the remaining seven voters.

For the DCAB to be quorate, at least seven voting members must be in attendance. The Chair shall not count towards the quorum.

Should a meeting not be quorate, the DCAB Chair may delay the meeting start time until a time determined by them either later in the same day, or to another day. If the latter, the DIP Manager shall endeavour to re-arrange the meeting for as soon as reasonably practical after the postponed meeting and the DCAB Secretary shall publish the alternative date and/or time and inform potential attendees accordingly.

In relation to any matter where a DCAB determination is required, a DCAB Member (or their Alternate – see below) must be present for any discussion during the meeting in which the determination is made in order to form part of the quorum to vote on that matter.

Where the DCAB Chair shall have deemed it appropriate (e.g. as a matter of urgency), determinations may be made ‘ex-committee’ in which case DCAB Members shall inform the DCAB Secretary of their determination within the timescale required by the DCAB Chair.

## Alternates

Where a DCAB Member is unable to attend a meeting, they may nominate an alternate to attend in their place (DCAB Alternate Member). The DCAB Member shall inform the DCAB Secretary who the DCAB Member’s Alternate will be prior to the start of the DCAB meeting.

An Alternate shall be entitled to exercise all of the powers of the DCAB Member that they have replaced, and shall be subject to all of the same responsibilities.

DCAB Members may nominate another DCAB Member to act as their Alternate, including non-voting DCAB Members, or the DCAB Member could nominate someone else from their own organisation.

Where the Alternate is already a voting DCAB Member they shall be entitled to vote twice, once in their own capacity and once in lieu of the DCAB Member nominating them. In the case of the second vote, they are expected to seek the views and provisional intent of the DCAB Member (including any direction from their constituents if applicable and/or timely) for whom they are acting as Alternate.

A DCAB Member can only act as Alternate for one other DCAB Member i.e. the maximum votes that may be cast is two – one as DCAB Member and once as Alternate.

## Constituency voting

The DCAB Secretary shall support DCAB Members in consulting their constituent members. Consultations shall be as simple as possible and, unless required otherwise by the DCAB Member, the questions shall include:

1. ‘Do you agree with the recommendation in paper XXX?’; and
2. ‘Do you have anything further you wish to add?’

Each constituency consultation shall:

1. commence as soon as practicable following the issuing of DCAB papers; and
2. close 1 WD prior to the DCAB meeting.

In voting on any matter at the DCAB, the DCAB Member shall be entitled to exercise their own judgment on the best interest of their constituency, DIP Users and the DIP as a whole, but shall be required to take into account the responses to the consultation.

### Where a DCAB Member votes against the majority view of constituents, they shall be required to explain their reasoning in writing and the reason shall be shared with each member of that constituency.

The means of consulting constituents shall be at the DCAB Secretary’s discretion but should, unless there is good reason otherwise, be via online submission. Where the DCAB is required to meet at short notice constituents shall, where applicable, be given every opportunity to cast their vote, but it is acknowledged that this may not always be possible.

Where it is not possible to gather constituents’ votes ahead of the DCAB Meeting, the DCAB Chair shall discuss with DCAB Members how they wish to proceed, options could include:

1. delaying DCAB Member’s determination until views have been gathered (either until the next regular meeting or an additional meeting); or
2. allowing DCAB Members to make a preliminary determination without constituency guidance, with an option to confirm or amend the determination later if time allows.

## Leaving the DCAB

Where a DCAB Member leaves the DCAB mid-term, an interim election shall take place to nominate a replacement. The election shall take place as soon as practicably possible whilst allowing sufficient time to receive nominations and for voting to occur.

Where a DCAB Member takes up their appointment mid-term (i.e. part way through a two-year cycle) they shall serve until the date that the DCAB Member they are replacing would otherwise have served. This time shall not count towards their two-year service on the DCAB and restrictions on re-election as described in this DSD shall not include their part term. For example (using the dates above):

1. a DCAB Member is elected to the DCAB in 2026;
2. the same DCAB Member leaves the DCAB in 2027 and a new DCAB Member is elected;
3. the normal election for that DCAB Member’s position on the DCAB occurs in 2028, and the replacement DCAB Member is re-elected;
4. the DCAB Member is re-elected for a second term in 2030;
5. they may not return to the DCAB in 2032; and
6. the DCAB Member will be able to stand again in 2034.

Where an elected DCAB Member leaves their present employment but, remains within the industry (as determined at the DCAB Chair’s discretion) they shall not be required to leave the DCAB. The exception to this will be if the DCAB Chair receives representation from several of the elected DCAB Members’ constituents that the change of employer has caused concern (e.g. a small Supplier representative becomes employed by a large Supplier); in this case the DCAB Chair shall consider triggering an interim-election.

## Conflicts of Interest

While constituent representatives are expected to act on behalf of their constituents (which by implication could include their employer), and independent industry DCAB Members are expected to act on behalf of industry and not their employer (see above) there may, nonetheless be occasion where a conflict of interest may arise whether perceived, implied or otherwise.

In the event of a conflict of interest arising the DCAB Member in question shall inform the DCAB Chair.

Where a conflict of interest has been identified the DCAB Chair shall consider how to resolve the issue and shall consider options including:

1. appointing an Alternate to cover the matter in question;
2. having the DCAB Member in question absent themselves from the DCAB meeting while the matter in question is being discussed; and
3. discussing with other DCAB Members how they wish to proceed (which may include allowing the conflicted DCAB Member to participate in the matter to which the conflict relates, including authorising such DCAB Member to vote on that matter).

## Removal from the DCAB

Where a DCAB Member:

1. has informed the DCAB Chair that they are no longer able to attend DCAB Meetings, for whatever reason; and/or
2. misses at least six consecutive meetings without nominating an Alternate;

their membership of DCAB shall be revoked and a mid-period election shall take place in accordance with this DSD.

Where an elected DCAB Member nominates an Alternate on six consecutive occasions, or nine times in a rolling twelve month period, the DCAB Chair shall consult with the DCAB Member’s constituents as to whether they wish to remove their DCAB Member and elect a new representative.

Where a non-elected DCAB Member nominates an Alternate on six consecutive occasions, or nine times in a rolling twelve month period, the DCAB Chair shall consult with the DCAB Members’ employer as to whether they wish to remove their DCAB Member and nominate a new representative.

## DCAB Expulsion

Where a DCAB Member is acting in a way that is disruptive to the efficient running of the DCAB, or which is damaging to the reputation of the DIP or the DCAB, the DCAB Chair may propose to the other DCAB Members taking any of the following actions:

1. limit their involvement to voting i.e. the DCAB Member would not contribute to discussions);
2. arrange an Alternate to act on their behalf; or
3. expel them from the DCAB entirely.

The above actions can only be taken where at least two-thirds (2/3) of all voting DCAB Members are in agreement. For clarity, this shall *not* mean two-thirds of voting DCAB Members in attendance, it shall mean two-thirds of *all* DCAB Members. The DCAB Secretary shall be responsible for collecting the votes of DCAB Members not in attendance when the vote is taken.

Where a person is expelled from the DCAB, they shall be entitled to stand in the election to replace themselves, if nominated. If they are re-elected, they shall be entitled to continue as a DCAB Member. In the event of this occurring, the DCAB Chair should exercise their discretion and engage with the DCAB Member to ensure the actions leading to their expulsion from the DCAB are not repeated. If the person is re-elected, their term of service shall continue as though it were not broken i.e. the two-year requirements shall still apply and they will either stand for re-election, or stand-down at the end of their original two-year period.

A DCAB Member shall automatically be removed from office in the circumstances set out in the DIP Supplement.

## Sub-DCAB groups

The DCAB may form sub-groups if it deems it appropriate. Examples of when a DCAB sub-group may be formed include:

1. specialist attention is required to make determinations and/or recommendations; and
2. to reduce the burden on the DCAB.

The DCAB may not delegate decision making on DIP Changes to a DCAB sub-group.

DCAB sub-groups shall only be formed where the DCAB is unable to carry out the duties the DCAB sub-group will be tasked with. As an alternative to forming a DCAB sub-group, the DCAB shall consider:

1. asking the DIP Manager to carry out the work of a potential sub-DCAB and make recommendations to the DCAB;
2. amending the DIP Rules to give the DIP Manager the authority to make determinations instead of a DCAB sub-group for the particular matter in question;
3. increase the frequency of DCAB meetings to address the issue; or
4. inviting subject matter experts to attend DCAB meetings to better inform DCAB.

The creation of a DCAB sub-group shall be considered a determination by the DCAB and as such voting and constituency consultation requirements described elsewhere in the DSD shall be adhered to.

If the DCAB creates a DCAB sub-group, the reason for creating the sub-group, including why other options are not applicable, shall be published. A review date shall also be set, which shall be no more than 12 months after the date that the sub-group was created or a decision to extend its term was made, for whether the sub-group needs to continue to exist.

The DCAB shall issue specific terms of reference to that sub-group which shall include, as a minimum:

1. meeting periodicity;
2. scope of the sub-group’s authority;
3. the requirements of the sub-group secretariat;
4. determination of voting rules and requirements, including when matters should be remitted to the DCAB;
5. how the sub-group shall achieve transparency; and
6. periodicity and type of reports to the DCAB.

In setting the terms of reference, the DCAB may not permit the sub-group to operate in a way that is not permitted by the DIP Rules.

The decision to continue with the sub-group following review shall be published.

## DCAB Members travel and expenses

Each DCAB Member shall be entitled to be reimbursed by the DIP Manager for the reasonable costs and expenses (including travel and accommodation costs) properly incurred within the UK by such DCAB Member in attending meetings of or otherwise in the conduct of the business of the DCAB, in accordance with any guidance issued by the DIP Manager from time to time.

The DIP Manager shall issue guidance on reimbursement.

## DCAB Terms of Reference

The contents of this DSD001 paragraph 4 shall be considered the DCAB Terms of Reference. Where any other part of the DIP Rules shall subsequently be considered to form part of the DCAB’s Terms of reference, they shall be listed in this paragraph 4.17.

These DCAB Terms of Reference shall be summarised and published by the DCAB Secretary in a simple form.

Notwithstanding the document change rules established in DSD004 ‘DIP Change and Document Management’, the DCAB’s Terms of Reference shall not be amended without Authority approval (excluding any Housekeeping changes required) i.e. DIP CRs proposing changes to the DCAB’s Terms of Reference shall be sent to the Authority for determination unless they are Housekeeping changes. The Authority may, at their discretion, seek the view of the DCAB in making their determination.

Where the attendance of a DCAB meeting will not allow for a two-third majority to amend the DCAB terms of reference, the DCAB Chair shall consider options in relation to this paragraph including:

1. deferring the vote to another DCAB meeting where the required attendance can be achieved;
2. allowing DCAB Members to vote in absentia contrary to the normal voting requirements; and
3. allowing voting once minutes (either draft or final) have been shared.

Where a DIP CR proposes to amend the DCAB Terms of Reference, and that DIP CR will amend the relationship between the DIP Manager and DCAB, the DIP Manager’s recommendation shall be included in the DIP CR conclusion required. In forming their recommendation on whether to agree to such proposal, the DIP Manager shall be mindful of the best interests of DIP Participants.

The other parts of the DIP Rules that are deemed to form part of the DCAB’s Terms of Reference are:

1. *Nothing additional*

# Appeals against DIP determinations

## Appeal Adjudicator

The appeal adjudicator shall be the body tasked with adjudicating whether to uphold a determination or otherwise in the event of an appeal being raised.

Appeals against DIP Manager determinations shall be considered by the DCAB, in which case the DCAB shall be the appeal adjudicator.

Persons wishing to appeal a DCAB determination (including a determination by the DCAB in their capacity as appeal adjudicator) may appeal to the Authority, in which case the Authority shall be the appeal adjudicator.

## Appeals process

All appeals must be submitted to the DCAB Secretary within 30 calendar days of a determination being published, regardless of whether the appeal is to the DCAB against a DIP Manager decision, or to the Authority in respect of a DCAB decision. An appeal shall include, but not be limited to:

1. reason for appeal – why the appellant thinks the wrong determination was made;
2. proposed restitution – what the appellant wants to happen to address what they believe to have been incorrect;
3. proposed timescales post-decision (assuming appeal is upheld) – when the appellant thinks restitution actions should occur and or implementation should occur; and
4. any relevant supporting evidence – anything the appellant thinks will support their claim that the determination was incorrect.

On receipt of an appeal, the DCAB Secretary shall ensure the information required has been submitted and shall liaise with the appellant and adjudicator regarding the progression of the appeal at each stage.

Within 1 WD of confirming that the appeal contains the required information, the DCAB Secretary shall publish the appeal.

The appeal adjudicator may require the DIP Manager and/or DCAB (as applicable) to submit any evidence they feel relevant.

The DCAB and/or DIP Manager (as applicable) may submit to the appeal adjudicator any information they feel will support the appeal adjudicator’s review.

In making their determination, the Appeal Adjudicator shall determine the timescales applicable to their determination e.g. if the DCAB overturns the DIP Manager’s decision not to implement a DIP CR, the DCAB should determine the Implementation Date.

The appeal adjudicator may consult, or require the DIP Manager to consult, or take other steps that it may take for the assessment and progression of a DIP CR in the normal way in order to implement a DIP CR that was originally rejected.

Any indicative dates given by the appeal adjudicator shall be confirmed by the DIP Manager being mindful of how progression would have occurred if the alternate decision had been made originally e.g. if a DIP CR is rejected but subsequently approved, it will continue from the point of rejection in the normal way.

Following the appeal adjudicator’s decision, the DCAB Secretary will inform the proposer and the appellant, and publish the determination within 1 WD of the determination. Any subsequent publications shall include reference to the appeal outcome to ensure all relevant information is readily available in one place.

## Appeals to the DCAB

Appeals will be heard at the next planned DCAB meeting following receipt of the appeal, providing the appeal is received no later than 10 WD before the next DCAB meeting, otherwise it will be heard at the subsequent DCAB meeting.

If DCAB decides that an appeal is vexatious, frivolous or has no reasonable prospect of success it shall give notice of such finding and dismiss the appeal.

## Appeals to the Authority

After forwarding an appeal to the Authority, the DCAB Secretary shall agree a progression timeline with the Authority for the appeal and publish that timeline.

# DIP Annual General Meeting (DIP AGM)

## DIP AGM purpose and content

The DIP AGM shall be an opportunity for attendees to pose questions to the DIP Manager and/or the DCAB relating to the management and operation of the DIP and/or DIP Rules.

The DIP Manager shall present information relating to its activity over the previous twelve months, and plans for the following 12 months, relating to:

1. DIP Manager’s activity;
2. DCAB Activity;
3. DIP performance and activity based on DIP performance reports (see DSD003 ‘Assurance and Reporting’);
4. changes to DIP and/or DIP Rules;
5. Assurance activity;
6. support to Code Bodies, Authority and other organisations; and
7. anything further that may be relevant or of interest for DIP Participants.

In addition to the matters to be presented above, the DIP AGM agenda shall attendees to pose questions to the DIP Manager and DCAB Members.

## DIP AGM Attendance

DIP Manager representatives holding specific seats of responsibility are required to attend the AGM and shall be prepared to respond to questions raised by attendees. Specific seats of responsibility shall include, but not be limited to:

1. chair of the DIP Manager’s board (where the DIP Manager is organised as a company not forming part of a wider organisation);
2. the person holding the senior management position amongst DIP Manager employees;
3. DCAB Chair; and
4. DCAB Secretary.

DCAB Members should attend the DIP AGM unless prevented from doing so by exceptional circumstances.

Any DIP Participant or other persons may attend the DIP AGM. The DIP Manager shall publish details of how to attend.

## DIP AGM Timing

The DIP AGM shall take place no later than three months after the end of the DIP Year.

The DIP Manager shall determine the date of the DIP AGM and publish the date and time no later two months prior to the DIP AGM taking place.