

Terms of Reference for the Electronic Communications Consultative Committee (ECCC)

1. The ECCC shall consist of five members, three of whom shall be appointed by the Governor in Council, including a Chairperson and a Secretary. The remaining two members shall be appointed by the Licensee. These members shall be of a senior standing and hold managerial level posts in the Licensees' operating business.
2. Appointments shall take effect from 2013.
3. A member of the ECCC shall be appointed for five years and may be reappointed for a further five years.
4. Three members of the ECCC shall be persons appointed by the Governor in Council and have recognised qualifications, standing and experience, in one or more of the following disciplines:
 - a. finance and accounting;
 - b. telecommunications;
 - c. economics;
 - d. law; or
 - e. other related administrative and technical fields.
5. Those persons appointed by the Governor in Council and who are not nominated by the Licensee shall not have an ownership interest in the licensee directly or indirectly.
6. In the event a member resigns or otherwise leaves the ECCC, the Governor in Council or the Licensee shall take appropriate steps to find a suitable replacement.
7. The Governor in Council may remove a member from the ECCC for:
 - a. inability to perform the functions of his membership;
 - b. being absent from two consecutive meetings of the Committee;
 - c. being declared bankrupt;
 - d. misconduct; or
 - e. any other conduct incompatible with his function including conflict of interest.
8. The ECCC shall convene twice a year, on a date in March and a date in September or shortly after either month if it is not possible to meet in either month. Meetings require a minimum of four members to be quorate. If the Chairperson is not able to attend a meeting, members shall propose an Acting Chairperson for the meeting. An Acting Chairperson may be selected from any of the other members. If the Secretary is not able to attend a meeting, members shall propose an Acting Secretary for the meeting. An Acting Secretary may be selected from any of the other members.

9. Meetings shall have an agenda which is drawn up by the Secretary and circulated at least 14 working days prior to the meeting. The Secretary shall be responsible for organising the meetings.

10. Minutes of meetings shall be recorded by the Secretary (or Acting Secretary) and made public on the Internet.

11. The duties of the ECCC are to:

- a. review and report on the status of telecommunication and TV broadcasting services on the Island. The status report of telecommunications and broadcasting services shall mean a comprehensive written account describing the nature of services provided, their quality as measured by and in relation to a number of key performance indicators (KPIs) to be determined by the ECCC and deemed appropriate and measurable, the prices of the services supplied and how these have varied over the reporting year, an overview summarising customer complaints, a review of investments and service developments over the year, and a comparison of performance as measured and reported in the aforementioned against a number of suppliers in relevant and appropriate peer benchmark markets including the Falkland Islands and Ascension Island;
- b. monitor compliance of telecommunications and TV Broadcasting licence terms by the Licensee;
- c. identify risks and agree appropriate mitigating measures to ensure business continuity; and
- d. advise Government on matters of telecommunications and TV Broadcasting policy, including pricing.

12. The ECCC will not require the Licensee to share commercially sensitive information with the ECCC except insofar as the Licensee is required to do so under the terms of its Licences.

13. The ECCC shall publish an annual report based on the calendar year. This report is due within 4 months of the end of the preceding calendar year. The report should, prior to publication, be sent in draft form to the Governor in Council and the Licensee for comment. The distribution for comment should occur within 56 days of the preceding year. Comments should be received within twenty-eight days. Comments received after twenty-eight days of the date of distribution shall not be considered. The Secretary shall be the officer responsible for ensuring the Annual Report complies with the requirements in this paragraph.

14. The publication of the ECCC Annual Report shall have a template that adheres to the duties set out in 11 above. The Annual Report shall have a Foreword written by the Chairman. It shall also set out the activities undertaken by members of the ECCC during the previous year and contain a summary of the financial accounts including its operating costs and contain biographical profiles of the members.

15. Members nominated by the Governor in Council are entitled to a reimbursement of expenses incurred directly as a consequence of work and participation in the ECCC from the Governor in Council. Reimbursable expenses shall require receipts or written documentation. Members

nominated by the Licensee are not eligible for reimbursement of expenses from the Government. Members nominated by the Licensee shall be entitled to recover expenses incurred directly as a consequence of work and participation in the ECCC from the Licensee. All reimbursed members' expenses shall be notified to the Secretary and recorded and made public in summary form in the Annual Report.

16. Expenses and remuneration reimbursed by the Government shall be recovered in arrears from the Licensee by way of invoice submitted no more than two times a year. The Licensee has a right to query items on an invoice where there is a lack of clarity or amounts are not supported by accompanying receipts or written documentation. If following requests for clarification, the Licensee may continue to dispute an invoice if it is still dissatisfied with the response.

17. Where the Licensee disputes an invoice it shall provide in writing objective reasons to the Governor in Council. Any such dispute shall occur within twenty-eight days of receipt of an invoice and after clarifications received as allowed for in 15. The Governor in Council shall adjudicate an appeal within twenty-eight days and write to the Licensee setting out reasons.