

OFFICIAL - SENSITIVE - COMMERCIAL

PCSS Call-Off Terms
Schedule 5.1 (Call-Off Governance)

Primary Care Support Services Call-Off Terms

Schedule 5.1

Call-Off Governance

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Governance

1. Definitions

Unless defined within this Schedule, or in the Call-Off Order Form applicable to this Call-Off Agreement, the definitions in Schedule 1 of the Framework Agreement shall apply.

2. Management of the services

2.1 The Supplier and the Customer shall each appoint a Project Manager for the purposes of this Call-Off Agreement through whom the Services shall be managed at a day-to-day level.

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 Call-Off Agreement can be fully realised.

3. Boards

Establishment and structure of the Boards

3.1 The Boards shall be established by the Customer for the purposes of this Call-Off Agreement on which both the Supplier and the Customer shall be represented.

3.2 In relation to each Board, the:

3.2.1 Customer 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 Customer 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 Members 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:

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- 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 he/she is debriefed by such delegate after the Board Meeting.
- 3.5 A chairperson shall be appointed by the Customer for each Board as identified in Annex 1. The chairperson shall be responsible for:
 - 3.5.1 scheduling Board meetings;
 - 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 Service Management Board**
- 4.1 The Service Management Board shall be responsible for the executive management of the Services and shall:
 - 4.1.1 provide senior level guidance, leadership and strategy for the overall delivery of the Services;
 - 4.1.2 assist with and co-ordinate the work of the Stakeholder Forum and User Groups on continuous service improvement; and
 - 4.1.3 monitor customer satisfaction surveys and attempt to resolve issues identified with delivery of the Service with the Supplier.
- 4.2 The Service Management Board shall, within sixty (60) days of the Call-Off Effective Date, establish an appropriate governance regime to oversee the delivery and management of the Transition Plan and Transformation.

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5. Role of the Stakeholder Forum

5.1 The Stakeholder Forum shall:

- 5.1.1 enable end-users to communicate their views and experiences of the Services to the Supplier and NHS England;
- 5.1.2 provide advice and guidance on the effective mechanisms for engaging with service users, for example in relation to high-level design and service implementation issues;
- 5.1.3 support the Supplier to deliver the Transformation Plan, including supporting the realisation of benefits for end-users;
- 5.1.4 enable end-users to act as a 'critical friend' to challenge any performance issues and improvement plans relating to the Services;
- 5.1.5 provide an environment to consider and develop thinking about future service development; and
- 5.1.6 abide by the Nolan Principles.

6. User Groups

6.1 The Supplier shall facilitate the creation of User Groups in respect of certain aspects of the Services, as agreed between the Supplier and Customer with input as required from the Stakeholder Forum. The terms of reference for such User Groups shall be agreed between the Supplier and the Customer in each case. Once established, the Supplier shall be responsible for the operation and management of all User Groups.

6.2 User Groups shall:

- 6.2.1 provide a mechanism to support user engagement in the detailed design and implementation of service changes;
- 6.2.2 provide operational level interface between the Supplier and users;
- 6.2.3 provide feedback on Services; and
- 6.2.4 provide a mechanism for problem solving between the Supplier and users.

7. Contract management mechanisms

7.1 Both Parties shall pro-actively manage risks attributed to them under the terms of this Call-Off Agreement.

7.2 The Supplier shall develop, operate, maintain and amend, as agreed with the Customer, processes for:

- 7.2.1 the identification and management of risks;

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- 7.2.2 the identification and management of issues; and
- 7.2.3 monitoring and controlling project plans.
- 7.3 The Risk Register shall be updated by the Supplier and submitted for review by the Service Management Board.
- 8. Annual review**
- 8.1 An annual review meeting shall be held by the Service Management Board throughout the Term on a date to be agreed between the Parties.

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ANNEX 1

Service Management Board Representation and Structure

Customer Members of Service Management Board	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
Supplier Members of Service Management Board	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
Start Date for Service Management Board meetings	On an agreed date within thirty (30) days of the Service Commencement Date
Frequency of Service Management Board meetings	Monthly
Location of Service Management Board meetings	Skipton House or Quarry House (or as otherwise agreed)

Stakeholder Forum Representation and Structure

Customer Members of Stakeholder Forum	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
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	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
Supplier Members of Stakeholder Forum	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
Other Attendees	<p>[REDACTED]</p>
Start Date for Stakeholder Forum meetings	October 2015
Frequency of Stakeholder Forum meetings	Quarterly on the second Thursday of the month from 10:30 – 12:30 (and as otherwise agreed)

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Location of Stakeholder Forum meetings	Skipton House or Quarry House (or as otherwise agreed)
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