

OFFICIAL - SENSITIVE - COMMERCIAL

HMRC Standard Goods and Services Model Contract v1.0

SCHEDULE 8.1

GOVERNANCE

Governance

1 DEFINITIONS

In this Schedule, the following definitions shall apply:

“Contract Management Representatives” in respect of a Review Meeting, those contract management team representatives of either Party whose attendance is reasonably required to achieve the aims and objectives of the meeting, and any other persons considered by the Authority to be necessary for the review; and

“Review Meeting” a review meeting to consider the progress of the Agreement, discuss the Management Information and to review any operational issues that have arisen in the preceding review meetings.

2 MANAGEMENT OF THE SERVICES

- 2.1 Both Parties shall ensure that appropriate resource is made available on a regular basis such that the aims, objectives and specific provisions of this Agreement can be fully realised.

Meetings

- 2.2 Each Party shall ensure that its Contract Management Representatives shall make all reasonable efforts to attend Review Meetings at which that Contract Management Representative is required. If any Contract Management Representative is not able to attend a Review Meeting, that person shall use all reasonable endeavours to ensure that:

- (a) a delegate attends the relevant Review Meeting in his/her place who (wherever possible) is properly briefed and prepared; and
- (b) that he/she is debriefed by such delegate after the Review Meeting.

- 2.3 Review meetings shall be quorate as long as at least two representatives from each Party are present.

- 2.4 The provisions of this Schedule are without prejudice to other provisions of this Agreement which require regular meetings to take place between the Parties in connection with the delivery of the Services (including Performance Review Meetings) and such other meetings which may be held with Other Suppliers and/or other third parties that the Authority may request from time to time. For the avoidance of doubt, such meetings shall also form part of the governance of this Agreement and the Supplier shall ensure that an appropriate representative attends, on the Supplier's behalf.

3 CONTRACT MANAGEMENT MECHANISMS

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

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- 3.2 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.

4 REVIEWS

- 4.1 The Parties shall attend Review Meetings at the following frequency:

Contract Review	Annual
Contract Review	Quarterly
Performance Review	Monthly

The Parties shall agree the format of the Review Meetings (for example, face to face or telephone conference) in advance.

- 4.2 The Supplier shall provide the Authority with the most up to date Management Information relating to the previous two quarters at least 5 Working Days before each Review Meeting.

Annual Review

- 4.3 The Parties shall hold an annual Review Meeting on a date to be agreed between the Parties or, in the absence of such agreement, within thirty (30) Working Days of the anniversary of the Operational Service Date. The annual Review Meeting will be attended by the Authority's Senior Responsible Owner and the Contract Management Representatives.
- 4.4 In respect of the period under review, the Authority will take into account in the Review Meeting any matters it considers necessary, including:
- (a) the Supplier's performance in respect of the KPIs (including any relevant KPIs trends analysis and whether the KPIs reflect improvements in the Services over the Term and any efficiency gains made by the Supplier);
 - (b) any changes which may need to be made to the Services; and
 - (c) future requirements in relation to the Services.
- 4.5 The Authority shall prepare a report of its findings from the annual Review Meeting and discuss with the Supplier how any proposed changes to the Agreement and/or to the Services shall be addressed. Any Contract Changes to be implemented in accordance with this Paragraph 4.5 shall be implemented in accordance with the Change Control Procedure.

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- 4.6 The Parties shall hold a quarterly Review Meeting, on a date to be agreed between the Parties. The quarterly Review Meeting will be attended by the Authority's Commercial Manager and Contract Manager and the Contract Management Representatives.
- 4.7 In respect of the period under review, the Authority will take into account in the Review Meeting any matters it considers necessary, including:
- (a) overall performance against KPIs;
 - (b) volume trends/general trend analysis;
 - (c) compliance and satisfaction levels;
 - (d) sustainability strategy and performance;
 - (e) business continuity issues and updates;
 - (f) proposals for improvements;
 - (g) financial stability;
 - (h) risk assessments; and
 - (i) any security issues and the Security Management Plan.
- 4.8 The quarterly Review Meeting shall be fully minuted by the Supplier. The prepared minutes shall be circulated by the Supplier to all attendees of the meeting, the Authority Representative and any other recipients agreed at the meeting. The minutes of each quarter's Review Meeting will be agreed between the Supplier Representative and the Authority Representative within 14 days of initial circulation.

5 Contract Management Roles and Dispute Escalation Levels

- 5.1 The Parties shall assign personnel with the appropriate skills and experience to perform the roles and responsibilities listed in the table below and where indicated as a "key role" below, the personnel is Key Personnel.

Role	Key Role	Responsibilities	Contact Name, Title & Contact Details		Escalation Level
			Authority	Supplier	
Senior Responsible Owner	No	Overall responsibility for delivery of the contract.	Redacted	Redacted	3

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Commercial Director	No	Overall responsibility for the Commercial integrity of the contract.	Redacted Assistant Commercial Director Banking and Financial Services Redacted	Redacted Director of Finance, EMEA Redacted	2
Commercial Lead	No	Responsible for overseeing the Contract Review process.	Redacted Contract Management Lead Banking and Financial Services Redacted	Redacted Director of Sales, FM London Redacted	1
Commercial Manager	Yes	Commercial contract manager responsible for the monitoring of supplier adherence to contractual performance measures and delivery. Providing commercial advice to the business	Redacted Senior Commercial Office Banking and Financial Services Redacted	As set out in Schedule 9.2	
Contract Manager	Yes	Operational Contract Management	Redacted	As set out in Schedule 9.2	
Mobilisation Manager	Yes	Operational Contract Management	Redacted	As set out in Schedule 9.2	

- 5.2 Subject to Clause 11.3 and Schedule 9.2 (*Key Personnel*), in the event that the Supplier wishes to replace any of its representatives in the roles listed in Paragraph 5.1, the Supplier shall notify the Authority in writing of the proposed change for the Authority's agreement (such agreement not to be unreasonably withheld or delayed). Notwithstanding the foregoing it is intended that each Authority representative has at all times a counterpart representative of equivalent seniority and expertise.

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- 5.3 The Authority may, by written notice to the Supplier, revoke or amend the authority of any of its representatives in the roles listed in Paragraph 5.1 or appoint a new representative into the role.

6 Specific Contract Management Requirements

6.1 Provision of an MI pack by the supplier, distributed a minimum of one week before the quarterly review meetings. The detail of the MI pack and the timescales for circulation to be agreed during the implementation phase, but shall include (and not be limited to),

▫ The number of serious incidents reported in the month. ▫ The number of serious incidents resolved within the agreed SLA.

6.2 The provision of detailed monthly MI by the supplier to allow for the completion of the agreed SLA/KPI dashboard spreadsheet.

7 Supplier Relationship Management

7.1 The Authority's aim is to create a strong, shared supplier relationship management (SRM) approach which engenders, encourages and rewards the implementation of innovative solutions to achieve objectives.

7.2 The Authority's intention is, through innovative thinking, to work with suppliers post contract award to produce better solutions at a lower cost, without compromising customer service, than would otherwise be achieved without change.

7.3 The Supplier shall take a pro-active approach to the Authority's supplier relationship management (SRM) activity to ensure the strategic aims are achieved through the use by the Supplier of an effective account management structure.

7.4 The Supplier shall ensure that the Supplier Representative, who will be responsible for Authority account management, has the necessary authority to influence any operational activities that may be necessary to help strategic objectives and initiatives to be achieved.

7.5 The Supplier shall ensure that it commits to Authority account management in support of Supplier relationship management activity. The Supplier shall ensure that the Supplier Representative and is accessible to the Authority at all times during normal working hours (Mon - Fri 08:00 to 18:00), subject to the provisions of Clause 14.3 to 14.5 (*Key Personnel*).

7.6 The Authority may require the Supplier, at any time during the Term, to complete:

- (a) an Authority supplier performance management (SPM) questionnaire using the e-sourcing portal;
- (b) supplier chain risk management questionnaires such as CAESER (now known as "Corporate Responsibility" and details of which can be found at <https://nqc.com/corporate>); and/or
- (c) data and information assurance assessments or questionnaires such as HADRIAN (now known as "Cyber Security" and details of which can be found at <https://nqc.com/cybersecurity>).