

SCHEDULE 1 DEFINITIONS AND INTERPRETATION**1 Definitions**

- 1.1 In this Contract, the words defined in Schedule 1 (Definitions) shall have the meanings given to them in that Schedule.

2 Interpretation

- 2.1 The masculine includes the feminine and vice versa, and words importing the neuter include the masculine and the feminine and vice versa.
- 2.2 The singular includes the plural and vice versa.
- 2.3 The words "include", "includes", "including" and "included" are to be construed as if they were immediately followed by the words "without limitation".
- 2.4 A reference to a person includes firms, partnerships and corporations, and their successors and permitted assignees or transferees.
- 2.5 Unless stated to the contrary, any reference to this Contract or to any other document shall include any permitted variation, amendment or supplement to such document.
- 2.6 References to any enactment, order, regulation, or other similar instrument shall be construed as a reference to the enactment, order, regulation, or instrument as amended, supplemented, replaced or consolidated by any subsequent enactment, order, regulation, or instrument.
- 2.7 The heading to any Contract provision shall not affect the interpretation of that provision.
- 2.8 Any decision, act, or thing which the Authority is required or authorised to take or do under this Contract may be taken or done only by any person authorised, either generally or specifically, by the Authority to take or do that decision, act, or thing on behalf of the Authority.
- 2.9 Unless excluded within the terms of this Contract or where otherwise required by Law:
- 2.9.1 references to submission of documents in writing shall include electronic submission; and
- 2.9.2 any requirement for a document to be signed or references to signatures shall be construed to include electronic signature, provided that a formal method of authentication as agreed between the Parties is employed and such agreed method is recorded in this Contract.
- 2.10 'Materiel' is a generic term meaning equipment (including fixed assets), stores, training material, supplies and spares.

- 2.11 Where BS/EN/ISO 9000 or documents in the AQAP 100 series form part of this Contract either by reference in the special conditions or as invoked by such Defence Standards (DEF-STANs) in the 05-90 series as are called up as part of this Contract, the following provisions shall also have effect:
- 2.11.1 the “**Purchaser**” means the Authority;
- 2.11.2 the “**Purchaser's Representative**” means the Representative of the Authority; and
- 2.11.3 the “**Project Management Authority**” or “**Progress Authority**” means the authorities so designated in this Contract.
- 2.12 For the purposes of interpretation of the Statement of Requirements at Schedule 2, unless expressly stated to the contrary, the Training Services described in the Statement of Requirements shall include all associated activities required to deliver the Training Services. In the event of a difference in the interpretation of the Statement of Requirements between the Parties, the provisions of clause 90 (Dispute Resolution) shall apply.
- 2.13 For tasks of the Statement of Requirements which provide for the Contractor to be responsible for the overall output delivery, the Statement of Requirements will be interpreted so far as is practicable as an output based specification for the delivery of the task for pricing purposes. Quantities and volumes have been provided for the purpose of developing a risk Contract Price and are not intended to be interpreted as menu pricing linked to specific quantities or volumes.
- 2.13.1

Definitions

Term	Definition
Actual Costs	Means the actual labour, material and Sub-Contract costs and overhead properly and reasonably incurred in the delivery of the Training Services;
Alternative Dispute Resolution	Means any of a range of voluntary processes involving a neutral third party that brings the Parties together to resolve a dispute without resorting to litigation, and shall include mediation, adjudication and expert determination;
Annual Certificate Form AAC 32	Means the DEFSTAN 05-99 (Managing Government Furnished Equipment in Industry);
Annual Change	Has the meaning set out in paragraph 3.1 of Schedule 4 (Change and Change Management);
Annual Change Pricing Mechanism	Means the financial model for pricing Annual Change as described in Schedule 7 (Pricing of Change);
Annual Change Report	Means the report submitted by the Contractor containing the details of the price impact arising from the application of the Annual Change Pricing Mechanism pursuant to Schedule 4 (Change and Change Management);
Annual Contract Price	Means the firm price to be paid to the Contractor for the delivery of Training Services for the relevant Contract Year as set out in Annex A1 to Schedule 6 (Pricing Mechanism)
Annual Exceptional Change Price	Means the total of firm prices agreed in the relevant Contract Year in accordance with Schedule 6 (Pricing Mechanism)
Annual Financial Report	Means the Annual Financial Report as described in paragraph 3.1.3 of Schedule 8 in the format at Annex B and produced by the Contractor and agreed with the Authority;
Annual Operating Budget	Means the annual operating budget that FOST has approved for the Contract;
Annual Price	Means the agreed Annual Price on which the 12 equal monthly payments are made to the Contractor as per Schedule 9;
Annual Report	Means the report detailed at paragraph 8.1 of Schedule 3 (Governance and Contract Management);
Audit	Means the method of measuring Contractor performance set out in Schedule 13 (Authority Audit);
Audit Criteria	Means the criteria against which this Contract is audited as defined in Schedule 13 (Authority Audit)
Audit Observation	Has the meaning set out in Schedule 13(Authority Audit);
Audit Plan	Means the quarterly plan produced by the Authority setting out the sample of Audit Criteria for the next Audit in accordance with Schedule 13 (Authority Audit);

Term	Definition
Audit Report	Means the report produced by the Authority detailing the results of the Contract Audit conducted in accordance with Schedule 12 (Performance Mechanism) and Schedule 13 (Authority Audit);
Authority	Means the Secretary of State for Defence;
Authority Contractor	Means any contractor, consultant or agent as may be appointed from time to time to deliver goods and/or services to the Authority;
Authority Disclosed TUPE Data	Means information relating to the TUPE provisions of this Contract disclosed to the Contractor and its Shareholders and advisers including: (a) the ITN and ITSFT; and (b) the data store made available to bidders as part of the ITN and ITSFT;
Authority Property	Means all Authority owned assets and property, including Intellectual Property;
Authority's Nominated Commercial Officer	Means the Authority's commercial representative duly authorised to agree amendments to this Contract on behalf of the Authority as notified to the Contractor from time to time;
Authority's Title	Means the title of the Authority in respect of each of the Establishments;
Authority's Representative	Means an authorised designated representative as determined by the Authority from time to time;
Background Intellectual Property ("Background IP")	Means any IP not generated in performance of this Contract;
Baseline Personnel Security Standard (BPSS)	Means the pre-employment checks to be carried out to obtain an appropriate degree of assurance about the identity, nationality, employment history and integrity of individuals. Satisfactory completion of the Baseline Personnel Security Standard may allow access to government assets marked OFFICIAL-SENSITIVE and SECRET;
Breach of Security	Means any breach of part 13 (Security and Confidentiality) which prejudices security or contravenes security regulations;
Break of Task	Has the meaning set out in paragraph 9.1 of Schedule 4 (Change and Change Management);
British Standards	Means those standards of the British Standards Institute applicable to Great Britain and Northern Ireland from time to time;
Business Continuity Plan	Means the plan formulated and maintained by the Contractor to ensure continued delivery of Training Services during/following a catastrophic event detailed in Schedule 15 (Business Continuity Plan);
Business Day	Means any day excluding: 1. Saturdays, Sundays and public and statutory holidays in the jurisdiction of either party; 2. privilege days notified in writing by the Authority to the Contractor at least 14 calendar days in

Term	Definition
	advance; and 3. such periods of holiday closure of the Contractor's premises of which the Authority is given written notice by the Contractor at least 14 calendar days in advance;
Business Information Service	Means the services to be provided by the Contractor as specified in Annex E of Schedule 2 (Statement of Requirements);
CAAS	Means the Authority's Cost Assurance Analysis Service;
Change Requests	Means the Authority's request to the Contractor for changes as defined in Schedule 4 (Change and Change Management);
Chemical, Biological, Radiological, Nuclear and Damage Control	Has the meaning set out in Schedule 2 (Statement of Requirements);
Civilian Accreditation	Means the recognition that an individual's military service has achieved a recognised civilian standard;
Commanding Officer (" CO ")	Means the head of an Establishment who exercises judicial and military discipline;
Commercial Work	Means any work undertaken by the Contractor for a third party involving the employment of resources, assets or Establishments allocated for the performance of this Contract;
Commercial Work Report	Means the Contractor's report on Commercial Work as detailed in clause 83.4;
Competency Management System (" CMS ")	Means the Contractor's system used to record Contractor Employee skills, experience and abilities;
Comptroller & Auditor General	Means the government official in charge of the National Audit Office;
Confidential Information	Means information, including Secret or Official-Sensitive Commercial Information, which at the time of disclosure to the receiving party ought to be considered as confidential (however it is conveyed or on whatever media it is stored) and may include information whose disclosure would, or would be likely to, prejudice the commercial interests of any person, trade secrets, IPR or know-how of either party and all personal data and sensitive personal data within the meaning of the Data Protection Act 1988;
Continuous Professional Development (" CPD ")	Means the ongoing programme of development to enhance employee skills and knowledge appropriate to the delivery of the outputs of the organisation;
Contract	Means this Contract and supporting Schedules specifications, plans, drawings, and other documentation, expressly made part of the agreement;
Contract Audit	Means the Authority's audit of the Training Services as required in part 4 of Schedule 3 (Governance and Contract Management) and Schedule 12;

Term	Definition
Contract Designated Officer	Means the Authority's Level 2 representative in accordance with Schedule 3 (Governance and Contract Management);
Contract Period	Means the period from the Effective Date to the Expiry Date or Termination Date whichever occurs first;
Contract Price	Means the price exclusive of Value Added Tax, payable to the Contractor by the Authority under this Contract for the full and proper performance by the Contractor of this Contract and calculated in accordance with Schedule 6 (Pricing Mechanism);
Contract Year	Means a financial year during the Contract Period commencing 1 April and ending 31 March;
Contractor	Means TBC at Contract Award ;
Contractor Default	Has the meaning set out in clause 66;
Contractor Default Termination Date	Has the meaning set out in clause 66 (Failure of Performance);
Contractor Delivery Period	Means a period of time used for calculating the level of Contractor Instructor input in any given Type B Course;
Contractor Employee	Means an employee of the Contractor;
Contractor Instructor	Means suitably qualified and experienced personnel (SQEP) employed by the Contractor to deliver the Training Delivery Service and Training Delivery Support Service;
Contractor Property	Means the property belonging to and used by the Contractor to deliver the Training Services and does not form part of any Authority Property;
Contractor's Commercially Sensitive Information	Means the information listed in the Contractor Commercial Sensitive Information Annex at Schedule 21 to this Contract being information notified by the Contractor to the Authority which is acknowledged by the Authority as being commercially sensitive information;
Contractor's Costs	Means those fair and reasonable costs properly incurred by the Contractor in the delivery of this Contract;
Contractor's Exit Team	Means the Key Personnel as detailed in Schedule 11 (Key Personnel) that will act as members of the Exit Steering Group in accordance with Schedule 3 (Governance and Contract Management);
Contractor's Representative	Means either the Contract Manager or the Contractor's nominated commercial representative as notified to the Authority from time to time;
Contractor's Security Officer	Means the person or persons appointed by the Contractor to manage security aspects of this Contract in accordance with clause 58 (Security Requirements);
Control Copy	Means the list of all deliverable information to be maintained by the Contractor as set out in clause 53.8, 53.9 and 53.10 (Background Intellectual

Term	Definition
	Property);
Controlled Information	Means any information in any written or tangible form which is disclosed to the Contractor by or on behalf of the Authority under or in connection with this Contract, and which is identified by the legend 'Controlled Information' or other approved legend notified to the Contractor. Controlled Information shall exclude information provided by oral communication;
COTS	Has the meaning set out in clause 54 (Third Party Intellectual Property – Commercial and Non-Commercial Articles and Services);
Course Starts	Means the total number of Type C, Type B and Type A Courses scheduled for commencement in a Training Year as detailed in Annex B of Schedule 2 (Statement of Requirements) as amended by the Annual Change process for that Training Year;
Crown Use	In relation to a patent, means the doing of anything by virtue of sections 55 to 57 of the Patents Act 1977 which otherwise would be an infringement of the patent and in relation to a Registered Design has the meaning given in paragraph 2A(6) of the First Schedule to the Registered Designs Act 1949;
Data Controller	Has the same meaning as in section 1 of the DPA;
Data Processing	Has the same meaning as in section 1 of the DPA;
Data Processor	Has the same meaning as in section 1 of the DPA;
Data Subject	Has the same meaning as in section 1 of the DPA;
Defence Contracts Bulletin	Means the Defence Contracts Bulletin;
Defence Systems Approach to Training (“ DSAT ”) Quality Management Standard (“ QMS ”)	Means the Authority’s system that must be used by those who are involved in the analysis, design, delivery, assurance, management and governance of training across Defence. DSAT is defined in JSP 822 which is the authoritative policy and guidance on DSAT;
Defence Train the Trainer	Means the Authority training course to be completed by Military Instructors delivering training to Authority personnel in order to ensure they are competent to carry out their instructor and supervisory care responsibilities in accordance with the Defence Trainer Capability;
Defence Trainer Capability (“ DTC ”)	Means the Authority’s holistic approach to ensure those delivering defence training are well trained and regularly update their knowledge and application of training principles and techniques as stated in Schedule 2 (Statement of Requirements);
Deliverable Quality Plan	Means the Contractor’s document that specifies which procedures and associated resources shall be applied by whom and when to this Contract in accordance with clause 82 (Deliverable Quality Plan); also defined as the Training Quality Manual (TQM) in Schedule 18 (Quality Plan);
Design Right	Has the meaning ascribed to it by Section 213 of

Term	Definition
	the Copyright, Designs and Patents Act 1988;
Dispute Resolution Procedure	Has the meaning set out in clause 90 (Dispute Resolution);
Disputed Amount	Has the meaning set out in clause 41.1 (Disputed Amounts);
Document Review	Has the meaning set out in part 2 of Schedule 13 (Authority Audit);
DPA	Means the Data Protection Act 1998;
Education Services	Means the services to be provided by the Contractor as specified in Annex F of Schedule 2 (Statement of Requirements);
Effective Date	Means the date of Contract signature;
EL3R	Means the education, lifelong learning and resettlement of service personnel;
Establishment	Means an area or site under the management of the Authority that is within the scope of this Contract and shall be deemed to include any of Her Majesty's ships or vessels and service stations as appropriate;
Establishment Orders	Means any directive or instruction issued formally in writing by or on behalf of the Commanding Officer of the Establishment;
Establishment Security Officer ("ESyO")	Means a person or persons appointed by the Authority to manage security aspects of this Contract in accordance with clause 58 (Security Requirements);
European Union ("EU")	Means the union of member states (that are members at any given time) established by the Treaty on European Union, which took effect on 1 November 1993;
Ex-Authority Employee	Has the meaning set out in Schedule 16 (TUPE);
Exceptional Change	Has the meaning set out in part 8 paragraph 14 of Schedule 4 (Change and Change Management);
Exceptional Change Price	Means the firm price for an Exceptional Change agreed in accordance with Schedule 7 (Pricing of Change)
Exceptional Change Request	Means the change request issued by the Authority to the Contractor requesting an Exceptional Change in accordance with paragraph 14 of Schedule 4 (Change and Change Management);
Exit Period	Means the final 12 months of the Contract Period;
Exit Plan	Has the meaning set out in Schedule 5 (Transition);
Exit Steering Group	Has the meaning set out in part 6 of Schedule 3 (Governance and Contract Management);
Expiry Date	Means the date 6.25 years after the Service Commencement Date in accordance with clause 3.2 (Duration) or, as otherwise agreed in the event that the Authority opts to extend the term of this Contract in accordance with clauses 3.3 and 3.7;
Extension Performance Indicator	Means the performance indicators identified in Schedule 10 (Options to Extend);

Term	Definition
External Validation (“ EXVAL ”)	Means the assurance process using external qualitative and quantitative data to determine the degree to which training prepares individuals / teams for the specified role and whether the role remains valid as referenced in Annex C to Schedule 2 (Statement of Requirements);
Failure of Performance Persistent Breach	Has the meaning set out in clause 66.2;
Final Proposal	Means the final solution produced by the Contractor for the implementation of an Exceptional Change or a Training Optimisation change, as the case may be, following Authority approval of an Outline Proposal in respect of such change as per Schedule 4 (Change and Change Management);
Final Settlement	Means the final payment made in accordance with Schedule 6 (Pricing Mechanism) by either Party, or both Parties, to the other in respect of the Training Services upon completion of the Contract Period;
Financial Reports	Means the reports to be provided by the Contractor to the Authority in accordance with clause 30 (Financial Reports) and Schedule 6 (Pricing Mechanism) in the format detailed in Schedule 8 (Financial Reports);
Financial Year	Means the period from 1 April to 31 March;
Fire Fighting Training Services	Means the provision of services to the Fire Fighting Training Unit detailed in Annex L to Schedule 2 (Statement of Requirements);
Fire Fighting Training Services Option Price	Means the price for the delivery of FFTS calculated in accordance with Schedule 7 (Pricing of Change)
First Extension Price	Means the firm price for the delivery of Training Services for the first extension period calculated in accordance with Schedule 7 (Pricing of Change)
First Review	Means the review of the Contractor’s performance of this Contract in order to inform the Authority’s decision to extend this Contract in accordance with paragraph 1 of Schedule 10 (Options to Extend);
Flag Officer Sea Training (“ FOST ”)	Means the Authority’s Officer within the Navy Command responsible for Royal Navy training policy, individual and collective training delivery and through-life education and resettlement policy;
FOI Legislation	Means the Freedom of Information Act 2000, the Data Protection Act 1998, the Environmental Information Regulations 2004 and any other applicable legislation governing access to information;
Follow-on Contractor	Means the person who may be contracted by the Authority to deliver the Training Services after the Expiry Date;
Force Majeure Event	Means the occurrence after the date of this Contract

Term	Definition
	of: a. war, civil war, armed conflict or terrorism; or b. nuclear, chemical or biological contamination unless the source or cause of the contamination is the result of actions of the Contractor; or c. pressure waves caused by devices travelling at supersonic speeds;
Foreground Intellectual Property (“ Foreground IP ”)	Means any IP which is generated in performance of this clause 52;
FOST’s Objectives	Means the 2* objectives of FOST as set out in the Fleet Plan (Restricted) held by the Authority as amended from time to time;
Full and Final Statement	Has the meaning set out in clause 36 (Open Book Accounting and Auditing);
General Waste	Means the waste generated by the Contractor in the performance of this Contract which is not security classified or Hazardous Waste;
Good Practice	Means the scoring of Audit Criteria as defined in paragraph 3.1.4 of Schedule 13 (Authority Audit);
Good Industry Practice	Means that degree of skill, care, prudence and foresight and operating practice which would reasonably and ordinarily be expected from time to time of a skilled and experienced operator engaged in the same type of undertaking as that of the Contractor and/or any Sub-contractor under the same or similar circumstances;
Government Department	Means any department of the central government of the United Kingdom whose powers have not been devolved to any other national or regional executive or body, including any central government department with powers to administrate in specific geographical areas only (such as in England and Wales only);
Government Establishment	Means a Government owned or operated site and shall be deemed to include any of Her Majesty’s ships, vessels and service stations;
Government Furnished Assets (“ GFA ”)	Means the Authority funded and owned intangible and tangible assets; facilities; and personnel supplied to industry in support of Defence contracts. GFA covers Government Furnished Equipment (GFE), Government Furnished Facilities (GFF); Government Furnished Information (GFI); and Government Furnished Resources (GFR); and is synonymous with the term Assets in Industry (Ail);
Government Furnished Assets (GFA) Register	Means the register of GFA as detailed in Annex D to Schedule 2 (Statement of Requirements);
Government Furnished Resources (“ GFR ”)	Means any Authority funded personnel provided by the Authority to the Contractor to provide the Training Services in accordance with this Contract;
Government to Government Training	Means the provision of training to foreign and

Term	Definition
	commonwealth military and civilian students, which is offered either through a memorandum of understanding or letter of offer on a Government to Government basis, or through a contract with a commercial partner;
Group Companies	Has the meaning set out in section 1162 of the Companies Act 2016;
Hazardous Waste	Means those materials listed as hazardous by the Hazardous Waste Regulations 2005 and the List of Waste Regulations 2005;
HMRC	Means HM Revenue and Customs;
HMT	Means Her Majesty's Treasury;
Holding Company	Has the meaning set out in section 1159 of the Companies Act 2016;
Implementation Phase	Means the period between the Effective Date and the Service Commencement Date;
Implementation Plan	Means the plan detailing the overall approach to transition of Training Services as identified in Schedule 14 (Training Services Management Plan) and Schedule 5 (Transition);
Implementation Programme	Means the planned series of events and timetables to transition from the Previous Contract to this Contract which is contained in the Implementation Plan;
Implementation Progress Report	Means the live document managed by the IWG during the IWG meetings as set out in Schedule 3 (Governance and Change Management);
Implementation Working Group ("IWG")	Means the working group established to manage the Implementation Phase as set out in part 2 to Schedule 3 (Governance and Contract Management);
In Year Change	Has the meaning set out in paragraph 4.1 of Schedule 4 (Change and Change Management);
In Year Change Envelope	Means the permitted level of movement in aggregate over a Training Year in the Principal Volumetrics without the requirement for a contract amendment as follows: <ul style="list-style-type: none"> • Course Starts +/- 2%; and • Contractor Delivery Periods +/-2%; and • Type C Delivery Periods +/- 2%;
In Year Change Register	Means the register provided by the Contractor to manage and track all In Year Change as detailed in Schedule 4 (Change and Change Management);
In Year Change Request	Means the request form submitted by the Authority to the Contractor to carry out an In Year Change as detailed in Schedule 4 (Change and Change Management);
Incident	Has the meaning set out in clause 100 (Protection of Personal Data);
Indemnified Party	Has the meaning set out in clause 44 (Indemnities);
Indemnifying Party	Has the meaning set out in clause 44 (Indemnities);

Term	Definition
Information	Means any information in written or other tangible form disclosed to one Party by or on behalf of the other Party under or in connection with the Contract or as is otherwise utilised by the Contractor for performance of the Contract;
Initial Pricing Period	Means the period from 1 January 2018 to 31 March 2024
Initial Strategic Board	Has the meaning set out in Schedule 3 (Governance and Contract Management);
Insurance Broker's Certificate	Means a document issued by the Contractor's insurance broker evidencing the Contractor's conformance with the Required Insurance detailed at Schedule 17 (Required Insurance);
Intellectual Property ("IP")	Means Information and forms of protection associated with Information including patents, utility models, rights (registered and unregistered) in any designs; applications for any of the foregoing; copyright; confidential information and trade secrets; and all rights and forms of protection of a similar nature to these or having equivalent effect anywhere in the world;
Intellectual Property Rights ("IPR")	Means all trademarks, trade and business names, patents, copyright (including copyright in computer programs), database rights, design rights, registered designs, utility models, semiconductor topography rights, inventions, know-how, moral rights, confidential information and all other intellectual property and rights of a similar or corresponding nature in any part of the world, whether or not registered or capable of registration, and, in respect of such rights which are capable of registration, the right to apply for registration and all applications for registration of any of the foregoing rights;
Internal Validation ("INVAL")	Means the assurance process using internal qualitative and quantitative data to determine the degree to which training prepares individuals / teams for the specified role and whether the role remains valid as referenced in Annex C to Schedule 2 (Statement of Requirements);
Issued Property	Means a Government Furnished Asset which is issued to the Contractor under the terms of clause 29 (Issued Property);
IWG Chairman	Means the Authority's nominated lead for the Implementation Working Group as notified to the Contractor from time to time;
Joint Review Board Advisory Committee	Means a body comprising representatives of the CBI and those trade associations and companies that have particular interest in non-competitive government contracts;
Joint Service Publications ("JSPs")	Means the Authority's documents published from time to time containing Government policy;

Term	Definition
JSP 375	Means the Authority's document entitled "Management of Health and Safety in Defence";
JSP 418	Means the Authority's document entitled "Management of Environmental Protection in Defence";
JSP 822	Means the Authority's document entitled "Defence Systems Approach to Training – Direction and Guidance for Individual and Collective Training";
JSP 893	Means the Authority's document entitled "Policy on Safeguarding Vulnerable Groups";
JSP 898	Means the Authority's document entitled "Defence Direction and Guidance on Training, Education and Skills";
Key Performance Indicators ("KPI")	Means the high level performance metric and its associated method of measurement(s) to be used to assess and manage the delivery of Training Services as referred to in Schedule 13 (Authority Audit);
Key Personnel	Means Contractor nominated personnel for the delivery of Training Services in Schedule 11 (Key Personnel);
L3 Change Manager	The Authority's Level 3 governance representative responsible for all change to this Contract and who forms one of the Authority's attendees and, at times, Chairman of the PCWG as defined in Schedule 3 (Governance and Contract Management) and determined by the Authority from time to time;
L3 Contract Performance Manager	The Authority's Level 3 governance representative responsible for performance in this Contract and who forms one of the Authority's attendees and, at times, Chairman of the PCWG as defined in Schedule 3 (Governance and Contract Management) and determined by the Authority from time to time;
Law	Means any applicable law, common law, Legislation, proclamation, by-law, directive, decision, regulation, rule, order, notice, rule of court or delegated or subordinate legislation, and any applicable official request or requirement with which the relevant Party is bound to or is accustomed to comply;
Legislation	Means in relation to the United Kingdom: a. any Act of Parliament; or b. any subordinate legislation within the meaning of section 21 of the Interpretation Act 1978; or c. any exercise of the Royal Prerogative; or d. any enforceable community right within the meaning of section 2 of the European Communities Act 1972, in each case in the United Kingdom;

Term	Definition
Level 0 Maintenance	Has the meaning set out in Appendix 3 to Annex K of Schedule 2 (Statement of Requirements);
Level 1 Chairman	Means the Authority's nominated lead for the Level 1 Strategic Board as notified to the Contractor from time to time;
Level 1 Maintenance	Has the meaning set out in Appendix 3 to Annex K of Schedule 2 (Statement of Requirements);
Level 1 Representative	Means a representative of the Level 1 Strategic Board;
Level 1 Strategic Board	Means the Level 1 governance board described at part 3 of Schedule 3 (Governance and Contract Management);
Level 2 Chairman	Means the Authority's nominated lead for the Level 2 Operating Board as notified to the Contractor from time to time;
Level 2 Operating Board	Means the Operating described at part 4 of Schedule 3 (Governance and Contract Management);
Level 2 Representative	Means a representative of the Level 2 Operating Board;
Level 3 Chairman	Means the Authority's nominated lead for the Level 3 Performance and Change Working Group as notified to the Contractor from time to time;
Level 3 Performance and Change Working Group	Means the PCWG described at part 5 of Schedule 3 (Governance and Contract Management);
Level 3 Representative	Means a representative of the Level 3 Performance and Change Working Group;
Licence	Means the licence to be entered into by the Authority and the Contractor on the Service Commencement Date in relation to the Licensed Premises in the form set out in Schedule 26 (Licence);
Licensed Premises	Means the Premises as defined in the agreed Licence for each Establishment;
Lodger Unit	Means those units that do not fall under the FOST Command as detailed in paragraph 33 of Schedule 2 (Statement of Requirements);
Management of Training System ("MTS")	Means the governance, management and assurance of training as defined in Schedule 18 (Quality Plan);
Measures in a Crisis	Means any measures taken pursuant to clause 88 (Measures in a Crisis);
Military Aid to the Civil Power	Means the assistance by the Armed Forces to the UK's civil authorities with the provision of specialist equipment and/or trained personnel;
Military Instructor	Means Authority suitably qualified and experienced personnel (SQEP) to deliver training;
Military Manning Assumptions	Means the indicative loading of military and

Term	Definition
	academic contract instructional resources provided by the Authority to the Contractor annually (14 months prior to the commencement of the Training Year) which is to be used to aid the preparation of the SOTT+;
Monthly Performance Report	Means the report produced by the Performance and Change Working Group as detailed in Schedule 3 (Governance and Contract Management);
Monthly Sum	Has the meaning set out in paragraph 4.1 of Schedule 9 (Payment Mechanism);
National Apprenticeship Program (“NAP”)	Means a UK Government initiative for the provision and accreditation of vocational training, skills development and work experience;
National Audit Office (“NAO”)	Means the office under the Comptroller & Auditor General tasked with audit of the accounts of all government departments and to report to Parliament on the economy, efficiency and effectiveness with which these bodies have used public money;
National Security Vetting Service	Means the security check process to authorise personnel to be employed in posts with substantial access to Secret or occasional controlled access to Top-Secret assets;
Naval Service Apprenticeship Programme (“NSAP”)	Means work based learning programmes based on nationally recognised occupational qualifications;
Navy Board Strategic Objectives (“NBSOs”)	Means the Authority’s strategic objectives set annually by the Authority;
Navy Command (“NC”)	Means the Authority’s Top Level Budget Holder organisation for this Contract requirement;
Net Book Value	Means the asset value recorded less any relevant accumulated depreciation;
Non-Conformity	Means the Audit Criteria score as defined in paragraph 3 of Schedule 13 (Authority Audit);
Notice	Means all notices, orders, or other forms of communication required to be given in writing under or in connection with this Contract;
Notice of Arbitration	Means the written Notice to the other Party issued in accordance with clause 90 (Dispute Resolution);
Observation	Means the Audit Criteria score as defined in paragraph 3 of Schedule 13 (Authority Audit);
Officer in Charge (“OIC”)	Means the Commanding Officer’s authorised person who has specific delegated charge management responsibilities for a particular asset or activity but has no powers of judgement under the Armed Forces Act 2006;
Official Secrets Act	Means the Official Secrets Act 1989 including all updates;
Open Book Accounting	Means the provision of financial information relating to this Contract as set out in clause 36 (Open Book Accounting and Auditing);
Operational Capability	Means the Authority’s ability to align critical

Term	Definition
	processes, resources and technologies to meet the operational commitments as directed by the Defence Board;
Outline Proposal	Means the outline proposal produced by the Contractor for the implementation of an Exceptional Change or a Training Optimisation change, as the case may be;
Parent Company	Has the meaning set out in section 1162 of the Companies Act 2006;
Party or Parties	Means the Authority and the Contractor;
Performance Failure (Level 1)	Means the level of Contractor performance as defined in paragraph 2.1.3 of Schedule 12 (Performance Mechanism);
Performance Failure (Level 1) Default	Has the meaning set out in clause 66.3.2 (Failure of Performance)
Performance Indicator ("PI")	Means the Contractor's performance metrics and measures used to monitor and assess its own performance against the delivery of the Training Services;
Performance Register	Means the register that tracks the Contractor's performance against the Training Services on a monthly basis in accordance with Schedule 12 (Performance Mechanism) and Schedule 3 (Governance and Change Management);
Personal Data	Means personal data as defined in the DPA which is supplied to the Contractor by the Authority or obtained by the Contractor in the course of delivering the Training Services in this Contract;
Personal Data Aspects Letter	Means the letter to be issued to the Contractor at the Effective Date informing the Contractor that this Contract will involve handling Authority Personal Data, a template of which is included in Part B of Schedule 27;
Personal Data Breach	Means any instance of the Contractor, any Contractor Employee or any of the Contractor's agents or Sub-Contractors (or anyone acting on behalf of such persons), with or without the knowledge or authority of the Contractor: a. committing a material breach of clause 100 (Protection of Personal Data) or within a period of 12 months committing a series of breaches of clause 100 (Protection of Personal Data) resulting in an Incident or a series of Incidents occurring; or b. committing an act of gross negligence or wilful misconduct in respect of its obligations under clause 100 (Protection of Personal Data);
Prescribed Rate	Means the interest rate payable on amounts owed to the Authority as deemed applicable from time to time by the Treasury;

Term	Definition
Presumed Inclusion	Means the principles which are described in clause 9.3 and clause 38.3 of this Contract;
Previous Contract	Means the contract (FLEET/SP2/0006) between the Authority and Babcock Flagship Limited for the delivery of training services;
Previous Contractor	Means FOAP(T) Contractor Babcock Flagship Limited;
Procedure Review	Has the meaning set out in part 2 of Schedule 13 (Authority Audit);
Processing	Has the same meaning as in section 1 of the DPA;
Prohibited Act	<p>Means any instance of the Contractor, any Contractor Employee or any of the Contractor's agents or Sub-Contractors (or anyone acting on behalf of such persons), with or without the knowledge or authority of the Contractor;</p> <p>a. an offering, giving or agreeing to give to any Crown servant any gift or consideration of any kind as an inducement or reward;</p> <p style="padding-left: 20px;">i for doing or not doing (or for having done or not having done) any act in relation to the obtaining or performance of this Contract or any other contract with the Crown; or</p> <p style="padding-left: 20px;">ii for showing or not showing favour or disfavour to any person in relation to this Contract or any other contract with the Crown,</p> <p>b. entering into this Contract or any other contract with the Crown in connection with which commission has been paid or has been agreed to be paid by it or on its behalf, or to its knowledge, unless before such contract is entered into, particulars of any such commission and of the terms and conditions of any such agreement for the payment have been disclosed in writing to the Authority; or</p> <p>c. committing any offence where the Contractor is an individual or a firm:</p> <p style="padding-left: 20px;">i under the Prevention of Corruption Acts 1889-1916;</p> <p style="padding-left: 20px;">ii under Legislation creating offences in respect of fraudulent acts; or</p> <p style="padding-left: 20px;">iii at common law in respect of fraudulent acts, in relation to this Contract or any other contract with the Crown;</p> <p>d. defrauding or attempting to defraud or conspiring to defraud the Crown; or</p> <p>e. a Breach of Security;</p>
Prohibited Materials	Means materials not in conformity with any Law, British Standards, codes of practice or which at the date of this Contract are generally known in the UK building industry deleterious to the health and safety or to the durability of the Establishments in the particular circumstances in which those materials

Term	Definition
	are used;
Project Optimus Project Board	Means the Authority's board for governing Training Optimisation initiatives across the whole Naval Service as detailed in Schedule 4 (Change and Change Management);
Property Damage Insurance	Means insurance against the risk of loss or damage to the Authority's physical assets;
Proposed Staff	Means those individuals that the Contractor wishes to employ in the delivery of this Contract;
Provisional Statement	Has the meaning set out in clause 36 (Open Book Accounting and Auditing);
Public Store Account	Means the Contractor's accounting system to manage the accounting of the property of the Authority in accordance with clause 30 (Accounting for the Property of the Authority) and Schedule 22 (Accounting for Property of the Authority);
Quality Standards	Means the quality standards to be implemented by the Contractor in all aspects of the delivery of Training Services as described in clause 81 (Quality Assurance);
Quarterly Audit Plan	Means the Authority's plan for conducting Contract Audits for each quarter of the Contract Year as described in Schedule 13 (Authority Audit);
Quarterly Financial Report	Has the meaning set out in paragraph 3 of Schedule 8 (Financial Reports);
Quarterly Financial Summary	Means the summary produced by the Contractor as detailed in Schedule 8 (Financial Reports) and provided to the Level 2 Operating Board in accordance with Schedule 3 (Governance and Contract Management);
Quarterly Report	Means the report produced by the Contractor for the Level 2 Operating Board as detailed in Schedule 3 (Governance and Contract Management);
Re-Baselining Review	Has the meaning set out in paragraph 9.1 of Schedule 6 (Pricing Mechanism);
Receipting	Means the CP&F Process undertaken by the Authority once the payment to the Contractor has been approved;
Rectification Plan	Means the Contractor's plan to remedy a Contractor Default as stated in clause 66.6;
Redundancy Plan	Means the Contractor's programme which details the estimated number and timing of post reductions within the Contractor's organisation during the Implementation Phase as a result of the implementation of the Contractor's solution as set out in the Implementation Programme;
Register of Controlled Information	Has the meaning set out in clause 53.14 (Background Intellectual Property);
Relevant Authority	Means any court with the relevant jurisdiction and any local, national or supra-national agency, inspectorate, minister, ministry, official or public or statutory person of the government of the United

Term	Definition
	Kingdom or of the European Union;
Relevant Day	Means the date defined in paragraph 9 of Schedule 9 (Payment Mechanism);
Relevant Form	Means the form prescribed in the completed DEFFORM 522A. DEFFORM 129J iaw Schedule 9
Relevant Procedures	Means the Contractor's and its Sub-Contractor's personnel policies as required under clause 9 (Provision of Services);
Remedy Plan	Means the Contractor's proposal to correct Performance Failure (Level 1) or Sub Standard Performance (Level 2) in accordance with Schedule 12 (Performance Mechanism);
Required Action	Has the meaning set out in clause 89 (Authority Step-In);
Required Insurances	Means the insurances specified in Schedule 17 (Required Insurances) and clause 43 (Insurance);
Results	Has the meaning set out in clause 51 (Intellectual Property Rights – Vested in the Authority);
Review	Has the meaning set out in clause 32 (Review);
RIDDOR	Means the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 1995;
Risk Register	Means the risk register managed by the Contractor detailing all risks to the delivery of Training Services and the mitigation activities planned and conducted against each risk. Reported to the Authority via the governance boards in Schedule 3 (Governance and Contract Management);
Risk Report	Means the contractor's summary of the risks in the Risk Register applicable to Level 2 governance and forms part of the Quarterly Report as referred to in part 7 of Schedule 3 (Governance and Contract Management);
Risk Statement	Means the contractor's summary of the risks in the Risk Register applicable to Level 1 governance and forms part of the Annual Report as referred to in Schedule 3 (Governance and Contract Management);
Satisfactory Performance	Means the level of Contractor performance as defined in paragraph 2.1.1 of Schedule 12 (Performance Mechanism);
Schedule	Means a schedule to this Contract;
Schools Guidance	Means the standards, practices, methods and procedures promulgated by the Department for Education and Skills and the Learning and Skills Council, from time to time, that are applicable to this Contract;
Second Option Price	Means the firm price of the delivery of Training Services for the second extension period calculated in accordance with Schedule 7 (Pricing of Change)
Second Review	Means the review of the Contractor's performance

Term	Definition
	of this Contract in order to inform the Authority's decision to extend this Contract in accordance with paragraph 2 of Schedule 10 (Options to Extend);
Secret Matter	Means any matter connected with this Contract or its performance which is designated in writing by the Authority as "Top Secret", "Secret", or "Official-Sensitive", and shall include any information concerning the content of such matter and anything which contains or may reveal that matter;
Security Policy Framework	Means the document produced by the Cabinet Office's security policy division to provide guidance to assist Government Departments to discharge their security responsibilities;
Sensitive Personal Data	Has the same meaning as in section 2 of the DPA;
Service Commencement Date	Means 1 January 2018 being the date on which the Contractor becomes responsible for the delivery the Training Services in accordance with this Contract;
SOTT+	A SOTT as defined below but that also includes contractual information of Contractor Delivery Periods and Military Delivery Periods to aid the calculation of resources required to deliver the SOTT;
Specification	Means the Statement of Requirements as amended from time to time;
SQEP	Means the suitably qualified and experienced personnel;
SSRO	Means the Single Source Regulations Office;
Statement of Requirements	Means the document at Schedule 2 (Statement of Requirements) which identifies, either directly or by reference, the Training Services to be supplied or carried out in relation to each Training Service;
Statement of Trained Requirement ("SOTR")	Means the Authority document that identifies the trained output required by Authority, by year for a period of 4 Training Years;
Statement of Training Task ("SOTT")	Means the Contractor generated document produced by taking the agreed output-based requirement articulated in the SOTR and developing it into a fully resourced deliverable training plan for the following Training Year;
Strategic Customer Executive Board	Means the Authority owned board that governs FOST's Training Delivery requirements under the Navy Board Strategic Objectives;
Sub-Contract	Means the contracts entered into between the Contractor and the Sub-Contractors, and the contracts entered into between any Sub-Contractor and any other Sub-Contractor in respect of the provision of the Training Services;
Sub-Contractor	Means any sub-contractor to the Contractor under this Contract, a sub-contractor of a sub-contractor to the Contractor and any other sub-contractor (of whatever tier) engaged by the Contractor or any

Term	Definition
	sub-contractor from time to time as may be permitted by this Contract to provide the Training Services (or any part of the Training Services);
Sub-Contractor Employee	Means an employee of a Sub-Contractor;
Subject Matter Expert (“SME”)	Means a subject matter expert in the relevant field;
Sub-Standard Performance (Level 2)	Means the level of Contractor performance as defined at paragraph 2.1.2 of Schedule 12 (Performance Mechanism);
Supported Employment Enterprises	Means an enterprise registered with the Department for Work and Pensions under the Special Contracts Arrangement. Details of the capabilities of these enterprises are available from Job Centre Plus, Disability and Rehabilitation Division, Level 3 West Wing, Rockingham House, 123 West Street, Sheffield S1 4ER;
Task	Means any element of the Training Services to be delivered by the Contractor as set out in Schedule 2 (Statement of Requirements);
Task Termination Date	Means the date specified in the Task Termination Notice issued by the Authority to the Contractor;
Task Termination Notice	Has the meaning set out in part 6, paragraph 10 of Schedule 4 (Change and Change Management);
Tender Manager	Has the meaning set out in clause 74;
Termination Date	Means the date that this Contract, or any part, is terminated in accordance with the provisions of part 15 (Expiry and Termination);
Termination Notice	Has the meaning set out in clause 66 (Failure of Performance);
Third Party	Has the meaning set out in section 70(1) of the DPA;
Top Level Budget Holder	Means the officer personally delegated by the Authority with appropriate responsibilities and financial accountability for the delivery of outputs under the Defence management policy;
Trade Union	Means the registered organisation that represents employee collective interests;
Training and Finance Management Information System (“TAFMIS”) or replacement	Means the Authority provided system used to support training, planning and resource allocation;
Training Delivery Authority	Means the organisation responsible for training delivery, but not necessarily the conduct of the actual training itself;
Training Delivery Service	Means the element of the Training Services required to deliver Type C Courses as specified in Annex A of Schedule 2 (Statement of Requirements);
Training Delivery Support Service	Means the element of the Training Services to be provided by the Contractor in support of Type B Courses as specified in Annex B of Schedule 2 (Statement of Requirements);

Term	Definition
Training Design	Means the process, which derives achievable objectives and training solutions from the products of the Training Needs Analysis which are agreed between the Authority and the Training Provider. The Training Design Service is detailed in Annex C to Schedule 2 (Statement of Requirements);
Training Design Service	Means the element of the Training Services to be provided by the Contractor as specified in Annex C of Schedule 2 (Statement of Requirements);
Training Documentation System	Means the documents and any supporting training medium as defined in Appendix 1 to Annex C to Schedule 2 (Statement of Requirements);
Training Equipment	Means the Authority owned assets detailed at Annex D of Schedule 2 (Statement of Requirements) for use by the Contractor in the delivery of the Training Services;
Training Equipment Availability Service	Means the element of the Training Services to be provided by the Contractor as specified in Annex D of Schedule 2 (Statement of Requirements);
Training Optimisation	Means the optimisation of training as specified in Annex G of Schedule 2 (Statement of Requirement);
Training Optimisation Benefits Statement	Means the Contractor's annual statement of financial and performance benefits resulting from Training Optimisation activities as specified in clause 34 and Schedule 3 (Governance and Contract Management);
Training Optimisation Plan	Means the Contractor's plan for delivering Training Optimisation from the Effective Date as detailed in clause 34 (Training Optimisation);
Training Optimisation Programme	Means the Contractor's programme for delivering Training Optimisation initiatives to meet the requirements of Annex G of Schedule 2 (Statement of Requirement)
Training Optimisation Review	Means the Authority's review of the Training Optimisation Programme as specified in Clause 34;
Training Planning Service	Means the element of the Training Services to be provided by the Contractor as specified in Annex C of Schedule 2 (Statement of Requirements);
Training Programme	Means the Contractor's module sequencing document produced annually to support the implementation of the SOTT;
Training Provider ("TP")	Means the training school, college, organisation, Establishment or group that conducts either individual or collective training or both. It is where the training activity that has been analysed and designed, is finally delivered;
Training Quality Manual	Means the document that sets the requirements, both in process and output terms, necessary to set and maintain the Defence mandated QMS. The TQM is defined in Schedule 18 (Quality Plan);

Term	Definition
Training Services	Means the services, articles and deliverables to be provided by the Contractor in accordance with its obligations set out in this Contract Schedule 2 (Statement of Requirements) and all deliverables set out in this Contract;
Training Services Management Plan	Means those plans contained in Schedule 9 (Training Services Management Plan) setting out the Contractor's method of providing the Training Services;
Training Support Services	Means the element of the Training Services to be provided by the Contractor as specified in Annex C of Schedule 2 (Statement of Requirements);
Training System	Means the 4 elements of DSAT, and the governance, management and assurance processes, collectively known as the Management of Training System (MTS). When conducted correctly, the Training System delivers training that meets the DSAT Quality Management Standard (QMS) mandated by Defence;
Training Year	Means each year period running from 1 April to the following 31 March;
Transition Assistance Services	Means the process of contract services at Implementation and Exit of this contract as specified in clause 73.3;
Transparency Information	Means the content of this Contract in its entirety, including from time to time, agreed changes to this Contract, and details of any payments made by the Authority to the Contractor under this Contract;
TUPE	Means the Transfer of Undertakings (Protection of Employment) Regulations 2006 as amended from time to time;
Type A Course	Has the meaning set out in Appendix 3 to Annex K of Schedule 2 (Statement of Requirements);
Type B Course	Has the meaning set out in Appendix 3 to Annex K of Schedule 2 (Statement of Requirements);
Type C Course	Has the meaning set out in Appendix 3 to Annex K of Schedule 2 (Statement of Requirements);
Type C Delivery Period	Means, for the purposes of the In Year Change, a period of time used for calculating the level of Contractor Instructor input in any given Type C Course;
Uninsurable	Means, in relation to a risk, that insurance with a reputable international or British insurer is not available in the world wide insurance market in respect of that risk or the insurance premium payable for insuring that risk with a reputable international or British insurer is at such a level that the risk is not generally being insured against in the worldwide market;
Unit Establishment List	Means the Establishment list of Authority personnel assigned to positions of employment within that

Term	Definition
	Establishment; held by the Authority and amended from time to time;
Unsatisfactory Performance	Means the assessment of the Contractor's performance which falls below Satisfactory Performance and is categorised as either a Performance Failure (Level 1) or Sub-Standard Performance (Level 2);
UOTR Register	Means the register managed by the Contractor to detail all UOTRs in accordance with Schedule 4 (Change and Change Management);
UOTR Request	Means the request form submitted by the Authority to the Contractor to carry out an UOTR as detailed in Schedule 4 (Change and Change Management);
UOTR Threshold	Means up to 10 UOTR occurrences per Training Year;
Urgent Operational Training Request ("UOTR")	Has the meaning set out in part 5 of Schedule 4 (Change and Change Management);
Value Added Tax ("VAT")	Means value added tax and is the tax charged on supplies of goods and services in the UK pursuant to the Value Added Tax Act 1994;
Value for Money	Means the optimum combination of whole of life costs and quality (or fitness for purpose) of the goods or services to meet the Authority's requirements;
Value for Money Review	Has the meaning given to it in clause 35 (Value for Money Review);
WEEE Directive	Means the Waste Electrical and Electronic Equipment Directive (2002/96/EC); and
Wider Markets Initiative	Means the HM Treasury initiative established in 1998 to encourage the commercial exploitation, for revenue or other tangible reward, of Authority assets which need to be retained but are not fully used.