**SCHEDULE 10**

**GOVERNANCE**

1. Introduction

This Schedule identifies and defines the Terms of Reference for the Programme meetings and review boards and their frequency required under the Contract. In addition to the Programme meetings at paragraph 8 below, the Contractor shall be required to support ad-hoc meetings and visits when these are required as part of the Service. These ad-hoc meetings will normally be held at the location where the work in question is being performed.

These meetings do not have the authority to change the requirements as expressed in the Contract. Any change to the Contract terms can only be authorised by the issue of an official Contract Amendment in accordance with DEFCON 503 (Formal Amendments to Contract).

1. Meetings

Programme governance and innovation will be exercised via a series of monthly and quarterly meetings and an annual review as follows;

* 1. **Monthly Progress Meetings**

1. To monitor progress in achieving the objectives of the Contract and review the Monthly Progress Report. This meeting is the principle forum for managing the programme. The terms of reference are defined at Appendix 1.
   1. **Quarterly Progress Meetings**
2. To monitor progress in achieving the objectives of the Contract and review the Quarterly Progress Report. This meeting, together with the Monthly Progress Report, is the principle forum for managing the programme. The terms of reference are defined at Appendix 2.
   1. **Annual Performance Meetings**
3. To review and agree the in-year performance of the Contractor against the objectives of the Contract and the KPI(s) as detailed within the Annual Performance Report. The terms of reference are defined at Appendix 3.
   1. **Joint Governance and Innovation Board (JGIB)**
4. This Board will meet every Six (6) months or more frequently as required and will be attended by senior representatives of the Contractor and the Authority, which will combine the role of programme steering group and be the driver for innovation in the Red Air delivery. The terms of reference are defined at Appendix 4.
5. The JGIB shall consider issues referred to it by the programme meetings and shall consider and sentence proposals for innovation and enhanced capability.
6. Decisions shall be made jointly by the Contractor and Authority, in good faith, and in the interests of Red Air delivery.
7. Records of Meetings

The Contractor is responsible for producing the meeting minutes in accordance with DEFCON 642 *(Progress Meetings)* for the meetings described at Appendix 1 to 3 to this Schedule as follows;

1. Agendas, Minutes and Action Plans
   1. **Agenda**
2. The same format shall be used to produce agendas, minutes and action plans wherever practical and the secretary of a meeting should aim to comply with the following guidelines.

b. The secretary to the meeting is responsible for writing and issuing the agenda and shall agree with the chairman the topics to be discussed. The aim is to issue the agenda in time for people to prepare, especially where briefs may have to be agreed and issued in advance. The minimum period of notice shall be 2 (two) Business Days in advance.

c. The agenda’s subject heading shall state the general purpose of the meeting, together with the location, room, date and time.

d. The body of the agenda shall contain a list of the items for discussion arranged in a logical order. Each item may have a summary of the topic or show who (if not the chairman) will lead the discussion. The time given for discussion of each item shall also be provided in each item summary.

e. When the meeting is one of a regular series, the first 2 (two) items shall be ‘Minutes of the Last Meeting’ and ‘Matters Arising from the Last Meeting’. The last 2 (two) items are often ‘Any Other Business’ (AOB) and ‘Arrangements for Next Meeting’.

**4.2 Minutes**

a. The secretary to the meeting, who shall be provided by the Contractor, is responsible for writing and issuing the minutes of a meeting as a record of the business at a meeting. The minutes summarise the discussion, show any decisions and specify who will take actions. Once the minutes have been approved by the chairman they shall be distributed without delay.

b. The subject heading shall state the name (or general purpose) of the meeting, its location and date, but not the details of the room and time.

c. The subject heading is followed by a list showing the people at the meeting by name and job title. The list shall be prefaced by the word ‘Present’ with the chairman listed first and the Secretary last regardless of their ranks or grades. Others should be identified along with their job title and listed in alphabetical order or in descending order of rank or grade.

d. For those invited to meetings to give specialist advice or to represent a higher authority. Their details should be added to the list of attendees after those ‘Present’, prefaced by the entry ‘In attendance’.

e. For those due to attend a meeting but cannot attend in person, must send a suitable representative in their stead. The list of attendees should record the representative's details in the list of those ‘Present’, and also show the name and job title of the person they represented. Where neither the person due to attend nor a suitable representative attends, list the details of the person due to attend prefaced by ‘Apologies’.

f. If attendees do not attend the whole meeting, record the items for which they were present, in one of the following ways:

* By exclusion. ‘(Not for Item 1)’.
* By inclusion. ‘(Items 2 and 3 only)’.

g. The chairman normally deals with the items in the order given on the agenda. Record each item under a group heading, copied directly from the agenda. Below the item heading, separate paragraphs shall be used to summarize the statement of the issue, the relevant discussion, decisions and any actions.

h. Where there is a need for protective marking it will be as directed by the chairman. If all items need an equal protective marking, it shall be shown only at the top and bottom of each page. The marking shall be repeated on the reverse of the final page of a hard-copy document. If the markings for items vary, they shall show the protective marking of individual Items [in brackets] on the same line as the item heading. The highest protective marking shall be used as the overall marking for the minutes. No protective marking shall indicate that individual items, or the minutes are unclassified.

i. Minutes shall be accurate, brief and logically arranged, and shall be written using an impersonal style in reported speech. All significant events shall be recorded. Only record the amount of detail necessary for a reader who was not at the meeting to understand the reasons for the decisions.

j.Each item is reported as ‘a minute’ and should be written in three (3) parts, as follows:

i) State the issue.The first part outlines the issue to be resolved.

ii) Record the discussion.

iii) Detail the decision(s).The discussion of each item should lead to at least one decision, which a secretary must express in clear and precise terms. Each decision needs to show who will do *what* (by *when*, *where* and *how*). To avoid ambiguity, word each decision as a single sentence. The action needs to be placed on an individual or individuals, using their job title, both in the text and in the Action column. The chairman should summarize the discussion and state the decision(s) agreed.

k. The distribution list for the minutes of the meeting shall be compiled using the following conventions:

i) The addressees are all those who were at the meeting in any capacity, including the secretary.

ii) When someone is represented at a meeting, both that person and the representative are addressees.

iii) When someone sends apologies, list the person as a copy addressee.

iv) Use primary job titles in the distribution (which may differ from the capacity in which people attended the meeting).

**4.3 Record of Decisions**

a. The chairman of a meeting may decide that a record of decisions should replace full minutes. To produce a record of decisions, change the subject heading to read ‘Record of Decisions…’ Then use the item headings from the agenda; state the issue; leave out the discussion; and just record the decisions.

**4.4 Action Plans**

a. Action plans, or grids, are used to summarize the way forward on a subject and to set out actions and timetables for lead personnel. The need for an action plan may result from a meeting or series of meetings. An action plan may also be used to support complex processes, such as programme management. An action plan often forms an annex to a covering document, with the information presented in a table:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Ser No** | **Item** (or **Subject**) | **Action** | **Due Date** | **Action lead** |
| 1 | As required | Sets out what must be done. May also contain a summary of the background or discussion | dd mm yyyy | Job title of person leading the action |

1. Timing of Meetings

Meetings should be scheduled to minimise the travel commitments of all personnel whenever possible. The Authority shall propose a date for the first Monthly Progress Meeting, which shall be agreed with the Contractor.

1. Combining Meetings

The Contractor is free to propose that meetings can be combined if this will benefit the Project. The Authority shall have the final decision.

1. Meeting Terms of Reference

The Terms of Reference for the major meetings are defined at Appendices 1 to 3 to this Schedule. This list is not exhaustive, and the Authority may identify the requirement for other meetings as the programme progresses. The Terms of Reference for these other meetings shall be agreed between the Authority and the Contractor.

1. Programme Start-up Meeting

There shall be a Programme Start-up Meeting to introduce personnel and to provide an opportunity to ensure there is common understanding among all Parties. This Meeting is not included in the listing and shall take place within a month post Effective Date on a date proposed by the Authority and agreed to by the Contractor.

1. Attendees

The Authority attendees identified in the Terms of Reference are for guidance. The Authority will send what it considers to be an appropriate team to each meeting given the state of the project. The Contractor will be given a minimum of two (2) weeks’ notice of the Authority’s intended attendees. The Contractor shall field appropriate representatives at all meetings to present on and respond to all topics raised by the Authority. The Authority shall be given a minimum of two (2) weeks' notice of the Contractors intended attendees.

**Appendix 1**

**MONTHLY PROGRESS MEETING (MPM)**

|  |  |
| --- | --- |
| PURPOSE: | To monitor progress in achieving the objectives of the Contract and review the Monthly Progress Report. This meeting is the principle forum for managing the programme. |
| OUTCOME: | The Authority is informed of the current progress to date and understands what is to be completed in the following month. The Authority is made aware of risks and issues which may impact delivery. |
| FREQUENCY: | Every one (1) Calendar Month from one (1) Calendar Month after the Effective Date until Expiry Date of Contract. Every 3rd (third) MPM shall be replaced by the Quarterly Progress Meeting (QPM). |
| DURATION: | Nominally 1 (one) Business Day, however duration will be determined by the needs of the programme at the time of the meeting. |
| VENUE: | Unless otherwise agreed the meetings shall be held initially at the Contractor’s UK Facility. |
| ATTENDEES: | Contractor’s Programme Manager, Commercial Manager and Subject Matter Experts (SME) as appropriate  Authority Programme Manager and/or Authority Programme Staff, Authority Commercial Staff, and/or Authority customer representatives, SMEs as appropriate. |
| CHAIR: | Authority Representative. |
| SECRETARY: | To be provided by the Contractor. |

PROPOSED AGENDA (TBD Post Effective Date)

1. Review and Approval of Minutes of Previous MPM.
2. Review of Actions from Previous MPM.
3. Programme Management.
4. Schedule and milestone review.
5. Risk management review.
6. Ad-Hoc status review.
7. KPI review.
8. Plans and supporting documents review.
9. Change Register review.
10. Detailed programme of activities for the following month.
11. Brief programme of activities to completion.
12. Continuous improvement and efficiency savings.
13. Operational

* Overview of technical / service progress and achievements.
* Safety & environmental review.
* Security review.

1. Commercial:

* Payments review.
* Accruals evidence review.

1. Any other business.
2. Date of next meeting.

**Appendix 2**

**QUARTERLY PROGRESS MEETING (QPM)**

|  |  |
| --- | --- |
| PURPOSE: | To monitor progress in achieving the objectives of the Contract and review the Quarterly Progress Report. This meeting, together with the Monthly Report, is the principle forum for managing the programme. |
| OUTCOME: | The Authority is informed of the current progress to date and understands what is to be completed in the following quarter. The Authority is made aware of risks and issues which may impact delivery. |
| FREQUENCY: | Every three (3) Calendar Months from three(3) Calendar Months after Effective Date until Expiry Date of Contract. Every 4th (fourth) QPM shall be replaced by the Annual Performance Review Meeting. |
| DURATION: | Nominally 1 (one) Business Day, however duration will be determined by the needs of the programme at the time of the meeting. |
| VENUE: | Unless otherwise agreed the meetings shall be held initially at the Contractor’s UK Facility. |
| ATTENDEES: | Contractor s Programme Manager, Commercial manager and Subject Matter Experts (SME) as appropriate  Authority Programme Manager and/or Authority Programme Staff, Authority Commercial Staff, and/or Authority customer representatives, SMEs as appropriate. |
| CHAIR: | Authority Representative. |
| SECRETARY: | To be provided by the Contractor. |

PROPOSED AGENDA (TBD Post Effective Date)

1. Review and Approval of Minutes of Previous QPM.
2. Review of Actions from Previous QPM.
3. Programme Management:
4. Schedule and milestone review.
5. Risk management review.
6. EV analysis review.
7. KPI review.
8. Plans and supporting documents review.
9. Change Register review including any Ad-Hoc tasks
10. Detailed programme of activities for the following quarter.
11. Brief programme of activities to completion.
12. Continuous improvement and efficiency savings
13. Operational

* Overview of technical progress and achievements.
* GFE List review.
* Safety & environmental review.
* Security review.

1. Commercial

* Payments review.
* Accruals evidence review.
* IPR List review.

1. Any other business.
2. Date of next meeting.

**Appendix 3**

**ANNUAL PERFORMANCE MEETING (APM)**

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| PURPOSE: | To review and agree the in-year performance of the Contractor against the objectives of the Contract and the KPI as detailed within the Annual Performance Report |
| OUTCOME: | Assessment by the Authority of the performance achieved by the Contractor during the previous year and the plan for managing performance in the following year. |
| FREQUENCY: | Once a Year, starting 1 (one) year after Effective Date and at the end of each contracted year thereafter, until the Expiry Date. To replace the last QPM of each year. |
| DURATION: | Nominally 1 (one) Business day, however duration will be determined by the needs of the programme at the time of the meeting. |
| VENUE: | Unless otherwise agreed the meetings shall be held initially at the Contractor’s UK Facility. |
| ATTENDEES: | Contractors Managing Director, Commercial Director, Programme Manager and SMEs as appropriate.  Authority Programme Manager, Authority Programme Manager and/or Authority Programme Staff, Authority Commercial Staff, and/or Authority customer representatives, SMEs as appropriate. |
| CHAIR: | Authority Representative. |
| SECRETARY: | To be provided by the Contractor. |

PROPOSED AGENDA (TBD Post Effective Date)

1. Programme Review:

* Current position including changes from the last QPM.
* Programme management update
* Technical update
* Commercial update
* QDC Reporting update (if required)

2. Performance Review:

* Key achievements and successes.
* Milestone delivery review.
* Performance against the management baseline review.
* KPI review.
* Risk management review
* Learning from experience

3. Any other business.

4. Date of next meeting.

**Appendix 4**

**JOINT GOVERNANCE AND INNOVATION BOARD (JGIB)**

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| PURPOSE: | The JGIB shall act as a forum for governance and oversight, considering and sentencing issues referred to it by the Programme meetings, and shall promote and review proposals for continuous improvement, innovation and enhanced capability of the Red Air service.  JGIB meetings shall be held every six (6) months or more frequently as required or when the pace of innovation activity or additional governance requires it.  The meeting will be co-chaired by the Authority COSCAP Air Command and the Contractor's Managing Director Draken Europe, or their delegated representatives, as applicable. Facilitation of the JGIB is the responsibility of the Contractor's Programme Director.  Decisions shall be made jointly by the Contractor and Authority, in good faith, and in the interests of the Service delivery. |
| OUTCOME: | Proposals for continuous improvement or enhancements, identified by either the Contractor or the Authority, shall be considered and categorised as follows;  Baseline opportunity within the Contract scope  Opportunity funded under a contract change  Opportunity proposed by Contractor under continuous improvement at no cost to the Authority |
| FREQUENCY: | Six (6) Monthly or more frequently until the Expiry Date. |
| DURATION: | Nominally 1 (one) Business Day, however duration will be determined by the needs of the programme at the time of the meeting. |
| VENUE: | TBD |
| ATTENDEES: | Authority Co-Chair (COS CAP Air Command or delegated representative), Programme Team Leader and/or Dep Team Leader; Air Commercial; Authority Senior PMO  Contractor Co-Chair (Contractor’s Managing Director Draken Europe or delegated representative); Contractor’s Programme Director; Contractor’s Commercial Team; Contractors’ Regional / PMO Manager  Red Air Contractor, Authority staff and SMEs as appropriate.  All attendees should be empowered to make informed decisions about Change Requests (CR). |
| CHAIR: | Authority and Contractor Co-Chair Representatives. |
| SECRETARY: | Red Air Contractor. |

STANDING AGENDA

1. Minutes of previous meeting.
2. Review of actions from previous meetings.
3. INNOVATION:-

* Capability Road Map review
* Capability change proposals
* Continuous Improvement proposals
* Other opportunities for change
* Capability discussion
* Horizon scanning of new and emerging capabilities

1. GOVERNANCE:-

* New proposed changes:
* Scope and Cost of change.
* Review of implications.
* Key risks, issues & dependencies.
* Schedule.
* Approve / reject

1. In Progress changes
2. Progress to plan.
3. Issues & risks, including mitigation effectiveness monitoring.
4. Testing, trials & acceptance results (where applicable)
5. KPI Performance.
6. QDC Reporting.
7. Actions to resolve issues.
8. Any other business.
9. Date of next meeting

RECORD OF DECISIONS

Contractor shall produce a Record of Decisions (RoD) and update the innovation pipeline graphic / road map. These are to be forwarded to the Authority within 10 working days.