

TCN SCHEDULE 8.1

GOVERNANCE

1 DEFINITIONS

In this Schedule, the following definitions shall apply:

“Annual Review Meeting”	The meeting held pursuant to paragraph 16 (Annual Review);
“Member”	the initial persons appointed by the Authority and Supplier to the Boards as set out in Annex 1 and any replacements from time to time agreed by the Parties in accordance with Paragraph 3.3;
“Boards”	the Contract Management Board, Project Board, Change Control Board, Audit Assurance Board and Steering Committee Board, Service Management Group, Security Working Group, TCN Working Group, Workstream Meeting, Strategic Contract Meeting and Operational Meeting and “Board” shall mean any of them;
“Service Manager”	the individuals appointed as such by the Authority and the Supplier in accordance with Paragraph 2;
“Audit Assurance Board”	the body described in Paragraph 7;
“Change Control Board”	the body described in Paragraph 13;
“Contract Management Board”	the body described in Paragraph 6;
“Operational Meetings”	the body described in Paragraph 14;
“Project Board”	the body described in Paragraph 4;
“Security Working Group”	the body described in Paragraph 8;
“Service Management Group”	the body described in Paragraph 12;
“Steering Committee Board”	the body described in Paragraph 11;
“Strategic Contract Meeting”	the body described in Paragraph 5;
“TCN Working Group”	the body described in Paragraph 9;
“Workstream Meeting”	the body described in Paragraph 10.

2 MANAGEMENT OF THE SERVICES

- 2.1 The Supplier and the Authority shall each appoint a Service Manager for the purposes of this Agreement through whom the Services shall be managed day-to-day.
- 2.2 Both Parties shall ensure that appropriate resource is made available on a regular basis such that the aims, objectives and specific provisions of this Agreement can be fully realised.
- 2.3 The Supplier shall be required, upon reasonable notice, to provide Supplier Personnel of an appropriate level and experience to attend various customer-related meetings organised by the Authority, such as customer focus groups. It is anticipated that such meetings shall occur on a regular basis in various locations regionwide.

3 BOARDS

Establishment and structure of the Boards

- 3.1 The Boards shall be established by the Authority for the purposes of this Agreement on which both the Supplier and the Authority shall be represented.
- 3.2 In relation to each Board, the:
 - (a) Authority Board Members;
 - (b) Supplier Board Members;
 - (c) frequency that the Board shall meet (unless otherwise agreed between the Parties);
 - (d) location of the Board's meetings; and
 - (e) planned start date by which the Board shall be established, shall each be as set out in Annex 1.
- 3.3 In the event that either Party wishes to replace any of its appointed Board Members, that Party shall notify the other in writing of the proposed change for agreement by the other Party (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.

Boards

- 3.4 Each Party shall ensure that its Board Members shall make all reasonable efforts to attend Board meetings at which that Board Member's attendance is required. If any Board Member is not able to attend a Board meeting, that person shall use all reasonable endeavours to ensure that:
 - (a) a delegate attends the relevant Board meeting in his/her place who (wherever possible) is properly briefed and prepared; and
 - (b) 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 Annex 1. The chairperson shall be responsible for:
- (a) scheduling Board meetings;
 - (b) setting the agenda for Board meetings and circulating to all attendees in advance of such meeting;
 - (c) chairing the Board meetings;
 - (d) monitoring the progress of any follow up tasks and activities agreed to be carried out following Board meetings;
 - (e) ensuring that minutes for Board meetings are recorded and disseminated electronically to the appropriate persons and to all Board meeting participants within seven Working Days after the Board meeting; and
 - (f) 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 long as at least two representatives from each Party are present.
- 3.7 The Parties shall ensure, as far as reasonably practicable, that all Boards shall as soon as reasonably practicable resolve the issues and achieve the objectives placed before them. Each Party shall endeavour to ensure that Board Members are empowered to make relevant decisions or have access to empowered individuals for decisions to be made to achieve this.
- 3.8 Notwithstanding the provisions of this Schedule 8.1, the participation by the Authority in any Board/group/meeting shall not operate in any way to fetter the discretion of the Authority in making any decisions or discharging any rights in this Agreement that are implicitly or explicitly stated to be decisions and/or rights of the Authority. For the avoidance of doubt, nothing in this Schedule 8.1 shall relieve the Supplier of any of its obligations under the Agreement (including provision of the Services) either in whole or in part.

4 ROLE OF THE PROJECT BOARD

- 4.1 The Project Board shall:
- (a) provide senior level guidance, leadership and strategy for the overall delivery of the Services and the services under any or all of the FTTS Supplier Agreements;
 - (b) be the point of escalation from the Strategic Contract Meeting, and the Audit Assurance Board.
- 4.2 The Authority may require attendance from the Supplier to the Project Board, with no fewer than 2 Working Days' notice to the Supplier.
- 4.3 The Supplier hereby acknowledges and accepts that other FTTS Suppliers may be in attendance at Project Board meetings at the discretion of the Authority.

- 4.4 The Project Board will be subsumed into the Service Management Group upon the final Operational Service Commencement Date.

5 ROLE OF THE STRATEGIC CONTRACT MEETING

- 5.1 The Strategic Contract Meeting shall govern the strategic relationship between the Authority and the Supplier.

- 5.2 The Strategic Contract Meeting shall:

- (a) ensure that this Agreement 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 the Supplier;
- (b) receive and review reports from the Contract 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;
- (c) determine business strategy and provide guidance on policy matters which may impact on the implementation of the Services or on any Cross Step-In Optional Services;
- (d) authorise the commissioning and initiation of, and assess opportunities for, Cross Step-In Optional Services;
- (e) consider and resolve Disputes (including Disputes as to the cause of a failure in the performance of the Services) escalated to the Strategic Contract Meeting; and
- (f) recognise and promote participation in cross-Governmental initiatives.

6 ROLE OF THE CONTRACT MANAGEMENT BOARD

- 6.1 The Contract Management Board shall be responsible for the executive management of the Services and shall:

- (a) be accountable to the Strategic Contract Meeting for comprehensive oversight of the Services and for the senior management of the operational relationship between the Parties;
- (b) report to the Strategic Contract Meeting on significant issues requiring decision and resolution by the Strategic Contract Meeting and on progress against the high-level Implementation Plan;
- (c) receive reports from the Service Managers on matters such as issues relating to delivery of existing Services and performance against Performance Indicators, progress against the Implementation Plan and possible future developments;
- (d) review and report to the Strategic Contract Meeting on service management, co-ordination of individual projects and any integration issues;
- (e) deal with the prioritisation of resources

- (f) 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 Strategic Contract Meeting; and
 - (g) develop operational/supplier relationship and develop and propose the relationship development strategy and ensure the implementation of the same.
- 6.2 From the final Operational Service Commencement Date, the Contract Management Board will be accountable to the Service Management Group.

7 ROLE OF THE AUDIT ASSURANCE BOARD

- 7.1 The Audit Assurance Board shall be accountable to the Project Board for oversight of the security approach deployed in relation to the Supplier Solution, the Supplier System and the provision of the Services and ensuring that security choices are made to maximise the long-term value of the Supplier Solution, the Supplier System and the Services.
- 7.2 The Audit Assurance Board shall provide advice, guidance and information on security issues and ensure that the security architecture of the Supplier Solution, the Supplier System and the Services is aligned to the Services Description and has sufficient flexibility to cope with future requirements of the Authority.
- 7.3 The Audit Assurance Board shall provide advice on Schedule 2.4 and that the Authority to Operate is achieved and maintained.

8 ROLE OF THE SECURITY WORKING GROUP

- 8.1 The Security Working Group shall be accountable to the Audit Assurance Board for oversight of the security approach deployed in relation to the Supplier Solution, the Supplier System and the provision of the Services.
- 8.2 The Security Working Group shall:
- (a) ensure compliance with the Standards and assurance processes;
 - (b) grant dispensations for variations from such compliance where appropriate;
 - (c) assure the coherence and consistency of the security standards for the Supplier Solution.

9 ROLE OF THE TCN WORKING GROUP

- 9.1 The TCN Working Group shall be accountable to the Project Board for oversight of Sites used as Test Centres used in the Supplier Solution and the Services and ensuring that choices are made to maximise the long-term value of the Supplier Solution and the Services.
- 9.2 The TCN Working Group shall:
- (a) ensure consistency across all FTTS Suppliers providing test centre network services (including the Supplier);

- (b) raise any issues relating to all FTTS Suppliers providing test centre network services (including the Supplier);
 - (c) share and develop best practice.
- 9.3 The Supplier hereby acknowledges and accepts that other FTTS Suppliers may be in attendance at TCN Working Group at the discretion of the Authority.
- 9.4 The TCN Working Group will commence upon the Final Operational Service Commencement Date.

10 ROLE OF WORKSTREAM MEETING

- 10.1 The Workstream Meeting shall be responsible for the operational management of the Services and shall govern delivery by the Supplier against the Implementation Plan, Milestones and Deliverables.
- 10.2 The Workstream Meeting will be subsumed into the Operational Meetings from the final Operational Service Commencement Date.

11 ROLE OF THE STEERING COMMITTEE BOARD

- 11.1 The Steering Committee Board shall be responsible for the strategic management of the Services and Supplier System delivered by the Supplier and shall be accountable to the Project Board for comprehensive oversight of the Services and the Supplier and for the senior management of the operational relationship between the Parties.
- 11.2 From the final Operational Service Commencement date, the Steering Committee Board will be accountable to the Service Management Group.

12 ROLE OF THE SERVICE MANAGEMENT GROUP

- 12.1 The Service Management Group shall:
 - (a) provide senior level guidance, leadership and strategy for the overall delivery of the Services; and
 - (b) be the point of escalation from the Change Control Board and the Audit Assurance Board.
- 12.2 The Service Management Group will commence upon the final Operational Service Commencement Date.

13 ROLE OF THE CHANGE CONTROL BOARD

- 13.1 The Change Control Board shall assess the impact and approve or reject all Change Requests. Changes which will have a significant impact on the Services shall be escalated to the Service Management Group.
- 13.2 The Change Control Board shall:
 - (a) analyse and record the impact of all Changes, specifically whether the proposed Change:

- (i) has an impact on other areas or aspects of this Agreement and/or other FTTS Supplier Agreement(s);
 - (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, Charges and/or Performance Indicators and Target Performance Levels;
- (b) provide recommendations, seek guidance and authorisation from the Service Management Group as required; and
- (c) approve or reject (close) all proposed Changes.

13.3 The Change Control Board will commence upon the Final Operational Service Commencement Date.

14 ROLE OF OPERATIONAL MEETING

- 14.1 The Operational Meeting shall be responsible for the operational management of the Services and shall review reports from the Service Manager on matters such as issues relating to delivery of the Services and performance against Performance Indicators.
- 14.2 Operational issues which will have a significant impact on the Services shall be escalated to the relevant Boards.
- 14.3 The Operational Meeting will commence upon the Final Operational Service Commencement Date and from that date shall subsume the Workstream Meeting.

15 CONTRACT MANAGEMENT MECHANISMS

- 15.1 Both Parties shall pro-actively manage risks attributed to them under the terms of this Agreement.
- 15.2 The Supplier shall develop, operate, maintain and amend, as agreed with the Authority, processes for:
 - (a) the identification and management of risks;
 - (b) the identification and management of issues; and
 - (c) monitoring and controlling project plans.

16 ANNUAL REVIEW

- 16.1 An Annual Review Meeting shall be held throughout the Term on a date to be agreed between the Parties.
- 16.2 The meetings shall be attended by the executive level of the Supplier and the executive level of the Authority and any other persons considered by the Authority necessary for the review.

ANNEX 1: REPRESENTATION AND STRUCTURE OF BOARDS

Project Board

Authority Members of Project Board	Project Executive (Chairperson)
Supplier Members of Project Board	Service Manager if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Project Board meetings	Effective Date
Frequency of Project Board meetings	Fortnightly (exact time and date to be notified by the Authority to the Supplier)
Location of Project Board meetings	DVSA Offices (Nottingham/Bristol)

Strategic Contract Meeting

Authority Members for Strategic Contract Meeting	Project Executive (Chairperson)
Supplier Members for Strategic Contract Meetings	Senior executive managers if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Strategic Contract Meetings	Effective Date
Frequency of Strategic Contract Meetings	Quarterly (exact time and date to be notified by the Authority to the Supplier)
Location of Strategic Contract Meetings	DVSA Offices (Nottingham)

Contract Management Board

Authority Members of Contract Management Board	Contract Manager (Chairperson)
Supplier Members of Contract Management Board	Contract managers ¹ if required by the Authority and all relevant Supplier

¹ By way of explanation, the Supplier's contract manager is responsible for the effective management of the contractual performance of the Agreement. The role manages the strategic relationship between the Authority and the Supplier to ensure compliance with the specifications of the Agreement.

	Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Contract Management Board meetings	Effective Date
Frequency of Contract Management Board meetings	Monthly (exact time and date to be notified by the Authority to the Supplier)
Location of Contract Management Board meetings	DVSA Offices (Nottingham)

Audit Assurance Board

Authority Members of Audit Assurance Board	Security Architect (Chairperson)
Supplier Members of Audit Assurance Board	Security architect if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Audit Assurance Board meetings	Effective Date
Frequency of Audit Assurance Board meetings	Quarterly (exact time and date to be notified by the Authority to the Supplier)
Location of Audit Assurance Board meetings	DVSA Offices (Nottingham)

Security Working Group

Authority Members of Security Working Group	Security Manager (Chairperson)
Supplier Members of Security Working Group	Security officers if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Security Working Group meetings	Effective Date

During mobilisation, they will manage the mobilisation and implementation of the Agreement, approving the achievement of Milestones and Deliverables. Following mobilisation, they will review and manage the performance in line with requirements, monitoring and acting on results to ensure the Authority and its customers are provided with a high-quality service.

Frequency of Security Working Group meetings	Monthly (exact time and date to be notified by the Authority to the Supplier)
Location of Security Working Group meetings	DVSA Offices (Nottingham)

Workstream Meeting

Authority Members for Workstream Meeting	Workstream Lead (Chairperson)
Supplier Members for Workstream Meeting	Service Manager if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Workstream Meeting	Effective Date
Frequency of Workstream Meeting	Weekly (exact time and date to be notified by the Authority to the Supplier)
Location of Workstream Meeting	DVSA Offices (Nottingham/Remote)

Steering Committee Board

Authority Members for Steering Committee Board	Project Executive (Chairperson)
Supplier Members for Steering Committee Board	Executive managers if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Steering Committee Board meetings	Effective Date
Frequency of Steering Committee Board meetings	Bi-annually (exact time and date to be notified by the Authority to the Supplier)
Location of Steering Committee Board meetings	DVSA Offices (Nottingham)

Service Management Group

Authority Members of Service Management Group	Service Manager (Chairperson)
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Supplier Members of Service Management Group	Service Manager if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Service Management Group meetings	Final Operational Service Commencement Date
Frequency of Service Management Group meetings	Monthly (exact time and date to be notified by the Authority to the Supplier)
Location of Service Management Group meetings	Nottingham

Change Control Board

Authority Members of Change Control Board	Service Manager (Chairperson)
Supplier Members of Change Control Board	Contract managers ² if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Change Control Board meetings	Final Operational Service Commencement Date
Frequency of Change Control Board meetings	Monthly (exact time and date to be notified by the Authority to the Supplier)
Location of Change Control Board meetings	Nottingham

TCN Working Group

Authority Members for TCN Working Group	TCN Service Lead (Chairperson)
Supplier Members for TCN Working Group	Service Managers if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for TCN Working Group meetings	Final Operational Service Commencement Date
Frequency of TCN Working Group meetings	Monthly (exact time and date to be notified by the Authority to the Supplier)

² See footnote 1

Location of TCN Working Group meetings	DVSA Offices (Nottingham/Remote)
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Operational Meetings

Authority Members for Operational Meeting	Product Lead (Chairperson)
Supplier Members for Operational Meeting	Service Managers if required by the Authority and all relevant Supplier Personnel, as determined by the Authority, shall be invited to these meetings
Start date for Operational Meetings	Final Operational Service Commencement Date
Frequency of Operational Meetings	Monthly (exact time and date to be notified by the Authority to the Supplier)
Location of Operational Meetings	Nottingham/Remote