



**SCHEDULE A: DEFINITIONS**

Where the Authority has stated 'Please note' under some of the definitions in this Schedule, that wording has been provided by way of explanation only and to assist the Provider in understanding the background and/or context to that defined term but does not form part of the definition itself.

<b>ACCT</b>	<p>means "Assessment, Care in Custody and Teamwork".</p> <p>ACCT is a Prisoner focused care planning system which is used by prisons to manage and support at risk prisoners and is a process whereby staff and at-risk prisoners can work together to provide individual care to those who are in distress in order to help defuse a potentially suicidal crisis, or help individuals with long-term needs (such as those with a pattern of repetitive self-injury).</p>
<b>Acquired Rights Directive</b>	<p>means the EU Acquired Rights Directive 2001/23/EC</p>
<b>Activity Allocation Board (AAB)</b>	<p>means the board which allocates men to work and other activities, such as learning and takes place weekly.</p> <p>AAB routinely allocates men</p> <ul style="list-style-type: none"> <li>i) when they arrive into custody;</li> <li>ii) if the men request to move to another activity; or</li> <li>iii) if there is a change of circumstance and it is no longer appropriate for the men to remain in that activity.</li> </ul> <p>The process consists of a series of reports from key people that are presented to a meeting. The meeting looks at the needs of the individual and the vacancies in the particular activity areas, and makes an appropriate allocation. Men then stay in that allocation until either ii) or iii) as above, or they leave HMP Berwyn.</p>
<b>Acts</b>	<p>means the Pensions Act 2004 sections 257 – 258 and the Pension Schemes Act 1993 section 12</p>
<b>Additional Capital Equipment</b>	<p>means the items which are purchased by the Provider or an Operator on the Authority's behalf, in addition to those set out in the Workshop Contract, and for which the Provider is entitled to receive</p>



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	the Capital Payment under this Contract. The Additional Capital Equipment which is being used for the purposes of this Contract is included in Schedule E (Payment Mechanism) of this Contract.
<b>Approval</b>	means the written consent of the Authority.
<b>Approved Operator</b>	means an Operator appearing in Schedule K (Approved Operators) appointed with the consent of the Authority.
<b>Arbitration Notice</b>	means the notice served on the Provider by the Authority to commence an arbitration as set out in clause 67.7.2 of the Terms and Conditions of this Contract.
<b>Asset</b>	means the property listed in the Asset Register (Schedule L) of this Contract provided by either the Authority or the Provider.
<b>Audit Agents</b>	means the entities set out at paragraph 2.2.1 of Schedule D (Audit) of this Contract.
<b>Authorised Absences</b>	means the absence of a Worker which is approved by the Authority in accordance with paragraph 2.2.7 of the Service Specification (Schedule B) of this Contract. .
<b>Authority</b>	means the Secretary of State for Justice acting through HMPPS.
<b>Authority's Confidential Information</b>	means all Personal Data and any information, however it is conveyed, that relates to the business affairs, developments, trade secrets, know-how, Personnel, and suppliers of the Authority, including all Intellectual Property Rights, together with all information derived from any of the above, and any other information clearly designated as being confidential (whether or not it is marked "confidential") or which ought reasonably to be considered to be confidential.
<b>Authority Data</b>	means the data, text, drawings, diagrams, images or sounds (together with any database made up of any of these) which are embodied in any electronic, magnetic, optical or tangible media, and which are:  (a) supplied to the Provider by or on behalf of the Authority; or  (b) which the Provider is required to generate, process, store or transmit pursuant to the Contract; or  (c) any Personal Data for which the Authority is the Data Controller.



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<b>Authority Group Members</b>	means the individuals appointed by the Authority to attend the Group Meetings
<b>Authority’s Personnel</b>	means all employees, agents and consultants of the Authority.
<b>Authority Related Party</b>	means:  (a) an officer, servant or agent of the Authority, or any affiliate of the Authority and any officer, servant or agent of such a person; and:  (b) any person on or at the Prison at the express or implied invitation of the Authority.
<b>Authority’s Software</b>	means the Software which is owned by or licensed to the Authority or an Authority Related Party, including such Software as is or will be used by the Provider for the purposes of providing the Services (but excluding the Provider’s Software) and including any Software specified as such in the Asset Register (Schedule L) of this Contract.
<b>Authority’s Assets</b>	means the property listed in Appendix A of the Asset Register (Schedule L) of this Contract.
<b>Authority’s Representative</b>	means the individual appointed in accordance with paragraph 2.1 of Schedule H (Governance) of this Contract to exercise certain functions and powers in relation to this Contract on behalf of the Authority
<b>Authority’s System</b>	means the Authority’s ICT System as set out in Schedule W of this Contract.
<b>Available Employment Positions</b>	means Employment Positions that are available to Prisoners and meet the requirements set out in paragraph 7.1.1 of Schedule B (Service Specification) of this Contract.



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<b>Capital Equipment</b>	means the items set out in the Workshop Contract which are purchased by the Provider on the Authority's behalf and for which the Provider is entitled to receive the Capital Payment under the Workshop Contract. The Capital Equipment which is being used for the purposes of this Contract is included Part 1 of Appendix A of the Asset Register (Schedule L) of this Contract.
<b>Capital Payment</b>	means the payment by the Authority to the Provider as set out in Schedule E (Payment Mechanism and Profit Share) of this Contract in respect of the purchase of the Additional Capital Equipment.
<b>Change</b>	means a change to this Contract.
<b>Change Authorisation Note</b>	means a form setting out an agreed Contract Change or Fast-track Change which shall be substantially in the form of Appendix 2 of Schedule I (Change Mechanism) of this Contract.
<b>Change Communication</b>	means any Change Request, Impact Assessment, Change Authorisation Note or other communication sent or required to be sent pursuant to Schedule I (Change Mechanism) of this Contract.
<b>Change Notice</b>	has the meaning given to it in Schedule I (Change Mechanism) of this Contract.
<b>Change Request</b>	means a written request for a Contract Change or Fast-track Change which shall be substantially in the form of Appendix 1 of Schedule I (Change Mechanism) of this Contract.
<b>Commencement Date</b>	means the date of this Contract
<b>Commercially Sensitive Information</b>	means the information (i) listed in Schedule O (Commercially Sensitive Information) of this Contract: or (ii) notified to the Authority in writing (prior to the commencement of this Contract) which has been clearly marked as Commercially Sensitive Information comprised of information:  (a) which is provided by the Provider to the Authority in confidence for the period set out in that Schedule or notification; and/or  (b) that constitutes a trade secret
<b>Community Rehabilitation Companies (CRC)</b>	means the bodies contracted by the Ministry of Justice which are responsible for delivering a resettlement service for all offenders



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	<p>released from custody, engaging with many of the offenders they will manage before release.</p> <p>Please note that there are currently 21 CRCs. The CRCs also manage the majority of offenders in the community (most low to medium risk offenders), which includes identifying any changes in risk, and referring the case to the National Probation Service (NPS) if risk has escalated to high. They are responsible for designing and delivering an innovative new service to rehabilitate offenders and help them turn their lives around by delivering a range of specific interventions and services for offenders managed by either CRCs or the NPS, including Community Payback and most accredited programmes.</p>
<b>Condition</b>	means a condition of this Contract
<b>Confidential Information</b>	means the Authority's Confidential Information and/or the Provider's Confidential Information.
<b>Contract</b>	means this written Contract between the Authority and the Provider consisting of the Contract Letter, the Terms and Conditions and any attached Schedules, including the Provider's Solution which appears at Schedule C of this Contract.
<b>Contract Award</b>	means the award of this Contract to the Provider.
<b>Contract Change</b>	means a Change to this Contract.
<b>Contract Controlled Document</b>	means any document which is expressly stated in this Contract to be a Contract Controlled Document or which is listed in Appendix 3 to Schedule I (Change Mechanism) of this Contract.
<b>Contract Letter</b>	means the letter identifying those documents which form the Contract
<b>Contract Period</b>	means the period from the Commencement Date to:  (a) the date of expiry of this Contract as set out in clause 2; or



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	(b) such earlier date on which the Contract comes to an end upon or following termination of the Contract in accordance with the Law or the provisions of this Contract
<b>Contract Price</b>	means the fees payable by the Authority in consideration of the obligations performed by the Provider under this Contract as set out in Schedule E (Payment Mechanism) of this Contract, including the Capital Payment, Mobilisation Payment and Fee for Service.
<b>Contracting Authority</b>	means any contracting authority as defined in Regulation 2 of the Public Contracts Regulations 2015.
<b>Control</b>	means the power to direct or cause the direction of the management and policies of another person (whether through the ownership of voting shares, by contract or otherwise) and "Controls" and "Controlled" shall be interpreted accordingly.
<b>Core Day</b>	means a day on which the Workers will carry out their Employment Positions in the Workshops within allocated periods of time as set out in paragraph 2.3.1 of Schedule B (Service Specification) of this Contract.  Please note that a timetable will be used by the Prison to show Personnel and Prisoners what time things happen, including what time activities start and finish on a daily basis.
<b>Crown</b>	means the government of the United Kingdom (including the Northern Ireland Executive Committee and the Northern Ireland Departments, the Scottish Executive and the National Assembly for Wales), including, but not limited to, government ministers, government departments, government and particular bodies and government agencies
<b>Custodial Operator</b>	means HMPPS, or any successor operator, who has overall operational responsibility for the operation of HMP Berwyn.
<b>Cyber Essential Scheme</b>	means the scheme developed by the UK Government setting out technical controls for organisations to use in respect of cyber security, which is further described at <a href="https://www.gov.uk/government/publications/cyber-essentials-scheme-overview">https://www.gov.uk/government/publications/cyber-essentials-scheme-overview</a>



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<b>Cyber Scheme</b>	means a level of assurance as further detailed in the Cyber Essentials Scheme
<b>Data Controller</b>	shall have the same meaning as set out in the Data Protection Act 1998
<b>Data Processor</b>	shall have the same meaning as set out in the Data Protection Act 1998.
<b>Data Protection Legislation</b>	means the Data Protection Act 1998 and all applicable legislation and regulations (including successor legislation and regulations) relating to processing of Personal Data and privacy, including where applicable the guidance and codes of practice issued by the Information Commissioner.
<b>Data Subject</b>	shall have the same meaning as set out in the Data Protection Act 1998
<b>Default</b>	means any breach of the obligations of the relevant Party (including but not limited to fundamental breach or breach of a fundamental term) or any other default, act, omission, negligence or negligent statement of the relevant Party or their Personnel in connection with or in relation to the subject matter of the Contract and in respect of which such Party is liable to the other.
<b>Disclosure and Barring Service</b>	means the checking service provided by a non-departmental public body sponsored by the Home Office which is responsible for the decision making and maintenance of two lists covering the childrens' and vulnerable adults' sectors
<b>Emergency Audit</b>	means an audit carried out by the Authority's Audit Agents for any of the reasons set out in paragraph 2.6.1(a) to (e) of Schedule D (Audit) of this Contract.
<b>Employability Skills</b>	means any skills delivered through the Employment Positions that enhance a Worker's chance of securing Employment on release.
<b>Employability Skills Assessment</b>	means an assessment which is completed for all Workers by the Learning & Skills Provider which determines which Employability Skills are required to be delivered or enhanced through the Employment Positions.



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<b>Employment</b>	means a job with an employer providing an income that the Prisoner secures after release from custody
<b>Environmental Information Regulations</b>	means the Environmental Information Regulations 2004 and any guidance and/or codes of practice issued by the Information Commissioner or relevant government department in relation to such regulations.
<b>Equalities Provisions</b>	the Equality Act 2010 and all applicable amendments, regulations and Codes of Practice or any successor legislation or regulations which concern discrimination in employment and service delivery.
<b>Exit Information</b>	the information that the Provider shall provide to the Authority to enable the Authority and/or the Workshop Provider to understand the manner in which the Services have been provided and to effect an orderly, timely and efficient transfer of the Relevant Services to the Workshop Provider and/or to enable the Authority to deliver alternative rehabilitative services to the Prisoners within the Workshops, including the information set out at paragraph 3.1 of Schedule M (Exit Management).
<b>Exit Period</b>	means the period set out in the Exit Plan during which the Exit Services shall be performed by the Provider.
<b>Exit Services</b>	means the services to be performed by the Provider to effect an orderly, timely and efficient transfer of the Relevant Services to the Workshop Provider and/or to enable the Authority to deliver alternative rehabilitative services to the Prisoners within the Workshops in accordance with paragraph 4 of Schedule M (Exit Management).
<b>Expiry Date</b>	means the date on which the Contract Period comes to an end.
<b>Facilities Management</b>	means the soft and hard maintenance of HMPPS property and assets. Hard maintenance covers the upkeep and repair of the



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	Premises' fabric and soft maintenance is the provision of services such as cleaning, grounds maintenance and stores management at the Premises.
<b>Facilities Management Provider</b>	The provider who is contracted by the Authority to deliver Facilities Management.
<b>Fast-track Change</b>	any Contract Change which the Parties agree to expedite in accordance with paragraph 7 of Schedule I (Change Mechanism) of this Contract.
<b>Fee for Service</b>	means the fee payable by the Authority to the Provider, as calculated in accordance with paragraph 3.1 of Schedule E (Payment Mechanism).
<b>Fees Regulations</b>	means the Freedom of Information and Data Protection (Appropriate Limit and Fees) Regulations 2004.
<b>Festive Period</b>	means the period of Christmas when the Prison regime is altered and the Workshops are closed.
<b>FOIA</b>	means the Freedom of Information Act 2000 and any subordinate legislation made under this Act from time to time together with any guidance and/or codes of practice issued by the Information Commissioner or relevant government department in relation to such legislation.
<b>Force Majeure</b>	means any event or occurrence which is outside the reasonable control of the Party concerned and which is not attributable to any act or failure to take preventative action by that Party, including fire; flood; violent storm; pestilence; explosion; malicious damage; armed conflict; acts of terrorism; nuclear, biological or chemical warfare; or any other disaster, natural or man-made, but excluding:  (a) any industrial action occurring within the organisation of the Provider or its Sub-contractors; or  (b) any other failure in the supply chain.
<b>Good Industry Practice</b>	means the exercise of that degree of care, skill, diligence, prudence, efficiency, foresight and timeliness which would be



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	reasonably expected at such time from a leading and expert supplier of services similar to the Services to a customer like the Authority, with such supplier seeking to comply with its contractual obligations in full and complying with applicable Laws
<b>Governance Groups</b>	means the Contract Review Group, Operational Management Group and Service Integration Group set out in Schedule H (Governance) of this Contract (together 'the Groups' and each 'the Group')
<b>Governor</b>	means the manager appointed by the Authority to be in charge of HMP Berwyn.
<b>Group Meetings</b>	means the meetings of the Governance Groups
<b>Hardware</b>	means the mechanical, magnetic, electronic and electrical components making up a computer system.  Please note that the computer hardware consists of collection of physical objects or components such as the <a href="#">monitor</a> , <a href="#">keyboard</a> , <a href="#">computer data storage</a> , <a href="#">hard disk drive</a> (HDD), graphic cards, sound cards, memory (RAM), motherboard, that can be programmed by Software to provide prescribed service or function.
<b>Head of Activities</b>	means a senior manager at HMP Berwyn who has responsibility for the management and oversight of all activities which are accessed by Prisoners, including Employment Positions and Learning & Skills.
<b>Health &amp; Safety at Work legislation</b>	means The Health and Safety at Work etc. Act 1974 (c 37) (abbreviated to "HSWA 1974", "HASWA" or "HASAWA") and all applicable amendments, regulations and Codes of Practice or any successor legislation or regulations which concern health and safety at work.
<b>HMPPS</b>	is Her Majesty's Prison and Probation Service, an executive agency of the Ministry of Justice.
<b>Impact Assessment</b>	means an assessment of a Change Request in accordance with paragraph 4 of Schedule I (Change Mechanism) of this Schedule.



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<b>Information</b>	has the meaning given under Section 84 of the FOIA.
<b>Information Asset</b>	means a definable piece of information stored in any manner that is determined by the Authority as valuable and relevant to the provision of the Services.
<b>Intellectual Property Materials</b>	means any guidance, specifications, instructions, toolkits, plans, data, drawings, databases, patents, patterns, models, designs or other material subject to Intellectual Property Rights.
<b>Intellectual Property Rights</b>	means any and all patents, trade marks, service marks, copyright, database rights, moral rights, rights in a design, know-how, confidential information, discovery, invention, process, formula, specification, improvement, technique and all or any other intellectual or industrial property rights whether or not registered or capable of registration and whether subsisting in the United Kingdom or any other part of the world together with all or any goodwill relating or attached thereto which is created, brought into existence, acquired, used or intended to be used by either Party for the purposes of the provision of the Services and/or otherwise for the purposes of this Contract.
<b>Intelligence Reporting (IR) Information</b>	The Intelligence Reporting system is a national networked IT system for managing, interrogating and developing multiple data sources for the purpose of the development of intelligence within HMPPS. Individual pieces of intelligence are inputted into the system using IT based Intelligence Reports.
<b>Interim Employment Positions</b>	means work placements provided to Workers which are supervised by the Provider on behalf of the Prison Governor.
<b>Interim Workshop</b>	means an area of HMP Berwyn designated for the purpose of delivering Interim Employment Positions to Workers.
<b>Key Personnel</b>	means the Provider's Personnel listed in Schedule J (Key Personnel)
<b>Large items or Large volumes of Waste</b>	means waste that is beyond what is reasonably expected to be generated in a given period of time consistent with routine processing by the Prison's Recycling Centre



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<b>Law</b>	means any law, statute, subordinate legislation within the meaning of section 21(1) of the Interpretation Act 1978, bye-law, exercise of the Royal Prerogative, enforceable community right within the meaning of section 2 of the European Communities Act 1972, regulation, order, regulatory policy, mandatory guidance or code of practice (whether industry or otherwise), judgment of a relevant court of law, or directives or requirements of any Regulatory Body with which the Parties are bound to comply.
<b>Learning and Skills Provider</b>	means the provider who has contractual responsibility for delivery of the Learning and Skills provision at HMP Berwyn
<b>Licence</b>	means the Licence Agreement at Annex A of this Contract granted by the Authority for the Provider to occupy part of the Prison.
<b>Local Security Instructions</b>	means the restricted documents that provide guidance about how security is managed and maintained within a prison. Please note that Local Security Instructions are tailored to the needs of each prison and are sourced from National Security Instructions. Instructions are available for all staff and providers on the HMP Berwyn intranet.
<b>Management Information</b>	means the data and information to be provided by the Provider to the Authority under the Contract, including the information set out in Schedule F (Performance and Monitoring Mechanism) of this Contract.
<b>Maintaining a Roll</b>	means the maintenance of a register kept by the Provider's Personnel to record the number of Prisoners currently under their supervision to ensure all movements are recorded accurately at all times, which is a fundamental part of prison security.
<b>Mediator</b>	An independent third party appointed by the Parties in the event of a dispute concerning the provision of the Services or other obligations under this Contract.
<b>Mobilisation</b>	means the period between the Commencement Date and the Service Commencement Date.



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<b>Mobilisation Period</b>	means the period commencing on the Commencement Date and ending on the Service Commencement Date.
<b>Month</b>	means a calendar month.
<b>NOMS</b>	the National Offender Management Service which became HMPPS on 1 April 2017
<b>NOMIS</b>	means the HMPPS National Offender Management Information System and is the operational database used for the collection, management and storage of offender information, including personal details, sentence information and an up to date diary of their behaviour, events and achievements.
<b>Occasion of Tax Non-Compliance</b>	<p>means any occasion where:</p> <p>(a) any tax return of the Provider submitted to a Relevant Tax Authority on or after 1 October 2012 is found on or after 1 April 2013 to be incorrect as a result of:</p> <p>(i) a Relevant Tax Authority successfully challenging the Provider under the General Anti-Abuse Rule or the Halifax Abuse Principle or under any tax rules or legislation that have an effect equivalent or similar to the General Anti-Abuse Rule or the Halifax Abuse Principle;</p> <p>(ii) the failure of an avoidance scheme which the Provider was involved in, and which was, or should have been, notified to a Relevant Tax Authority under the DOTAS or any equivalent or similar regime; and/or</p> <p>(b) any tax return of the Provider submitted to a Relevant Tax Authority on or after 1 October 2012 gives rise on or after 1 April 2013 to a criminal conviction in any jurisdiction for tax related offences which is not spent at the Commencement Date or to a civil penalty for fraud or evasion.</p>



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<b>Offender</b>	means any person who has been found guilty by a court and who has received a community sentence or a custodial sentence from a court.
<b>Open Book Data</b>	means the data set out at paragraph 4.1.2 of Schedule D (Audit) of this Contract
<b>Operator</b>	means any Sub-contractor appointed by the Provider from time to time to undertake the Workshop Activities.
<b>P-NOMIS</b>	means the system currently used in prisons which holds prisoner records, including those relating to attendance at work.  Please note that at HMP Berwyn the intention is to introduce prisoner self-service technology and associated management level applications so the recording of prisoner attendance will be through either P-NOMIS or another application.
<b>Party</b>	means a party to this Contract.
<b>Parties</b>	means both parties to this Contract
<b>Performance Report</b>	has the meaning given to it in paragraph 3 (Performance Report) of Schedule F (Performance and Monitoring Mechanism) of this Contract.
<b>Personal Data</b>	shall have the same meaning as set out in the Data Protection Act 1998.
<b>Personal Protective Equipment (PPE)</b>	means the protective garments, such as clothing, helmets, goggles and gloves, which are designed to protect the wearer's body from injury or infection.  Please note that Personal Protective Equipment may be worn for job-related occupational safety and health purposes.
<b>Personnel</b>	means the Authority's Personnel and the Provider's Personnel .
<b>Prison</b>	means HMP Berwyn where the Premises are located.



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<b>Premises</b>	means the location where the Services are to be delivered or provided as set out in the Service Specification (Schedule B) and the Licence Agreement (Annex A) to this Contract.
<b>Prisoners</b>	means those people who are detained in Prison custody. Prisoners may be un-convicted or on remand, or convicted and awaiting or serving a prison sentence.
<b>Prison Officers</b>	means HMPPS staff responsible for ensuring security at HMP Berwyn.
<b>Prison Staff</b>	means staff that are directly employed by HMPPS and in work at HMP Berwyn.
<b>Privacy Impact Assessment</b>	means a process to identify and reduce the privacy risks in relation to this Contract and the performance of the Services
<b>Privacy Risk Treatment Plan</b>	means a plan setting out the actions of that the Provider shall take to mitigate against all privacy risks identified during the Privacy Impact Assessment as being applicable to the Provider.
<b>Process</b>	has the meaning given to it under the Data Protection Legislation and, for the purposes of this Contract, it shall include both manual and automatic processing.
<b>Provider</b>	means the Party who has contracted with the Authority to perform the Services under this Contract.
<b>Provider's Assets</b>	means the property listed in Appendix B of the Asset Register (Schedule L of this Contract) provided by the Provider.
<b>Provider Data</b>	means the data, text, drawings, diagrams, images or sounds (together with any database made up of any of these) which are embodied in any electronic, magnetic, optical or tangible media, and which are: (a) supplied by the Provider to the Authority; or (b) any Personal Data for which the Provider is the Data Controller.
<b>Provider Group Members</b>	means the individuals appointed by the Provider to attend the Group Meetings
<b>Provider's Personnel</b>	means the staff who are employed by the Provider.



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<b>Provider's Personnel Induction</b>	means an induction which is delivered by the Authority to the Provider's Personnel and/or Sub-contractors' Personnel as set out in paragraph 4.4 of the Service Specification (Schedule B of this Contract.)
<b>Provider's Confidential Information</b>	means any information which has been designated as confidential by the Provider in writing or that ought reasonably to be considered as confidential, however it is conveyed, including information that relates to the business affairs, developments, trade secrets, know-how, Personnel and Sub-contractors of the Provider, including Intellectual Property Rights, together with all information derived from the above, and any other information clearly designated as being confidential (whether or not it is marked as "confidential") or which ought reasonably to be considered to be confidential.
<b>Provider's Senior Person</b>	means the most senior representative that is employed by the Provider to oversee the Provider's Personnel and delivery of this Contract.
<b>Provider's Software</b>	means the Software which is owned by or licensed to the Provider, including such Software as is or will be used by the Provider for the purposes of providing the Services (but excluding the Authority's Software) and including any Software specified as such in the Asset Register (Schedule L of this Contract).
<b>Provider's Management Team</b>	means the members of the Provider's Personnel who are employed by the Provider to oversee the work of other members of the Provider's Personnel and the delivery of this Contract.
<b>Provider's Representative</b>	means the individual appointed in accordance with paragraph 2.2 of Schedule H (Governance) of this Contract to exercise certain functions and powers in relation to this Contract on behalf of the Provider
<b>Public Acceptability Test</b>	means a test as to whether the relevant activity is one that, in the Authority's view, is unlikely to undermine public confidence
<b>Purposeful Activity</b>	means an activity designated by HMP Berwyn as purposeful activity such as education, work or a behavioural programme.
<b>Receipt</b>	means the physical or electronic arrival of documents, including invoices, at the addresses provided for the submission of such documents.
<b>Receiving Party</b>	means the Party which receives a proposed Contract Change



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<b>Relevant Event</b>	means the occurrence of a serious incident which materially affects the Provider's ability to perform the Services including (but not limited to) prison lock down, serious damage to equipment, machinery or building, attack on an IT system or data, theft of data, strike action, robbery, kidnapping or hijacking, flood, fire or explosion, power or water cut, fatality on duty, major food poisoning incident, national epidemic, structural collapse or terrorist attack.
<b>Requests for Information</b>	shall have the meaning set out in FOIA or the Environmental Information Regulations as relevant (where the meaning set out for the term "request" shall apply).
<b>Recycling Centre</b>	means the place inside HMP Berwyn where general waste is taken to be sorted into appropriate recycling groups.
<b>Regulations</b>	means The Transfer of Employment (Pension Protection) Regulations 2005
<b>Rehabilitation Services</b>	means the Services that are provided to support the Workers in gaining Employment upon release from custody.
<b>Relevant Authority</b>	means any court with the relevant jurisdiction and any local, national or supra-national agency, authority, inspector (including the Prison Inspector and the Probation Inspector), minister, ministry, official or public or statutory person of the government of the United Kingdom or of the European Union.
<b>Relevant Provisions</b>	has the meaning given to it in paragraph 3 of Schedule P (Operators' Obligations) of this Contract.
<b>Relevant Tax Authority</b>	means HMRC, or, if applicable, a tax authority in the jurisdiction in which the Provider is established;
<b>Resettlement</b>	means the process of preparing an offender for release.
<b>Resettlement Window</b>	means the last weeks of an offender's sentence.



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	Please note that this is generally 12 weeks. If the offender is serving an indeterminate sentence, then the resettlement window will extend to before any parole board hearing.
<b>Re-tendering Employment Information</b>	means the information required under paragraph 3.1 of Schedule N (TUPE) of this Contract
<b>Safe Systems of Work</b>	has the meaning ascribed in Health and Safety Legislation.
<b>Schedule</b>	means a schedule attached to, and forming part of, this Contract.
<b>Security Failure</b>	means a failure to comply with information security requirements in this Contract including those set out in Schedule U (Information Security).
<b>Security Improvement Plan</b>	means a plan which specifies how the Provider proposes to redress each Security Failure.
<b>Security Policy Framework</b>	means HM Government's Security Policy Framework (available from the Cabinet Office's Government Security Secretariat) as updated from time to time.
<b>Service Commencement Date</b>	means the date notified by the Authority for the commencement of delivery of the first Available Employment Positions.
<b>Service Lead</b>	means the lead Provider in a consortium arrangement.
<b>Services</b>	means the services to be provided as described in the Services Specification (Schedule B of this Contract).
<b>Session(s)</b>	means periods of time in the mornings and afternoons when the Workshops are operational.
<b>Software</b>	means system software, operating systems, applications, programs and procedures, tools to recreate or recompile any of the foregoing (including build files, computer files, test scripts and configurations), and all updates and upgrades to any of the foregoing, that enable an ICT System to perform tasks or operations or process data, in each case in object code form unless expressly provided otherwise in this Contract and excluding any other data or input or output.
<b>Sub-contract</b>	means any agreement (or proposed agreement) between the Provider and any third party or Sub-contractor and any third party whereby that third party agrees to provide to the Provider or the Sub-contractor all or any part of the Services or facilities or services which



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	are necessary for the provision, management, direction or control of the Service or any part thereof.
<b>Sub-contractor</b>	means any third party engaged directly by the Provider or a Sub-contractor under a Sub-contract, including the Operator(s).
<b>Sub-contractor's Personnel</b>	means the staff who are employed by a Sub-contractor.
<b>Tender</b>	means any document(s) submitted by the Provider to the Authority in response to the Authority's invitation.
<b>Tool(s)</b>	<p>means all implements available for use as part of work processes within Workshops.</p> <p>Please note that a tool in prison is something that the Custodial Operator determines as a tool. Tools could be used as a weapon or an aid to escape. It is important to recognise that items which may not be deemed as a risk in the community, may be seen as such in custody, for instance, an Allen key or plastic items.</p>
<b>Transferring-In Employees</b>	means those employees wholly or mainly engaged in the provision of the Services immediately before the commencement of the Contract whose employment transfers from the Authority or the current contractor pursuant to TUPE.
<b>Transferring-Out Employees</b>	means those employees wholly or mainly engaged in the provision of the Services immediately before the expiry or earlier termination of the Contract.
<b>TUPE</b>	means the Transfer of Undertakings (Protection of Employment) Regulations 2006 (SI 2006 No. 246).



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<b>Un-authorized Absence</b>	means the absence of a Worker which has not been Approved by the Authority in accordance with paragraph 2.2.7 of the Service Specification (Schedule B) of this Contract.
<b>Uninsured Losses</b>	means any losses, including any deductible and excess of loss, of which fall outside of the Provider's insurance policies, including the Required Insurances pursuant to clause 51 of the Terms and Conditions of this Contract,
<b>Users</b>	those members of the Provider's Personnel and Sub-contractor's Personnel with access to or who are involved in handling Authority Data
<b>VAT</b>	means value added tax in accordance with the provisions of the Value Added Tax Act 1994.
<b>The Vetting and Barring Scheme</b>	means the scheme set up under the provisions of the Safeguarding Vulnerable Groups Act 2006.
<b>Warning Notice</b>	means the notice served on the Provider by the Authority in accordance with clause 55.1 of the Terms and Conditions of this Contract.
<b>Weekends</b>	means Saturdays and Sundays
<b>Worker Induction</b>	An induction delivered by the Provider to the Workers who shall be allocated to Employment Positions in the Workshops.  Please note that the list of what the induction must include as a minimum is found at paragraph 2.6 of the Schedule B (Service Specification) to this Contract
<b>Workers</b>	means Prisoners employed by the Provider pursuant to Prison rules and under the control of the Prison Governor.  Please note that Workers are not engaged pursuant to a contract of employment.
<b>Working Day</b>	means a day (other than Saturday or Sunday) on which banks are open for general business in the City of London.
<b>Workshop Activities</b>	means the commercial operation of the Workshops (supervised by an Operator or the Provider) and the sale or transfer of goods produced and/or services performed by the Workers to another third party by the relevant Provider or Operator.



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<b>Workshop Observation Book</b>	means a paper or electronic diary of events in the Workshops.  Please note that each area has their own Workshop Observation Book where staff record routine or non-routine information about Workers. The Workshop Observation Group is auditable and the Prison will determine what information is mandated to be entered into it.
<b>Worker Portfolio and Appraisal Record</b>	means a record for each Worker that includes as a minimum the content found at paragraph 2.9.5 of Schedule B (Service Specification) of the Contract.
<b>Workshop Contract</b>	means the Contract between the Authority and the Provider dated 31 August 2017 for the Provision of Employment Positions for 520 Prisoners at HMP Berwyn.
<b>Workshop Session</b>	means a Session (as defined in this Schedule) within a Workshop (as defined in this Schedule).