

Smart DCC Limited (the “Company”)
Technology Advisory Committee
Terms of Reference

Definitions:

- Reference to the "**Committee**" shall mean the Technology Advisory Committee.
- Reference to the "**Board**" shall mean the Board of Directors of the DCC.

1. Purpose

- 1.1. To enable the Board to focus on the wider business strategy, it will be the role of the Committee to ensure the DCC's long-term technology planning supports the proactive management and running of the UK's energy digital spine. The Committee will report back to the Board on key topics relating to this remit.
- 1.2. The Committee will define the medium and long-term technology strategy for the effective use of technology and information across the DCC network. The primary purpose of the Committee is to ensure there is a clear medium and long-term vision for technology adoption and alignment between technology capability, business strategy and user requirements through:

2. Technology Strategy

- 2.1. **Technology Strategy:** Validation of the Technology strategy for device, firmware, edge computer, security, connectivity (xG), core platform and technology providers across the DCC system. Validation should ensure, where possible, that appropriate design and technologies are deployed which enable as agile and adaptable an architecture as possible. As well as validating commercial and technical fit, a key consideration for such validation is to provide the best possible platform for delivery and innovation for up to 20 years of deployment.
 - 2.1.1. Inform and Advise the DCC Board on the need for and provide the validation of significant Technology Investments and Expenditures, including Technology Renewal and Technology Refresh.
- 2.2. **Technology Renewal (3-8yr)** - inform/advise at agreed contract defined periods the strategic approach to any technology refresh.
- 2.3. **Technology Security Refresh (3-8yr)** - provision of guidance on technology refresh for hardware and software replacement to ensure risk and threats are analysed and plans to optimise infrastructure are exercised.
- 2.4. **Technology Investment: Short to Medium Term.** Ensuring that any significant short or mid-term investments are in line with the long-term strategy validation in 1.2.

3. Authority

- 3.1. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.2. The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, independent professional advice on any matter within its terms of reference.
- 3.3. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

4. Membership

4.1. The members of the Committee shall be:

- **DCC Independent Non-Executive Director - Chair**
- **DCC appointed External Subject Matter Expert**
- **DCC Chief Executive Officer**

4.2. Only members of the Committee have the right to attend meetings. However, other individuals such as the Chief Financial Officer, Chief Technology Officer, Chief Information Security Officer, Chief Operating Officer and other DCC employees, Department for Energy Security and Net Zero or industry representatives will be invited as deemed necessary for specific agenda items.

5. Secretary

5.1. The Company Secretary or their nominee shall be the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to all issues.

6. Quorum

6.1. The quorum necessary for the transaction of business shall be 2 (two), 1 (one) of whom must be the DCC Independent Non-Executive Director - Chair of the Committee.

7. Voting Arrangements

7.1. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting.

7.2. Any decisions of the Committee must be either a majority decision at a meeting or a decision taken in accordance with paragraph 7.3.

7.3. A decision of the Committee is taken in accordance with this paragraph 7.3 when all eligible members of the Committee indicate to each other by any means that they share a common view on a matter. Such decision may take the form of a resolution in writing, where each eligible member of the Committee has signed one of more copies of it, or to which each eligible member of the Committee has otherwise indicated agreement in writing.

7.4. A decision may not be taken in accordance with paragraph 7.3 if the eligible members of the Committee would not have formed a quorum had the matter been proposed as a resolution at a Committee meeting.

7.5. If a member of the Committee has a direct or indirect interest in a matter that is considered by the Committee, that member shall be permitted to vote on the matter and count in the quorum provided the interest has been disclosed in accordance with the Companies Act 2006.

8. Frequency of Meetings

8.1. The Committee shall meet at least four times a year and otherwise as required.

8.2. Meetings can be conducted in person, via telephone conference or a hybrid of the two.

9. Notice of Meetings

9.1. Meetings of the Committee shall be called by the Company Secretary or their nominee at the request of the Committee Chair or any of its Members.

10. Minutes of Meetings

10.1. The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary or their nominee. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once

approved, the minutes of each meeting will be circulated to all other Executive Committee members and Members of the Board of Directors unless in the opinion of the Committee Chair it would be inappropriate to do so.

11. Duties

The Committee shall ensure that the DCC has considered the 10-year Board Strategy and how technology changes can support the strategy. It shall:

- 11.1. Review, monitor and advise on the DCC's Technology Strategy, related policies and standards, as well as any relevant guidance frameworks.
- 11.2. Review, monitor and advise on technology matters to assist the Board in monitoring and evaluating its 10yr Strategy.
- 11.3. Monitor and advise on changes and risk in technology and the potential to impact DCC's plans and underlying capabilities.
- 11.4. Review, monitor and advise on the technology business case pipeline and schedule and significant DCC projects to ensure they are aligned to the Technology Strategy.
- 11.5. Review, monitor and advise on the long-term technology roadmap and plans to ensure these meet the goals and outcomes defined through the Technology Strategy.

12. Reporting Responsibilities

- 12.1. Report to DCC Board on Technology roadmap, strategy and investments in relation to their technical and commercial validity, their alignment to company strategy and technology roadmap, and the risks they mitigate or incur. These updates should be provided alongside significant investment requests and/or when relevant content is available and deemed to be of value to the DCC Board.
- 12.2. Report to DCC Board on Technology roadmap, strategy and investments so that risks or changes in company strategy which may be needed as a result of Technology strategy can be translated into executable business plans. These updates should be provided when relevant content is available and deemed to be of value to the Board.
- 12.3. Provide to the DCC Board a current baseline Technology Architecture, and a 6-12-month schedule of expected changes and investment requests, in advance of presentation to the board.
- 12.4. Report to the Audit and Risk Committee on risks relating to technology and cyber matters.

13. Other Matters

The Committee shall:

- 13.1. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary or their nominee for advice and assistance as required.
- 13.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 13.3. Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, and any other applicable rules, as appropriate.
- 13.4. Arrange for a periodic review of its own performance as part of the annual Board evaluation and, at least once a year, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 13.5. Consider such other matters as may be requested by the Board of Directors.

Version	Date approved by the Committee	Date approved by the Board
2	17.01.23	-
3	04.09.2023	26.09.2023
4	03.12.2024	17.12.2024