

Schedule 21

Governance

Schedule 21: Governance

1 Definitions

1.1 In this Schedule, the following definitions shall apply:

“Board 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 Shared Channels Experience Portfolio Board, the Strategic and Planning Review Board, the CCMP Steering Board, the Service Review Board, the Change Advisory Board, the Commercial Review Board, the Project Delivery and Change Review Board, the Exit and Transition Board and the Security Review Board, and “Board” shall mean any of them;
“CCMP Steering Board”	the body described in Paragraph 6;
“Change Advisory Board”	the body described in Paragraph 8;
“Commercial Review Board”	the body described in Paragraph 9;
“Exit and Transition Board”	the body described in Paragraph 11;
“Project Delivery and Change Review Board”	the body described in Paragraph 10;
“Project Managers”	the individuals appointed as such by the Authority and the Supplier in accordance with Paragraph 2, known also as “Service Managers” when involved in operational delivery;
“Security Review Board”	the body described in Paragraph 12; and
“Service Review Board”	the body described in Paragraph 7;
“Shared Channels Experience Portfolio Board”	the body described in Paragraph 4;
“Strategic And Planning Review Board”	the body described in Paragraph 5.

2 Management of the Services

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- 2.1 The Supplier and the Authority shall each appoint a Project Manager for the purposes of this Contract through whom the Services shall be managed at a 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 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 on which both the Supplier and the Authority shall be represented.
- 3.2 In relation to each Board, the:
 - 3.2.1 Authority Board Members;
 - 3.2.2 Supplier Board Members;
 - 3.2.3 frequency that the Board shall meet (unless otherwise agreed between the Parties);
 - 3.2.4 location of the Board's meetings; and
 - 3.2.5 planned start date by which the Board shall be established,shall 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.

Board meetings

- 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:
 - 3.4.1 a delegate attends the relevant Board meeting in his/her place who (wherever possible) is properly briefed and prepared; and
 - 3.4.2 that they are 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:
 - 3.5.1 scheduling Board meetings;

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- 3.5.2 setting the agenda for Board meetings and circulating to all attendees in advance of such meeting;
 - 3.5.3 chairing the Board meetings;
 - 3.5.4 monitoring the progress of any follow up tasks and activities agreed to be carried out following Board meetings;
 - 3.5.5 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
 - 3.5.6 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.

4 Role of the Shared Channels Experience Portfolio Board

- 4.1 The Joint Strategic Partnership Board shall ensure the strategic alignment of the Authority and Supplier businesses.
- 4.2 The Joint Strategic Partnership Board shall:
- 4.2.1 act as forward-looking forum to enable IT to deliver its vision and to achieve spending review challenges;
 - 4.2.2 have sight of all the IT deliverables for programmes and projects residing on the Authority portfolio;
 - 4.2.3 discuss any relevant changes to the Authority's business and services strategy; and
 - 4.2.4 provide the main forum for the Authority to share corporate and business unit strategic aims to be cascaded, where appropriate, to suppliers.

5 Role of the Strategic and Planning Review Board

- 5.1 The Strategic and Planning Review Board shall be a forum for collaboration, co-creation, and engagement.
- 5.2 The Strategic and Planning Review Board shall cover:
- 5.2.1 industry and best practice updates;
 - 5.2.2 emerging technology briefings;

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- 5.2.3 regulatory and legislative reviews;
- 5.2.4 opportunities for collaboration and co-creation;
- 5.2.5 communication of strategic changes within the Supplier's or the Authority's organisations;
- 5.2.6 joint strategic planning;
- 5.2.7 ongoing demand review;
- 5.2.8 risk management review;
- 5.2.9 licensing review; and
- 5.2.10 platform performance review.

6 Role of the CCMP Steering Board

6.1 The CCMP Steering Board shall:

- 6.1.1 provide senior level guidance, leadership and strategy for the overall delivery of the Services;
- 6.1.2 be the point of escalation from the Project Delivery and Change Review Board, the Service Review Board and the Exit and Transition Board; and
- 6.1.3 carry out the specific obligations attributed to it in Paragraph 6.2.

6.2 The CCMP Steering Board shall:

- 6.2.1 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 the Supplier;
- 6.2.2 receive and review reports from the Service Review 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;
- 6.2.3 determine business strategy and provide guidance on policy matters which may impact on the implementation of the Services or on any Optional Services;
- 6.2.4 authorise the commissioning and initiation of, and assess opportunities for, Optional Services; and
- 6.2.5 provide guidance and authorisation to the Project Delivery and Change Review Board on relevant Changes.

7 Role of the Service Review Board

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- 7.1 The Service Review Board shall be responsible for the executive management of the Services and shall:
- 7.1.1 be accountable to the CCMP Steering Board for comprehensive oversight of the Services and for the senior management of the operational relationship between the Parties;
 - 7.1.2 receive reports from the Project Managers on matters such as issues relating to delivery of existing Services, performance against Performance Indicators, progress against the Implementation Plan and possible future developments;
 - 7.1.3 review and report to CCMP Steering Board on service management, co-ordination of individual projects and any integration issues;
 - 7.1.4 deal with the prioritisation of resources and the appointment of Project Managers on behalf of the Parties;
 - 7.1.5 consider and resolve relevant 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 CCMP Steering Board;
 - 7.1.6 develop the Authority/Supplier relationship and develop and propose a relationship development strategy and ensure the implementation of the same;
 - 7.1.7 monitor compliance by the Supplier with the Authority policies and procedures; and
 - 7.1.8 review the Supplier performance for the preceding Service Period:
 - (i) review performance against Performance Indicators;
 - (ii) review all Service Credits;
 - (iii) review root cause analysis related to Severity Level 1 and Severity Level 2 Incidents;
 - (iv) review problem and incident ticket trends;
 - (v) review performance against the end-to-end measures that reflect the ITIL processes;
 - (vi) review operational risks and Rectification Plans;
 - (vii) review performance against the strategic Authority business measures;
 - (viii) review capacity plan, including optimisation proposals, historic and future projections against trends and anticipated business change for a minimum period of 6-months;
 - (ix) review roadmap and innovation proposals;

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- (x) review training approach and knowledge transfer;
- (xi) review any draft Rectification Plans submitted by the Supplier to improve their performance;
- (xii) produce a Balanced Scorecard Report for publication; and
- (xiii) consider service improvements proposed by the Supplier.

8 Role of the Change Advisory Board

- 8.1 The Change Advisory Board assesses Changes for implementation readiness and is the final authority in granting authorisation to proceed towards implementation in the target environment.
- 8.2 The Change Advisory Board shall:
 - 8.2.1 aim to maximise the number of successful changes by ensuring that risks have properly been assessed, authorising changes to proceed, and managing the change schedule;
 - 8.2.2 evaluate changes with a view to being satisfied that they can be implemented with minimum possible risk and impact; and
 - 8.2.3 consist of a cross-functional group of people tasked with evaluating change.

9 Role of the Commercial Review Board

- 9.1 The Commercial Review Board shall monitor in relation to this Contract the overall commercial and financial relationship.
- 9.2 The Commercial Review Board shall:
 - 9.2.1 monitor the alignment of the Authority and Supplier commercial objectives, in accordance with the Authority's "Gold Contract Standards";
 - 9.2.2 take a pro-active view of commercial impacts, stakeholder management and communication issues;
 - 9.2.3 discuss and resolve contract compliance and commercial issues;
 - 9.2.4 resolve wherever possible all major Supplier and Authority commercial issues and Disputes relating to this Contract as are referred to it;
 - 9.2.5 ensure implementation of best practice in contract and compliance management;
 - 9.2.6 agree actions and improvement plans to address compliance issues;
 - 9.2.7 provide a forum for achieving and tracking a collective and consistent view of compliance against all Contract obligations;

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- 9.2.8 deal with and make decisions on issues identified by the Supplier or the Authority that require contract or compliance management action, resolution or agreement;
- 9.2.9 review the Authority commercial risk register (quarterly basis);
- 9.2.10 review the continuity of supply in the Supplier's supply chain process;
- 9.2.11 appoint, as and when required, "contract management teams" with responsibility for seeking resolution of contractual disputes;
- 9.2.12 review issues in purchase order processing, Change process and items where there are delays or other issues in progress;
- 9.2.13 review financial data submitted covering:
 - (A) revenue profile;
 - (B) profit profile;
 - (C) new business profile;
 - (D) account standing including any aged debt;
 - (E) supplier investment; and
 - (F) any identified savings;
- 9.2.14 maintain an overview of contract change control including any requirement to annually conform the contract with any Changes;
- 9.2.15 monitor and discuss diversity and equality issues; and
- 9.2.16 provide a forum to review quarterly all asset management records.

10 Role of the Project Delivery and Change Review Board

- 10.1 The Project Delivery and Change Review Board shall monitor and manage project delivery against the Implementation Plan and assess the impact and approve or reject all Implementation Plan-impacting Change Requests from both the Supplier and The Authority. Changes which will have a significant impact on the Services shall be escalated to the CCMP Steering Board. Changes which potentially impact the wider provision of the service must also be assessed at weekly triage calls, with the potential of also being referred to the Authority Change Advisory Board.
- 10.2 The Project Delivery and Change Review Board shall:
 - 10.2.1 manage agreed business transformation programmes;
 - 10.2.2 report to the CCMP Steering Board on significant issues requiring decision and resolution by the Project Delivery and Change Review Board and on progress against the Detailed Implementation Plan;

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- 10.2.3 provide high level direction, prioritisation, against other current and planned activities, integration and co-ordination across all projects;
- 10.2.4 monitor the development and implementation of current and future projects;
- 10.2.5 identify, monitor and manage risks in the delivery of projects or the Services;
- 10.2.6 analyse and record the impact of all Implementation Plan-impacting 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 timescales;
 - (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;
- 10.2.7 provide recommendations, seek guidance and authorisation from the CCMP Steering Board as required;
- 10.2.8 approve or reject (close) all proposed Implementation Plan-impacting Changes;
- 10.2.9 monitor the status of projects during the Change lifecycle;
- 10.2.10 provide assurance to the CCMP Steering Board that risks are being effectively managed across the Services, including reporting the 'top 5' risks to the CCMP Steering Board;
- 10.2.11 identify the risks to be reported to the CCMP Steering Board via the regular risk reports;
- 10.2.12 subject to the Change Control Procedure, accept or reject new risks proposed for inclusion in the Risk Register; and
- 10.2.13 ratify or refuse requests to close risks on the Risk Register.

11 Role of the Exit and Transition Board

- 11.1 The Exit and Transition Board shall identify and manage all matters relating to the exit and transition of of the Services.
- 11.2 The Exit and Transition Board shall:
 - 11.2.1 monitor the overall progress of transition and performance by the Supplier and the Authority of their respective obligations in relation to the Detailed Implementation Plan;

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- 11.2.2 identify opportunities for driving efficiencies relating to the transition and Exit Plans;
- 11.2.3 request reports from the Exit Managers on each Party's compliance with their obligations particularly in relation to the production and updating of the Exit Plan and the provision of any Termination Services and Exit Information;
- 11.2.4 in the event of any termination or expiry of this Contract, manage performance by the Supplier and the Authority of their respective obligations in relation to exit management;
- 11.2.5 review the progress of the transition programme against the Detailed Implementation Plan;
- 11.2.6 review any problem areas, considering any issues and risks that might prejudice the success of transition;
- 11.2.7 review any significant issues arising from meetings between any representative from either Party within transition and other relevant and/or linked activities;
- 11.2.8 review any risks and issues referred to it by the transition manager with a view to either or both Parties taking steps to mitigate such risks and issues and associated impacts on the timely completion of the transition;
- 11.2.9 review, and seek to settle at the earliest opportunity, any contractual or performance issues between the Parties; and
- 11.2.10 develop a strategy for exit activities on expiry/termination:
 - (i) manage and review the Exit Plan;
 - (ii) oversee the implementation of the Exit Plan until the conclusion of all activities set out in the Exit Plan;
 - (iii) review the associated registers; and
 - (iv) review progress on the exit strategy and Exit Plan.

12 Role of the Security Review Board

- 12.1 The Security Review Board shall formalise the security partnership between The Authority and Supplier.
- 12.2 The Security Review Board shall provide a regular security governance forum to discuss and review:
 - 12.2.1 ongoing and new security risk;
 - 12.2.2 end of life / end of support items;
 - 12.2.3 IT Health check cycle and remediation status;

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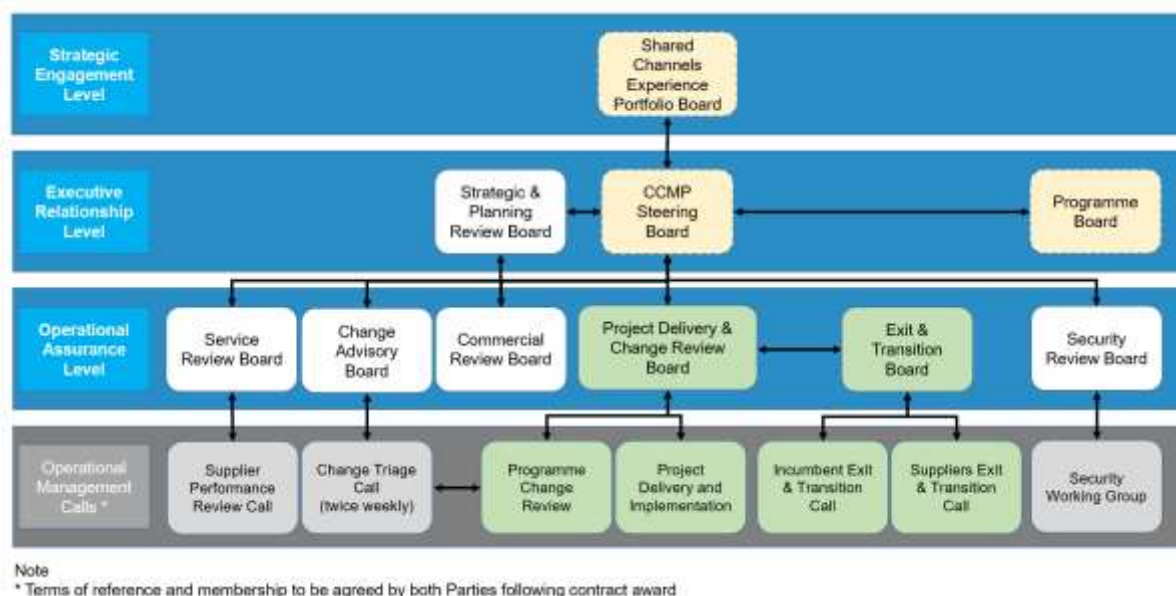
- 12.2.4 audit cycle and status;
- 12.2.5 patching and vulnerability cycle and status;
- 12.2.6 security incident management reporting and trends;
- 12.2.7 Supplier overview of security status; and
- 12.2.8 the Authority security risk register status.

13 Contract Management Mechanisms

- 13.1 Both Parties shall pro-actively manage risks attributed to them under the terms of this Contract.
- 13.2 The Supplier shall develop, operate, maintain and amend, as agreed with the Authority, processes for:
 - 13.2.1 the identification and management of risks;
 - 13.2.2 the identification and management of issues;
 - 13.2.3 monitoring and controlling project plans; and
 - 13.2.4 ensuring the Contract is conformed on an annual basis to update and include any Changes which may have been agreed in accordance with the Change Control Procedure within the period.
- 13.3 The Risk Register shall be updated by the Supplier and submitted for review by the CCMP Steering Board.

ANNEX 1: REPRESENTATION AND STRUCTURE OF BOARDS

Governance Structure



Additional information:

1. The Shared Channels Experience Portfolio Board, CCMP Steering Board, and Programme Board are included here for information only as there is no Supplier Membership of this body.
2. The Operational Management Calls are included here as a guide to the typical working level meetings that the Supplier should reasonably expect to attend which take place in support of the respective Board.
3. Items shown in green are Programme delivery-focused meetings, and therefore are not expected to routinely operate once delivery and transition activities have completed.

Shared Channels Experience Portfolio Board

Authority Members of Shared Channels Experience Portfolio Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Joint Strategic Partnership Shared Channels Experience Portfolio Board	No supplier attendance anticipated
Start Date for Shared Channels Experience Portfolio Board meetings	N/A
Frequency of Shared Channels Experience Portfolio Board meetings	N/A
Location of Shared Channels Experience Portfolio Board meetings	N/A

Strategic and Planning Review Board

Authority Members of Strategic and Planning Review Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Strategic and Planning Review Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Strategic and Planning Review Board meetings	Contract Award
Frequency of Strategic and Planning Review Board meetings	Quarterly
Location of Strategic and Planning Review Board meetings	Manchester Hub (or as advised by the Authority*)

CCMP Steering Board

Authority members of CCMP Steering Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier members of CCMP Steering Board	No supplier attendance anticipated
Start date for CCMP Steering Board meetings	N/A
Frequency of CCMP Steering Board meetings	N/A
Location of CCMP Steering Board meetings	N/A

Service Review Board

Authority Members of Service Review Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Service Review Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Service Review Board meetings	Contract Award
Frequency of Service Review Board meetings	Monthly (or by exception as required)
Location of Service Review Board meetings	Peel Park or Manchester Hub (or as advised by the Authority*)

Change Advisory Board

Authority Members of Change Advisory Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Change Advisory Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Change Advisory Board meetings	Contract Award
Frequency of Change Advisory Board meetings	Daily, Monday to Friday excluding Bank Holidays
Location of Change Advisory Board meetings	Manchester Hub (or as advised by the Authority*)

Commercial Review Board

Authority Members of Commercial Review Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Commercial Review Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Commercial Review Board meetings	Contract Award
Frequency of Commercial Review Board meetings	Monthly (or by exception as required)
Location of Commercial Review Board meetings	Peel Park or Manchester Hub (or as advised by the Authority*)

Project Delivery and Change Review Board

Authority Members of Delivery and Change Review Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Delivery and Change Review Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Delivery and Change Review Board meetings	Contract Award
Frequency of Delivery and Change Review Board meetings	Monthly (or by exception as required)
Location of Delivery and Change Review Board meetings	Manchester Hub (or as advised by the Authority*)

Exit and Transition Board

Authority Members for Exit and Transition Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members for Exit and Transition Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Exit and Transition Board meetings	Contract Award
Frequency of Exit and Transition Board meetings	At a minimum fortnightly during Transition and Exit periods, and no less than once per Contract Year to effectively manage the Exit Plan.
Location of Exit and Transition Board meetings	Manchester Hub (Transition), Peel Park (Exit), (or as advised by the Authority*)

Security Review Board

Authority Members of Security Review Board	[Redacted Under FOIA Section 40, Personal Information]
Supplier Members of Security Review Board	[Redacted Under FOIA Section 40, Personal Information]
Start Date for Security Review Board	Contract Award
Frequency of Security Review Board	Monthly (or by exception as required)
Location of Security Review Board	Newcastle or Manchester Hub (or as advised by the Authority*)

*The Authority may advise the Supplier that some or all of these meeting Locations will be virtual using MS Teams.