

NOTES OF CNT MEETING ON 19TH SEPTEMBER 1996

Present:

Pat Kelsey	}	
Keith Baines	}	BA/POCL Programme
Tony Oppenheim	}	
Warren Spencer	}	
Jim Morley	}	Pathway
Hamish Sandison	}	
Hazel Grant	}	Bird & Bird



Agenda Item

Comment

Agreed Points and Action Points

1

1. Actions Bought Forward

The following action points as set out in the minutes of the CNT meeting held on 12th September were discussed.

PROGRAMME ACTION POINTS

1. Change Control Note Live Trial Increase.

Pat Kelsey has arranged for the signature of three sets of CCNs covering the increase in live trial, the change in operational trial from 3 to 1 and the change in Change Control Procedures, substituting Mena Rego for Paul Rich. These CCNs have been signed by Paul Rich and sent by Datapost to George McCorkell for signature on behalf of BA. Once the CCNs have been signed by George McCorkell they will be returned to Pat Kelsey who will forward them to Pathway. The CCNs must be signed by Pathway on or before Wednesday 25 September. Tony Oppenheim said he was happy to operate on the basis that the CCNs had been signed.

Action
Pat Kelsey

2. Agreement to Agree and Change Control Process

This was covered in Agenda item 5 below.

3. ICL Pathway's letter to Pat Kelsey dated 30 August

Now completed.

4. Confirmation Regarding Test 1 Acceptance

Now completed.

5. Change to Roll Out Sequence

Pathway have received material relating to this change. Pathway will prepare a paper on this matter.

Action
Tony
Oppenheim
/Jim
Morley

Tony Oppenheim raised a concern that, although there is general agreement that the change to Roll Out Sequence is sensible, this is subject to consideration of the financial impact and agreement on how this will be covered.

Noted

Pathway's paper will be ready in a few days and will be dealt within a sub-committee of the CNT. Since Keith Baines and Stuart Riley will not be available, Pat Kelsey will broker the paper through Sponsors.

Action
Pat Kelsey

6. Generic Acceptance Criteria

Copies of the present draft of the Generic Acceptance Criteria were handed to Pathway. Warren Spencer will confirm on 19 September whether these are now ready to be put into CCNs.

Action
Warren
Spencer

7. Changes to Requirements

Alan Fowler should receive a reply to the proposed change to Requirement 511 from POCL on 20 September. Pat Kelsey to fax Jim Morley with suggested form of words to resolve Requirement 906 on Thursday/Friday 19/20 September.

Action
Pat Kelsey

8.1 Liquidated Damages/Guarantees

Pat Kelsey to discuss with the new Director of the Programme, although she stated that she did not expect a problem with this suggestion.

Action
Pat Kelsey

8.2 Change from 3 to 1 Operational Trials

See Action Point 1 above

9. CNT Meeting

This was covered in Agenda Item 5 below.

ICL PATHWAY ACTION POINTS

1. Agreements to Agree

Work has been started on preparing a paper to list these although it is not yet completed. Jim Morley to send to Pat Kelsey the completed list in time for it to be discussed at the next CNT meeting.

Action
Jim
Morley

2. Walkthroughs on 23, 24 and 25 September

It was agreed that the Walkthroughs would be held at Bird & Bird and commence at 9.30 a.m. on Monday. The start time for each day will be decided before 5.30 p.m. on the previous day to allow each side to notify attendees.

Agreed

The Generic Acceptance Criteria were deleted from John Cook's list of items to be discussed during the Walkthroughs.

Agreed

The Schedules to be dealt with by Andy McDonald will be covered in the second stream of meetings. If at all possible these will be held on Tuesday.

It was agreed that Schedules B1, B2 and B3 were not essential to be discussed during the Walkthroughs.

Agreed

3. Implementation Requirements

Jim Morley handed to Pat Kelsey a letter concerning this action point. The following requirements were discussed.

Requirement 476. Pat Kelsey to discuss internally at the Programme a method of resolving this requirement. Tony Oppenheim suggested that Pathway allow the Authorities an opportunity to review maintenance releases and if they consider that the release is more than a maintenance release (i.e. a business release) then this would need to be resolved between the parties.

Keith Baines pointed out that the measurement of transaction times is linked to this item since transaction times are

calculated by Pathway through testing. If there is a new release then it would have to be tested to ensure that transaction times were agreed. Hamish Sandison pointed out that Change Control may cover this problem since we may be able to list which items need to go through Change Control Process and which do not.

Action
Pat Kelsey

Requirement 481. This relates to an obligation to provide documentation. Pathway consider that the present requirement implies that they must provide documentation for automated and non automated transactions. Tony Oppenheim agreed that Pathway must provide documentation for manual fall back but not for the present non automated transaction. Pat Kelsey to consider.

Action
Pat Kelsey

Requirement 818. This concerns transmission of data from TIPS to Pathway. Pathway's concern is that the re-drafted requirement is even vaguer than the original. There is no specification of the data being transmitted and how it will be transmitted. Pat Kelsey to consider with John Marr.

Action
Pat Kelsey

Tony Oppenheim emphasised that this is a very serious item since it may have severe cost implications to Pathway.

Requirement 902. This concerns transaction times which are presently stated to be $y + 5$ seconds, unfortunately y is not defined. Tony Oppenheim emphasised that this needs to be resolved and Schedule B3 completed by 15 November so that there is no reference to an undefined term. Pat Kelsey to discuss with Keith Baines in particular the implications of failing to specify the transaction times more clearly before 15 November.

Action
Pat Kelsey

4.1 Requirements

This action point is carried forward until the next CNT.

Action
Jim Morley

4.2

This action point is to be carried forward to the next CNT meeting.

Action
Jim Morley

5: General Point relating to Change Control

Tony Oppenheim confirmed that Pathway were content to

link the liquidated damages and payment guarantees so that they both took effect from 1 July, rather than the brought-forward start date of National Go live of 1 June.

Tony Oppenheim confirmed that this change in the timescales will not have a financial impact and therefore will not require an impact assessment.

The Programme will consider the issue and then review any wording change necessary to the Schedule.

Action
Pat
Kelsey/Bird
& Bird

There then followed discussion relating to the Master Plan which had been "signed off" by the PDA Board. The Master Plan includes approximately 35 dates, whereas the Agreements do not specify any of these dates. Concern was registered relating to the status of the PDA's decisions. CNT is to review the Master Plan and decide on its status.

Action
Pat
Kelsey/Bird
& Bird

Hamish Sandison advised that the PDA should be informed that:

1. No change was to be carried out until it had been put through Change Control.
2. The agreements made by the PDA Board were not legally binding.

These points could be made during the Change Control presentation to the PDA. The next PDA meeting is to be held on 9 October, Pat Kelsey will try to ensure that these points are presented at the meeting.

Action
Pat Kelsey

6. Key Personnel

Pathway to action before 4 October.

Action
Warren
Spencer

7. Amendments to Solutions

Pathway to action before 17 October.

Action
Jim Morley

8. CARS

As the CARS meeting was not held on Wednesday 18 September, there was no report to be made available to the

Action

CNT. Jim Morley will forward to Pat Kelsey the minutes of the adjourned CARS meeting.

Jim Morley

Pat Kelsey emphasised that she requires:

1. Forewarning of an end date for actioning a CAR, preferably at least two weeks' warning.

2. The details of the impact of not actioning a CAR.

**Action
Tony
Oppenheim
/Jim
Morley**

Pathway to review the minutes of the CARS meeting to ensure that it covers these aspects.

2 **Drop Down Process**

This was covered under the Actions Brought Forward.

3 **Acceptance Process**

Jim Morley tabled two more papers concerning documentation of incidents and documentation relating to Acceptance Process.

Jim Morley drew attention to the Acceptance Criteria on page 5, paragraph 2.5 of the documentation document. Jim Morley would appreciate comments from CNT on this.

**Action
Hamish
Sandison
/Pat
Kelsey**

Hamish Sandison to review with Pat Kelsey.

Written comments are requested on all three papers (including the paper previously tabled by Jim Morley at the last CNT meeting) as soon as possible.

**Action
Pat Kelsey**

4 **Non ring fenced requirements**

This had been dealt with under Agenda item 1 above.

5 **Contract Changes**

Hamish Sandison then commented on the present Change Control Process and offered a suggestion for streamlining the Process.

The purpose in streamlining was to ensure that:

1. Failure to agree a change did not hold up the project; and
2. Those working on the project would be encouraged to use the formal Change Control Process rather than agree changes informally.

The streamlining proposed has been based on the Agreements and takes account of the Programme's and Pathway's draft Change Control Process documents. It is not intended that the streamlining will amend the Agreements.

A paper suggesting changes to CCP will be circulated internally at the Programme this week. Hamish Sandison wished to share his thoughts and discuss the process on a without prejudice basis before circulating the paper.

1. Subject Matter

The first concern is which documents should be covered by Change Control. The following are possibilities:

1. Amendments to the related Agreements (covered under Clause 101.3 of the Authorities' Agreement) - for example text changes and population of Schedules.
2. Other changes (covered under Clause 101.4 of the Authorities' Agreement) - for example extension of the drop down period and Agreements to Agree.
3. Controlled Documents. This is presently not a defined term.
4. Uncontrolled Documents. Again this is presently not a defined term.

Agreed

The suggestion is that amendments to items 1, 2 and 3 above would have to be put through CCP and would therefore be legally binding. Amendments to item 4 above would not go through CCP and would not be legally binding. It would be necessary to specify which cross-referenced documents are controlled and uncontrolled. In essence a controlled document would be part of the Agreements.

Warren Spencer commented that populating schedules might not be seen as an amendment to the Agreement. Hamish Sandison said he agreed as a theoretical matter, but added

that it was necessary in practice to obtain Sponsor approval to the population of schedules and that the only way of obtaining Sponsor approval was to ensure that it was dealt with as an amendment to the Agreement.

2. Authority to approve changes.

Again this falls into three categories.

1. Amendments to the Agreements are to be covered by John Bennett as the Managing Director of Pathway, George McCorkell as the BA Project Director for BA and Paul Rich as the POCL Development Director for POCL (although this is subject to a Change Control Note substituting Mena Rego).
2. Other changes are agreed by Pat Kelsey (as Procurement Manager for both Authorities) and John Bennett (as the Managing Director of Pathway).
3. It is proposed that changes to controlled documents should be subject to approval as in 2 above.

3. Process

At present the contracts refer to:

1. Discussion
2. A "request" from the Authorities leading to an increase in charges if the man days required by the change are greater than 5. A "recommendation" from Pathway whereupon no additional payment is contemplated.
3. Pathway will then send a CCN to the Authorities' CCB.
4. The CCB can then take no action, or accept or reject the CCN.

The proposal is that the following stages take place:

1. A "change control proposal" can be raised by either party and can include a request for payment. The proposal is prepared and then discussed in CNT. The proposal may be discussed by domains within each party and can be subject to impact analysis. The proposer would not have to include any draft wording for amendments to the contracts.

2. The CNT would then prepare and discuss a CCN. The CNT would draft changes to the contract and include these in the CCN.

3. The CNT would decide on whether to accept or reject the CCN or to do nothing and, if appropriate, submit the CCN to the CCB.

4. The CCB would then "rubber stamp" the CCN.

Tony Oppenheim supported this approach with one reservation - that it seemed unreasonable for the CNT to take no action whatsoever. The CNT should therefore either accept the proposal or refer it back to the proposer for more information or recommend rejection to the CCB.

4. Decision making bodies

The Agreements presently contain the following:

1. Joint CCB
2. DSS CCB
3. POCL CCB
4. Contract Steering Group (CSG)
5. DSS Contracts Administration Group (CAG)
6. POCL Contracts Administration Group (CAG).

The joint CCB's duties are to be carried out by the CSG and the DSS CCB's duties are to be carried out by the DSS CAG. A similar provision applies to the POCL CCB.

The proposal is that there should simply be two decision making bodies for change control purposes:

1. A joint CCB
2. A joint CNT

However, it was noted that the other bodies as set out in the Agreements would still exist for other purposes so that, for example, the Contract Steering Group could deal with contract management.

5. Documentation

It is proposed that a new document be used, the Change Control Proposal ("CCP") (to avoid use of the terms "request" or "recommendation"). The CCPs and CCNs

would each have their own numbering system since a CCP would not necessarily result in a CCN.

The CNT would keep a log of CCNs and would amend the Agreements from time to time to incorporate the agreed CCNs.

The internal documents prepared by Pathway and the Programme relating to a CCP could continue to deal with the discussion stage internal to both bodies.

On whether the CNT meetings could be binding Hamish Sandison gave his opinion that this would be difficult since it is not covered in the Agreement and Sponsors would need input on agreed changes.

Warren Spencer commented that non-controlled documents could include, for example, security regulations which the Programme may be able to change without obtaining Pathway's consent. This could result in an increase in Pathway's work and therefore a cost implication. It was agreed that the financial implications of changes to non controlled documents would need to be considered. For example it might be necessary to freeze versions of certain documents which Pathway must comply with and which are set out in Schedule A2.

Tony Oppenheim commented favourably on these proposals as a whole, while noting that Pathway would need more time to consider them in detail. It was agreed that they would be decided in CNT in due course. In the meantime it would be necessary to discuss them internally.

Agreed

6. CARS

This was covered under item 1 above.

7. Any other business

It was agreed that the 3-part format of the CNT notes would be changed to a 1-part format for the next set of notes and considered by CNT.

Agreed