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1. PURPOSE

1.1 The Department for Work and Pensions (DWP) is seeking commercial legal services to support DWP in detailed negotiations with existing providers to agree possible Contract extensions. The focus of the commission will be on commercial legal advice (primarily non-contentious) to support DWP in successfully negotiating and agreeing contract extensions or potential new models for service delivery and re-procurement.

2. BACKGROUND TO THE CONTRACTING AUTHORITY

2.1 The Department for Work and Pensions is responsible for welfare, pensions and child maintenance policy. As the UK’s biggest public service department it administers the State Pension and a range of working age, disability and health benefits to claimants and customers.

3. BACKGROUND TO REQUIREMENT/OVERVIEW OF REQUIREMENT

3.1 DWP is responsible for delivering benefits and pensions to approximately 22 million people. This is done through a number of contracts delivering a variety of pay out services.

3.2 This requirement involves the review of a number of core service contracts where there is a need to extend to ensure that the service continues to be effective, financially viable and ensures that the Authority provides its core services to its customers. There may be advisory work around potential new models for service delivery and re-procurement.

3.3 The Successful Provider will be provided with access to relevant information about the background to the core service contracts and aspects of wider change in DWP. This will enable understanding of the delivery context.

3.4 This commission is limited to 9 months with no further extension options, however it is expected that the work will be completed within 5 months as per Point 7 - Key Milestones. Legal support as may be necessary for subsequent phases of activity will be procured under a separate commission.

4. DEFINITIONS

Expression or Acronym	Definition
DWP	means the Department for Work and Pensions
GLD	means Government Legal Department
IPR	means Intellectual Property Rights
The Authority	means the Department for Work and Pensions (DWP)
The Client	means the departmental (DWP) client contact(s) and relevant Government Legal Department (GLD) lawyer; the GLD lawyer may also be referred to as the Lead Legal Contact
Lead Legal Contact	means the named contact from the Authority (GLD lawyer) and the Successful Provider respectively who will be the primary liaison persons during the Contract term



Successful Provider	means the law firm that is engaged to provide the services required by the Authority.
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5. SCOPE OF REQUIREMENT

- 5.1 For the purposes of this commission the Successful Provider's focus will be providing extensive legal support as necessary on extension negotiations of DWP's existing Contracts and associated issues.
- 5.2 This will include support on:
- 5.2.1 Negotiation strategies.
 - 5.2.2 Contract changes and advice needed to support safe and stable transition of contracts.
 - 5.2.3 Specialist intellectual property rights (IPR) and IT issues (including drafting Contract documentation transferring/confirming DWP ownership of IPR in one or both of the incumbent's IT platforms).
 - 5.2.4 Drafting and advising on extension documents.
- 5.3 The Successful Provider may be required to provide such incidental legal services as are necessary to support contract extensions on the Authority's instruction. There may be a requirement for strategic advice around potential new models for service delivery and re-procurement.

6. THE REQUIREMENT

- 6.1 The Successful Provider will be expected to:
- 6.1.1 Provide written strategic legal advice on contract extensions. It is expected that the Successful Provider's advice will outline the optimal approach for potential extensions.
 - 6.1.2 Prepare the contract documentation for contract extensions.
 - 6.1.3 Advise, in conjunction with internal Government Legal Department (GLD) lawyers as appropriate, on the implications of extending contracts to enable effective contract management and the governance necessary to facilitate optimal contract performance. Communication is expected to be via email and telephone however will be specified if by other means.
 - 6.1.4 Identify and advise on the legal and regulatory provisions including public law in general, IT, public procurement law, state aid issues and intellectual property issues.
 - 6.1.5 Where requested, participate in formal and informal engagement with the current contractors, collating, reviewing and advising on any comments or alternative proposals from contractors and amending the documentation accordingly.

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- 6.1.6 Prepare the appropriate documentation required to give effect to extensions including contract documentation and any documentation guides.
- 6.1.7 Advise, where requested and in conjunction with internal GLD lawyers, on the strategy in light of any opportunities or risks and the contract documents (including drafting or amending such documents).
- 6.1.8 Provide additional legal resources, if required, to support contract extensions. The services required might include: contractual interpretation, milestone requirements (both parties), on-going training, contract redrafting and contract negotiation.
- 6.1.9 Provide, if required, such incidental legal services as are necessary to support the contract extension on the Authority’s instruction. There may be a requirement for strategic advice around potential new models for service delivery and re-procurement.
- 6.2 Throughout the life of the contract the Successful Supplier must ensure to keep up to date and comply with all relevant statutes and Government policies.

7. KEY MILESTONES

- 7.1 Potential Providers should note the following project milestones that the Authority will measure the quality of delivery against:

Milestone	Description	Timeframe
1	Providing written strategic legal advice on the contract extensions.	Within month 1 of Contract Award
2	Advising on the implications of extending Contracts to enable effective contract management and the governance necessary.	Within month 1 of Contract Award
3	Preparation of the contract documents for extensions.	Within month 2 of Contract Award
4	Participating in formal and informal engagement with the current contractors, collating, reviewing and advising on any comments or alternative proposals from contractors and amending the documentation accordingly.	Within month 2 – 4 of Contract Award
5	Preparation and completion of all contract documentation to finalise extensions and additional support as might be necessary or other activity relevant to successful contract extensions.	Within month 2 – 5 of Contract Award



8. AUTHORITY'S RESPONSIBILITIES

- 8.1 The Authority will provide the Successful Provider with such information as is necessary to enable delivery of the service requirements. This may include but is not limited to information relating to:
- 8.1.1 Current contracts.
 - 8.1.2 Policy concerns or mandatory policy requirements that apply to the Authority.
- 8.2 In relation to the content of legal advice, internal GLD lawyers may provide the Successful Provider with such information, guidance or (on occasion) advise together with the Successful Provider in order to ensure that the particularities of Government are reflected appropriately in legal advice to the Authority.

9. REPORTING

- 9.1 The Successful Provider will comply with such reporting requirements as the Authority (acting through the Lead Legal Contact) may require in relation to matters including but not limited to:
- 9.1.1 Performance monitoring through:
 - 9.1.1.1 Weekly and, where appropriate, ad hoc progress meetings for the project leaders with the internal legal advisers, to include updates and forward look plans for agreement and sign off by internal lawyers;
 - 9.1.1.2 Review and sign-off of draft contractual and related documents by the internal legal advisers at agreed intervals and before adoption; and
 - 9.1.1.3 Ensuring that the internal GLD lawyers (or main contact only) as specified is copied into **all** legal advice when it is provided by the Successful Provider.
 - 9.1.2 Financial reporting in the following manner:
 - 9.1.2.1 The Successful Provider must provide the Client (acting through the Lead Legal Contact or any other specifically designated contact person) with weekly, itemised schedules of the charges incurred to date that will be billed to the Authority and at a level of detail to be agreed.
 - 9.1.2.2 When the above charges reach a cumulative total of £100,000 and again at intervals to be agreed, the provider must notify the Lead Legal Contact (or other specifically designated person) and seek their agreement **before** any additional charges are incurred.



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- 9.1.3 Weekly and ad hoc work in progress reports to be provided via email in a format to be agreed with the authority.

10. VOLUMES

- 10.1 It is anticipated that no more than four core service contracts will need reviewing, these will be highly valuable and of a sensitive nature.
- 10.2 This engagement will require timely delivery of documents to support the Authority's needs and while it is not possible to provide an indicative amount of documentation, the Successful Provider should demonstrate its ability to scale legal resources appropriately to ensure timely delivery of contract requirements while also maintaining an appropriate balance between such scaling and the cost of legal services to the Authority.
- 10.3 As this is a call-off contract volumes of work cannot be guaranteed.

11. CONTINUOUS IMPROVEMENT

- 11.1 The Successful Provider will be expected to continually improve the way in which the required Services are to be delivered throughout the contract duration.
- 11.2 The Successful Provider should present new ways of working to the Authority during weekly contract review meetings.
- 11.3 Changes to the way in which the Services are to be delivered must be brought to the Authority's attention and agreed **prior to** any changes being implemented.

12. SUSTAINABILITY

- 12.1 There are no sustainability considerations for this requirement.

13. QUALITY

- 13.1 The key elements of quality that the Authority is seeking are:
- 13.1.1 Delivering at pace the services required, providing a consistently high standard of work
- 13.1.2 A high level of positive client engagement

14. PRICE

- 14.1 The budget for this requirement is £500,000 (ex VAT) and the contract value will not exceed this.
- 14.2 Prices are to be submitted via Appendix E (ex VAT).

15. STAFF AND CUSTOMER SERVICE

- 15.1 The Authority requires the Successful Provider to provide a sufficient level of resource throughout the duration of the Legal Services in support of contract extensions for DWP in order to consistently deliver a quality service to all Parties.



- 15.2 Successful Provider’s staff assigned to the Legal Services in support of contract extensions for DWP shall have the relevant qualifications and experience to deliver the contract.
- 15.3 The Successful Provider shall ensure that staff understand the Authority’s vision and objectives and will provide excellent customer service to the Authority throughout the duration of the contract.

16. SERVICE LEVELS AND PERFORMANCE

- 16.1 The Authority will measure the quality of the Successful Provider’s delivery by using the key performance indicators specified below at the outset of the contract and such other indicators as may be relevant during the term of the Successful Provider’s engagement by the Authority to provide the services required.

KPI/SLA	Service Area	KPI/SLA Description	Target
1	Delivery timescales	Deliverables to be received within 3 working days from order issue or within such period as is specified	98%
2	Quality of legal advice	Clearly expressed legal advice which is solutions focused, risk-based, and appropriate for the intended audience and delivered within the timescale agreed.	98%
3	Quality of drafting	Accurate drafting (whether legal or non-legal) which captures client need, is expressed clearly and presented to a consistently high standard within agreed timescales.	98%
4	Effective engagement with DWP clients	Demonstrable and consistently high standard of client engagement in order to understand the Authority’s requirements and to facilitate delivery of its priorities, as measured by feedback from key stakeholders and the responsiveness of the provider to such feedback during contract review or other meetings between the provider’s designated representative and the lead legal contact for this commission.	100%
5	Effective engagement	Positive and professional engagement with internal GLD legal advisers in order to deliver the	98%



	with internal GLD lawyers	Authority's requirements as demonstrated by effective ways of working, the building and maintenance of an effective working relationship and the Successful Provider's responsiveness to instructions and feedback from GLD internal lawyers.	
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16.2 KPI's and SLA's will be reviewed at weekly meeting and the supplier notified if there are any performance issues.

16.3 In the event that the Successful Provider's performance fails repeatedly to meet the standards required by the Authority and/or to provide adequate remediation and improvement the Authority reserves the right to terminate the contract with the provider. The provider agrees to follow such instructions as the Authority may issue and take such steps as are necessary to enable an orderly exit from the contract including any transitional arrangements to enable another Provider to take on the services.

17. SECURITY REQUIREMENTS

17.1 The Successful Provider shall comply with any security or staff vetting requirements that the Authority may require. The Successful Provider will note that it is important its staff complies with all security requirements when on Authority's premises or in other Government buildings and, if issued with passes to access the Authority's sites shall use these in line with instructions and only in order to deliver the contract requirement.

18. INTELLECTUAL PROPERTY RIGHTS (IPR)

18.1 There is nothing in the engagement between the Authority and the Successful Provider which provides permission for either to automatically take on the ownership of either party's pre-existing or emerging Intellectual Property Rights or any similar rights in relation to third parties.

19. PAYMENT

19.1 Payment can only be made following satisfactory delivery of pre-agreed certified products and deliverables.

19.2 Before payment can be considered, each invoice must include a detailed elemental breakdown of work completed and the associated costs. The Authority may specify further information to be required on invoices.

20. ADDITIONAL INFORMATION

20.1 This contract will support an important aspect of core service delivery for the Authority and potential providers are reminded that the following factors are of particular importance to the Authority:



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- 20.1.1 (a) demonstrable capacity to deliver at pace,
- 20.1.2 (b) relevant prior expertise which may be deployed for the Authority's benefit,
- 20.1.3 c) scalable legal resources to match the Authority's requirements and
- 20.1.4 (d) a cost-effective approach providing discounts to panel rates where possible.
- 20.2 The weighting of the Award criteria is 75% (Quality) and 25% (Price). The following aspects of the Quality component are important to DWP and these elements must be considered when putting together the Quality response;
- 20.2.1 a high level of consistently competent commercial expertise in public procurement law, general commercial, intellectual property;
- 20.2.2 demonstrable ability to provide solutions-focused and risk-based legal advice;
- 20.2.3 appropriate deployment of legal resources to support DWP's requirements at each phase of the project and demonstrable ability to increase and decrease such resources to enable legal support that is prompt, accurate and effective.
- 20.3 The Authority perceive that there is likely to be a conflict of interest throughout the life of this contract. The Authority will test mitigating actions in place to deal with potential conflicts within potential providers responses.
- 21. LOCATION**
- 21.1 The location of the Services will be carried out at the Successful Provider's professional address and the Authority's location at Caxton House, Tothill Street, London SW1H 9NA as may be appropriate in order to facilitate delivery of the contract requirements.