

Mutual Energy Limited: Moyle Return Cables Project Sub Committee

Terms of Reference

1. Context

- 1.1 The Board of Mutual Energy Limited has decided to establish a new Committee (the Moyle Return Cables Project Sub Committee) to oversee the project to install new return conductor cables between Scotland and Northern Ireland (the Project).
- 1.2 The Committee will provide oversight of the Project, supporting the Executive to ensure successful delivery. It will report regularly to the main Mutual Energy Ltd. Board (the Board) and the Risk and Audit Committees as appropriate.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall include at least two non-executive Board members one of whom shall act as Chair of the Committee.
- 2.3 Members shall be appointed for a term equivalent to the duration of the project or for two years whichever is the shorter. Terms may be renewed.
- 2.4 The quorum for any meeting of the Committee shall be two members, one of whom must be a non-executive Board member. A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.5 Group Operations Manager shall act as the secretary of the Committee.

4. Proceedings of the Committee

- 4.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee.
- 4.2 The Committee will normally meet every two months but may meet more or less frequently and at such locations as the Chair may determine. For the avoidance of doubt meetings may be conducted by telephone conference.
- 4.3 The business to be conducted at any meeting of the Committee shall be fixed by the Committee Chair with the support of Secretary.
- 4.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no fewer than 4 working days prior to the date of the meeting.
- 4.5 The Secretary of the Committee shall keep a written record of the proceedings and decisions of the Committee. Minutes of the Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.
- 4.6 The Committee Chair shall report regularly to the Board, and as requested to the Audit and Risk Committees, on the work of the Committee.

5. Duties

- 5.1 The Committee shall oversee the delivery of the Project, including (but not limited to)
 - Operational delivery of the Project against the projected timetable and milestones
 - Expenditure on the Project against projected budget

- Health and Safety compliance
 - Risk management of the Project
 - On-going resourcing of the Project including the internal team resources
 - Develop and maintains a set of project “Vision and Goals”.
 - Coordinates with related projects and programs. Projects do not exist in a vacuum and most will touch many other projects or programs in ways that may or may not be envisioned at the outset.
 - Resolves obstacles. Both the steering committee and project manager are responsible for resolving obstacles as they arise.
- 5.2 The Committee shall escalate any matters that are reserved to the Board in a timely fashion, e.g. unplanned expenditure requirements, escalated delivery risks, etc. Escalation can be effected by the Chair of the Committee raising the issue with the Chair of the Board.
- 5.3 The Committee shall, when necessary, invite individuals from the Project Management Team to present on specific issues which may arise throughout the Project.