

**National Highways Limited**

**Scope**

**Defined Terms**

**Annex 01**

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| **Issue No.** | **Revision No.** | **Amendments** | **Initials** | **Date** |
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| **Defined Term** | **Definition** |
| Background IPR | is IPR owned by either the *Consultant* or a Third Party, as applicable, before the Contract Date or created by the *Consultant* or a Third Partyindependently of the contract, which in each case is or will be used before or after *defects date* for, Providing the Service (including its design, testing, implementation), its maintenance operation and improvement, but excluding IPRs owned by the *Consultant* subsisting in the *Consultant* Software or by any Third Party in Third Party Software. |
| Category Purchase Agreement | is a contract (including framework agreements and dynamic purchase system) which is established or may be established by the *Client* for common requirements across its asset management and wider expenditure plan under which the *Consultant* and others may enter into contracts with Category Suppliers. |
| Category Supplier | is a supplier who is appointed via a Category Purchase Agreement. |
| Cadent | Cadent Gas Ltd. |
| Common Data Environment (CDE) | is the central repository for the housing of project information, including design and construction content. |
| Comptroller and Auditor General | in the United Kingdom is the government official responsible for supervising the quality of public accounting and financial reporting. |
| Confidential Information | any data or information which has been classified by National Highways as being confidential. However, National Highways uses the HMG Government Security Classification Scheme (GSC).   |
| Confidential Information | is * information, including all Personal Data, which (however it is conveyed) is provided by the Disclosing Party in connection with the contract that relates to
* the Disclosing Party Group or
* the operations, business, affairs, developments, Intellectual Property Rights, trade secrets, know-how and personnel of the Disclosing Party Group,
* other information provided by the Disclosing Party in accordance with the contract that is clearly designated as being confidential or equivalent or that ought reasonably to be considered to be confidential (whether or not it is so marked) which comes (or has come) to the Recipient’s attention or into the Recipient’s possession in connection with the contract,
* discussions, negotiations, and correspondence between the Disclosing Party or any of its directors, officers, employees, consultants or professional advisers and the Recipient or any of its directors, officers, employees, consultants and professional advisers in connection with the contract and all matters arising therefrom; and
* information derived from any of the above,

but not including any information which* was in the possession of the Recipient without obligation of confidentiality prior to its disclosure by the Disclosing Party,
* the Recipient obtained on a non-confidential basis from a Third Party who is not, to the Recipient’s knowledge or belief, bound by a confidentiality agreement with the Disclosing Party or otherwise prohibited from disclosing the information to the Recipient,
* was already generally available and in the public domain at the time of disclosure otherwise than by a breach of the contract or breach of a duty of confidentiality or
* was independently developed without access to the Confidential Information.
 |
| Contracts Finder  | is the government website for information about contracts worth over ten thousand pounds (£10,000) with the government and its agencies. |
| Control | is the possession by person, directly or indirectly, of the power to direct or cause the direction of the management and policies of the other person (whether through the ownership of voting shares, by contract or otherwise) and Controls and Controlled are to be interpreted accordingly. |
| Data | is all Personal Data collected, generated or otherwise processed by the *Consultant* in the course of Providing the Service. |
| Data Controller | is a legal person that determines the purposes and means of the processing of Personal Data. |
| Data Loss Event | is any event that results, or may result, in unauthorised access to Personal Data held by the Processor for the purposes of this contract, and/or actual or potential and/or destruction of Personal Data in breach of this Agreement, including any Personal Data breach. |
| Data Protection Impact Assessment | is an assessment by the Controller of the impact of the envisaged processing on the protection of Personal Data. |
| Data Subject | is an individual who is the subject of Personal Data. |
| Data Subject Access Request | is a request made by, or on behalf of, a Data Subject in accordance with rights granted pursuant to the Data Protection Legislation to access their Personal Data. |
| Disclosing Party Group | is* where the disclosing Party is the *Consultant*, the *Consultant* and any Affiliates of the *Consultant* and

where the disclosing Party is the *Client*, the *Client* and any Central Government Body with which the *Client* or the *Consultant* interacts in connection with the contract. |
| Disclosure Request | is a request for information relating to the contract a received by the *Client* pursuant to the Freedom of Information Act 2000 and Environmental Information Regulations 2004 or otherwise. |
| EEA | is the European Economic Area. |
| FDR-R Letter | Is the letter issued by Cadent following submission at Final Design Review-Refresh stage, following their acceptance of the design. |
| Federated Model | is a sub-set of the Project Information Model (PIM) |
| Gas Industry Registration Scheme | is the accreditation scheme operated by Lloyd’s Register. |
| Health and Safety File | as per the meaning given to it in the Construction (Design and Management) Regulations 2015. |
| Information Execution Plan (IEP) | explains how the information management aspects of the contract including the Exchange Information Requirements (EIR, see **Annex 02**), Business Exchange Information Requirements (B-EIR, see **Annex 02**) and Information Management System (see **Annex 02**) are carried out and information exchanged between the *Client*, the *Consultant* and others supporting the LTC programme. |
| Joint Controllers | means where two or more Controllers jointly determine the purposes and means of processing. |
| Lower Thames Crossing (LTC) | is the proposed new road connecting Kent, Thurrock and Essex through a tunnel beneath the River Thames. On the south side of the River Thames, the new road will link the tunnels to the A2 and M2 in Kent. On the north side, it will link to the A13 and junction 29 of the M25 in the London Borough of Havering. |
| LTC Design Release 3.0C | the model drawings of the Lower Thames Crossing scheme a copy of which have been provided to the *Consultan*t and are referenced in Annex 02. |
| LTC Design Releases | means any model drawings of the Lower Thames Crossing scheme that revise, update, amend or supersede LTC Design Release 3.0C. |
| Master Information Delivery Plan (MIDP) | is the compilation of all the Task Information Delivery Plan (TIDPs) within a delivery team. |
| Nonconformity | has the meaning give in BS EN ISO 9000:2015. |
| Official Secrets Act  | is the Official Secrets Act 1989 and any predecessor statutes. |
| Performance Level | is the performance level of the Collaborative Performance Framework (CPF, see **Annex 02**) stated in the Scope. |
| PPN | refers to a Public Procurement Note |
| Project Information Model (PIM) | represents all the information hosted within the CDE. It includes data, documentation, geometrical models, and non-geometrical assets. |
| Protective Measures | are appropriate, technical and organisational measures which may include: pseudonymising and encrypting Personal Data, ensuring confidentiality, integrity, availability and resilience of systems and services, ensuring that availability of and access to Personal Data can be restored in a timely manner after an incident, and regularly assessing and evaluating the effectiveness of such measures adopted by it including those outlined in PPN 02/18. |
| Public Interest Test | requires a public authority, or oversight body to weigh the harm that disclosure would cause to the protected interest against the public interest saved by disclosure of the information. |
| Recipient | is the Party which receives or obtains directly or indirectly Confidential Information. |
| Security Incident | is a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, Data. |
| SME  | means an enterprise within the category of Small, Medium or Micro Enterprises defined by the European Commission Recommendation of 6 May 2003 concerning the definition of Small, Medium or Micro Enterprises. A SME is a Subcontractor or a subcontractor to a Subcontractor and is autonomous and is a European Union enterprise not owned or controlled by a non-European Union parent company. |
| Stage | means the design stages which the Consultant is required to carry out to Provide the Service, which are referenced within the Scope as Stages A, B, C, D and E. |
| Staff  | are employees employed by the *Consultant* or an Associated Company or any Subcontractor to Provide the Service at any time. |
| Statutory Requirements and Industry Standards | all statutory requirements, legislation, rules and regulations applicable to the Service including but not limited to:New Roads and Street Works Act 1991; SA 10/05 New Roads and Street works Act 1991 – Diversionary Works;NJUG Volume 1 Guidelines on the Positioning and Colour Coding of Underground Utilities’ Apparatus; NJUG Volume 2 Guidelines on the Positioning of Underground Utilities Apparatus for New Development Sites; NJUG Volume 4 Guidelines for the Planning, Installation and Maintenance of Utility Apparatus in Proximity to Trees; NJUG Volume 5 On-Site Environmental Good Practice Guidelines; NJUG Volume 6 Guidelines on Co-ordination, Co-operation and CommunicationSpecification for the Reinstatement of Openings in Highways; Communications Act 2003; Electronic Communications Code; Telecommunication Act 1984; Construction (Design and Management) Regulations 2015 (CDM 2015); The Management of Health and Safety at Work Regulations 1999; Health and Safety at Work etc Act 1974; Control of Asbestos Regulations 2012; Control of Substances Hazardous to Health Regulations 2002; Lifting Operations and Lifting Equipment Regulations 1998; Manual Handling Operations Regulations 1992; Traffic Management Act 2004; Highways Act 1980; Work at Height Regulations 2005; The Confined Spaces Regulations 1997; PAS128 Specification for underground utility detection, verification and location; PAS 256 Buried assets. Capturing, recording, maintaining and sharing of location information and data; Code of practice HSG47 Avoiding danger from underground services; GS6 Avoiding danger from overhead power lines; Technical Guidance Note 287 Third-party guidance for working near National Grid Electricity Transmission equipment; Specification for the safe working in the vicinity of National Grid high pressure gas pipelines and associated installations – requirements for third parties; Construction Products Regulation; Construction Products Directive, and as may be amended, updated or restated from time to time. |
| Sub-Processor | is a Third Party (including Associated Company) engaged by the *Consultant* to process Data. |
| Supervisory Authority | is any regulatory, supervisory, governmental or other competent authority with jurisdiction or oversight over the Data Protection Legislation. |
| Task Information Delivery Plan (TIDP) | describes the discipline suite of deliverable content on the Project for a specific phase, |