

**COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

**TRANSPORT**



**EXHIBIT 6**

**GOVERNANCE MODEL**

**26 SEPTEMBER 2014**

**VERSION 1.0**

This document contains confidential and proprietary information of Transport. Except with the express prior written permission of Transport, this document and the information contained herein may not be published, disclosed, or used for any other purpose.

**COMMERCIAL-IN-CONFIDENCE**

**COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

Table of Contents

**1.0 INTRODUCTION..... 3**

**2.0 CHARTER..... 3**

**3.0 ORGANISATION..... 3**

**4.0 GOVERNANCE TEAM ROLES AND RESPONSIBILITIES..... 4**

4.1 Transport..... 4

4.1.1 Transport Group CIO..... 4

4.1.2 Transport General Manager, Commercial Management..... 4

4.1.3 Transport Commercial Manager..... 4

4.1.4 Transport Service Integration Manager..... 5

4.1.5 Transport Transition Manager..... 5

4.1.6 Transport Cluster Member Representative..... 6

4.1.7 Transport IT Architecture Manager..... 7

4.1.8 Transport Service Delivery Manager(s)..... 7

4.1.9 Transport Head of IT Service Delivery..... 7

4.1.10 Transport Performance Manager..... 8

4.2 Supplier..... 9

4.2.1 Supplier Account Executive..... 9

4.2.2 Supplier Account Manager..... 9

4.2.3 Supplier Transition Manager..... 10

4.2.4 Supplier Head of IT Service Delivery..... 11

4.2.5 Supplier Service Delivery Managers..... 11

4.2.6 Supplier Chief Technology Officer for Transport..... 11

4.2.7 Supplier Performance Manager..... 12

**COMMERCIAL-IN-CONFIDENCE**

# COMMERCIAL-IN-CONFIDENCE

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

## 1.0 INTRODUCTION

This Exhibit 6 and its Attachments 6-A (Governance Committees and Members) and 6-B (Service Integration and Procedures Manual) set out the Supplier-specific operating model and Governance structure for the Agreement; the communication of the charter from Transport to the Supplier, the organisation that will be deployed by the Parties; the Governance team roles and responsibilities of both Parties; the service management and Governance Processes used by both Parties to manage the Services; and the Governance meetings (including type, content, and frequency) to maintain a healthy and productive working relationship.

Transport and Supplier will, on the Effective Date, create and maintain a commonly-accessible secure electronic location where they will store documents, procedures, and information identified in this Exhibit 6 that both Parties require to manage their relationship, which shall be called the Governance Library.

## 2.0 CHARTER

Supplier agrees and acknowledges that it understands the Objectives set out in clause 2.2 of the Agreement.

Supplier agrees to develop together with Transport an appropriate Balanced Scorecard reporting, which supports the Objectives, and to support the management control objectives identified in the charter.

## 3.0 ORGANISATION

Starting on the Effective Date of the Agreement, Transport and Supplier will maintain in the Governance Library current organisational information, which shall consist of the following:

1. **Transport Service Management and Governance Organisation:** Includes organisation charts, description of functions performed, and contact information.
2. **Supplier Management and Delivery Organisation:** Includes organisation charts, description of functions performed, and contact information.
3. **Key Contacts – Transport:** The list of Transport contacts (with contact information), who are key users of the Services and/or who perform a liaison function in regard to the Services (by Business Unit, by geography).
4. **Key Contacts – Supplier:** The list of Supplier contacts (with contact information), who are key managers of the Services and/or who perform a liaison function in regard to the Services (by service area, by geography if needed, and so forth).
5. **Key Contacts – Third Parties:** The list of key Third Parties (such as maintenance providers, Software providers, telecom carriers, and so forth) and contact information.

COMMERCIAL-IN-CONFIDENCE

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

### **4.0 GOVERNANCE TEAM ROLES AND RESPONSIBILITIES**

#### **4.1 Transport**

##### **4.1.1 Transport Group CIO**

Transport's group CIO has responsibility for interaction with the Supplier at the highest level of the governance structure. Functions include:

1. Providing leadership and guidance to the Transport governance organisation
2. Providing liaison activities and guidance with the Transport corporate executive leadership in regard to the strategic needs of Transport
3. Staffing and managing the Transport governance organisation

##### **4.1.2 Transport General Manager, Commercial Management**

Primary Transport responsibilities for this role will include:

1. Managing the overall relationship with the Supplier
2. Providing leadership and guidance to the Transport Governance organisation
3. Working with the Supplier Account Executive and the Supplier Account Manager to progress the goals and objectives of the arrangement
4. Resolving escalated issues in accordance with the Governance escalation procedures
5. Providing liaison activities and guidance with the Supplier's corporate executive leadership in regard to the strategic needs of Transport

##### **4.1.3 Transport Commercial Manager**

The Transport Commercial Manager has primary operational responsibility for the Agreement and monitoring all Supplier deliverables and commitments.

Primary Transport Commercial Manager responsibilities will include:

1. Monitoring Supplier and Transport compliance with the obligations of the Agreement
2. Monitoring Supplier contract-level deliverable commitments
3. Tracking fulfilment of Supplier deliverables
4. Ensuring that Supplier processes are capable of being audited
5. Managing Benchmarking activities

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

6. Staffing and managing the Transport Governance organisation
7. When issues should be escalated, resolving such issues according to the Governance escalation procedures
8. Approving (or declining) all work requests that are in excess of pre-established expenditure amounts or circumstances
9. Evaluating Performance Credits and approving and/or rejecting any action plans resulting from critical service performance failures.
10. Approving, authorising, and overseeing all contract-related policies and procedures

### **4.1.4 Transport Service Integration Manager**

Primary responsibilities of this role will include:

1. Representing Transport's Service Integration function and providing guidance and arbitration of the Service Integration charter, processes, and toolset issues that may arise
2. Administering Transport's ITSM tool, including business process modelling (BPM) workflow designs, metadata and reporting configurations, and future releases/updates to the ITSM product.
3. Providing regular status on the progress made in developing unified processes and preparing Transport to move from the Current State to Future State with respect to Cross Functional Services
4. Owning the ITIL process evolution within Transport, and operating communities that span across agencies to exchange information and remove variation over time
5. Addressing issues and challenges that may arise with respect to achieving full Service Integration for Transport, and implications of this on Supplier Service delivery

### **4.1.5 Transport Transition Manager**

The Transport Transition Manager has the overall responsibility for ensuring the successful completion of Transition by closely monitoring Supplier's progress throughout the Transition phase.

Primary Transport Transition Manager responsibilities will include:

1. Approving the Transition Plan, including any contingency arrangements
2. Monitoring Supplier's obligations and managing Transport's obligations under the Transition Plan
3. Reporting progress to the Transport Commercial Manager

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

4. Escalating issues that might jeopardise the successful and timely completion of Transition milestones
5. Working closely with the Supplier Transition manager to stay on-schedule as the Transition activity progresses

### **4.1.6 Transport Cluster Member Representative**

This individual has the overall responsibility for communicating any agency-specific issues that are related to the Services with the Supplier.

Primary Transport Cluster Member Representative responsibilities will include:

1. Providing advice and counsel to Transport Cluster Members (agencies) regarding the terms and conditions of the Agreement
2. Supporting the Demand and Capacity Management processes set out in Exhibit 2.1 (Cross Functional Services) Management and performance of Demand and Capacity Management will occur at the service delivery level, but support from the Transport Cluster for these functions will include:
  - 2.1. Aggregating demand from the Cluster Members for the Services and communicating aggregated demand forecasts for resources to the Supplier and the Transport Governance team
  - 2.2. Monitoring the consumption of the Services by the Transport Cluster Members and addressing situations with the Cluster Members where the consumption of resources exceeds the capacity – including exceeding the rolling three (3) month forecast for project resources and the Supplier's ability to source additional resource capacity
3. Providing support to Transport Cluster Members in regard to questions and issues arising from the delivery of Services
4. Acting as the primary interface between the Supplier's organisation and the Transport Cluster Members
5. Ensuring that Transport's group and Cluster Member risk and compliance requirements are communicated to Supplier and that Services meet such requirements
6. Providing input to the Transport IT Architecture Manager and/or Transport Service Integration Manager on the Service Catalogue setup and maintenance process
7. Ensuring that processes to manage the relationship are adhered to, while delivering clear business value in this role as Transport Cluster member coordinator.

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

8. Providing the best alternative for the Cluster Members to achieve its objectives and ensuring that Supplier makes the best utilisation of Transport's resources

### **4.1.7 Transport IT Architecture Manager**

The Transport IT Architecture Manager serves as the liaison between the Transport architecture function and the Supplier.

Responsibilities for this role will include:

1. Communicating pending changes to the architecture to the Supplier
2. Reviewing issues or concerns from Supplier related to Service conformance with Transport's architecture
3. Reviewing and analysing Supplier Change proposals with respect to verifying that such Changes are within the boundaries of Transport's architecture

### **4.1.8 Transport Service Delivery Manager(s)**

The Transport Service Delivery Manager(s) will have the primary responsibility to monitor and support the Supplier's performance of the Services associated with each Tower within the scope of the Agreement. The Transport Service Delivery Manager(s) may also be responsible for other ITIL processes set out Exhibit 2.1 (Cross-Functional Services).

Primary Transport Service Delivery Manager(s) responsibilities will include:

1. Managing the Supplier's performance reporting, and reviewing all Service Levels and contractual commitments for the respective Tower(s)
2. Assisting both Transport and the Supplier with forecasting resource requirements in accordance with the Demand Management process and Capacity Management process set out in Exhibit 2.1 (Cross-Functional Services)
3. Participating in the Incident, Problem and Change Management process
4. Providing support to Transport and Authorised Users in accordance with the Problem Management process, including Root Cause Analysis and corrective action plans, as described in Exhibit 2.1 (Cross-Functional Services)
5. Reviewing and approving specific project plans and Change Management activities for the respective Tower(s)

### **4.1.9 Transport Head of IT Service Delivery**

The Transport Head of IT Service Delivery is responsible for the effective oversight and management of IT services to ensure that all the Services are delivered according to contracted Supplier obligations.

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

Key responsibilities will include:

1. Comparing, in cooperation with Supplier, the actual-to-targeted Service Levels
2. Reporting operation results within Transport
3. Reporting Service Level and Customer Satisfaction results within Transport
4. Assisting Supplier with the development and implementation of action plans that correct operational shortfalls, and ensure adequate testing prior to implementation of Changes to any environment, including the Live Environment
5. Participating in the Incident Management, Problem Management, and Change Management processes
6. Approving all operational Changes, either directly or by formal delegation, through the Change Advisory Board (CAB)

### **4.1.10 Transport Performance Manager**

Transport Performance Manager will have the primary operational responsibility to monitor and support the Supplier's performance of the Services associated with each Service Level Agreement.

Primary responsibilities of the Transport Performance Manager include:

1. Monitoring Supplier and Transport compliance with the obligations of the Agreement
2. Reviewing all Service Levels and contractual commitments
3. Co-ordinating the IT architectural standards of Transport and working with Transport and the Supplier to adopt standards
4. Tracking fulfilment of Supplier deliverables
5. Reviewing and approving specific project plans and Change Management activities
6. Establishing and managing the overall budget process framework in connection with the Agreement
7. Monitoring to ensure that savings objectives for the Agreement are being met
8. Reviewing financial analysis for all Supplier sponsored initiatives to ensure financial viability
9. Assisting in and supporting, as needed, the review of monthly charges to assure the accuracy of Supplier charges, Transport retained costs and pass-through expenses

**COMMERCIAL-IN-CONFIDENCE**



## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

10. Ensuring that anticipated and agreed-upon Supplier financial responsibilities are not converted to Transport retained or pass-through expenses
11. Investigating variances in forecasted expenses or usage

### **4.2 Supplier**

#### **4.2.1 Supplier Account Executive**

The Supplier Account Executive has complete authority and responsibility to deliver all Services from the Supplier to Transport.

Primary Supplier Account Executive responsibilities will include:

1. Managing the overall relationship regarding the Supplier and Transport
2. Assuring the successful transition of the Services to operational status
3. Ensuring that the Supplier fulfils all of its obligations under the Agreement
4. Working with the Transport Governance team to establish, manage, and meet commitments, requirements and expectations
5. Working with Transport executives and Transport Cluster Member Representatives to align the delivery of Services with the strategic needs of Transport. Such activities will be performed with the approval and in conjunction with the Transport Commercial Manager.
6. Informing Transport about new corporate capabilities and developments within the Supplier's organisation, and proposing ideas and solutions that will provide ongoing benefits to Transport

#### **4.2.2 Supplier Account Manager**

The Supplier Account Manager will have primary operating performance responsibility for the account and will assure that all delivery commitments and deliverables required under the Agreement are provided to Transport.

Primary Supplier Account Manager responsibilities will include:

1. Working with the Transport Commercial Manager to manage and meet commitments, requirements, and expectations
2. Ensuring that all Service Levels are met or exceeded
3. Ensuring that the Supplier's performance requirements as they relate to Transport Business requirements and Business objectives are satisfied

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

4. Assuring operational compliance with the Agreement and ensuring that the Supplier fulfils its obligations under the Agreement, including all obligations relating to deliverables, service delivery, compliance, security, audit, and the operation of robust operational risk management
5. Establishing and executing the account management disciplines, Supplier business management processes, and associated reporting
6. Ensuring prompt identification and resolution of Service delivery issues
7. Ensuring that the Supplier's performance requirements are met, as they relate to Transport strategic Business planning (Business and IT architecture, strategic options, Business assessment, and Business operating plans)
8. Staffing and leading the Supplier management team and related Supplier staff
9. Providing contract management components including:
  - 9.1. Providing all Supplier contract administration for the time-phased contractual commitments to assure fulfilment of Supplier deliverables
  - 9.2. Acting as the primary Supplier focus for implementing New Services for Transport
  - 9.3. Managing other administrative functions, including security (physical and logical), facilities, and contracts

### **4.2.3 Supplier Transition Manager**

The Supplier Transition Manager has the overall responsibility for the successful transition of the Services and applicable subcontractors to the Supplier account team whilst ensuring that Service Levels and Transport satisfaction are maintained

Primary Supplier Transition Manager responsibilities will include:

1. Establishing the account infrastructure necessary to operate the account, including finance, security, facilities, and communication
2. Developing and implementing the Service delivery plan
3. Installing all Service delivery processes, including basic service delivery according to the Agreement; including compliance, security, audit, and risk management processes, and ensuring that the Service Level reporting mechanisms are established and operational
4. Executing the approved Transition Plan, and ensuring that Supplier assumes its responsibilities as defined in the Agreement
5. As applicable, transitioning Transport's subcontractors, Assets and Third-Party Contracts seamlessly to the Supplier

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

### **4.2.4 Supplier Head of IT Service Delivery**

The Supplier Head of IT Service Delivery is responsible for the effective oversight and management of IT Service delivery from the Supplier. This individual ensures that all the Services are delivered according to contracted Supplier obligations.

Key responsibilities will include:

1. Comparing, in cooperation with Supplier, the actual-to-targeted Service Levels
2. Reporting operation results to the Transport Head of IT Service Delivery
3. Reporting Service Level and Customer Satisfaction results to Transport
4. Developing and implementing action plans that correct operational shortfalls, and ensuring adequate testing prior to implementation of Changes to any environment, including the Live Environment
5. Participating in the Incident Management, Problem Management, and Change Management processes
6. Submitting all operational Changes, either directly or by formal delegation, to the Change Advisory Board (CAB)

### **4.2.5 Supplier Service Delivery Managers**

The Supplier Service Delivery Managers will have the primary responsibility to deliver the Services associated with each Tower within the scope of the Agreement.

Primary Supplier Service Deliver Manager responsibilities will include:

1. Meeting all Service Levels and contractual commitments for the in-scope Tower(s)
2. Addressing and resolving Service delivery issues or failures
3. Providing support to Transport and Authorised Users in accordance with the Problem Management process, as described in Exhibit 2.1 (Cross Functional Services)
4. Providing all Service Level reporting to the performance management function
5. Implementing and meeting the requirements of the Transport IT Service Continuity Plans as set forth in Exhibit 2.1 (Cross Functional Services) and its Attachments.

### **4.2.6 Supplier Chief Technology Officer for Transport**

The Supplier Chief Technology Officer for Transport will be responsible for continuous review of the Services to ensure that Services provided are consistent with Transport's IT architecture, as it may change over the course of the Term.

**COMMERCIAL-IN-CONFIDENCE**

## **COMMERCIAL-IN-CONFIDENCE**

IBM-CCNGIS-Ex6-Governance Model-V1.0.docx

Primary Supplier Chief Technology Officer for Transport responsibilities will include:

1. Staying informed as to Transport's IT Architecture
2. Reviewing any changes or updates to Transport's IT architecture
3. Ensuring that Services provided are consistent and compatible in/with Transport's Architecture
4. Recommending modifications to Services to improve their cost, quality, or performance whilst conforming to Transport's architectural specifications

### **4.2.7 Supplier Performance Manager**

The Supplier Performance Manager will track and report on Supplier's performance to contract requirements during the Term. Responsibilities for this role include:

1. Submission of monthly performance statistics, either a) In a report to Transport, b) As input to a web-based portal that is accessible by Transport, or c) If using Transport's ITSM toolset, providing input to that tool (statistics and commentary) to accurately communicate service performance
2. Assisting Transport in auditing performance statistics to verify data that was included and excluded from Supplier's calculations
3. Presenting performance data and addressing performance issues in meetings with Transport
4. Managing the Service Level programme on the Supplier side, at all times being aware of what the current Service Levels are and what the expected performance levels are to such Service Levels

**COMMERCIAL-IN-CONFIDENCE**