

2 SCHEDULE 2 - OVERVIEW OF THE CONTRACT

1. Introduction

1.1. Scope and Purpose

- 1.1.1. This Schedule provides an introduction to and an overview of the Contract documentation and the concepts behind both its structure and the approach and language adopted within the Contract and the Schedules.
- 1.1.2. This overview is intended to introduce and expand on the information provided elsewhere within the Contract to ensure that the concepts and approach underlying the main provisions are easily and properly understood. It is not intended to contain specific obligations on either Party.
- 1.1.3. The overviews within this Schedule are intended to provide a high level picture only and should not be interpreted as being complete or comprehensive. In the event of any inconsistency or conflict between the contents of this Schedule and any other part of the Contract, that other part of the Contract shall take precedence.

1.2. Service Continuity

- 1.2.1. The Authority has developed a reputation for delivering a high quality, reliable and consistent service to its customers through the portfolio of contracts and systems managed by its Customer Experience Directorate. It is essential that this continues and this overview seeks to explain how the Service Provider will operate as part of this portfolio to deliver excellent and potentially more integrated services.
- 1.2.2. Specific requirements covering transition from the Authority's Existing Service Providers, Required Variations (whereby the Authority can instruct Variations to proceed, with the cost and other impacts to be determined afterwards), enhanced co-operation obligations, Service management and flexible handback obligations (including the potential for the Authority to instruct phased handback and/or handback continuing over a period beyond the initial or extended contractual period) have been included to re-enforce and support the need for service continuity.

1.3. Assurance

- 1.3.1. The Authority has engaged the Service Provider on the basis of the Service Provider's experience, expertise and proposed solution to the delivery of the Services and other obligations under the Contract. The Authority wishes to give the Service Provider latitude to manage its operations effectively; however, the operation of the Services is critical to the Authority's business operations and consequently the Service Provider needs to demonstrate to the Authority that it is complying with the principles and specific requirements and obligations set out in the Contract. This process is called Assurance and is principally set out in Schedule 14 (Assurance).
- 1.3.2. Assurance is an activity performed by the Service Provider to demonstrate compliance to the Authority and includes, but is not limited to, the submission of documents, responding to questions and comments, and

witness testing. Assurance is frequently an incremental process that provides confidence to both parties of successful delivery. It should not, however, be confused with approval from the Authority and does not relieve the Service Provider of its responsibilities or liability under the Contract.

2. Document Architecture

2.1. The Contract is constructed from three mutually supporting elements:

2.1.1. **Main Terms & Conditions** – this contains the main rights and obligations of the Parties expressed in Clauses;

2.1.2. **Schedules** – these contain further obligations, the Service Scope Specification, Service Levels and contract processes expressed in paragraphs; and

2.1.3. **Supporting Documents** – these are documents (if any) which are incorporated into the Contract by reference.

3. Not used

4. The Services

4.1. The services to be delivered by the Service Provider are set out in Clause 4 (The Services) and further defined along with the Service Levels in Schedule 8 (Service Management).

4.2. Specific requirements on service management, service design, service transition, service operations, incident management and change management are described in Schedule 3 (Transition) and Schedule 8 (Service Management).

APPENDIX 1 - SERVICE DEPENDENCIES AND MATERIALS

Service Dependencies

1. The Service Provider has the following dependencies on the Authority in the performance of the Services after Transition:
 - 1.1 Logging and routing of the LCHS correspondence received by the Authority via letter, email, fax and web form.
 - 1.2 Routing of calls within the scope of the Services, to the Service Provider.
 - 1.3 The provision Authority Assets forming part of the Authority Assets as listed in Appendix 1 (Authority Assets) of Schedule 6 (Systems Integration).
 - 1.4 Where the Authority knows of forthcoming events that are confidential and not public knowledge and which are likely to have a material effect on demand, the Authority shall use reasonable endeavours to notify the Service Provider as soon as reasonably practicable of such event occurring for the purposes of forecasting of demand, including where it is the Authority's expectation that an event is likely to occur at a time that is more than 13 weeks away.
 - 1.5 Provide authorised Service Provider Personnel with systems access within seven (7) Business Days, subject to paragraphs 8 of Schedule 4 (Service Scope Specification).
 - 1.6 Provide reasonable notice of any policy changes or amendments and, where applicable, provide training to enable the Service Provider to adhere to the changes or amendments of the policy.

Materials

2. The following Materials are applicable to this Contract for the purpose of Clause 22.1.2:
 - 2.1 Welcome Packs.

3 SCHEDULE 3 - TRANSITION

1. Introduction

1.1. Purpose

- 1.1.1. The purpose of this Schedule 3 (Transition) is to set out the Service Provider's obligations in relation to Transition and in particular:
- 1.1.1.1. the preparations by the Service Provider to take over responsibility for the delivery of the Services;
 - 1.1.1.2. Assurance to be provided by the Service Provider to the Authority that the Service Provider is ready for each phase or stage of Transition and delivery of the Services;
 - 1.1.1.3. the carrying out of a smooth transition of Existing Services (so far as relevant to the Services) to the Service Provider;
 - 1.1.1.4. the preparation, definition and then delivery of the change activities required to successfully transition the Services; and
 - 1.1.1.5. the carrying out of the necessary activities to ensure that the system integrator responsibilities are supported or delivered by the Service Provider.

1.2. Authority Objectives

- 1.2.1. The objectives of this Schedule 3 (Transition) are to:
- 1.2.1.1. achieve a smooth handover of responsibility from the Existing Service Provider to the Service Provider on and/or following the Service Commencement Date;
 - 1.2.1.2. ensure that there is no adverse impact on customers during Transition;
 - 1.2.1.3. minimise any disruption to the Authority during Transition;
 - 1.2.1.4. ensure that there is no degradation to the Services during Transition and all transferred Services are delivered by the Service Provider pursuant to the Service Levels from the respective date of transfer of such Services;
 - 1.2.1.5. minimise the costs of Transition (although for the avoidance of doubt, the Charges already include and provide for the Service Provider's costs in respect of Transition, except where and to the extent that the right to any additional payment is explicitly provided in this Contract);
 - 1.2.1.6. ensure timely development and agreement of Transition Plans and the Service Provider's compliance with those plans;
 - 1.2.1.7. ensure that effective business controls are implemented by the Service Provider to manage risks during Transition;
 - 1.2.1.8. ensure that Transition activities are effectively monitored and reported;
 - 1.2.1.9. ensure effective communications between all parties involved in Transition activities; and

- 1.2.1.10. ensure that the Authority is fully aware of the Service Provider's Transition approach and activities at all times throughout the Transition Period.

1.3. Overview of this schedule

- 1.3.1. This Schedule sets out:

- 1.3.1.1. the Transition Phases, Transition Plans and Transition Milestones in paragraph 2;
- 1.3.1.2. the obligations and responsibilities of the Service Provider relating to Transition during:
 - 1.3.1.2.1.1. the Pre-Transition Phase in paragraph 3;
 - 1.3.1.2.1.2. the Transition Phase in paragraph 4; and
 - 1.3.1.2.1.3. the Post-Transition Phase in paragraph 5;
- 1.3.1.3. the requirements for managing and governing the Transition activities in paragraph 6 and Appendix 1 (High-Level Governance Structure) to this Schedule;
- 1.3.1.4. the Service Provider's High-Level Transition Plan in Appendix 2 (High-Level Transition Plan) to this Schedule; and
- 1.3.1.5. the Authority Transition Dependencies and Existing Service Provider Transition Dependencies relating to Transition in paragraph 7 (Transition Dependencies) of this Schedule.

2. Transition Phases, Plans and Milestones

2.1. The Transition Phases

- 2.1.1. Transition comprises of three phases:

- 2.1.1.1. the period from (and including) the Contract Commencement Date to (but excluding) the date of transfer of any part of the Services at the Service Commencement Date (the "**Pre-Transition Phase**");
- 2.1.1.2. the period from (and including) the Service Commencement Date to (and including) the date of completion of the transfer of all of the Services from the Existing Service Provider to the Service Provider at the actual achievement of the Transition Milestone Criteria for the Final Service Transition Milestone (the "**Transition Phase**"); and
- 2.1.1.3. the period following the achievement of the Transition Milestone Criteria for the Final Service Transition Milestone until any and all outstanding issues relating to Transition have been resolved and/or completed to the Authority's reasonable satisfaction (the "**Post-Transition Phase**").

- 2.1.2. An outline of the transition phases set out in paragraph 2.1.1 above and the types of Transition Milestone applicable during Transition is set out graphically in the following diagram for illustration.