

**GOVERNANCE ARRANGEMENTS**

The governance arrangements define how the City Council and Capita work together in partnership. They are designed to ensure the Council retains control of the strategic direction and priorities for the partnership and that the partnership delivers the agreed outcomes.

As part of the Relaunch revised governance arrangements have been developed which will reinforce co-operation on the part of both parties to work together to leverage benefits in support of the Council's change programme and key strategic priorities;

The revised arrangements are set out below:

**1. GOVERNANCE STRUCTURE**

1.1 The City Council and the Provider shall establish and maintain throughout the Contract Period the following boards and reviews, through which the governance of the partnering relationship between the City Council and the Provider shall be managed:-

1.1.1 the Strategic Partnership Board ("the SPB")

1.1.2 the Partnership Management Board ("the PMB")

1.1.3 the Service Area Reviews ("the SARs")

1.1.4 the Cross Partnership Review ("the CPR")

1.2 The Provider shall also attend the City Council's Scrutiny Board upon request by the City Council.

**2. STRATEGIC PARTNERSHIP BOARD**

**2.1 Role**

2.1.1 The role of the SPB is to set the overall vision and strategic direction for the SSP.

**2.2 Membership**

2.2.1 The membership of the SPB shall comprise:-

2.2.1.1. City Council representatives:-

- City Council Leader or their nominee
- Portfolio Member for Resources
- Leader of the largest Opposition Group or their nominee
- Chief Executive
- Director of Corporate Services
- Chief Financial Officer

- Head of Contract Management
- 2.2.1.2. Provider representatives:-
- Managing Director of Capita Local Government Services
  - Regions South Director (Local Government Services)
  - Regions South Finance Director
  - Southampton SSP Partnership Director
- 2.2.2 The SPB members listed above may be amended by agreement, to reflect organisational changes and to deliver the functions of the SPB.
- 2.2.3 A member of the SPB may appoint an alternate (who may be another representative of that party).
- 2.3 Functions**
- 2.3.1 The SPB's functions are to:-
- 2.3.1.1. set, and be the custodian of, the strategic objectives, values and culture of the SSP (including the partnership success criteria) and to review these on an annual basis;
  - 2.3.1.2. set and review targets associated with SSP savings and growth and development of the SSP;
  - 2.3.1.3. discuss areas for potential expansion of the Services, including the introduction of new service elements in accordance with the Change Control Procedure or Further Services Approval Procedure set out in Schedule 14 and 15 to this Agreement;
  - 2.3.1.4. identify and consider new business and trading opportunities for the SSP, including how parties can collaborate to realise benefits;
  - 2.3.1.5. agree and trigger communication of key messages about the SSP;
  - 2.3.1.6. consider and resolve issues escalated by the Partnership Management Board;
  - 2.3.1.7. promote continuous improvement by challenging strategic performance of each Service Area;
  - 2.3.1.8. promote the SSP and the Services with key external stakeholders;
  - 2.3.1.9. receive and approve the Annual Service Report (as set out in Schedule 13) on SSP performance, service improvement targets and any other initiatives agreed by the parties.
- 2.4 Chair**
- 2.4.1 The role of Chair of the SPB shall alternate between the City Council's Chief Executive and the Provider's Managing Director of Local Government Services (or their deputy where appropriate).
- 2.5 Frequency of meetings**
- 2.5.1 The SPB shall meet twice each year or as agreed by the parties.
- 2.6 Minutes**
- 2.6.1 Minutes of all at meetings of the SPB shall be kept by the City Council and

copies circulated to the Provider, normally within 10 Business Days of the meeting. A full set of minutes shall be kept by the City Council and shall be open to inspection by the Provider at any time upon request.

### 3. **PARTNERSHIP MANAGEMENT BOARD**

#### 3.1 **Role**

3.1.1 The PMB shall report to the SPB.

#### 3.2 **Membership**

3.2.1 The membership of the PMB shall comprise:-

3.2.1.1. City Council representatives:-

- Head of Finance and IT
- Head of Contract Management
- Contract and Governance Manager
- Commercial Manager

3.2.1.2. Provider representatives:-

- Regions South Finance Director
- Southampton SSP Partnership Director
- Commercial Manager

3.2.2 The PMB members listed above may be amended by agreement, to reflect organisational changes and to deliver the functions of the PMB.

3.2.3 A representative on the PMB may appoint and remove an alternate (who may be another representative of that party).

#### 3.3 **Functions**

3.3.1 The PMB is responsible to the SPB and its functions are to:-

3.3.1.1. oversee the day to day management of the SSP;

3.3.1.2. ensure the SSP strategic objectives are being implemented through the Service Delivery Plans and such other documentation as may be required from time to time, including the encouragement of continuous improvement and innovation across the SSP;

3.3.1.3. manage the performance of the SSP and the relationship between the parties;

3.3.1.4. manage operational elements of the SSP including priorities, delivery, people and culture, financial and strategic alignment;

3.3.1.5. on an exception basis, monitor Monthly performance of the Services against KPIs, volumes and delivery of programmes and projects;

3.3.1.6. ensure resources are aligned to deliver SSP priorities agreed by the SPB;

3.3.1.7. maintain a positive commercially sustainable position for both parties;

- 3.3.1.8. develop and maintain SSP risk register and ensure appropriate risk mitigations are in place;
- 3.3.1.9. ensure that the cultures and behaviours set out by the SPB are adopted by the SSP at all levels within the organisations of the parties;
- 3.3.1.10. resolve outstanding issues identified from the Service Area Reviews;
- 3.3.1.11. escalate issues to SPB where resolution cannot be agreed;
- 3.3.1.12. prepare and submit the Annual Service Report (as set out in Schedule 13) to the SPB;
- 3.3.1.13. discuss contractual commitments and change requests; agree and submit proposals for Further Services to the SPB.

### **3.4 Chair**

- 3.4.1 The role of Chair for the PMB shall alternate between the City Council Head of Contract Management and Capita's Southampton SSP Partnership Director (or their deputy where appropriate).

### **3.5 Frequency of meetings**

- 3.5.1 The PMB shall meet Monthly or as agreed by the parties.

### **3.6 Minutes**

- 3.6.1 Minutes of all meetings of the PRB shall be kept by the City Council and copies circulated to the Provider, normally within 10 Business Days the meeting. A full set of minutes shall be kept by the City Council and shall be open to inspection by the Provider at any time upon request.

## **4. THE SERVICE AREA REVIEWS (SARs)**

### **4.1 Role**

- 4.1.1 The SARs are the forum for the City Council and Provider to discuss service specific performance and issues.

### **4.2 Membership**

- 4.2.1 A SAR shall be constituted for each of the Services Areas and its membership shall comprise:-

- 4.2.1.1. City Council representatives:-

- client representative
- representative of Head of Contract Management

- 4.2.1.2. Provider members:

- Head of Service

- 4.2.2 Additional representatives from the City Council and/or Provider may also attend regularly or when required to contribute to specific discussions.

### **4.3 Functions**

4.3.1 The SARs report to the PMB and their functions are to:-

- 4.3.1.1. agree the business plan for the Service Area for each Contract Year;
- 4.3.1.2. review service management and operation against the business plan for the current Contract Year;
- 4.3.1.3. share information regarding changes for either party which may have an impact on the Services, including availability of resources and their deployment
- 4.3.1.4. monitor performance of the Services including identifying any areas of the Services which are underperforming or where the Provider is failing to achieve KPIs or PIs;
- 4.3.1.5. agree actions to improve service performance and mitigate risk when required;
- 4.3.1.6. review the Services against the Output Specification;
- 4.3.1.7. discuss and consider options for cross-service working;
- 4.3.1.8. discuss and implement continuous improvement, innovation, best practice and learning opportunities associated with the Services and across the SSP, including identifying areas where new applications of technology or innovation may be of benefit to the City Council or the Provider;
- 4.3.1.9. manage delivery of service specific projects, including receiving and reviewing highlight reports and service improvement programmes within the Services, ensuring that interdependencies between the Services and other City Council services are identified and managed and dealing with escalated project issues;
- 4.3.1.10. act in accordance with the objectives, values and culture set by the SPB;
- 4.3.1.11. escalate issues to the PMB when resolution cannot be reached by a SAR;
- 4.3.1.12. continually review the Services to ensure that value for money is consistently achieved, options for savings are identified and implemented and the Services are customer-focused;
- 4.3.1.13. review and discuss the current relevant Change Controls.

### **4.4 Chair**

4.4.1 The role of Chair for each SAR shall alternate between the City Council client representative and the Provider's Head of Service (or their deputy where appropriate).

### **4.5 Frequency of meetings**

4.5.1 The SARs shall meet Monthly or as agreed by the parties, with more frequent meetings at points of major transition or change.

## 4.6 **Minutes**

- 4.6.1 Minutes of all meetings of each SAR shall be kept by the City Council and copies circulated to the Provider, normally within 10 Business Days of the meeting. A full set of minutes shall be kept by the City Council and shall be open to inspection by the Provider at any time upon request.

## 5. **CROSS PARTNERSHIP REVIEW BOARD**

### 5.1 **Role**

- 5.1.1 The CPRB is the forum for the contract management representatives from the parties to discuss cross-SSP performance and delivery issues and themes.
- 5.1.2 The CPRB will initially focus on commercial/risk and communication.

### 5.2 **Membership**

- 5.2.1 The membership of the CPRB shall consist of contract management representatives from both parties.
- 5.2.2 Additional representatives from the City Council and/or Provider may also attend when required to contribute to specific discussions.

### 5.3 **Functions**

- 5.3.1 The CPRB reports to the PRB and its functions are to:-
  - 5.3.1.1. share information regarding changes for either party which may have an impact on cross-SSP delivery, including availability of resources and their deployment;
  - 5.3.1.2. monitor the effectiveness of the commercial and communication processes and agree improvements in accordance with SSP requirements;
  - 5.3.1.3. support and promote cross-service working, programmes and projects;
  - 5.3.1.4. review service provision to ensure best value and identify opportunities and monitor progress of savings;
  - 5.3.1.5. escalate issues to the PMB when resolution cannot be found;
  - 5.3.1.6. discuss and implement continuous improvement, innovation, best practice and learning opportunities, including identifying areas where new applications of technology or innovation may be of benefit to the City Council or the Provider;
  - 5.3.1.7. help to improve the perception of the SSP through stakeholder engagement, communications and cross-service planning;
  - 5.3.1.8. act in accordance with the objectives, values and culture set by the SPB;
  - 5.3.1.9. work towards additional objectives agreed by the parties.

### 5.4 **Chair**

- 5.4.1 The role of Chair for the CPRB shall alternate between the parties.

## **5.5 Frequency of meetings**

- 5.5.1 The CPRB shall meet Quarterly or as agreed by the parties, with more frequent meetings when the requirements of the SSP dictate.

## **5.6 Minutes**

- 5.6.1 Minutes of all meetings of the CPRB shall be kept by the City Council and copies circulated to the Provider, normally within 10 Business Days of the meeting. A full set of minutes shall be kept by the City Council and shall be open to inspection by the Provider at any time upon request.

## **6. AMENDMENT OF THE PARTNERING GOVERNANCE**

- 6.1 The parties recognise that the partnering governance arrangements and structures set out in this Schedule will need to be reviewed regularly throughout the Contract Period, to ensure that they remain appropriate and workable.
- 6.2 This Schedule shall be reviewed on an annual basis by the PMB and, if appropriate, shall be amended through the Change Control Procedure.

## **7. STATUS OF GOVERNANCE MEETINGS**

- 7.1 This Schedule is not intended to supplant or undermine the Change Control Procedure in Schedule 14 or the Further Services Approval Procedure in Schedule 15.
- 7.2 The governance boards and reviews established and maintained under this Schedule (including the individual members acting in their capacity as such) shall not have any authority to vary the provisions of the Agreement or to make any decision binding on the parties.
- 7.3 Neither shall either party rely on any act or omission in the governance boards or reviews (including those of the individual members acting in their capacity as such), so as to give rise to any waiver or personal bar in respect of any right, benefit or obligation of either party under this Agreement. No discussion, review or recommendation by the boards or reviews shall relieve the parties of any liability or vary any such liability or any right or benefit.
- 7.4 Where the boards suggest any Changes to the Services or to the Agreement, these will be referred to the Change Control Procedure. Where the boards suggest that any services be considered for implementation and delivery by the Provider as Further Services under the SSP, these will be referred to the Further Services Approval Procedure.