

Digital Outcomes and Specialists 2 Framework Agreement Call-Off Contract

This Call-Off Contract for the Digital Outcomes and Specialists 2 Framework Agreement (RM1043iv) includes

Part A - Order Form

Part B - The Schedules

- Schedule 1 - Requirements
- Schedule 2 - Supplier's response
- Schedule 3 - Statement of Work (SOW), including pricing arrangements
- Schedule 4 - Contract Change Notice (CCN)
- Schedule 5 - Balanced Scorecard
- Schedule 6 - Optional Buyer terms and conditions
- Schedule 7 - How Services will be bought (Further Competition process)
- Schedule 8 - Deed of guarantee
- Schedule 9 - Processing, Personal Data and Data Subjects

Part C - Terms and conditions as at www.gov.uk

1. Contract start date, length and methodology
2. Supplier Staff
3. Swap-out
4. Staff vetting procedures
5. Due diligence
6. Warranties, representations and acceptance criteria
7. Business continuity and disaster recovery
8. Payment terms and VAT
9. Recovery of sums due and right of set-off
10. Insurance
11. Confidentiality
12. Conflict of Interest
13. Intellectual Property Rights
14. Data Protection and Disclosure
15. Buyer Data
16. Document and source code management repository
17. Records and audit access
18. Freedom of Information (FOI) requests
19. Standards and quality
20. Security
21. Incorporation of terms
22. Managing disputes
23. Termination
24. Consequences of termination
25. Supplier's status
26. Notices
27. Exit plan
28. Staff Transfer
29. Help at retendering and handover to replacement supplier
30. Changes to Services
31. Contract changes
32. Force Majeure
33. Entire agreement
34. Liability
35. Waiver and cumulative remedies
36. Fraud
37. Prevention of bribery and corruption

- 38. Legislative change
- 39. Publicity, branding, media and official enquiries
- 40. Non Discrimination
- 41. Premises
- 42. Equipment
- 43. Law and jurisdiction
- 44. Defined Terms

The Order Form (Part A), the Schedules (Part B) and the Terms and Conditions (Part C) will become the binding contract after the Further Competition Process has been concluded. Specific details will be added after the award of the Framework Agreement. The Order Form may include:

- Buyer and Supplier details
- contract term
- Deliverables
- location
- warranties
- staffing needs
- staff vetting procedure
- notice period for termination
- standards required (including security requirements)
- charges, invoicing method, payment methods and payment terms
- additional Buyer terms and conditions
- insurances
- business continuity and disaster recovery
- security
- governance
- methodology
- Buyer and Supplier responsibilities

During the lifetime of the Framework Agreement, the Call-Off Contract Order Form template will be regularly updated to ensure that it continues to meet user needs.

Part A - Order Form

Buyer	Ministry of Defence										
Supplier	SVGC Limited										
Call-Off Contract/Project Ref.	HOCS1a/00065										
Call-Off Contract title	Digital Capability Management & Toolset PSS										
Call-Off Contract description	Provision of Capability Management & Toolset PSS										
<u>Call-Off Contract period</u>											
Start date	20 August 2018										
End date	28 February 2019										
(Optional) Maximum Call-Off Contract Extension Period	n/a										
Latest Extension Period End Date	n/a										
Notice period (prior to the initial Call-Off Contract period) to trigger Call-Off Contract Extension	n/a										
<u>Call-Off Contract value</u>	£										
Charging method	<table border="1"> <tr> <td>Capped time and materials (CTM)</td><td></td></tr> <tr> <td>Price per story</td><td></td></tr> <tr> <td>Time and materials (T&M)</td><td></td></tr> <tr> <td>Fixed price</td><td></td></tr> <tr> <td>Other pricing method or a combination of pricing methods agreed by the parties</td><td>x</td></tr> </table>	Capped time and materials (CTM)		Price per story		Time and materials (T&M)		Fixed price		Other pricing method or a combination of pricing methods agreed by the parties	x
Capped time and materials (CTM)											
Price per story											
Time and materials (T&M)											
Fixed price											
Other pricing method or a combination of pricing methods agreed by the parties	x										
Notice period for termination for convenience	20 Days										

Purchase order No.	HOCS1a/00065
Initial SOW package	As per attached Work Packages/Costings

This Order Form is issued in accordance with the Digital Outcomes and Specialists Framework Agreement (RM1043iv).

Project reference: HOCS1a/00065
Buyer reference: HOCS1a/00065
Order date: 17 August 2018
Purchase order: HOCS1a/00065

From: the Buyer

Ministry Of Defence.
Defence Nuclear Organisation
Ash 3C #3314
Abbey Wood
Bristol
BS43 8JH

To: the supplier

SVGC Limited
01747 820903.

Middle Yard
Berwick St Leonard
Salisbury
SP3 5SN

Company No 03375361

Together: the "Parties"

Principle contact details

For the Buyer: Name: _____
Title: _____
Email: _____
Phone: _____
For the Name: _____

supplier Title: _____
 Email: _____
 Phone: _____

Call-Off Contract term

Commencement date: 20 August 2018 and is valid for 7 months.

Maximum Extension Period n/a

Latest End date of any Extension Period n/a

Buyer contractual requirements

Digital outcomes and specialists services required: For the provision of Capability Management & Toolset PSS

Warranty period n/a.

Location: As per attached Work Packages

Staff vetting procedures: The level of clearance for this requirement is:
n/a

Standards: n/a

Limit on supplier's liability: As per Clause 34

Insurance: As per Clause 10

Supplier's information

Commercially sensitive information:

Subcontractors / Partners:

Call-Off Contract Charges and payment

The method of payment for the Call-Off Contract Charges (GPC or BACS) Payment for Contractor Deliverables under the call-off Contract shall be made via the Contracting, Purchasing and Finance (CP&F) electronic procurement tool

Invoice details Paid through CP&F

Who and where to send invoices to:

Paid through CP&F

Invoice information required – eg PO, project ref, etc.

Reference HOCS1a/00065 to be included on Invoices

Invoice frequency

As per agreed Payment Milestones

Call-Off Contract value:

Call-Off Contract Charges:

Additional Buyer terms

Warranties, representations and acceptance criteria

The Supplier warrants and undertakes to the Buyer that:

They will provide three months support to the application to enable handover (not if a follow on contract is awarded).

Supplemental requirements in addition to the call-off terms

n/a.

Buyer specific amendments to/refinements of the Call-Off Contract terms

n/a.

Specific terms:

n/a.

Clause	Minimum number of days held within the Call-Off Contract
6 Warranties, representations and acceptance criteria	Remains Ninety (90) Days from date of Buyer acceptance of release
22 Managing Disputes	Remains various shown within the Call-Off Contract terms
23 Termination	Remains Fifteen (15) consecutive Calendar Days
29 Help at retendering and handover to replacement supplier	Remains Ten (10) Working days

31 Contract Changes	Remains Five (5) Working Days
32 Force Majeure	Remains Fifteen (15) consecutive Calendar Days
34 Liability	Remains various shown within the Call-Off Contract terms

Formation of Contract

- 1.1 By signing and returning this Order Form (Part A), the Supplier agrees to enter into a Call-Off Contract with the Buyer.
- 1.2 The Parties agree that they have read the Order Form (Part A), the Schedules (Part B) and the Call-Off Contract terms and conditions (Part C) and by signing below agree to be bound by this Call-Off Contract.
- 1.3 In accordance with the Further Competition procedure set out in Section 3 of the Framework Agreement, this Call-Off Contract will be formed when the Buyer acknowledges the receipt of the signed copy of the Order Form from the Supplier (the "call-off effective date").
- 1.4 The Call-Off Contract outlines the Deliverables of the agreement. The Order Form outlines any amendment of the terms and conditions set out in Part C. The terms and conditions of the Call-Off Contract Order Form will supersede those of the Call-Off Contract standard terms and conditions.

2. Background to the agreement

- (A) The Supplier is a provider of digital outcomes and specialists services and undertook to provide such Services under the terms set out in Framework Agreement number RM1043iv (the "Framework Agreement").
- (B) The Buyer served an Order Form for Services to the Supplier on the Order Date stated in the Order Form.
- (C) The parties intend that this Call-Off Contract will not itself oblige the Buyer to buy or the Supplier to supply the Services. Specific instructions and requirements will have contractual effect on the execution of an SOW.

SIGNED:

	Supplier:	Buyer:
Name:		
Title:		Def Comrci CC-HOCS 3a
Signature:		
Date:		17 August 2018

Part B - The Schedules

Schedule 1 - Requirements

To be inserted at a later date

Schedule 2 - Supplier's response

To be inserted at a later date

Schedule 3 - Statement of Work (SOW), including pricing arrangements and Key Staff

Sch 3.1 SOW Details

Date of SOW:	<i>13 August 2018</i>
SOW Reference:	<i>DOS2 Contract Work Packages/Costings.</i>
Buyer:	<i>Ministry of Defence</i>
Supplier:	<i>SVGC Limited</i>
Release Type(s):	<i>Please enter here</i>
Phase(s) of Development:	<i>Choose an item</i>
Release Completion Date:	<i>28 February 2018</i>
Duration of SOW	<i>Please enter the number of days here</i>
Charging Method(s) for this Release:	<i>Choose an item</i>

3.1.1 The Parties will execute a SOW for each release. Note that any ad-hoc Service requirements are to be treated as individual Releases in their own right (in addition to the releases at the delivery stage); and the Parties should execute a separate SOW in respect of each.

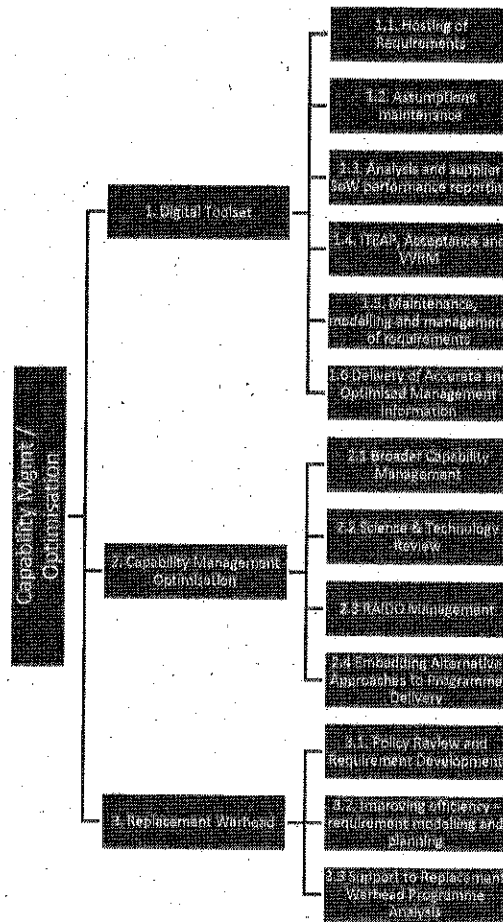
3.1.2 The rights, obligations and details agreed by the Parties and set out in this SOW apply only in relation to the Services that are to be delivered under this SOW and will not apply to any other SOW's executed or to be executed under this Call-Off Contract unless otherwise agreed by the Parties.

Sch 3.2 Key Staff

3.2.1 The Parties agree that the Key Staff in respect of this Project are detailed in the table below.

3.2.2 Table of Key Staff:

DOS2 Contract Work Packages/Costings



Work Breakdown summary

1.1.1 WP1: DIGITAL TOOLSET

1.1.1.1 WP1.1 - Hosting of the extant requirements set and contributions mapping

ACTIVITIES	OUTPUT / OUTCOME	TARGET DATE
1.1.1 Initial workshops to determine how the digital toolset is proposed to be used and to align deployment to the maturing programme office.	DNO WHD able to confirm areas and schedule for digital toolset and other support to help programme maturation.	16/08/18
1.1.2 CME requirements application to embed full requirement alignment of Statement of Requirement, SRD to URD and HLCs, provision of an enduring approach and toolset enabling effective end-to-end requirements management. Up to 20 users	DNO WHD able to maintain and perform end to end requirements management efficiently and effectively	31/08/18
1.1.3 Handbook, training and knowledge transfer of requirement and ITEAP methods, use of tools/applications and lessons learnt in applying and deploying the methods and tools	DNO WHD able to use the toolset efficiently and effectively	31/08/18

1.1.1.2 WP 1.2 – Maintain and validation of the existing assumptions mapping

ACTIVITIES	OUTPUT / OUTCOME	TARGET DATE
1.2.1 CME toolset will include an assumptions tool to maintain the endorsed programme assumptions and link them easily to the requirements set. Assumptions are generated within the same environment as the requirements application so they can be linked to the warhead requirements for which they are related. This work package will include a vulnerability review and refinement of the existing assumptions set. Up to 60 users	DNO WHD able to manage assumptions and able to export into AdAM (understood to be replacing ADMIS)	31/08/18

1.1.1.3 WP 1.3 – Analysis and reporting of supplier SoW

ACTIVITIES	OUTPUT / OUTCOME	TARGET DATE
1.3.1 Building on the existing key and mandate requirement mapping to develop and deliver method and tools/application for end to end AWE SoW/BoE activity analysis in relation to the full NW requirement stack. Refinement and deployment of requirements tool/application for	DNO WHD able to perform efficient and effective end to end requirement performance analysis supporting delivery	31/08/18

maintenance/management, analysis of requirements and traceability. Up to 20 users	review and customer review events	
1.3.2 Our CME toolset will include the supplier's SoR and enable contributions to that SoR to be identified by linking to an encapsulated SoW table. This can be extended to compare alternative programme solutions from a requirements perspective, and associated cost-benefit analysis ¹ . Powerful visualisations will inform the Programme Delivery Review (PDR) and/or Customer Review events. Up to 20 users	DNO WHD able to compare alternative supplier activity approaches	30/09/18

1.1.1.4 WP 1.4 – An acceptance function with compliant ITEAP and VVRM

ACTIVITIES	OUTPUT/OUTCOME	TARGET DATE
1.4.1 The SVGC team delivered the ASG ² compliant ITEAP and VVRM utilised within the current DNO warhead project. An ITEAP toolset with integrated VVRM will capture the programme verification and validation events across the full scope of SoR and SoW to enable requirement-based acceptance. Establish and enable linkage to supplier level filter and 'element' ITEAPs for individual solution components. Up to 20 users	DNO WHD able to capture and track verification and validation events. DNO WHD able to demonstrate traceable linkage of ITEA Approach to element ITEAPs including 4A ITEAP	31/10/18
1.4.2 Verification activities should have a direct relationship with the corresponding requirements. The toolset will include the ability to capture those events and track their achievement through time using the performance analysis toolset enabling the requirements manager to track, confirm and report verification through time ultimately enabling validation and acceptance of the capability delivery and the programme benefits being realised. Up to 20 users	DNO WHD able to capture events and track achievement and can report on requirement based programme performance	30/09/18

¹ This will require a cost profile to be made available as GFI able to be linked to the benefits profile

² ASG Version 2.3.4 – 1 July 2018

1.1.1.5 WP 1.5 – Maintenance and management of the requirements including non-expert interface

ACTIVITIES	OUTPUT/OUTCOME	TARGET DATE
1.5.1 The Oracle APEX-based CME exists in prototype form and will be enhanced to provide a Platform-as-a-Service (PaaS) with tools provided as applications to DNO personnel. This PaaS will provide a non-expert interface where all the system complexity has been built into the system and/or will evolve as the system is developed over time. The requirement set will be maintained within the toolset which provides non-expert users with the ability to grant access to different toolset components, create users, remove users, alter their access and role, maintain requirements and requirement linkages, associate assumptions with requirements and so on. Exports are possible at any time from the database in standard formats including CSV file formats, enabling import to other toolsets for analysis or modelling. Up to 20 users	<p>DNO WHD able to maintain and upkeep of toolset utilising non-expert administration functions providing a high degree of autonomy</p> <p>DNO WHD is able to export structured data from toolset in a form which enables import to other tools</p>	30/9/18
1.5.2 This work package will also review and update/re-embedding of Golden Thread governance and control mechanisms to include specifically Golden Thread Artefact Configuration Control board.	DNO WHD continues to operate a best-practice Golden Thread Configuration Control Board	31/10/18

1.1.1.6 WP 1.6 – Delivery of accurate and optimised Management Information

ACTIVITIES	OUTPUT/OUTCOME	TARGET DATE
1.6.1 Our CME toolset will include a dependency tracking tool, which can be tailored for Government Furnished Items (GFX). With the Requirements and Performance Analysis capability, this will enable efficient and effective production of Management Information (MI), including characterising of governance events, decision making and information needs, (focused on the Customer Review (CR) events), requirements analysis reports, requirements performance reports, dependency management performance. Linkages will be made be made to risk mitigation and wider	DNO WHD is able to track and manage dependencies including special case of GFX "loan"	31/10/18

RAIDO analysis and other reporting requirements. Up to 20 users		
1.6.2 Support to embedding of benefits management into normal practice will be included within this WP; training in benefits management framework and approach; refinement of benefits management framework and associated enabling tools/application.	DNO WHD is able to manage programme benefits using integrated toolset	30/11/18

1.1.2 WP2: CAPABILITY MANAGEMENT OPTIMISATION

1.1.2.1 WP2.1 – Broader Capability Management

ACTIVITIES	OUTPUTS/OUTCOME	TARGET DATE
2.1.1 Building on existing strategic capability planning approach, provide facilitation of the emerging approach to support the evolution of a capability planning cell and deploy ASG compliant Capability Management ³ . Such an approach includes the identification of strategic change, consideration of the impact on demand and supply; strategic gap analysis; the use of scenario planning to determine courses of action for the management of strategic risk and ultimately programme changes to realise strategic benefits. SVGC have been supporting the embedding of capability management practices within MoD since 2004 and are experts in its application.	DNO WHD have a structured and informative capture of capability planning cell outputs enabling effective linkage to requirements and assumptions DNO WHD understand strategic capability risk in a form which enables mitigation action	31/10/18
2.1.2 A fundamental part of capability based management is the expression of the capability demand as target outcomes or goals – explicitly not describing the solution. Such an approach enables and empowers suppliers to develop innovative solutions. This task will apply such outcome based language to the strategic planning activity including the introduction of Goal Based planning with briefings/light workshops and initial generation of application and benefits of goal-based planning approach. The task will support the preparation of compliant Capability Management Strategy and Capability Management Plans.	DNO WHD understand goal based planning, are able to apply to strategic capability cap analysis	30/11/18
2.1.3 Innovation Workshop. Applying a similar version of a methodology established during June 2016 to generate and workshop innovation concepts linked to the requirements through a collaborative, pan enterprise series of workshops suitable for	DNO WHD have identified and selected defined innovation studies for RW4/5	31/11/18

³ Defined in the ASG Capability Management Practitioner's Guide, release 2.1, 23 Sept 2013.

embedding in a Rolling Wave programme of work.		
2.1.4 Rapid and informal review using a challenge panel against ISO 15288. Includes examination of artefacts, interviews from representatives across the enterprise and structured improvement plan.	DNO WHD have a view of their overall systems engineering performance and able to derive an improvement plan	31/1/19
2.1.5 Determine a training requirement for the successful implementation of the P3M based programme office including refinement, application and prototyping of P3M/MSP programme analysis programme support functions including proofs of concept for P3M/MSP analysis/Tools.	DNO WHD understand the training gap for resources with respect to P3M programme management and associated improvement plan	31/1/19
2.1.6 Review and best practice recommendations for programme and management artefacts for RW4 with guidance as to why and provenance for recommendations as to improvement.	DNO WHD have a view of the maturity of programme artefacts and an improvement plan	31/08/18

1.1.2.2 WP 2.2 – Science & Technology Review

ACTIVITIES	OUTPUTS/OUTCOME	DATE
2.2.1 Design and facilitation of a workshop to define a consistent approach to S+T explore and optimise the use of science and technology requirements within the warhead requirements set including the identification of alternative approaches. Further the task will provide support to the definition of technology insertion as part of strategic planning and programme management	DNO WHD has a clear and documented approach to handling S+T requirements – and has applied these to the requirement baseline	30/11/18

1.1.2.3 WP 2.3 - RAIDO Management

ACTIVITIES	OUTPUTS/OUTCOMES	TARGET DATE
2.3.1 Building on the existing risk and MDAL approaches to develop RAIDO methods and tools/application to enhance risk and dependency analysis as part of the programme requirement backbone. As such the solution will be able to interface into the methods and toolsets which support these project management	DNO WHD able to understand linkage between requirements and RAIDO elements/methods	30/11/18

aspects – and respond to evolutions as these occur.		
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1.1.2.4 WP 2.4 – Embedding Alternative Approaches to Programme Delivery (AAPD)

ACTIVITIES	OUTPUTS/OUTCOMES	TARGET DATE
2.4.1 Building on the successful work which was delivered during ASC 130 this task provides support to embed the practice of AAPD in particular taking into consideration preparations for the Replacement Warhead programme. This WP will include a series of workshops to support deployment of the methodology towards business as usual. The WP will also explore extension of the AAPD methodology to include BOI processes to ensure alternative approaches are able to be taken forward to the investment stage.	DNO WHD has considered and applied Alternative Approaches to elements of the programme delivery – and is able to demonstrate having done so	31/12/18

1.1.3 WP3: REPLACEMENT WARHEAD

1.1.3.1 WP 3.1 – Policy, Benefits and Requirement Development

ACTIVITIES	OUTPUTS/OUTCOMES	TARGET DATE
3.1.1 This work package is focussed on the design and execution of workshop(s) to refine and confirm replacement warhead policy and benefits and the impact on the requirements. This will involve clear definition of event outputs and outcomes, engagement with key stakeholders prior to the event, active facilitation during workshops, effective and maintained capture of outputs and reconfirmation of the achievement of outcomes.	DNO WHD have a structured capture of approach to defined policy drivers for replacement warhead	30/09/18
3.1.2 Our solution will reflect our understanding of policy linkages down to the SoR and the need to update these as policy changes impact on NW URDs and are cascaded down through changes to NW SRD and the SoRs. Addition of P9/S9 line as an attribute of requirement for filtering.	DNO WHD have a traceable link to SoRs describing changes as a result of replacement warhead. Demonstration of ability to partition the RW warhead by P9 line	31/10/18
3.1.3 The existing programme benefits management approach will be extended to include the RW programme and include specific RW benefits in support of programme assurance.	DNO WHD extend benefits management strategy and benefits realisation plan with replacement warhead content	31/10/18
3.1.4 Support to definition of business case including packaging of supporting artefacts.	Business case materials reflecting replacement warhead	30/11/18
3.1.5 Review and refinement of Draft RW requirements to achieve full alignment as defined, 'change' to existing Golden Thread.	DNO WHD have captured and executed changes to make to Golden Thread requirements baseline to accommodate replacement warhead	31/11/18

1.1.3.2 WP 3.2 – Improving Efficiency – requirement modelling and planning

ACTIVITIES	OUTPUTS/OUTCOMES	TARGET DATE
3.2.1 Support the achievement of Replacement Warhead programme preparation, analysis and approval. This is likely to include the integration of programme artefacts into the existing NW Enterprise artefacts.	DNO WHD route to programme approval eased as a result of analytical service	31/12/18
3.2.2 Design and execute a small series of workshops designed to identify opportunities for changes in joint working practices as part of the introduction of RW changes.	DNO WHD has identified efficiency improvements which can be applied to the RW programme	31/12/18
3.2.3 Apply the use of light-touch MoD Architecture Framework (MoDAF) compliant approaches to requirement modelling to aid with understanding and confirmation of completeness/consistency in requirements definition.	DNO WHD has a robust, coherent and intuitive understanding of the requirement	31/10/18
3.2.4 Building on the ITEA approach for the existing programme, and learning lessons from 4A ITEAP, define ITEA concepts and approach for RW	DNO WHD has an actionable approach to achieve RW ITEA	30/11/18

1.1.3.3 WP 3.3 - Support to Replacement Warhead programme analysis

ACTIVITIES	OUTPUTS/OUTCOMES	TARGET DATE
3.3.1 Programme analysis and performance reporting approach to include capability transition. Overall RW programme assurance – reviewing intentions, draft artefacts and analysis of proposed programme structure against intention and benefit realisation. Review and recommendations on formal approval submissions.	DNO WHD reduced risk in achievement of formal submissions for RW programme - through support to draft artefacts and analysis eg benefits	30/11/18
3.3.2 Review of threshold to objective trade space, option analysis, enabling effective trading using threshold and objective requirement levels to optimise cost-benefit.	DNO WHD able to make robust and coherent cases regarding trading options	30/11/18
3.3.3 Development and deployment of MoD compliant RW capability management analysis methodology	DNO WHD understands its strategic capability risk for RW programme and	31/12/18

and optimisation of capability through time.	evidence based options for optimisation of capability in a MOD ASG compliant way	
3.3.4 Independent cost analysis of AWE's offering and support to MOD finance team from an enterprise perspective.	DNO WHD provided with an independent challenge on cost analysis approach and content to support business case and scrutiny engagement	31/11/18

