

SCHEDULE 12 – GOVERNANCE

1. INTRODUCTION

- 1.1 The Parties acknowledge that successful delivery of the Services and the Contract depends upon effective management by the Authority and the Service Provider, and the Service Provider acknowledges that the Authority places a high importance on contract management. This Schedule outlines the means by which the Authority and the Service Provider shall each discharge their respective governance functions and obligations under the Contract. For the avoidance of doubt, nothing in this Schedule 12 (including the participation of the Authority in any governance board) shall operate so as to fetter the rights of the Authority to make decisions and/or exercise its rights or discretion under the Contract

2. AUTHORITY'S MANAGEMENT STRUCTURE

- 2.1 The Authority shall appoint:

- (a) a Commercial Contract Manager ("**CCM**") who will be responsible for overall commercial management of this Contract;
- (b) a Senior Business Owner ("**SBO**") who will be responsible for overall operational management of this Contract;
- (c) a National Contract Manager ("**NCM**") who will be responsible for the overall operational management of this Contract;
- (d) a national Delivery Director ("**DD**") who will be responsible for overall delivery of HMCTS enforcement services;
- (e) a Business User ("**BU**") who will be responsible for the overall operational delivery of this Contract; and
- (f) an Operational Manager ("**OM**") for each Area to deal with day to day delivery of the contract for that particular Area, who will report to the NCM.

- 2.2 Should the Authority's management structure change throughout the Contract Period, the Service Provider will be expected to be flexible and work in partnership with the Authority in respect of any such changes.

3. SERVICE PROVIDER'S MANAGEMENT STRUCTURE

- 3.1 The Service Provider shall ensure it has adequate internal management structures in place to manage the Contract from the Commencement Date.
- 3.2 The Service Provider shall nominate a Contracts Manager ("**CM**") who shall be the single point of contact for the Authority and who shall have overall responsibility for the Service Provider's management of the Contract. For the avoidance of doubt, the CM shall be considered to be a member of the Key Personnel and the provisions of clause B7 (Key Personnel) shall apply to the CM.
- 3.3 The Service Provider shall not replace or remove the individual performing the CM position without the Authority's Approval, unless the nominated CM leaves the employ of the Service Provider for whatever reason.
- 3.4 Where the nominated CM is being replaced, the Service Provider shall appoint a suitably qualified person of equivalent experience as soon as possible and shall ensure any proposed change does not adversely affect the smooth operation of the Contract.

4. MANAGEMENT STRUCTURE: SUMMARY

- 4.1 A summary of the contract management structure of the Authority and the Service Provider is set out below.

Role Abbreviation	Role Title	Service Provider role or Authority role
CCM	Commercial Contract Manager	Authority
SBO	Senior Business Owner	Authority
NCM	National Contract Manager - HQ	Authority
OM	Operations Manager	Authority
BU	Business User	Authority
DD	Delivery Director	Authority
CM	Contracts Manager	Service Provider

- 4.2 The Service Provider shall, by the Commencement Date, have a clear internal mechanism in place for dealing with any issues relating to the Contract and/or the Services and a clear escalation process, on a local, regional and national level (as applicable) and provide the Authority with a clear and sufficiently detailed description of this mechanism by the Commencement Date.

5. **CONTRACT GOVERNANCE**

- 5.1 The Service Provider shall ensure that the CM attends the following meetings:

- (a) Operational Review Meeting (as described in paragraph 5.2 below);
- (b) Regional Contract Management Meeting (as described in paragraph 5.3 below);
- (c) National Operational Forum (as described in paragraph 5.4 below); and
- (d) Annual Contract Review Meeting (as described in paragraph 5.5 below),

in accordance with the schedule of meetings set out in paragraph 5.8.

- 5.2 The remit of the Operational Review Meeting shall include:

- (a) monitoring the Service Provider's compliance with its obligations under the Contract;
- (b) monitoring the Service Provider's delivery of the Implementation Services;
- (c) monitoring the Service Provider's delivery and performance of the Operational Services in the relevant Areas, including complaints, risks and issues; and
- (d) addressing incident and problem management, including the Service Provider's account management performance.

- 5.3 The remit of the Regional Contract Management Meetings shall include:

- (a) review and monitoring of the Service Provider's overall Regional contract performance; including complaints, risks and issues and items referred from the Operational Contract Meetings
- (b) review of any commercial aspects of the Contract;
- (c) addressing any Regional issues, trends and developments in relation to delivery of the Implementation Services and/or the Operational Services;

- (d) sharing best practice and details of relevant initiatives on a Regional basis;
- (e) sharing opportunities for efficiencies, continuous improvement and innovation on a Regional basis; and
- (f) forward planning, opportunities and future efficiencies including standardisation and rationalisation.

5.4 The remit of the National Operational Forums (a joint meeting of all service providers for all Lots, including the Service Provider) shall include:

- (a) addressing the items listed in paragraph 5.3 (a) to (f) on a national level; and
- (b) planning and implementation of any legal or organisation changes.

5.5 The remit of the Annual Contract Review Meeting shall include:

- (a) monitoring the Service Provider's compliance with its obligations under the Contract;
- (b) highlighting key successes and lessons learned from the previous 12 months;
- (c) agreeing a forward looking approach for the subsequent 12 months;
- (d) discussion of annual trends, in complaints, risks and issues;
- (e) assessing the relationship between the Parties and current / new ways of working;
- (f) reviewing any commercial aspects of the Contract; and
- (g) reviewing and agreeing any variations and changes to performance measures and targets.

5.6 The meeting organiser will arrange for minutes to be taken at any of the meetings listed above and for the minutes to be promptly circulated after each meeting.

5.7 Unless otherwise agreed between the Parties, the agenda for all meetings shall be prepared and circulated ahead of the date of the relevant meeting.

5.8 The attendees and meeting frequency of each of the above boards is set out below. In addition to the Service Provider representatives listed below, the Authority may, acting reasonably, require other Service Provider Staff to attend meetings from time to time, including senior representatives of the Service Provider's business.

Meeting Name	Who	Frequency
Operational Review Meeting	OM CM	Fortnightly (either in person or enabling technology such as Skype or teleconference) during the first 6 months from the Commencement Date, moving to at least bi-monthly thereafter. Service Provider to attend any meeting requested by the Authority as required. The Operations Manager will chair all meetings and be responsible for secretariat responsibilities.

Regional Contract Management Meeting	BU, OM, CCM, NCM CM	Monthly, moving to bi-monthly after the first 12 months following the Commencement Date, with additional meetings as required by the Authority. Once bi-monthly alternate with Operational Review Meeting. The Business User will chair all meetings and the National Contract Manager will be responsible for secretariat responsibilities.
National Operational Forum	SBO CCM, NCM, BU DD - optional CM	A joint meeting with all service providers for all Lots, including the Service Provider 6 monthly, with additional meetings as required by the Authority. The Senior Business Owner will chair all meetings and be responsible for secretariat responsibilities. Delivery Director to attend if deemed appropriate by the Authority
Annual Contract Review Meeting	DD SBO, CCM, NCM, BU CM	Annual with additional meetings as required by the Authority. The Senior Business Owner will chair all meetings and be responsible for secretariat responsibilities.