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APPLICATIONS AND HOSTING SERVICES

CALL OFF SCHEDULE 17

GOVERNANCE

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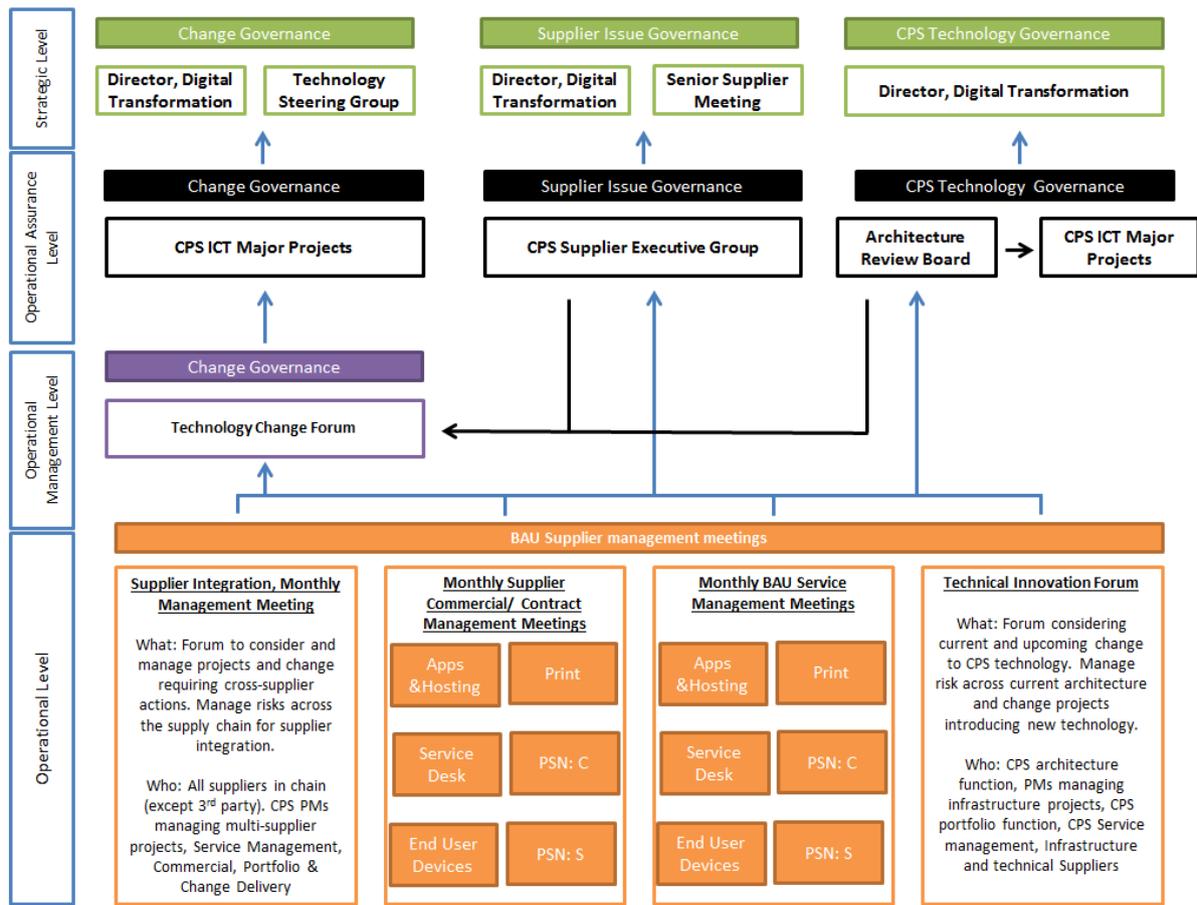
1. INTRODUCTION

- 1.1 The Customer operates a governance model, extending to three tracks of governance: change management, Suppliers, issues and technology. This model defines the governance structures to ensure that:
 - 1.1.1 appropriate forums exist to manage the delivery of ICT Services and the relationships between the Customer, suppliers and other key stakeholders; and
 - 1.1.2 appropriate information is maintained and shared to enable effective decision making and to ensure the delivery of Services to the standards and levels of quality required by the Customer.
- 1.2 Each governance track operates over four levels:
 - 1.2.1 Operational Level;
 - 1.2.2 Operational Management Level;
 - 1.2.3 Operational Assurance Level; and
 - 1.2.4 Strategic Level.
- 1.3 Each level involves decision making on ICT Services, including issue resolution and new investments in services.

2. GENERAL

- 2.1 The diagram below is a pictorial representation of the governance model:

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- 2.2 The Supplier shall comply with the Customer's governance model described in this Call Off Schedule and provide appropriate representation to forums at each level of governance.
- 2.3 The appropriate Supplier representation at each of the meetings identified in this Call Off Schedule should be agreed with the Customer within two (2) weeks of the Call Off Commencement Date.

3. GOVERNANCE FORUMS AT AN OPERATIONAL LEVEL

- 3.1 **Supplier Integration:** The Supplier will provide appropriate representation that are able to discuss change Projects that relate to this Call Off Contract and /or are change Projects that require action from across the supply chain. Either Party can escalate issues that they are unable to resolve at this governance forum to the Customer's supplier executive group described at Paragraph 6.1 below.
- 3.2 **Commercial/Contract Management Meeting:** The Supplier will provide appropriate representation that are able to discuss with the Customer, commercial performance (including billing) and identify and monitor risks and issues in the supply chain and the Customer business, including in relation to this Call Off Contract. Either Party can escalate issues that they are unable to resolve at this governance forum to the Customer's supplier executive group described at Paragraph 6.1 below.
- 3.3 **Business As Usual Service Management Meeting:** The Supplier will provide appropriate representation that are able to discuss with the Customer performance against Service Levels, share Customer feedback on the Services and monitor risks

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and issues in relation to this Call Off Contract and also across the supply chain and in relation to the Customer's business. Either Party can escalate issues that they are unable to resolve at this governance forum to the Customer's supplier executive group described at Paragraph 6.1 below. For the avoidance of doubt, either Party may raise risks for discussion in relation to operational risks and dependencies.

- 3.4 **Technical Innovation Forum:** The Supplier will provide appropriate representation that are enabled to discuss with the Customer progress against the Customer's technical roadmap, potential future technical ICT improvements that the Customer may need and assure other change Projects looking to introduce new technology to ensure it is compliant with the Customer's technical architectural principles. Either Party can escalate issues that they are unable to resolve at this governance forum to the Customer's supplier executive group described at Paragraph 6.1 below.

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4. GOVERNANCE FORUMS AT THE OPERATIONAL MANAGEMENT LEVEL

- 4.1 **Technology Change Forum (TCF):** This forum is the entry point for all ICT change projects, including the Change Control Procedure. This forum approves requests for change (new project or small change requests) to ensure each change is compliant with the Customer technical architectural principles. All change requests relating to the Customer ICT Environment must be Approved by TCF and, if accepted, this forum will monitor the life cycle of each change through to successful delivery.

5. GOVERNANCE FORUMS AT THE OPERATIONAL ASSURANCE LEVEL

- 5.1 **Customer's Supplier Executive Group:** The Supplier will provide appropriate representation, as required, to discuss issues raised/escalated from operational governance level described under Paragraph 3 above.

6. GOVERNANCE FORUMS AT THE STRATEGIC LEVEL

- 6.1 **Senior Supplier Meeting:** The Supplier will be provided with opportunity to regularly meet with the Customer's "Director of Digital Transformation", including to discuss this Call Off Contract. The Supplier representative will want to be of similar seniority. In addition to general discussion, the director will be able to raise and discuss issues escalated from any of the governance groups/boards identified in this Call Off Schedule at the operational assurance governance level described under Paragraph 5 above.

7. ADDITIONAL STRATEGIC FORUMS

- 7.1 The Customer will hold supplier events every 6 months to share with the entire supply chain the strategic direction of the Customer frontline business.

8. OTHER FORUMS RELATED TO GOVERNANCE

- 8.1 For Projects and/or programmes that are introducing development changes to applications (e.g., CMS), suppliers are expected to provide progress updates in person with Customer Representatives (likely at each governance level), including in relation to development changes under this Call Off Contract.

9. ESCALATIONS

- 9.1 Without prejudice to the Dispute Resolution Procedure, either Party may escalate issues that they are unable to resolve as such escalations are described about in this Call Off Schedule.