

## **Appendix A**

### ***Appendix A: Explanation of Services Contract's Terms and Key Principles***

Item	Contents	Comments
A: PRELIMINARIES	Definitions & Interpretation, Aims & Objectives, Term, Warranties	None
B: THE SERVICES	Exclusivity & Withdrawal of the Services, The Services, Council Responsibilities & Dependencies, Performance Indicators, Equipment & Maintenance	
C: PAYMENT, TAXATION AND BEST VALUE PROVISIONS	Charges & Invoicing, VAT, Promoting Tax Compliance	
D: CONTRACT GOVERNANCE	Governance, Trust's Records & Provision of Information, Change Control, Change in Law, Contract Monitoring, Annual Review Process	
E: TRUST PERSONNEL	Staff, Employees – Generally, Safeguarding Children and Vulnerable Adults	

F: INTELLECTUAL PROPERTY, DATA AND CONFIDENTIALITY	Intellectual Property Rights, Data Protection, Confidentiality and Transparency, Freedom of Informations, Press Statements & Publicity	
G: LIABILITIES, INDEMNITIES AND INSURANCE	Liability and Indemnity, Insurance	
H: REMEDIES AND RELIEF	Relief Events, Force Majeure, Continued Performance	
I: TERMINATION AND EXIT MANAGEMENT	Terminations, Consequences of Expiry or Termination	
J: MISCELLANEOUS AND GOVERNING LAW	Complaints, LGO, Audit Rights, Assistance with Legal Proceedings and Investigations relating to the provisions of the Services, General Compliance, Prevention of Fraud & Bribery, Variation, Assignment & other Dealings, Entire Agreement, Waiver & Cumulative Remedies, Severance, Further Assurances, Relationship of the Parties, Third Party Rights, Notices, Disputes, Governing Law & Jurisdiction	
Schedules		

1	Definitions	
2	Services Specification	<p>The Council retains statutory responsibility for the children's social care functions. The CSO currently do not have service delivery plan that would enable the parties to consider the number of KPIS and PIs needed to manage and judge the level of performance.</p> <p>The Commissioner, DfE and the CSO prefer a light touch approach with a restricted number of KPIs and PIs....</p>
3	Annual Review	
4	Council Responsibilities and Dependencies	
5	Financial Mechanism	
6	Performance Framework	
7	<p>Change Control Procedure</p> <p>Appendix 1</p> <p>Part A - Change Request Form (Minor Changes)</p> <p>Part B - Confirmation Notice</p> <p>Appendix 2 - Change Request Form (Major Changes)</p>	
8	TUPE/Employment	
9	Pensions	
10	Commerically Sensitive Informaiton	<p>The CSO is entirely funded by public resources. Its budget is consists of a very large proportion of the Council's total budget. For this reason the Council has required clear transparency as</p>

		regards deployment of that funding and the operations of the CSO. Given the existence of the First, and soon to be anticipated Second Directions, and the fact that this is an innovative solution there is a legitimate public interest in the CSO and its operations.
11	DRP	
12	Conduct of Claims	
13	Assets & Third Party Contracts	
14	Exit Management	
15	Goverance	