

Contents

1	Introduction	3
	1.1 Definitions and Interpretation	3
	1.2 General Requirements	3
2	Governance Regime.....	3
	2.1 Operational Forums and Reviews	3
3	Balanced Scorecard	7

1 Introduction

1.1 Definitions and Interpretation

1.1.1 In this Schedule:

- (a) all terms that have defined meanings in the Contract have the same meaning in this Schedule as they do in the Contract;
- (b) a reference to a Clause is a reference to a Clause in the Contract; and
- (c) a reference to a paragraph is a reference to a paragraph in this Schedule.

1.1.2 In this Schedule, the following words have the following meanings:

Monthly Commercial Forum means the monthly forum which will focus on commercial matters, described in paragraph 2.1.2

Monthly Service Delivery Forum means the monthly forum which will focus on the delivery of the services, described in paragraph 2.1.1.

Quarterly Executive Forum means the quarterly forum which will focus on the ongoing relationship between TfNSW and the Operator, described in paragraph 2.1.3.

1.2 General Requirements

The Operator must:

- Provide effective governance for its own team to ensure the Contract Bus Services are delivered in accordance with the Contract;
- Ensure that the governance model used is aligned with and, where appropriate, integrated with the TfNSW business model;
- Take sole responsibility and accountability for the performance of its own subcontractors. Such subcontractors are not required to attend the governance forums; and
- Raise issues relating to the delivery of the Contract Bus Services at the Monthly Service Delivery Forums.

2 Governance Regime

2.1 Operational Forums and Reviews

There are a number of forums and reviews the Parties will utilise to manage the relationship and measure the Operator's compliance with the Contract (including its objectives). In addition to these forums and reviews, the Operator must attend ad-hoc meetings with TfNSW as required, such as specific root cause analysis reviews, project status meetings, operational meetings and informal discussions.

The Operator must also meet in a multi Operator forum, should TfNSW require.

2.1.1 Monthly Service Delivery Forum

The Monthly Services Delivery Forums will focus on the ongoing delivery of the services required under the Contract, including service management activities, KPI performance and reporting and customer satisfaction assessments.

The Monthly Services Delivery Forum will take place by the end of the third week of each month and be attended by:

TfNSW Attendees	Operator Attendees
Regional Manager (as required)	Managing Director / Chief Executive Officer / General Manager (as required)
Manager Bus Contracts (Chairperson)	Senior Manager
Senior Contracts Officer	Contract Manager or equivalent
Contracts Officer	Operations Manager

The attendees at the Monthly Services Delivery Forum will address the following, as required:

- Operator's performance in the delivery of the Contract Bus Services and other services under the Contract;
- Operator's Performance against the KPIs, in particular:
 - Monthly reporting, including emerging trends;
 - New and outstanding root cause analyses and appropriate preventative action;
 - Management of any Incidents; and
 - Post Incident reports and cure plans;
- Customer satisfaction surveys;
- Operator's handling and management of any customer complaints;
- Any issues relating to performance of the Contract Bus Services or other services under the Contract raised by TfNSW;
- Identify and approve any improvements to operational processes;
- Any breaches by the Operator, corrective actions to resolve such breaches and progress of corrective actions;
- Interactions between the Operator and other Bus Operators (if appropriate) and ways to improve those interactions;
- Disputes between the Operator and another Bus Operator that cannot be resolved by the Operator and Bus Operator;
- New Contract Bus Services or changes to Contract Bus Services;

- Lifecycle management of assets by the Operator, and tracking against end of life service plans; and
- Implementation and management of New Systems and Equipment by TfNSW and the Operator.

Reports addressing the above items must be delivered by the Operator to TfNSW at least two days prior to each Monthly Service Delivery Forum.

2.1.2 Monthly Commercial Forum

The Monthly Commercial Forums will focus on all commercial matters under the Contract. This includes Payments, Service Credits, disputes, contract negotiations and contract variations.

The Monthly Commercial Forum will take place by the end of the third week of each month and be attended by:

TfNSW Attendees	Operator Attendees
Regional Manager (Chairperson)	Senior Manager
Manager Bus Contracts	Contract Manager or equivalent
Senior Contracts Officer	Chief Financial Officer
Finance Manager (as required)	

The attendees at the Monthly Commercial Forum will address the following, as required:

- Staff issues, including changes to any of the Operator’s key personnel
- Organisational changes;
- Raise and attempt to resolve any contractual disputes, prior to issuing a Dispute Notice under the Contract. This includes:
 - review of any Contract Bus Service delivery issues and its significance for TfNSW;
 - review of any Contract issues raised by TfNSW; and
 - tabling KPI breaches and associated Service Credits;
- Raise and attempt to resolve disputes between the Operator and another Bus Operator that cannot be resolved between the Operator and the Bus Operator or through the Monthly Service Delivery Forum;
- Table and discuss proposed Service changes and other proposed amendments to the Contract;
- Assist with budget planning activities;
- Review financial summary and trending;
- Address any Payment issues, including invoicing, rate validation and billing disputes, and results of benchmarking; and

- Review and manage audit activities and outcomes.

Reports addressing the above items must be delivered by the Operator to TfNSW at least two days prior to each Monthly Commercial Forum.

2.1.3 Quarterly Executive Forum

The Quarterly Executive Forum will focus on the ongoing relationship between TfNSW and the Operator, the alignment of the Operator and the Contract to TfNSW’s business strategies and objectives, performance management, the management of escalated issues and continuing alignment to the governance requirements.

The Quarterly Executive Forum will be held within a month of the end of the relevant quarter and the attendees will be:

TfNSW Attendees	Operator Attendees
Executive Management (as required)	Managing Director or Chief Executive Officer or General Manager
Principal Manager Bus and Ferry Contracts (Chairperson)	Senior Manager or equivalent
Regional Manager	
Manager Bus Contracts	

The attendees at the Quarterly Executive Forum will address the following:

- Share achievements, completed activities and projects;
- Table and discuss overall performance feedback, including the Balanced Scorecard;
- Identify opportunities for improvement;
- Discuss any improvement initiatives identified by the Operator;
- Review of major incidents and cure plans;
- Identify and plan for the introduction of New Systems and Equipment;
- Communicate TfNSW’s strategic direction where appropriate;
- Review the effectiveness of the relationship between the Operator and TfNSW and related concerns and issues;
- Communicate organisational changes;
- Enable the Operator to communicate new technologies and service offerings;
- Develop objectives for the following quarter.

Reports addressing the above items must be delivered by the Operator to TfNSW at least two days prior to each Quarterly Executive Forum.

The Operator represents that its senior executives are committed to making the relationship with TfNSW a success.

2.1.4 Conduct of meetings

All meetings must be conducted in accordance with the following:

- TfNSW will be responsible for publishing the agenda and scheduling the meeting;
- TfNSW will record the minutes and action items from each meeting and distribute with the agenda for the next meeting;
- Action items not resolved within the agreed timeframe will be escalated as follows:
 - from the Monthly Service Delivery Forum to the Monthly Commercial Forum, or straight to the Quarterly Executive Forum if considered necessary; and
 - from the Monthly Commercial Forum to the Quarterly Executive Forum; and
- Each Party will bear its own costs for attending meetings.

3 Balanced Scorecard

At its first meeting, the Quarterly Executive Forum must agree the content of and format for a Balanced Scorecard, which will measure the Operator's performance in the following areas:

- Customer;
- Financial;
- Business process; and
- Service improvement.

The Operator must regularly measure its performance against the Balanced Scorecard and present its Balanced Scorecard results at each Quarterly Executive Forum.