SCHEDULE 8.1

GOVERNANCE

Contents

Governance

1   DEFINITIONS

In this Schedule, the following definitions shall apply:

"Board Member"	the initial persons appointed by the Authority and Supplier to the Boards as set out in Annex 1 and any replacements from time to time agreed by the Parties in accordance with Paragraph 4.3;
"Boards"	the Performance Management Board, Programme Board, Change Management Board, Joint Project Board, Technical Board, Joint Technology and Innovation Board, Mid-Term Review Board and Risk Management Board and **"Board"** shall mean any of them;
"Change Management Board"	the body described in Paragraph 7;
"Commercial Meeting"	the body described in Paragraph 13;
"Enhance Board"	the body described in Paragraph 15;
"Joint Project Board"	the body described in Paragraph 10;
"Programme Board"	the body described in Paragraph 6;
"Project Managers"	the individuals appointed as such by the Authority and the Supplier in accordance with Paragraph 2; and
"Risk Management Board"	the body described in Paragraph 9;
"Joint Technology and Innovation Board"	the body described in Paragraph 11
"Mid-Term Review Board"	the body described in Paragraph 12;
"Performance Management Board"	the body described in Paragraph 5; and
"Technical Board"	the body described in Paragraph 8.

2   MANAGEMENT OF THE SERVICES

2.1   The Supplier and the Authority shall each appoint a Project Manager for the purposes of this Agreement through whom the Services shall be managed at a day-to-day level.

2.2   Both Parties shall ensure that appropriate resource is made available on a regular basis such that the aims, objectives and specific provisions of this Agreement can be fully realised.

2.3   The Parties shall ensure that they attend the Boards and meetings described in this Schedule.

3   <u>KEY ROLES</u>

3.1   Authority

   (a)   DH ESR SRO,

   (b)   NHS ESR Programme Director

   (c)   Welsh Assembly ESR Sponsor,

   (d)   DH ESR Policy lead,

   (e)   NHS ESR Director of Operations and Development,

   (f)   NHS ESR Head of Systems Integration,

   (g)   NHS ESR Head of Finance and Commercials,

   (h)   NHS ESR Service Delivery Manager,

   (i)   NHS ESR Transition Lead (fixed term – supporting planning and delivery of Component 1)

   (j)   NHS ESR Programme Manager – Service Implementation (fixed term - supporting planning and quality of Component 1, 2, 3),

   (k)   NHS ESR Head of Strategic Communications,

   (l)   Welsh Assembly ESR Lead

3.2   Supplier

   (a)   ESR Programme Delivery Executive

   (Leadership and direction for the Solution, including end to end Component 1 -Transition, implementation of the ESR System and delivery of the Services. The Programme Delivery Executive has day to day responsibility for all aspects of the Services)

   (b)   ESR Operation Service Delivery Lead

   (Responsible for the quality of the delivery of the Component 2- Operation Service and ensuring the production SLAs are met)

   (c)   ESR Transition Lead

   (Overall responsibility for the development and delivery of the Transition Plan.)

(d)   ESR Enhance Delivery lead

(Overall responsibility for scoping, planning and delivery of the Component 3 -Enhance work packages. Also has responsibility for pipeline delivery and will take a lead role in the readiness reviews.)

(e)   ESR Chief Technology Officer

(The Chief Technical Officer (CTO) and Design Authority has overall responsibility for Service and technical architecture, providing specialist technical and service advice to the other teams, and brings the wider Supplier expertise view for continual service improvement. The CTO team also act as a review and audit function in the Change and release quality gate process)

(f)   ESR Change Lead

(Overall responsibility for the delivery and execution of the Change plan and engagement with ESR Users)

(g)   ESR Commercial Business Office lead

(Responsible for the commercial and contractual relationship both with the Authority and with Supplier delivery partners. Also acts as the key link to the wider Supplier teams for legal, commercial and HR aspects of the Services.)

(h)   ESR European Head of Healthcare

(Supplier Executive sponsor for the service)

(i)   ESR Relationship Executive

(Supports the Delivery Executive in wider Authority stakeholder management. Also responsible for the delivery of the Mid Term Strategic Review to the Authority)

(j)   Security Manager

(Responsible for all aspects of security relating to the Supplier's activities and the Solution, including monitoring the security operations and developing and implementing the ISMS and Security Management Plan. During Transition the Security Manager will report through the Transition Lead, and during the Operate phase through the Service Delivery Executive, to the Programme Delivery Executive who has the overall Supplier accountability for all aspects of Security.)

4   BOARDS

Establishment and structure of the Boards

4.1   The Boards shall be established by the Authority for the purposes of this Agreement on which both the Supplier and the Authority shall be represented.

4.2   In relation to each Board, the:

  (a) Authority Board Members;

  (b) Supplier Board Members;

  (c) frequency that the Board shall meet (unless otherwise agreed between the Parties);

  (d) location of the Board's meetings; and

  (e) planned start date by which the Board shall be established,

  shall be as set out in Annex 1.

4.3   In the event that either Party wishes to replace any of its appointed Board Members, that Party shall notify the other in writing of the proposed change for agreement by the other Party (such agreement not to be unreasonably withheld or delayed). Notwithstanding the foregoing it is intended that each Authority Board Member has at all times a counterpart Supplier Board Member of equivalent seniority and expertise.

Board meetings

4.4   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:

  (a) a delegate attends the relevant Board meeting in his/her place who (wherever possible) is properly briefed and prepared; and

  (b) that he/she is debriefed by such delegate after the Board meeting.

4.5   A chairperson shall be appointed by the Authority for each Board as identified in Annex 1. The chairperson shall be responsible for:

  (a) scheduling Board meetings;

  (b) setting the agenda for Board meetings and circulating to all attendees in advance of such meeting;

  (c) chairing the Board meetings;

  (d) monitoring the progress of any follow up tasks and activities agreed to be carried out following Board meetings;

  (e) ensuring that minutes for Board meetings are recorded and disseminated electronically to the appropriate persons and to all Board meeting participants within 7 (seven) Working Days after the Board meeting; and

  (f) facilitating the process or procedure by which any decision agreed at any Board meeting is given effect in the appropriate manner.

4.6   Board meetings shall be quorate as long as at least two representatives from each Party are present.

4.7   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.

4.8   Both Parties shall ensure that all decisions made by the Boards shall be made by reference to and in accordance with the ESR Service Objectives.

4.9   The overall structure and meeting planner of the Boards is set out in Annex 2.

5   ROLE OF THE PERFORMANCE MANAGEMENT BOARD

The Performance Management Board shall be responsible for the executive management of the Services and shall:

(a)   be accountable to the Programme Board for comprehensive oversight of the Services and for the senior management of the operational relationship between the Parties;

(b)   report to the Programme Board on significant issues requiring decision and resolution by the Programme Board and on progress against the high level Plans;

(c)   receive reports from the Project Managers on matters such as issues relating to delivery of existing Services and performance against Performance Indicators, progress against Plans and possible future developments;

(d)   review and report to the Programme Board on service management, co-ordination of individual projects and any integration issues;

(e)   deal with the prioritisation of resources and the appointment of Project Managers on behalf of the Parties;

(f)   consider and resolve Disputes (including Disputes as to the cause of a Delay or the performance of the Services) in the first instance and if necessary escalate the Dispute to the Programme Board; and

(g)   develop operational/supplier relationship and develop and propose the relationship development strategy and ensure the implementation of the same.

5.2   Review of MI, Review of Financial Reports

6   ROLE OF THE PROGRAMME BOARD

6.1   The Programme Board shall:

(a)   provide senior level guidance, leadership and strategy for the overall delivery of the Services;

(b)   be the point of escalation from the Performance Management Board; and

(c)   carry out the specific obligations attributed to it in Paragraph 6.2.

6.2   The Programme Board shall:

(a)   ensure that this Agreement is operated throughout the Term in a manner which optimises the value for money and operational benefit derived by the Authority and the commercial benefit derived by the Supplier;

(b)   receive and review reports from the Performance Management Board and review reports on technology, service and other developments that offer potential for improving the benefit that either Party is receiving, in particular value for money;

(c)   determine business strategy and provide guidance on policy matters which may impact on the implementation of the Services or on any Optional Services; and

(d)   authorise the commissioning and initiation of, and assess opportunities for, Optional Services; and

(e)   provide guidance and authorisation to the Change Management Board on relevant Changes.

7   ROLE OF THE CHANGE MANAGEMENT BOARD

7.1   The Change Management Board shall assess the impact and approve or reject all Change Requests. Changes which will have a significant impact on the Services shall be escalated to the Programme Board.

7.2   The Change Management Board shall:

(a)   analyse and record the impact of all Changes, specifically whether the proposed Change:

(i)   has an impact on other areas or aspects of this Agreement and/or other documentation relating to the Services;

(ii)   has an impact on the ability of the Authority to meet its agreed business needs within agreed time-scales;

(iii)   will raise any risks or issues relating to the proposed Change; and

(iv)   will provide value for money in consideration of any changes to the Financial Model, future Charges and/or Performance Indicators and Target Performance Levels;

(b)   provide recommendations, seek guidance and authorisation from the Programme Board as required; and

(c)   approve or reject (close) all proposed Changes.

8   ROLE OF THE TECHNICAL BOARD

8.1   The Technical Board shall be accountable to the Programme Board for oversight of the technology used in the Supplier Solution and ensuring that technological choices are made to maximise the long term value of the Supplier Solution as a business asset of the Authority.

8.2   The Technical Board shall:

(a)   assure compliance with the overall technical architecture of the Authority and with Government IT Strategy (as defined at https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/85968/uk-government-government-ict-strategy_0.pdf);

(b)   grant dispensations for variations from such compliance where appropriate;

(c)   assure the coherence and consistency of the systems architecture for the Supplier Solution;

(d)   monitor developments in new technology and reporting on their potential benefit to the Services;

(e)   provide advice, guidance and information on technical issues; and

(f)   assure that the technical architecture of the Supplier Solution is aligned to the Service Requirements and has sufficient flexibility to cope with future requirements of the Authority.

9   ROLE OF THE RISK MANAGEMENT BOARD

9.1   The Risk Management Board shall identify and manage risks relating to the performance of the Services.

9.2   The Risk Management Board shall:

(a)   provide assurance to the Programme Board that risks are being effectively managed across the Services, including reporting the 'top 5' risks to the Programme Board on a monthly basis;

(b)   identify the risks to be reported to the Programme Board via the regular risk reports;

(c)   subject to the Change Control Procedure, accept or reject new risks proposed for inclusion in the Risk and Issue Log;

(d)   ratify or refuse requests to close risks on the Risk and Issue Log; and

(e)   identify risks relating to or arising out of the performance of the Services and provisional owners of these risks.

10   ROLE OF THE JOINT PROJECT BOARD

10.1   All project activities including the Component 1 -Transition and individual developments (projects) from the Component 2 - Operations and Component 3 -Enhance will be reported through formal governance Boards. The overall reporting of all Projects will be through the Joint Project Board.

11   ROLE OF THE JOINT TECHNOLOGY AND INNOVATION BOARD

11.1   The Joint Technology and Innovation Board shall be accountable to the Programme Board for oversight of the Investment Fund and continuous improvement activities. The board will meet quarterly to provide strategic direction and priorities for the Operate service and will identify an overview of the challenges faced by the business and identify innovative solutions that may address these challenges.

11.2   The Joint Technology and Innovation Board shall:

(a)   review the latest innovation solutions from Small Medium Enterprises and leading IT vendors on a quarterly basis;

(b)   agree the release of funds from the Investment Fund to further develop new innovation ideas for the service; and

(c)   promote the use of emerging innovation technologies

12   ROLE OF THE MID-TERM REVIEW BOARD

12.1   The Mid-Term Review Board shall be accountable to the Programme Board's Annual Review for analysing the outcomes of the review process and making recommendations on the change to the service, including Exit Planning, to meet the future needs of the Authority.

12.2   The Mid-Term Review Board shall:

(a)   Not report within the monthly Governance structure of the programme but be an independent board, reporting to the SRO; and

(b)   Report to the Senior Responsible Officer ('SRO') at the Programme Board's Annual Review;

13   COMMERCIAL MEETING

13.1   A Commercial Meeting, whose primarily responsibility will be to resolve on day to day issues, will also be incorporated into the above governance structure. The Commercial Meeting will be composed of both the NHS ESR Programme Director and the ESR Delivery Programme Executive, the operations director from each of the Authority and the Supplier, and two contract managers. For the avoidance of doubt the Commercial Meeting will manage all BAU queries. Queries relating to the wider interpretation of the

contractual landscape that can not be resolved at the Performance Management Board will be escalated to the Programme Board.

14   TAKE ON BOARD

14.1   The Take On Board as defined in Component 1 - Transition shall:

(a)   be treated as a Project for the purpose of the Joint Project Board;

(b)   have the broad representation and terms of reference in accordance with Key Deliverable WPT-003 to be agreed by the Parties as part of Component 1 – Transition Milestone 1; and

(c)   provide recommendations, seek guidance and authorisation from the Joint Project Board as required.

15   ENHANCE BOARD

15.1   The Enhance Board ('EEB) as defined in Component 3 – Enhance shall:

(a)   be treated as a Project for the purpose of the reporting governance to the Joint Project Board;

(b)   have the board representation and terms of reference in Component 3 – Enhance; and

(c)   provide recommendations, seek guidance and authorisation from the Joint Project Board as required.

16   CONTRACT MANAGEMENT MECHANISMS

16.1   Both Parties shall pro-actively manage risks attributed to them under the terms of this Agreement.

16.2   The Supplier shall develop, operate, maintain and amend, as agreed with the Authority, processes for:

(a)   the identification and management of risks;

(b)   the identification and management of issues; and

(c)   monitoring and controlling project plans.

16.3   The Risk and Issue Log shall be updated by the Supplier and submitted for review by the Risk Management Board.

17   ANNUAL REVIEW

17.1   An annual review meeting through the Programme Board shall be held throughout the Term on a date to be agreed between the Parties.

17.2   The meetings shall be attended by the Supplier European Healthcare Leader of the Supplier and the Senior Responsible Officer (SRO) of the Authority and any other persons considered by the Authority necessary for the review as set out in Annex 1.

ANNEX 1

1   Performance Management Board Representation and Structure

Authority Members of Performance Management Board	NHS ESR Director of Operations and Development [Chair] NHS ESR Head of Systems Integration NHS ESR Head of Finance and Commercials – and/or delegate: NHS ESR Service Delivery Manager During Component 1 -Transition would also include - NHS ESR Transition Lead NHS ESR Programme Manager – Service Implementation (Invite as Required)
Supplier Members of Performance Management Board	Supplier ESR Programme Delivery Executive Supplier ESR Commercial Lead Supplier ESR Chief Technology Officer
Start Date for Performance Management Board meetings	Service Commencement Date
Frequency of Performance Management Board meetings	Monthly
Terms of reference	Defined in the Governance Plan
Location of Performance Management Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. The Authority shall reasonably require the ESR Service performance report to be provided by the supplier, 5 (five) Working Days ahead of the meeting.

2   Programme Board Representation and Structure

Authority members of Programme Board	**Monthly Programme Board to include:** NHS ESR Programme Director (Chair) NHS ESR Director of Operations and Development NHS ESR Head of Strategic Communications Welsh Assembly ESR Lead [Invite] **Programme Board's Annual Review to**

	include:
	DH ESR SRO [Chair]
	NHS ESR Programme Director
	Welsh Assembly ESR Sponsor
	DH ESR Policy lead
	NHS ESR Head of Finance and Commercials
Supplier members of Programme Board	Supplier European Healthcare Lead
	Supplier ESR Programme Delivery Executive
	Supplier Commercial Business Office Lead
Start date for Programme Board meetings	Service Commencement date
Frequency of Programme Board meetings	Monthly/Annual
Location of Programme Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

3   Change Management Board Representation and Structure

Authority Members of Change Management Board	NHS ESR Programme Director (Chair)
	NHS ESR Director of Operations and Development
	NHS ESR Head of Finance and Commercials
Supplier Members of Change Management Board	Supplier ESR Programme Delivery Executive
	Supplier CTO
	Supplier Enhance Delivery Lead
	Supplier Change Lead
Start Date for Change Management Board meetings	Service Commencement Date
Frequency of Change Management Board meetings	Monthly
Location of Change Management Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

4 Technical Board Representation and Structure

Authority Members of Technical Board	NHS ESR Programme Director (Chair)
	NHS ESR Head of Systems Integration
	During Component 1 -Transition may also include - NHS ESR Transition Lead [Invite as required]
	NHS ESR Programme Manager – Service Implementation [Invite as required]
	DH Technology Representative (Could be DH or HSCIC)
	DH External Advisors [Invite as required – ad hoc specialist role]
Supplier Members of Technical Board	Supplier Operational Service Delivery Lead
	During Transition will include Supplier Transition Lead
	Supplier CTO
	Supplier Technology Architecture Lead
	Supplier Enhance Delivery Lead
Start Date for Technical Board meetings	Service Commencement Date
Frequency of Technical Board meetings	Quarterly
Location of Technical Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

5 Risk Management Board Representation and Structure

Authority Members for Risk Management Board	NHS ESR Programme Director (Chair)
	NHS ESR Director of Operations and Development
	NHS ESR Head of Strategic Communications
	During Component 1 -Transition would also include - NHS ESR Transition Lead
	NHS ESR Programme Manager – Service Implementation
Supplier Members for Risk Management Board	Supplier ESR Programme Delivery Executive
	Supplier Commercial Lead

	During Transition would include Supplier Transition Lead
	Supplier Operational Service Delivery Lead
	Supplier CTO
Start Date for Risk Management Board meetings	Service Commencement Date
Frequency of Risk Management Board meetings	Monthly
Location of Risk Management Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

6   Commercial Meeting Representation and Structure

Authority Members for Commercial Meeting	NHS ESR Programme Director (Chair)
	NHS Director of Dev and Ops (as required)
	NHS ESR Head of Finance and Commercials
Supplier Members for Commercial Meeting	Supplier Programme Delivery Executive
	Supplier Commercial Lead
	Supplier ESR CTO (as required)
Start Date for Commercial Meeting	Service Commencement Date
Frequency of Commercial Meeting	Monthly
Location of Commercial Meeting	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

7   Joint Project Board Representation and Structure

Authority Members for Joint Project Board	NHS ESR Director of Operations and Development (Chair)
	NHS ESR Head of Systems Integration
	NHS Head of Strategic Communications
	NHS ESR Project Managers – as per Projects to be reported and reviewed, including:
	During Component 1 -Transition - NHS ESR Transition Lead
	NHS ESR Programme Manager – Service Implementation
Supplier Members for Joint Project Board	Supplier ESR Programme Delivery Executive
	During Transition includes Supplier Transition Lead
	Supplier Operational Service Delivery Lead
	Supplier CTO
	Supplier Enhance Delivery Lead
Start Date for Joint Project Board meetings	Service Commencement Date
Frequency of Joint Project Board meetings	Weekly / Monthly depending on Project
Location of Joint Project Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the monthly meeting, 2 (two) Working Days ahead of weekly meeting.

8   Joint Technology and Innovation Board Representation and Structure

Authority Members for Joint Technology and Innovation Board	NHS ESR Programme Director (Chair)
	NHS ESR Director of Operations and Development
	NHS ESR Head of Strategic Communications
	Welsh Assembly ESR Lead [Invite]

Supplier Members for Joint Technology and Innovation Board	Supplier ESR Programme Delivery Executive
	Supplier Operational Service Delivery Lead
	Supplier Enhance Delivery Lead
	Supplier Technology Architecture Lead
	Supplier Change Lead
Start Date for Joint Technology and Innovation Board meetings	Service Commencement Date
Frequency of Joint Technology and Innovation Board meetings	Quarterly
Location of Joint Technology and Innovation Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

9   **Enhance Board Representation and Structure**

Authority Members for Enhance Board	NHS ESR Director of Operations and Development (Chair)
	NHS ESR Head of Systems Integration
	NHS Head of Strategic Communications
	NHS ESR Programme Manager – Service Implementation
Supplier Members for Enhance Board	Supplier ESR Programme Delivery Executive
	Supplier Operational Service Delivery Lead
	Supplier CTO
	Supplier Enhance Delivery Lead
Start Date for Enhance Board meetings	Service Commencement Date
Frequency of Enhance Board meetings	Weekly / Monthly depending on Project timing and will report to the Joint Project Board
Location of Enhance Board meetings	Scheduled annually in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the monthly meeting, 2 (two) Working Days ahead of weekly meeting.

10   Mid Term Review Board Representation and Structure

Authority Members for Mid Term Strategic Review Board	NHS ESR Programme SRO (Chair) NHS ESR Programme Director
Supplier Members for Mid Term Strategic Review Board	Supplier ESR Programme Delivery Executive Supplier ESR CTO
Start Date for Mid Term Strategic Review meeting	September 2017
Frequency of Mid Term Strategic Review Board	This board will meet during the Mid-Term Strategic Review period with a frequency to be agreed at that time.
Location of Mid Term Strategic Review Board meeting	Scheduled in advance, at such location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

11   Take on Board/Joint Transition Board Representation and Structure

Authority Members for Take on Board	NHS ESR Programme Director (Chair), NHS ESR Director of Operations and Development (Invite as required) NHS ESR Head of Systems Integration (Invite as required) NHS ESR Transition Lead NHS ESR Project Manager - Transition NHS ESR Programme Manager – Service Implementation
Supplier Members for Take on Board	For Agenda Section 1 – Take-On Supplier ESR Programme Delivery Executive Supplier Transition Lead Supplier Transition PMO Lead For Agenda Section 2 – Joint Transition Former Supplier: Exit Manager/Lead
Start Date for Joint Project Board meetings	Jan 2015
Frequency of Joint Project Board meetings	Monthly
Location of Joint Project Board	Scheduled annually in advance, at such

meetings	location(s) and time (within normal business hours) as agreed between the parties. Papers to be provided 5 (five) Working Days ahead of the meeting.

ANNEX 2


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Programme Board –
Annual Review
        |
        |----------------- MID-TERM Review
        |                  Board (Year 3)
        |
Programme
Board – Monthly
Review  · · · · · · · · · · · ·  Take on Board
        |                        (Monthly – during
        |                        Transition only)
        |
  ┌─────┬──────────┬──────────┬──────────┐
Risk Management   Performance   Technical Board   Change          Joint Technology and
Board/ Assurance  Management    (monthly)         Management      Innovation Board
(monthly)         board (monthly)                 Board (monthly) (Quarterly)
                      |
                  ┌───┴────┐
            Joint Project   Commercial
            Board (weekly)  Meeting
                  |         (monthly)
                  |
            Project 1 (weekly)
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            Project 2 (weekly)
            Etc etc
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