

## Schedule 21

### Governance

#### 1 Definitions

- 1.1 In this Schedule, the definitions in Schedule 1 (Definitions) shall apply.

#### 2 Management of the services

- 2.1 Each Supplier and the Authority shall appoint a suitably qualified project manager for the purposes of this Contract through whom the Services shall be managed day-to-day.
- 2.2 Both Parties shall ensure that appropriate resource is made available throughout the duration of the Contract such that the overall aims, objectives and specific provisions of this Contract can be fully realised.

#### 3 Boards

##### *Establishment and structure of the Boards*

- 3.1 The Boards shall be established by the Authority for the purposes of this Contract and exist as such throughout the various phases of the Contract. The Boards' purpose and role will reflect the relevant phases of delivery of the Services from the Effective Date and will transition to an operational service governance model on the Operational Service Commencement Date. The Authority reserves the right to create and require appropriate Supplier attendance at sub-boards or sub-committees of the Boards established hereby as the Authority reasonably sees fit.
- 3.2 In relation to each Board, Appendix A shall set out as follows:
- 3.2.1 Authority Board Members;
  - 3.2.2 Supplier Board Members;
  - 3.2.3 Supplier Board Representatives;
  - 3.2.4 frequency that the Board shall meet (unless otherwise agreed between the Parties);
  - 3.2.5 location of the Board's meetings; and
  - 3.2.6 planned start date by which the Board shall be established.
- 3.3 In the event that either Supplier wishes to replace any of its appointed Board Members, the relevant Supplier shall notify the Authority in writing of the proposed change for agreement by the Authority (such agreement not to be unreasonably withheld or delayed). Notwithstanding the foregoing it is intended that each Authority Board Member has at all times a counterpart Supplier Board Member of equivalent seniority and expertise.

##### *Board meetings*

- 3.4 The Authority shall ensure that its Board Members and each Supplier shall ensure that its Board Members and Supplier Board Representatives, shall make all reasonable efforts to attend Board meetings at which those Board Member's and Supplier Board Representative's attendance are required. If any Board Member or Supplier Board Representative is not able to attend a Board meeting, that person shall use all reasonable endeavours to ensure that:
- 3.4.1 a suitably qualified, expert and empowered delegate attends the relevant Board meeting in his/her place who (wherever possible) has authority to make decisions on their behalf, is properly briefed and prepared; and

- 3.4.2 that he/she is debriefed by such delegate after the Board Meeting.
- 3.5 A chairperson shall be appointed by the Authority for each Board as identified in Appendix A. The chairperson shall be responsible for:
  - 3.5.1 proposing the terms of reference at the first Board meeting;
  - 3.5.2 scheduling Board meetings;
  - 3.5.3 setting the agenda for Board meetings and circulating to all attendees in advance of such meeting;
  - 3.5.4 chairing the Board meetings;
  - 3.5.5 monitoring the progress of any follow up tasks and activities agreed to be carried out following Board meetings;
  - 3.5.6 ensuring that minutes for Board meetings are recorded and disseminated electronically to the appropriate persons and to all Board meeting participants within seven (7) Working Days after the Board meeting; and
  - 3.5.7 facilitating the process or procedure by which any decision agreed at any Board meeting is given effect in the appropriate manner.
- 3.6 Board meetings shall be quorate as defined in the respective terms of reference for the Board.
- 3.7 The Parties shall ensure, as far as reasonably practicable, that all Boards shall resolve the issues and achieve the objectives placed before them as soon as reasonably practicable. Each Party shall endeavour to ensure that its respective Board Members are empowered to make relevant decisions or have access to empowered individuals for decisions to be made to achieve this.

#### **4 Role of the Strategic Programme Board**

- 4.1 The Strategic Programme Board also known as the Strategic Board or by such other name as the Authority may choose to use from time to time is an internal Authority body and this forum shall:
  - 4.1.1 support the principal Accounting Officer of the Authority in the discharge of their duties in relation to the four established Accounting Officer standards: regulatory, propriety, value for money and feasibility;
  - 4.1.2 provide strategic leadership and bring understanding of the wider context to steer the successful delivery of outcomes; and
  - 4.1.3 delegate responsibilities and actions to other contractual governance forums from time to time as set out below:
    - (a) Programme Design Authority Board; and
    - (b) Programme Delivery Board.
- 4.2 Neither Supplier shall have a Board Member or Supplier Board Representative at the Strategic Programme Board. However, each Supplier shall, upon reasonable prior notice, send an appropriately briefed and empowered representative to any such meeting if, in the sole discretion of the Authority, the Authority considers it expedient to do so.

#### **5 Role of the Programme Delivery Board**

- 5.1 The Programme Delivery Board also known as the Programme Delivery Executive (PDE) or by such other name as the Authority may choose to use from time to time shall:

- 5.1.1 provide senior level guidance, leadership and strategy for the overall delivery of the Services;
  - 5.1.2 be the point of escalation from the Programme Design Authority Board and the Service Management Board;
  - 5.1.3 ensure that this Contract is operated throughout the Term in a manner which optimises the value for money and operational benefit derived by the Authority and the commercial benefit derived by either Supplier;
  - 5.1.4 receive and review reports from the Service Management Board and review reports on technology, service and other developments that offer potential for improving the benefit that either Party is receiving, in particular value for money;
  - 5.1.5 determine business strategy and provide guidance on policy matters which may impact on the implementation of the Services or on any Optional Services;
  - 5.1.6 authorise the commissioning and initiation of, and assess opportunities for, Optional Services; and
  - 5.1.7 provide guidance and authorisation to the Service Management Board on relevant Changes.
- 5.2 Neither Supplier shall have a Board Member at the Programme Delivery Board but each Supplier shall have a Supplier Board Representative.

## **6 Role of the Service Management Board**

- 6.1 The Service Management Board also known as the Programme Delivery Board (PDB) or by such other name as the Authority may choose to use from time to time shall operate in accordance with its terms of reference as set out in paragraph 3 of Appendix B and therefore shall be responsible for the executive management of the Services and shall:
- 6.1.1 be accountable to the Programme Delivery Board for comprehensive oversight of the Services and for the senior management of the operational relationship between the Parties;
  - 6.1.2 report to the Programme Delivery Board on significant issues requiring decision and resolution by the Programme Delivery Board and on progress against the high-level Implementation Plan;
  - 6.1.3 review and report to the Programme Delivery Board on service management, co-ordination of individual projects and any integration issues;
  - 6.1.4 deal with the prioritisation of resources and the appointment of Project Managers on behalf of the Parties;
  - 6.1.5 consider and resolve Disputes (including Disputes as to the cause of a Delay or the performance of the Services) in the first instance and if necessary, escalate the Dispute to the Programme Delivery Board;
  - 6.1.6 develop operational/supplier relationship and develop and propose the relationship development strategy and ensure the implementation of the same; and
  - 6.1.7 review and assure Change Requests within agreed tolerances and boundaries delegated by Programme Delivery Board.
- 6.2 The Service Management Board shall also:
- 6.2.1 analyse and record the impact of Changes, specifically whether the proposed Change:

- (i) has an impact on other areas or aspects of this Contract and/or other documentation relating to the Services;
  - (ii) has an impact on the ability of the Authority to meet its agreed business needs within agreed time-scales;
  - (iii) will raise any risks or issues relating to the proposed Change; and
  - (iv) will provide value for money in consideration of any changes to the Financial Model, future Charges and/or Performance Indicators and Target Performance Levels;
- 6.2.2 provide recommendations, seek guidance and authorisation from the Programme Delivery Board as required; and
- 6.2.3 approve or reject (close) all proposed Changes within remit of delegated authority tolerances and boundaries.
- 6.3 The Service Management Board shall:
  - 6.3.1 provide assurance to the Programme Delivery Board that risks are being effectively managed across the Services;
  - 6.3.2 identify the risks to be reported to the Programme Delivery Board via the regular risk reports;
  - 6.3.3 identify risks relating to or arising out of the performance of the Services and provisional owners of these risks.
- 6.4 The Service Management Board shall further provide for and facilitate as necessary:
  - 6.4.1 the management of all security concerns as may arise from the delivery of the Services as governed by the provisions of Schedule 5 (Security), and
  - 6.4.2 the management of the confidentiality, integrity and availability of the Authority Data, including Authority Data that is Personal Data; and
  - 6.4.3 the quality and consistency of Authority Data.
- 6.5 Each Supplier shall respectively have a Board Member at the Service Management Board and the Authority shall have the right to co-opt and facilitate the attendance of representatives of the respective Service Recipients where It reasonably considers it appropriate to do so from time to time
- 6.6 [REDACTED].

## **7 Role of the Programme Design Authority Board**

- 7.1 The Programme Design Authority Board (PDA) or as also known by such other name as the Authority may choose to use from time to time shall provide oversight, decisions where required, and control over the design and development of the future operating model and the different business and technical artefacts.
- 7.2 The Programme Design Authority Board shall:
  - 7.2.1 assure and ratify all Design Group's decisions by acting as the primary design governance authority;
  - 7.2.2 provide assurance that business and technical decisions are agreed across the 4 departments and meet the needs of the Authority;

- 7.2.3 ensure the Common Operating Model (COM) for the future service, is aligned to Government Shared Services (GSS) strategy, Global Functional Design, and GSS Design Principles;
  - 7.2.4 escalate to the Programme Delivery Board when a consensual decision cannot be reached between Board Members;
  - 7.2.5 act as a governance board for all organisational & partner design integrity;
  - 7.2.6 assure each Supplier Solution's design from the Effective Date to the Operational Service Commencement Date;
  - 7.2.7 supervise the development of the future solution and services model for the Authority until Operational Service Commencement Date;
  - 7.2.8 support delivery of the COM and oversee and govern future service design;
  - 7.2.9 consider all formally raised changes that are not service requests or live service configuration before they are presented to the Service Management Board;
  - 7.2.10 assess all impacts of any deviation from COM in terms of cost and benefits; and
  - 7.2.11 retain control of the integrity of the design and make decisions relevant to that and offer professional advice to the other boards where delivery timescales are affected.
- 7.3 The Programme Design Authority Board has delegated within set limits certain of these responsibilities to the Design Groups.
- 7.4 The Programme Design Authority Board shall have the right to change the:
- 7.4.1 Design Groups; and
  - 7.4.2 level of Supplier Board representation (whether Board Member or Supplier Board Representative) at Design Groups,
- from time to time and such changes to be notified to each Supplier in writing and Appendix A shall be amended accordingly.
- 7.5 Board representation shall be initially as set out in Appendix A.

## **8 Contract management mechanisms**

- 8.1 Both Parties shall pro-actively manage risks attributed to them under the terms of this Contract.
- 8.2 Each Supplier shall develop, operate, maintain and amend, as reasonably required by the Authority, processes for:
- 8.2.1 the identification and management of risks;
  - 8.2.2 the identification and management of issues; and
  - 8.2.3 monitoring and controlling project plans.

## **9 Annual review**

- 9.1 An annual review meeting shall be held throughout the Term on a date to be agreed between the Parties.
- 9.2 These meetings shall be attended by a senior member of the Key Personnel of the Suppliers or such other suitable delegate as may be agreed between the relevant Supplier and the

Authority (acting reasonably), and the programme director of the Authority and/or any other persons considered by the Authority necessary for the review.

**10 Inter-relationship with and Role of the Synergy FSSO Assurance Board**

- 10.1 The Supplier acknowledges that the Authority in administering the Contract has established the Future Shared Services Organisation Board (FSSO) which meets on a regular basis and operates so as to allow the Authority and Service Recipients to prioritise resources and activities as required.
- 10.2 The Suppliers acknowledge that there may be occasions when the Authority requires either Supplier to attend these meetings and when doing the Supplier agrees to:
  - 10.2.1 send knowledgeable and authorised representatives;
  - 10.2.2 provide reports and documents reasonably required before those meetings;
  - 10.2.3 act in good faith and with all due transparency.

## Appendix A

### Representation and Structure Of Boards

#### Strategic Board

Authority Board Members of Strategic Board	Programme Director [Chairperson]
Supplier Board Members of Strategic Board	Supplier A: Supplier B:
Start date for Strategic Board meetings	Effective Date
Frequency of Strategic Board meeting	Monthly
Location of Technology Design Group meetings	Authority Premises or Supplier Premises and/or Virtually
Other attendees	Authority's incumbent BPS Supplier attendees  Authority's future BPS supplier attendees  Other Supplier representatives as required

#### Service Management Board

Authority Board Members of Service Management Board	[REDACTED] [Chairperson]
Supplier Board Members of Service Management Board	Supplier A: Service Delivery Manager Supplier B: Executive (IBM) and Key Sub-contractor Executive (Deloitte)
Start Date for Service Management Board meetings	Effective Date
Frequency of Service Management Board meetings	Monthly
Location of Service Management Board meetings	Authority Premises or Supplier Premises and/or Virtually
Other attendees	Authority's incumbent BPS supplier attendees  Authority's future BPS supplier attendees  Other Supplier representatives as required

#### Programme Delivery Board

Authority Board Members of Programme Delivery Board	[REDACTED] [Chairperson]
Supplier Board Representatives of Programme Delivery Board	Supplier A: Service Delivery Manager Supplier B: Executive (IBM) and Key Sub-contractor Executive (Deloitte)
Start date for Programme Delivery Board meetings	Effective Date
Frequency of Programme Delivery Board meetings	Monthly
Location of Programme Delivery Board meetings	Authority Premises or Supplier Premises and/or Virtually
Other attendees	Authority's incumbent BPS supplier attendees Authority's future BPS supplier attendees Other Supplier representatives as required

#### Programme Design Authority Board

Authority Board Members of Programme Design Authority Board	[REDACTED] [Chairperson] HR SME Finance SME Commercial Systems SME
Supplier Board Members of Programme Design Authority Board	Supplier A: Service Delivery Manager Supplier B: Executive (IBM) and relevant SMEs
Start date for Programme Design Authority Board meetings	Effective Date
Frequency of Programme Design Authority Board meetings	Monthly
Location of Programme Design Authority Board meetings	Authority Premises or Supplier Premises and/or Virtually
Other attendees	Authority's future BPS supplier attendees Other Supplier representatives as required