

LEGAL TEXT FOR PROPOSED MODIFICATION P303

SECTION C: BSCCO AND ITS SUBSIDIARIES (V16.0)

4. MANAGEMENT OF BSCCO

4.1 Appointment of Board of Directors

Amend paragraph 4.1.3 to read as follows:

4.1.3 The Board shall provide written terms of reference for the Nomination Committee which shall, inter alia, specify that:

- (a) the Nomination Committee shall, in recommending appointments to the Board, have appropriate regard to reflecting different classes of, or categories of, industry participants on the Board;
- (b) a majority of the Directors (excluding the chairman) shall have relevant electricity industry experience; and
- (c) at least two Directors shall be ~~(industry), in the Nomination Committee's reasonable opinion (having regard, among other things, to any present or future business interests disclosed by those individuals), suitably independent from the electricity industry; in that such individual or a Related Person (in relation to that individual) shall not, at any time in the period of 5 years before their proposed appointment, have been:~~
 - ~~(i) a Panel Member; or~~
 - ~~(ii) an employee, director or representative of any Party, a class of Parties (including as a representative of an industry trade association or other industry group), a BSC Agent or other agent of BSCCo.~~

4.4 Expenses and remuneration

Amend paragraph 4.4.2 to read as follows:

4.4.2 In addition to reimbursement under paragraph 4.4.1, any Director ~~appointed under paragraph 4.1.3(c)~~ shall be entitled to be paid by BSCCo such remuneration and benefits as may be determined by the Panel Chairman after consultation with the Panel except that, in the case of a Director appointed under paragraph 4.1.3(b), a Director shall only be entitled to be paid such remuneration and benefits if the Director is appointed after 1 March 2015.