

Mutual Energy Limited: Control System Upgrade Project Steering Group

Terms of Reference

1. Context

- 1.1 The Board of Mutual Energy Limited (the Board) has decided to establish a Steering Group for the Control System Upgrade Project to oversee the project and provide guidance as required.
- 1.2 The Steering Group will provide oversight of the Project, supporting the Executive to ensure successful delivery. It will report regularly or at key stages to the Board and the Risk and Audit Committees as appropriate.

2. Membership

- 2.1 Members of the Steering Group 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 Steering Group.
- 2.3 Members shall be appointed for a term equivalent to the duration of the project or shorter.
- 2.4 The quorum for any meeting of the Steering Group shall be three members, two of whom must be non-executive Board members. A duly convened meeting of the Steering Group 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 Steering Group.
- 2.5 The Head of Commercial and Projects shall act as the secretary of the Steering Group.

3. Proceedings of the Steering Group

- 3.1 Meetings of the Steering Group shall be called by the Secretary of the Steering Group at the request of the Chair.
- 3.2 The Steering Group will normally meet at least twice a year, and as required prior to the key stages of the project. This will include, but not be limited to;
 - receipt of Siemens proposal,
 - review and recommendation for Board approval of contract,
 - commencement of Factory Testing,
 - commencement of site works,
 - commissioning tests,
 - acceptance.

The Chair will determine the location of meetings, and for the avoidance of doubt, meetings may be conducted by telephone conference.

- 3.3 The business to be conducted at any meeting of the Steering Group shall be fixed by the Steering Group Chair with the support of Secretary.
- 3.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be provided to each member of the Group and any other person required to attend no fewer than 4 working days prior to the date of the meeting.
- 3.5 The Secretary of the Steering Group shall keep a written record of the proceedings and decisions of the Group. Minutes of the meetings shall be circulated promptly to all members of the Steering Group.
- 3.6 The Steering Group Chair shall, at key stages of the project, provide an update on the work of the Steering Group to the Board and (if requested) to the Audit and Risk Committees.

- 3.7 The Steering Group will review key project documentation, advising the Project Team as required.

4. Duties

- 4.1 The Steering Group is advisory in nature and does not have any decision-making authority.

- 4.2 The Steering Group shall oversee the Project, including (but not limited to);

- Health and Safety compliance,
- Operational delivery of the Project against required performance and the projected timetable and milestones,
- Providing guidance on the adopted procurement strategy,
- Demonstrations of Value for Money and subsequent expenditure on the Project against projected budget,
- Risk management of the Project, including outage compliance,
- External Stakeholder Management,
- On-going resourcing of the Project, including the internal team resources,
- Resolving obstacles. Both the Steering Group and Project Management Team are responsible for resolving obstacles as they arise,
- Review of Project Reports, including (but not limited to) the project Risk Register, project Cost Plan, and Project Plan.
- Review of Change Management, including compliance with existing Mutual Energy policies.

- 4.3 The Steering Group shall escalate any matters that are reserved to the Board in a timely fashion, e.g. unplanned expenditure requirements, escalated delivery risks, etc.

- 4.4 The Steering Group may, when necessary, invite individuals from the Project Management Team, or any MEL advisors, to present on specific issues which may arise throughout the Project.