

ESMCP TERMS AND CONDITIONS – USER SERVICES

SCHEDULE 21

GOVERNANCE

CHANGE HISTORY

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Version 4.0

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Schedule 21 (Governance)

1 NOT USED

2 MANAGEMENT OF THE SERVICES

- 2.1 The Supplier and the Authority shall each appoint a programme director, through whom the Services shall be managed on a day-to-day basis. The Supplier's Programme Director is a Key Role for the purposes of this Contract and the Supplier's initial Programme Director shall be the person named as such in Schedule 29 (*Key Personnel*). The Authority shall notify the Supplier within [REDACTED] of its Programme Director and may by written notice to the Supplier, revoke or amend the authority of its Programme Director or appoint a new Programme Director.
- 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.
- 2.3 Anything agreed in the Programme Board, Delivery Integration Board, the Projects Review Board, the Single Supplier Board, the Technical Design Authority and/or the Service Operations Board which conflicts with the Supplier's obligations under this Contract must be agreed via the Change Board before implementation. [REDACTED]
[REDACTED]

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:
- (a) Board Members from the Authority;
 - (b) Board Members from the Supplier;
 - (c) frequency that the Board shall meet (unless otherwise agreed between the Parties);
 - (d) location of the Board's meetings; and
 - (e) planned start date by which the Board shall be established,
- shall be as set out in Annex 3 (Representation and Structure of Single Supplier Board) and Annex 4 (Representation and Structure of Multi-Supplier Boards).

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- 3.3 In the event that either Party wishes to replace any of its appointed Board Members, that Party shall notify the other Party 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 Board Member of the Authority has at all times a counterpart Board Member of the Supplier of equivalent seniority and expertise.
- 3.4 With the exception of the Single Supplier Board, provided that it does not materially increase the resource usage from the Supplier, the Authority reserves the right to unilaterally change the governance structure and the boards, groups and meetings set out in or linked to this Schedule and the Supplier shall resource and support such amended governance structures.

Board meetings

- 3.5 Each Party shall ensure that its Board Members shall make all reasonable efforts to attend Board meetings at which that Board Member's attendance is required. If any Board Member is not able to attend a Board meeting, that person shall use all reasonable endeavours to ensure that:
- (a) an empowered delegate attends the relevant Board meeting in his/her place who (wherever possible) is properly briefed and prepared; and
 - (b) that they are debriefed by such delegate after the Board meeting.
- 3.6 A chairperson shall be appointed by the Authority for each Board as identified in Annex 1 (Programme Governance Structure). The chairperson shall be responsible for:
- (a) scheduling Board meetings;
 - (b) setting the agenda for Board meetings and circulating to all attendees in advance of such meeting;
 - (c) chairing the Board meetings;
 - (d) monitoring the progress of any follow up tasks and activities agreed to be carried out following Board meetings;
 - (e) ensuring that minutes for Board meetings are recorded and disseminated electronically to the appropriate persons and to all Board meeting participants within seven Working Days after the Board meeting; and
 - (f) facilitating the process or procedure by which any decision agreed at any Board meeting is given effect in the appropriate manner.

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- 3.7 Board meetings shall be quorate as long as at least two Board Members from each Party are present.
- 3.8 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 SINGLE SUPPLIER BOARD

Purpose

- 4.1 Not used.
- 4.2 The Single Supplier Board shall manage matters between the Supplier and the Authority for service and contract management matters related directly to the Services and this Contract.

Further information

- 4.3 The terms of reference for the Single Supplier Board are set out at Annex 2 (Terms of Reference Framework – Single Supplier Board). The representation and structure of the Single Supplier Board are at Annex 3 (Representation and Structure of Single Supplier Board).

5 ROLE OF THE PROGRAMME BOARD

Purpose

- 5.1 The purpose of the Programme Board is to provide oversight and direction, ensuring efficient and effective operational leadership of the ESMCP as a whole.

Further information

- 5.2 The terms of reference for the Programme Board will be made available via a shared working area. The representation and structure of the Programme Board are at Annex 4 (Representation and Structure of Multi-Supplier Boards).

6 ROLE OF THE PROJECTS REVIEW BOARD

Purpose

- 6.1 The purpose of the Projects Review Board is to monitor the ESMCP schedule risk profile and drive certainty into the Programme schedule. It will assess the ESMCP's risk profile, determine the key themes and central action required to mitigate these. The Projects Review Board will coordinate progress towards key delivery milestones that are meaningful to the user base.

Further information

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- 6.2 The terms of reference for the Projects Review Board will be made available via a shared working area. The representation and structure of the Projects Review Board are at Annex 4 (Representation and Structure of Multi-Supplier Boards).

7 ROLE OF THE DELIVERY INTEGRATION BOARD

Purpose

- 7.1 The Delivery Integration Board is the forum which ensures accountability for the technical capability, technical integration and build to live service that enables Users to operationally assure the solution.

Further information

- 7.2 The terms of reference for the Delivery Integration Board will be made available via a shared working area. The representation and structure of the Delivery Integration Board are at Annex 4 (Representation and Structure of Multi-Supplier Boards).

8 ROLE OF THE SERVICE OPERATIONS BOARD

Purpose

- 8.1 The Service Operations Board sits at Level 2 Governance and is accountable for the monitoring, controlling and reporting on the performance of the ESN Services.

Further information

- 8.2 The terms of reference for the Service Operations Board will be made available via a shared working area. The representation and structure of the Service Operations Board are at Annex 4 (Representation and Structure of Multi-Supplier Boards).

9 ROLE OF THE TECHNICAL DESIGN AUTHORITY

Purpose

- 9.1 The Technical Design Authority sits at Level 2 Governance and is an advisory body which reviews design changes that might affect programme wide architecture and provides guidance on the overall ESN technical design.

Further information

- 9.2 The terms of reference for the Technical Design Authority will be made available via a shared working area. The representation and structure of the Technical Design Authority are at Annex 4 (Representation and Structure of Multi-Supplier Boards).

10 LEVEL 3 AND 4 GOVERNANCE MEETINGS AND WORKING GROUPS

- 10.1 There are a number of Level 3 and 4 Governance meetings and working groups, that are outside the scope of this Schedule, which the Authority may require the Supplier to attend. The Authority [REDACTED] change the structure, timing, composition of these meetings and working groups.

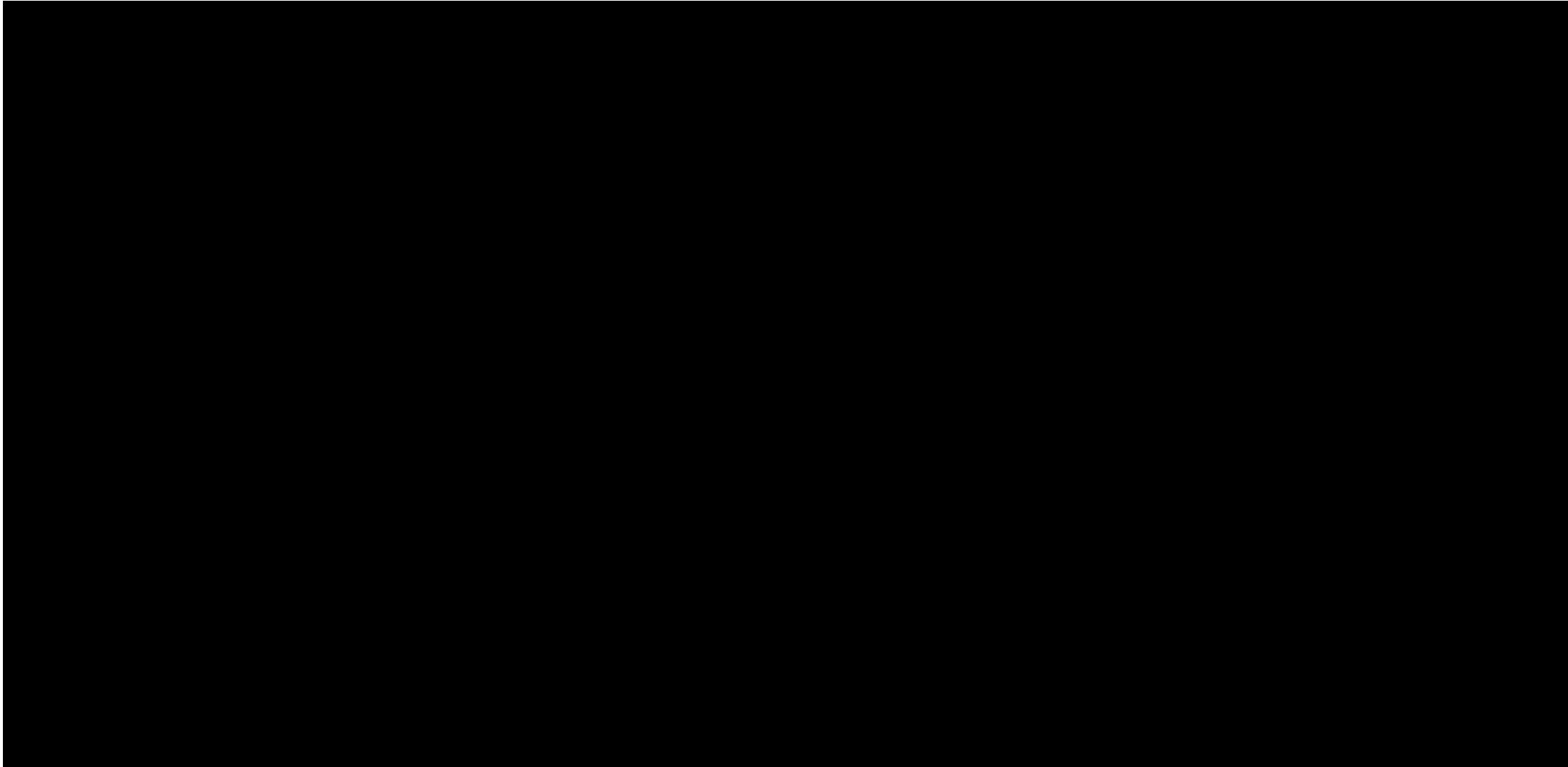
11 CONTRACT MANAGEMENT MECHANISMS

- 11.1 Both Parties shall pro-actively manage risks attributed to them under the terms of this Contract.
- 11.2 The Supplier shall develop, operate, maintain and amend, as agreed with the Authority, processes for:
- (a) the identification and management of risks;
 - (b) the identification and management of issues; and
 - (c) monitoring and controlling project plans.
- 11.3 The Risk Register shall be updated by the Supplier and submitted for review by the Single Supplier Board.

12 ANNUAL REVIEW

- 12.1 An annual review meeting shall be held throughout the Term on a date to be agreed between the Parties.
- 12.2 The meetings shall be attended by the Programme Directors of the Supplier and the Authority and any other persons considered by the Authority necessary for the review.

ANNEX 1: PROGRAMME GOVERNANCE STRUCTURE



ANNEX 2: TERMS OF REFERENCE FRAMEWORK – SINGLE SUPPLIER BOARD

1 Role of the Single Supplier Board

1.1 The [REDACTED] of the Single Supplier Board that take place [REDACTED] shall focus on commercial issues and shall, in particular:

(a) [REDACTED];

(b) [REDACTED];

(c) [REDACTED]

(d) [REDACTED]

1.2 The [REDACTED] of the Single Supplier Board that [REDACTED] shall:

(a) report on [REDACTED];

(b) report on [REDACTED]

(i) [REDACTED]

(ii) [REDACTED]

(c) [REDACTED]

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- [REDACTED]
- (d) [REDACTED];
- (e) [REDACTED];
- (f) [REDACTED];
- (i) [REDACTED]
- (ii) [REDACTED]
- (iii) [REDACTED]
- (iv) [REDACTED];
- (g) discuss strategic opportunities between the Supplier and the Authority to improve the delivery or live service of ESMCP; and
- (h) [REDACTED]

1.3 As part of the Single Supplier Board's role the Supplier shall operate and maintain, as agreed with the Authority, the processes for:

- (a) [REDACTED];

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(b) [REDACTED]
[REDACTED]

(c) [REDACTED]
[REDACTED]

1.4 In advance of each meeting, the agenda (which will be based on the indicative agenda set out in Paragraph 1.6 below) and action logs will be circulated by the Authority in accordance with the timescales set out in this Paragraph 1.4 and the attendees will be agreed between the Parties. The Supplier shall circulate the following documents to the Single Supplier Board attendees at a

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

- (a) actions from the previous meeting;
- (b) Supplier dashboard;
- (c) exceptions and escalations;
- (d) risks and issues;
- (e) Change Control Schedule and Change Requests;
- (f) Detailed Implementation Plan; and
- (g) Forward Schedule of Change.

1.5 The Authority shall ensure the following outputs are produced at the end of the meeting by the Secretariat (appointed by the Authority) and circulated within [REDACTED] meeting:

- (a) actions log;
- (b) decisions log;
- (c) items for escalation (risks and issues);
- (d) key messages to communicate outcomes of Single Supplier Board(s); and
- (e) any matters of record.

1.6 The agendas for the [REDACTED] the Single Supplier Board shall be based on the following indicative agendas:

- (a) [REDACTED] Supplier Board [REDACTED]:
 - (i) actions from the previous meeting;
 - (ii) service updates and exceptions;

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- (iii) any exceptions and escalations from the Technical Design Authority;
 - (iv) Change Requests for commercial review;
 - (v) review of the Detailed Implementation Plan; and
 - (vi) any other business; and
- (b) [REDACTED] Single Supplier Board [REDACTED]:
 - (i) actions from the previous meeting;
 - (ii) service updates and exceptions;
 - (iii) any exceptions and escalations from the Technical Design Authority;
 - (iv) Supplier dashboard review also including:
 - (A) opportunities to improve value for money;
 - (B) review of costs; and
 - (C) review of the Detailed Implementation Plan;
 - (v) resources and Key Personnel;
 - (vi) review of Change Control Schedule;
 - (vii) contract status; and
 - (viii) risks review.

1.7 In reviewing the utilisation of Schedule 22 (*Change Control Procedure*) and Paragraph 9.3.12 of Schedule 2 (*Services Description*), the Supplier shall provide a report in writing ([REDACTED])

[REDACTED] of trends in Change Requests and Service Changes respectively, which shall be reviewed as part of the standard agenda of the Single Supplier Board.

1.8 The Parties agree that ad hoc meetings of the Single Supplier Board may be required and convened if a Performance Monitoring Report requires to be reviewed sooner than the next scheduled Single Supplier Board meeting. The agenda for any such meetings will be circulated by the Authority in advance in accordance with Paragraph 1.4 of this Annex and, to the extent that any of the documents referred to in Paragraph 1.4 are relevant to such ad hoc meeting, they shall be circulated by the Supplier to the Authority in advance in accordance with Paragraph 1.4).

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ANNEX 3: REPRESENTATION AND STRUCTURE OF SINGLE SUPPLIER BOARD

All attendance is subject to change as per Paragraph 3.3 of this Schedule 21.

Authority Members of Single Supplier Board <i>*denotes attendance on request</i> <i>**denotes ad-hoc attendance</i>	Programme Director** Programme Manager (Chair) Commercial Director (Deputy Chair) Technical Lead Secretariat Programme Management Office representation* Finance Lead* Service Management Lead* Product Director/Deputy Director*
Supplier Members of Single Supplier Board <i>*denotes attendance on request</i> <i>**only the relevant supplier will attend its own Single Supplier Board</i>	Supplier's Programme Director** Supplier's Service Director** Supplier's Commercial Director** Supplier's Financial Director** Supplier's Service Manager** Key Sub-contractor Senior Lead*
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED] II.

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**ANNEX 4: REPRESENTATION AND STRUCTURE OF MULTI-SUPPLIER
BOARDS****Programme Board**

Decision Making Members of Programme Board	Senior Responsible Officer Programme Director Programme Manager
Advisory Members of Programme Board	Home Office representative Department for Health representative DCLG representative Scottish Government representative Welsh Government representative Cabinet Office representative HM Treasury representative Police – Senior Customer Representatives including members of the quorum is Police ESN Executive Fire – Senior Customer Representative Health – Senior Customer Representative Wales – Senior Customer Representative Scotland – Senior Customer Representative
Supplier and Other ESN Supplier Members of Programme Board	The ESN suppliers may attend the Programme Board at the invitation of the Chair where appropriate and depending on the nature of the Board discussion.
Supporting Members of Programme Board	Programme Management Office – Board Secretariat
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED]

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Projects Review Board

Authority Members of Projects Review Board	Programme Director (Chair) Director Delivery and Deployment Delivery Partner Engagement Lead Head of Programme Management Design Authority and Assurance Lead Director of Solution Development Director of Service Operations Commercial Lead Senior User – Ambulance Senior User – Fire Senior User – Police Senior User – Immigration Enforcement Senior User – Scotland Senior User – Wales Programme Secretariat
Supplier Members of Projects Review Board	Supplier's Service Director Supplier's Programme Director Supplier's Technical Director
Other ESN Supplier Members of Projects Review Board	MS Supplier - Main Lead
[REDACTED]	[REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED]

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Delivery Integration Board

Authority Members of Delivery Integration Board	Head of Technical Delivery Product Delivery Lead (Chair) Product Project Managers, Technical SMEs as required Chief Engineer Service Management Lead Devices Lead Air Lead Control Rooms Lead Test Lead Security Lead User Representative – Fire User Representative – Ambulance User Representative – Police Senior Users – Scotland, Wales Embedded Programme Management Office Hub support will be a non-Advisory role
Supplier Members of Delivery Integration Board	Delivery leads PMs and Technical SMEs to support hot topic discussions
Other ESN Supplier Members of Delivery Integration Board	Delivery leads PMs and Technical SMEs to support hot topic discussions
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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Service Operations Board

Authority Members of Service Operations Board	Chief Technology Officer (Chair) Service Design & Delivery Lead Security Operations Manager Service Transition Lead Senior User – Ambulance Senior User – Fire Senior User – Police Senior User – Immigration Enforcement Senior User – Scotland Senior User – Wales
Supplier Members of Service Operations Board <i>*denotes ad-hoc attendance</i>	Supplier's Service Director* Supplier's Service Manager
Other ESN Supplier Members of Service Operations Board	Other ESN Suppliers as required
Start date for Service Operations Board ██████	██ ████████████████████
██ ██████	██ ████████████████
██	██ ██ ██

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Technical Design Authority

Authority Members of Technical Design Authority	Design Authority Lead Head of Architecture and Strategy Chief Engineer & Technical Lead Control Rooms Technical Lead Control Room Technical Project Manager Enterprise Architect Senior Representative Police Senior Representative Wales Senior Representative Scotland Senior Representative Ambulance Technical Assurance Technical SME 3GPP Representative
Supplier Members of Technical Design Authority	User Services Supplier Lead Architect
Other ESN Supplier Members of Technical Design Authority <i>*denotes ad-hoc attendance</i>	MS Supplier's Lead Architect Other ESN Supplier representation*
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]