

SCHEDULE 6.1

GOVERNANCE

VERSION CONTROL

VERSION NUMBER	DATE	COMMENT
0.1	27 July 2016	Preliminary draft template version made available for general comment
0.2	2 September 2016	Uplifted draft, following feedback, made available for final comment
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SCHEDULE 6.1 – GOVERNANCE

1. BACKGROUND

This Schedule 6.1 sets out the governance arrangements for the purpose of this Agreement.

2. GENERAL

2.1 Nothing in the governance arrangements provided in this Schedule 6.1 or their operation shall be construed as prejudicing or varying either Party's obligations and/or rights under this Agreement (unless agreed by the Parties in accordance with the Change Control Procedure).

2.2 Subject to the extent this constitutes agreed Qualifying Capital Expenditure, there shall be no charge levied by the Grantee (including its Subcontractors) for attendance and/or participation in the governance arrangements described in this Schedule 6.1.

3. MEETINGS

3.1 The Parties shall hold the meetings specified in Appendix 1 and in respect of those meetings:

3.1.1 either Party may, on giving reasonable prior notice to the other Party and in addition to the attendees specified in Appendix 1, reasonably request the attendance of a particular individual from the other Party or an associated party at the meeting. The other Party shall use reasonable endeavours to procure that such individual is available to attend in person;

3.1.2 the Welsh Ministers may, on reasonable notice, opt to bring other third parties (including subject matter experts and interested civil service colleagues) to the meetings (for the avoidance of doubt, this attendance is subject to Clause 50);

3.1.3 the Welsh Ministers (or the Grantee, if the Welsh Ministers so direct a reasonable period in advance) will prepare and circulate in advance and no later than ten (10) Working Days before the meeting a proposed agenda for the meeting and the other Party may add additional items and return an amended agenda no later than five (5) Working Days before the meeting;

3.1.4 subject to Clause 37.1, the Grantee shall circulate, in advance and no later than five (5) Working Days before the meeting, any related reports or documents required or reasonably requested by the Welsh Ministers for consideration at or subsequent to any meeting (including any reports/submissions specified in Appendix 1); and

3.1.5 the Programme Authority may, in addition to the Welsh Ministers' representatives, also attend the Appendix 1 meetings.

3.2 If requested by the Programme Authority, the Grantee shall attend the meetings in Appendix 2 and in respect of those meetings:

3.2.1 either the Programme Authority or the Grantee may, on giving reasonable prior notice to the other party and in addition to the attendees specified in Appendix 2, reasonably request the attendance of a particular individual from the other party or an associated party at the meeting. The other party shall use reasonable endeavours to procure that such individual is available to attend in person;

- 3.2.2 the Programme Authority may, on reasonable notice, opt to bring other third parties (including subject matter experts and interested civil service colleagues) to the meetings (for the avoidance of doubt, this attendance is subject to Clause 50);
- 3.2.3 the Programme Authority (or the Grantee, if the Programme Authority so directs a reasonable period in advance) will prepare and circulate in advance and no later than ten (10) Working Days before the meeting a proposed agenda for the meeting and the other party may add additional items and return an amended agenda no later than five (5) Working Days before the meeting; and
- 3.2.4 subject to Clause 37.1, the Grantee shall circulate, in advance and no later than five (5) Working Days before the meeting, any related reports or documents required or reasonably requested by the Programme Authority for consideration at or subsequent to any meeting (including any reports/submissions specified in Appendix 1).

APPENDIX 1 – MEETINGS

Meeting	Purpose	Frequency	Reports submissions /	Membership
Build / Roll-out	<p>To review the Grantee's overall performance of this Agreement. These meetings will cover:</p> <ul style="list-style-type: none"> • Network build and commission (in particular, progress in Network Deployment) based on each Phase; • Milestone Achievement – discussing matters related to Milestone Achievement and acceptance; • Milestone Payments – reviewing and discussing forecast for the then current Network build within the Phase, together with a forecast for the next Phase; • operational performance (customer provisioning, technical performance and support); • RSP take-up; • reviewing Network implementation issues to the Network build and commission roll-out plan (subject to the Change Control Procedure); • reviewing Contract Change proposals (subject to the Change Control Procedure); • dealing with requests and progress reports on planned and actual site visits for testing and verification pursuant to Schedule 4.1 (Implementation); • reviewing progress updates on any planned 	Monthly but changing to quarterly once the Network has been successfully implemented	<p>As per Schedule 6.4 (Reports);</p> <p>Milestone Achievement Progress Report as per Schedule 5.1 (Milestone Payments and Claims Procedure);</p> <p>Current version of the Project Plan.</p>	<p>Grantee: Senior Project Manager Senior Delivery Manager Senior Finance Manager and where appropriate a representative of each Key Subcontractor.</p> <p>Welsh Ministers: Senior Project Lead Senior Finance Lead</p>

Meeting	Purpose	Frequency	Reports submissions /	Membership
	<p>or existing Community Solutions (if applicable);</p> <ul style="list-style-type: none"> reviewing the build/rollout risk and issue logs. 			
Strategic	<p>To review the Grantee's overall performance. These meetings will cover:</p> <ul style="list-style-type: none"> reviewing the contribution the project is making to supporting the Welsh Ministers' strategic ambitions; reviewing performance of the Grantee's obligations under Schedule 8 (Community Benefits and Sustainability); contributing "Best Practice" knowledge including, technology, business, commercial and sales & marketing, as appropriate to ensure the project meets its strategic objectives; overall financial management; overall performance against plan; reviewing major implementation issues and their resolution; innovation and technology roadmap, trials and pilot opportunities for new solutions if any; exploring opportunities for extending coverage subject to compliance with this Agreement and the Commission Decision; exploring additional funding opportunities if 	Quarterly	As per Schedule 6.4 (Reports)	<p>Grantee: Senior/Executive Grantee Lead Senior Project Manager Senior Delivery Manager Senior Finance Manager</p> <p>Welsh Ministers: Senior Responsible Owner (SRO) Senior Project Lead Senior Finance Lead</p>

Meeting	Purpose	Frequency	Reports submissions /	Membership
	<p>relevant;</p> <ul style="list-style-type: none"> • use of SMEs and approach to enabling opportunities for SMEs in the supply chain; • review of escalated high risks and issues; • review of take-up by Structure; • reviewing progress of the Grantee's marketing strategy and considering significant PR and demand stimulation activities. 			
Finance	<p>To review the Grantee's financial performance in respect of this Agreement. These meetings will cover:</p> <ul style="list-style-type: none"> • reviewing actual spend against Project Model; • identifying, managing and agreeing any financial variations (including payment profiles), subject to the Change Control Procedure; • forecasting potential financial issues arising from future Phases; • reviewing financial forecasts covering WIP (current and future); • reviewing clawback in accordance with Schedule 5.1 (Milestone Payments and Claims Procedure); • audit requirements and general financial 	Monthly but changing to quarterly once the Network has been successfully implemented	As per Schedules 4.1 (Implementation Plan), 5.1 (Milestone Payments and Claims Procedure) and 6.4 (Reports)	<p>Grantee: Senior Project Manager Senior Finance Manager and where appropriate a representative of each Key Subcontractor.</p> <p>Welsh Ministers: Senior Project Lead Senior Finance Manager</p>

Meeting	Purpose	Frequency	Reports submissions /	Membership
	review requirements; <ul style="list-style-type: none"> reviewing and scheduling timetable for MPCs (subject to contracted timeframe requirements). 			

APPENDIX 2 – PROGRAMME AUTHORITY MEETINGS

Meeting	Purpose	Frequency	Reports submissions /	Membership
Supplier Management Board	To review the Grantee’s individual involvement in the NGA Broadband Programme. These meetings will cover: <ul style="list-style-type: none"> overseeing the Grantee’s involvement in the NGA Broadband Programme and resolving any issues that arise; supporting delivery of Local Body projects managed by the Grantee, identifying any barriers to delivery, and taking action as appropriate to tackle these barriers; identifying opportunities to accelerate delivery where possible; helping ensure that project management and reporting systems are operating effectively; providing a forum for an exchange of information between the Grantee and Programme Authority including State aid issues and non-BDUK funded delivery; 	Quarterly or otherwise agreed	As per the Programme Level reports listed in Schedule 6.4 (Reports)	Grantee: Senior/Executive Grantee Representative Senior Project Director Senior Delivery Manager Senior Finance Manager Programme Authority: Senior/Executive Programme Authority Representative Programme Director Commercial Director Finance Lead

Meeting	Purpose	Frequency	Reports submissions /	Membership
	<ul style="list-style-type: none"> • annual Wholesale Access Prices Benchmark review; • reviewing Grantee's proposed solution evolution, product/solution roadmaps and evolution. 			
Joint Supplier/Authority forum	<p>To review in a joint forum related issues in respect of the NGA Broadband Programme. These meetings will cover:</p> <ul style="list-style-type: none"> • reviewing and managing Programme Level Change Requests and Local Body/supplier level issues (i.e. changes, risks and/or issues affecting all suppliers and/or projects); • obtaining supplier's and Local Bodies' experiences and feedback. 	Quarterly	n/a	<p>Grantee(s): Grantees' Representatives</p> <p>Programme Authority: Programme Authority Representatives</p> <p>Local Bodies: Local Body representatives</p>