

SCHEDULE A04 - CONTRACT MANAGEMENT

1. OBJECTIVES OF CONTRACT MANAGEMENT

- 1.1 The objectives of Contract Management in the Codified Agreement are to monitor and manage the delivery of the POCL Services, and to authorise actions which improve those POCL Services, taking account of the provisions relating to change as specified in Clause 101.2.
- 1.2 The sections below detail (without limitation) the specific objectives of key activities that will be undertaken. The significance of the detailed tasks may vary over the life of the Codified Agreement.

2. ORGANISATION

2.1 General

- 2.1.1 "Management Table" means the table set out in the Annex to this Schedule.
- 2.1.2 The Contractor and POCL shall within one month following execution of this Codified Agreement establish each of the boards (each a "Board") contained in the row headed "Board" of the Management Table.

2.2 Purpose

- 2.2.1 The purpose of each Board shall be as set out in the row headed "Purpose" of the Management Table in the column for that Board.
- 2.2.2 The meeting secretary of each Board shall record and issue a record of agreed decisions and actions arising out of a meeting of that Board.

2.3 Frequency

- 2.3.1 The frequency of the meetings of each Board shall be as set out in the row headed "Frequency" of the Management Table in the column for that Board or such other times as that Board may agree.

2.4 Attendees

- 2.4.1 The attendees of meetings of each Board shall be as set out in the rows headed "POCL Attendees" and "Contractor Attendees" of the Management Table in the column for that Board.
- 2.4.2 In the event that an attendee is unable to attend a Board meeting then the attendee may appoint a substitute to attend that meeting.

2.4.3 The attendees of meetings of each Board may, with both parties' consents (such consent not to be unreasonably withheld or delayed), invite other attendees to such meetings.

2.5 Approvals

2.5.1 Where a Board is required to make a formal decision then such decision shall not be effective unless both the person set out in the row headed "POCL Approval" in the Management Table in the column for that Board and the person set out in the row headed "Contractor Approval" shall have approved such decision in writing.

Annex to Schedule A4

Management Table

Board	Change Control Board	Contract Administration Board	Service Review Board	Contract Steering Group	New Business Board	Release Authorisation Board
Purpose	To agree timescales for processing Change Requests ("CRs") and CCNs. To monitor CRs and CCNs in progress. To review reasons for rejection of CRs and CCNs. To review CCNs. To resolve questions of whether particular changes require CRs or can be handled through operational business change.	To review and agree changes to the contract to implement signed CCNs. To discuss and resolve questions of interpretation of the contract. To agree mechanisms to enable new provisions to be drafted and agreed under CCN. To provide expert advice on drafting of CCNs Contract version control Maintaining lists of current CCDs and CRDs Maintaining list of agreements to agree and their status	To review performance against contracted service levels. To agree remedies payable arising from any failures to meet service levels. To monitor and review operations of operational business change processes. Such other purposes as are set out in the relevant service management schedules.	To review the operation of contract and commercial management processes between the parties. To act as the point of escalation for any commercial issues not resolvable in the Change Control Board, Contract Administration or Service Review Board meetings. To act as the point of escalation for any disputes about the amounts or terms of invoices. To consider any general commercial issues arising from programme activities.	To initiate and monitor progress of development of service definitions and terms and conditions for additions to the contracted services. To approve additions to the contracted services, which will then be formally introduced by CCN.	In relation to any Release, to review readiness reports and decide whether that Release should go into live operation.
Frequency	Fortnightly	As needed - most business likely to be handled by phone and correspondence.	Monthly	At least once per quarter - monthly if required	Monthly if required.	The meeting to decide whether CSR shall be released into live operation, and Roll Out commenced, shall be held within 7 days of the end of the CSR Operational Trial Review Period (as referred to in Schedule B9) and thereafter when any further Release is to be reviewed.

Board	Change Control Board	Contract Administration Board	Service Review Board	Contract Steering Group	New Business Board	Release Authorisation Board
POCL Attendees	Head of Horizon Commercial Head of Design Sponsors of Changes (as appropriate) Head of Prog. Management Office Contract manager Change control manager (acts as meeting secretary)	Head of Horizon Commercial Contract manager (Legal advisor at POCL's option - advance notice to be given of attendance) Meeting secretary	Head of Service Management Others at POCL's discretion (Horizon Commercial Manager will attend if remedies on agenda) Meeting secretary	Horizon Programme Director or Automation Director Horizon Programme Manager Head of Horizon Commercial Commercial Manager Meeting secretary	Head of Horizon Commercial Head of Design Representative from Customer and Network Specification Business Sponsor(s) Contract Manager Commercial Manager Meeting Secretary	Horizon Programme Director or Automation Director, who shall be Chairman
Contractor Attendees	Commercial and Finance Director Contract manager Sponsors of Changes (as appropriate) Change control manager	Commercial and Finance Director Contract manager (Legal advisor at the Contractor's option - advance notice to be given of attendance)	Customer Service Director Others at the Contractor's discretion (Financial Controller will attend if remedies on agenda)	Deputy Managing Director Commercial and Finance Director Financial Controller Customer Service Director	New Business Director Commercial and Finance Director Customer Requirements Director Contract Manager Head of Business Development	Managing Director or his authorised deputy.

Board	Change Control Board	Contract Administration Board	Service Review Board	Contract Steering Group	New Business Board	Release Authorisation Board
POCL Approval	Head of Horizon Commercial or, Horizon Programme Director or Automation Director or Managing Director subject to authority limits to be decided by POCL	Head of Horizon Commercial	Head of Service Management			
Contractor Approval	Managing Director or Commercial and Finance Director subject to authority limits to be decided by the Contractor	Commercial and Finance Director	Customer Service Director			