

COMPUTER BASED TESTING SERVICES

CALL-OFF CONTRACT

SCHEDULE 8.1

GOVERNANCE

"Board Member"	the Customer Authority and Contractor Board appointments set out in Appendix 2 (Information Required For Call-Off Terms) to Schedule 18 (Call-Off Form) of the Framework Agreement;
"Board(s)"	the Contract Management Board and Strategic Review Board;
"Contract Management Board"	the management board described in paragraph 2.3 of schedule 8.1 (Governance);
"Contract Managers"	the individuals appointed as such by the Customer Authority and the Contractor in accordance with paragraph 2.2 of schedule 8.1 (Governance); and
"Project Plan"	the Implementation Plan, Test Plan, ;
"Strategic Review Board"	the body described in paragraph 2.4 of schedule 8.1 (Governance);

1. INTRODUCTION

- 1.1 This schedule describes the procedures that will be used to manage the relationship between the Customer Authority and the Contractor under the Contract.

2. ESTABLISHMENT OF THE BOARDS

- 2.1 Boards shall be established by the Customer Authority under this Contract on which both the Contractor and the Customer Authority shall be represented.
- 2.2 The Contractor and the Customer Authority shall each appoint a Contract Manager.
- 2.3 The Project will be managed at the day to day level through the Contractor Contract Manager, Customer and the Authority Contract Manager, in accordance with the Contract.
- 2.4 The Contract Management Board will be responsible for the executive management of the Contract. The role and function of the Contract Management Board is more particularly set out in paragraph 5 below.
- 2.5 The Strategic Review Board will:
 - 2.5.1 provide senior level guidance, leadership and strategy for the Contract;
 - 2.5.2 be the point of escalation from the Contract Management Board; and
 - 2.5.3 carry out the specific obligations attributed to it in this Contract.
- 2.6 Each party will ensure that appropriate resource is made available on a regular basis such that the aims, objectives and specific provisions of this Contract can be fully realised.

3. BOARD STRUCTURE & REPRESENTATION

- 3.1 Appendix 2 (Information Required for Call-Off Terms) to Schedule 18 (Call-Off Form) of the Framework Agreement describes in relation to each Board:
 - 3.1.1 Customer Authority of that Board;
 - 3.1.2 the Contractor members of that Board;

- 3.1.3 the frequency that the Board shall meet (unless otherwise agreed between the parties);
 - 3.1.4 the location of the Board's meetings; and
 - 3.1.5 the planned start date by which the Board shall be established.
- 3.2 In the event that any party wishes to replace any Board Member position, that party shall notify the other parties in writing of the proposed change for agreement by the other parties (such agreement not to be unreasonably withheld or delayed).
- 3.3 Each party shall ensure that its Board Members shall make all reasonable efforts to attend Board meetings at which that Board Member's attendance is required. If any Board Member is not able to attend a Board meeting, that person shall use all reasonable endeavours to ensure that:
 - 3.3.1 a delegate attends the relevant Board meeting in his/her place who (wherever possible) is properly briefed and prepared; and
 - 3.3.2 that he/she is debriefed by such delegate after the Board Meeting.
- 3.4 A chairperson shall be appointed by the Customer Authority for the Strategic Review Board and Contract Management Board as identified in the Appendix in this schedule. The chairperson shall be responsible for:
 - 3.4.1 scheduling Board meetings;
 - 3.4.2 setting the agenda for Board meetings and circulating to all attendees in advance of such meeting;
 - 3.4.3 chairing the Board meetings;
 - 3.4.4 monitoring the progress of any follow up tasks and activities agreed to be carried out following Board meetings;
 - 3.4.5 ensuring that minutes for Board meetings are recorded and disseminated electronically to the appropriate persons and to all Board meeting participants within seven Working Days after the Board meeting; and
 - 3.4.6 facilitating the process or procedure by which any decision agreed at any Board meeting is given effect in the appropriate manner.

- 3.5 Board meetings shall be quorate as long as at least two representatives from the Customer Authority and two representatives from the Contractor are present.
- 3.6 The parties shall ensure, as far as reasonably practicable, that all Boards shall as soon as reasonably practicable resolve the issues and achieve the objectives placed before them. Each party shall use endeavours to ensure that Board Members are empowered to make relevant decisions or have access to empowered individuals for decisions to be made to achieve this.

4. ROLE OF STRATEGIC REVIEW BOARD

- 4.1 The Strategic Review Board shall:
 - 4.1.1 ensure that this Contract is operated throughout the Term in a manner which optimises the value for money and operational benefit derived by the Customer Authority and the commercial benefit derived by the Contractor;
 - 4.1.2 receive and review reports from the Contract Management Board which summarise key aspects of the operation of the Services and review reports on technology, service and other developments that offer potential for improving the benefits each party is receiving, in particular value for money;
 - 4.1.3 determine business strategy and provide guidance on policy matters which may impact on the implementation of the Services or on any Future Services or Additional Services;
 - 4.1.4 authorise the commissioning and initiation of new business change projects and shall assess opportunities for Future Services and/or Additional Services;
 - 4.1.5 consider and resolve Disputes (including Disputes as to the cause of a failure in the performance of the Services) escalated to the Strategic Review Board; and
 - 4.1.6 recognise and promote participation in cross-governmental initiatives.

5. ROLE OF THE CONTRACT MANAGEMENT BOARD

5.1 The Contract Management Board shall:

- 5.1.1 be accountable to the Strategic Review Board for comprehensive oversight of the Contract and for the senior management of the operational relationship between the parties;
- 5.1.2 report to the Strategic Review Board on significant issues requiring decision and resolution by the Strategic Review Board and on progress against high level Contract objectives;
- 5.1.3 receive reports from the Contract Managers on matters such as issues relating to delivery of existing Services and performance against Service Levels; progress against the Project Plan for future developments;
- 5.1.4 review and report to the Strategic Review Board on service management and any integration issues;
- 5.1.5 deal with the prioritisation of resources;
- 5.1.6 consider and resolve Disputes (including Disputes as to the cause of a failure in the performance of the Services) in the first instance and if necessary escalate the Dispute to the Strategic Review Board; and
- 5.1.7 develop operational/supplier relationship and develop and propose the relationship development strategy and ensure the implementation of the same.

6. CONTRACT MANAGEMENT MECHANISMS

- 6.1 Each party will pro-actively manage risks attributed to them under the terms of this Contract.
- 6.2 The Contractor will develop, operate, maintain and amend, as agreed with the Customer Authority, processes for:
 - 6.2.1 the identification and management of risks. The Contract risk register will be completed by the Contractor and submitted for review by both parties at the Contract Management Board;

- 6.2.2 the identification and management of issues;
- 6.2.3 monitoring and controlling project plans;
- 6.2.4 benefit management;
- 6.2.5 document control and management;

7. NOT USED

