

Service Provider A



001 - Relationship Management Framework

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1 Introduction

The Master Services Agreement ("MSA") for Transnet Enterprise VoIP services has been concluded. This document governs the relationship between the parties as set out and agreed to in the MSA.

As part of the deliverables, the Service Delivery Management functions and the relationship between Transnet and Service Provider A must be established and formalized. This document provides an outline of the actions, roles and responsibilities and timeframes on which the information will be documented and formalized with approval between the parties.

The Master Services Agreement and supporting schedules were reviewed to identify the requirements including meetings, documentation etc., that would be required for the relationship between Transnet and Service Provider A to be built on sound principles in support of a successful and lasting relationship.

2 Principles of Relationship Management Framework

The guiding principles, as defined in Attachment B to the MSA, are summarized below:

- The Services will be provided in a manner that enhances Transnet's ability to deliver high-quality, cost-effective services both internally within Transnet and externally to its customers with minimal interruptions in, and adverse impacts on Transnet's delivery of services.
- Service Provider A shall share Best Practices with Transnet, which will allow Transnet to improve its own business processes, including improving the efficiencies of Transnet in delivering services to its own internal and external customers.
- Service Provider A will proactively endeavor to continuously implement new, cost-effective technologies, to the extent applicable and relevant.
- Service Provider A will proactively endeavor to implement new technologies and tools as applicable and relevant to deliver the Services to Transnet in order to maintain competitiveness in the quality and scope of Services available to Transnet and to take advantage of internal and market cost efficiencies.
- Service Provider A will proactively endeavor to undertake services for Transnet as applicable and relevant to the Services where Transnet desires access to expert/specialist skills and knowledge capital to leverage Best Practices from Service Provider A
- Service Provider A will proactively endeavor to transfer skills as applicable and relevant to the Services

3 Transnet Engagement Governance

3.1 Structure

The Transnet Engagement Governance in its most comprehensive form defines the committees, workgroups and formal meetings that will be associated with Transnet. The Framework specifies the decision rights and accountability structure to measure and encourage desirable behavior between Service Provider A and Transnet.

Transnet Engagement typically takes place on an executive, strategic, tactical, and operational level. The following figure illustrates the levels of engagement and highlights the various forums, reviews and meetings that are applied.

Executive	Bi-Annual Executive Management Review	Executive Management Committee
Strategic	Bi-Annual Architecture, Trends and Innovation Architecture Innovation	Technology Planning and Innovation Committee
Tactical	Bi-Annual Quality of Service Service Delivery Financial and Contract Management	Outsource Management Meeting
Operational	Daily/Weekly Operational Meetings VoIP services Service Management Change Review Operations Projects	Service Management Meeting

4 Governance Mechanisms

The table below includes further detail defining the Governance Framework.

4.1 Executive Management Committee

Governance mechanism	Executive Management Committee
Purpose	The Executive Management Committee facilitates the overall relationship with the Transnet and establishes the foundation for a continuous process of building and maintaining a partnership.

Objective	• Address relevant high-level issues appropriate for an Executive level discussion • Ensure the alignment between Service Provider A and Transnet business requirements and priorities. • Provide a forum for executive strategy and policy review. • Review and approve the use of innovative processes to drive significant business changes • Address Services and Agreement changes that have been escalated to this level including the planning for new Services and recommendation of removal of Services. • Ensure service excellence across the portfolio of services provided. • Provide a forum for setting and reviewing future strategic plans. • Ensure that the Outsource partner is aligned to and support the Transnet's priorities.
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	• Provide a forum for reviewing the services provided to Transnet and assessing its commercial value. • Review Executive Transnet satisfaction and strengthen relationships.
Frequency	Bi-Annual
Documents	Terms of reference – TRN002 - Terms of Reference Master Services Agreement Transnet VoIP services
Meeting Owner	Transnet Chair Group CIO
Participants	The executive committee will be comprised of senior executives from each Party, including: • Transnet's Group: Chief Information Officer • Transnet Freight Rail: Chief Information Officer • Transnet Engineering: Chief Information Officer • Transnet Port Terminal: Chief Information Officer • Transnet Property: Chief Information Officer • Transnet Pipeline: Chief Information Officer • Transnet Group: General Manager Network Engineering • Transnet Group General Manager: IT Operation and Projects • Transnet Group General Manager: Innovation and digitization • Transnet Group General Manager: Enterprise Architecture& Strategy • Transnet Group: Executive Manager Office of CIO • Transnet Group Contract Manager • Service Provider A: Chief Executive Officer • Service Provider A: Chief Financial Officer/Chief Risk Officer • Service Provider A: Operations Executive (Legal) • Service Provider A: Managing Director Sales • Service Provider A: Managing Director Voice Services • Service Provider A: Client Engagement Manager • Service Provider A: National Service Delivery Manager • Service Provider A: Programme Manager • Service Provider A: Solutions Architect

4.2 Strategic Review Committee

Governance mechanism	Strategic Technology Planning and Innovation Committee
Purpose	Architecture: Governs the business domains of Transnet's architecture, to ensure value realization. Innovation: Discussing trends that may lead to opportunities to improve the IT landscape of the Transnet.
Objective	- Defining and recommending innovative improvement opportunities for more effective use of Services and how such ideas and strategies can effectively impact Services. - Enable a joint understanding of Transnet's cost structures, drivers and Service Provider A cost drivers - Through this understanding, identify opportunities for cost and service improvement, value enhancement, and innovation - Review, evaluate and recommend artefacts of architecture. To promote and ensure alignment between business processes. - Creating strategic alliance with regards to emerging service practices.
Frequency	Bi-Annual
Documents	Agenda. Minutes of Meeting. Strategic Planning.
Meeting Owner	Transnet Group Chief Information Officer
Participants	Service Provider A Solutions Architects National Service Delivery Manager Service Provider A Service Delivery Managers
Roles and Responsibilities	Transnet: - Address relevant high-level issues appropriate for a board level discussion. - Review and approve the use of innovative processes to drive significant business changes; and - Address Problems, Disputes, Incidents or Service and Agreement changes that have been escalated to this level. Service Provider A:: - The Service Provider A will provide proposed service improvements that may benefit and support the business and technology strategies and objectives of Transnet. - Service Provider A will prepare a Technology Plan that will define continuous service improvement. The improvements shall comprise both short-term and long-term plans that directly relate to Transnet's business goals and business strategies. - The Service Provider A shall provide Transnet with information regarding any newly improved or enhanced commercially available information technologies that reasonably could be expected to have a positive impact on the Services. - The Parties will meet and discuss in good faith the terms upon which such Enhanced Technology may be implemented into the Services. - The Service Provider A will provide or consult suitable qualified technology experts for the preparation of the Technology Plan.

4.3 Outsource Management Meeting

Governance mechanism	Outsource Management Meeting
Purpose	Service Delivery: Responsible for the review of Service Level performance in accordance with agreed SLAs. Financial and Contract Management: Manage contract compliance, contract changes, additions/deletions through the governance process, in alignment with financial governance. Risk Management: Record risks in risk register and jointly develop and implement approved risk mitigation strategies.
Objective	Performance Management (Service Delivery) • Defining, recommending innovation and improvement opportunities. • Addressing Problems, Disputes, Incidents, or requests for changes that have been escalated to this forum. • Report on Project Status, including Transition and Transformation activities. • Implement Executive Management Committee decisions. • establish the performance monitoring framework and approach. • Manage and report on contracted service levels through monthly service performance reviews. • Manage and report on service improvement initiatives. • Monitor and report on the implementation of service improvement actions. • Review service delivery relationships. • Review impact of new service implementation. • Resolve escalated delivery service issues. • Consolidate and review Risk Register Financial and Contract Management: • Prepare and submit invoices and billing schedule • Manage contract compliance delivery and performance. • Managing contract variations. • Ensure that financial processes are followed, in line with policies and procedures. • Attend to billing enquiries and disputes. • Manage Service Provider A penalties and service credits for non-performance. • Review and mitigate Audit findings
Frequency	Monthly
Agenda	Service Performance Financial Project Management Transnet Audit findings Risk Management (Risk register) General matters
Documents	Service Level Agreement Report Excuse Performance, Service Credit and Penalty Report

	Configuration Management Report Contract and Contract Change Management Billing Report Project Report Risk Register
Meeting Owner	Transnet Group General Manager Network Engineering
Participants	General Manager Network Engineering All GICT GM Vendor management Officer (VMO) All OD CIOs (Could be delegated to SDMs) Process Owners Service Level Manager Transnet SDM team Security (ISGR Representative) Service Provider A Programme Manager
Roles and Responsibilities	Transnet: - Addressing Problems, Disputes, Incidents or requests for changes that have been escalated to this level and shall address any Disputes raised under the Agreement in accordance with clause 62 of the Agreement - Addressing project status and forecasts and action items for each Service Tower and any Problems or difficulties experienced by the Parties in (i) delivering the Services; and/or (ii) any transition activities relating to the Services. - Adjusting plans and projects as directed by Transnet. - Providing status of planned initiatives and discussing initiatives that may impact capacity requirements. - Reviewing the executive management report. - Developing within 12 (twelve) months of the Effective Date a governance plan. - Addressing such other matters as one Party may bring to the other. - Discussing Service Provider A overall compliance with the Service Level Requirements for all Services. - Planning for new Services and recommendation of removal of Services - Reviewing Transnet's satisfaction with Service Provider A Key Employee Functions. - Reviewing the financial status of the account. - Reviewing customer satisfaction surveys and outcomes. - Performance reviews. - Audit finding and tracking of those findings. - Risk management and monitoring mitigation plans. - Compliance to Transnet ICT policies. - Inform Service Provider of any relevant Transnet policy changes. Service Provider A - Discussing the Service Provider A overall compliance with the Service Level Requirements for all Services.

	• Addressing Problems, Disputes, Incidents, or requests for changes that have been escalated to this forum including contractual variations. • Present for discussion, Excused Performance, Service Credit and Penalty Report • Reviewing the financial status of the account, confirm volumes and present CMDB • Reviewing and execution of executive management directives. • Report on Service Improvement Initiatives • Report on Projects Statuses and attend to escalations. • Addressing general matters relating to contracted services • Reviewing the financial status of the account
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4.4 Service Management Meeting

Governance mechanism	Service Management Meeting
Purpose	Service Delivery Management Meeting is responsible for the management of tasks and activities required in support of the execution of the contract and Service Level compliance.
Objective	• Discuss Service Provider A' s overall compliance with the Service Level Requirements for all Services. • Take ownership of the day-to-day operational relationships to ensure the delivery of the Services to meet the contracted Service Levels. • Identify new initiatives • Review of the financial status of the account • Review of all financial arrangements for projects and service requests • Review Problems, Disputes, Incidents and change requests; and address such other matters as one Party may bring to the other • Assess and address operational or delivery tasks and escalations on a weekly basis. • Present and review Incident Analysis Report and or Root Cause Analysis. • Discuss any risks that might threaten operational stability and mitigate the risks. • Jointly create and maintain Risk Register • Documenting changes for submission to CAB. • Reviewing Service Credits to be applied. • Approval of emergency changes that may impact on the service. • Issues and Disputes
Frequency	Weekly
Documents	Call Priority Report Excuse Performance Report Configuration Management Report Project Report Risk Register Incident Analyses Report Root Cause Analyses Reports Request for Changes (RFC)
Agenda	Performance Financial Project Management Transnet Audit findings Risk Management (Risk register) Change Requests General matters
Meeting Owner	Transnet Operational Heads Business Process Owners SDM per OD

Participants	Service Delivery Managers Technical Leads
Roles and Responsibilities	Transnet - Assessing and addressing operational or delivery issues or crises that arose during the week (or longer period as may be agreed) prior to the Service Management Team meeting as well as adherence to Performance Targets - Reviewing Root Cause Analyses of any previous issues - Jointly create and maintain Risk Register - Addressing outstanding or unresolved issues - Reviewing progress reports - Planning for future changes - Reviewing Service Provider A ' compliance with the Service Level Requirements - Reviewing all financial arrangements, including invoices submitted by Service Provider A - Reviewing Service Credits to be applied - Reviewing Problems, Disputes, Incidents and Change Requests - Addressing such other matters as one Party may bring to the other. Service Provider A:: - Service Level Agreement performance - Addressing Problems, Disputes, Incidents, or requests for changes. - Present for discussion, Excused Performance and Service Credit. - Reviewing the volumes and present CMDB - Reviewing and execution of Outsource Management Meeting directives. - Implement and track the Service Improvement Initiatives - Manage and report on Projects Statuses and attend to escalations. - Addressing general matters relating to contracted services

4.5 Change Review Meeting

Governance mechanism	Change Review Meeting
Purpose	Discuss, priorities requests and submit RFC to Change Advisory Board (CAB). Assess the impact of change requests to Transnet operations.
Objective	- Prepare, discuss, and prioritize change requests for submission to Change Advisory Board - Identify inter dependencies and prioritize approved Change requests across services. - Determine impact of proposed RFC on Transnet Operations. - Coordinate and plan future changes. - Ensure that the risk and impact of every change is managed.
Frequency	Weekly

Documents	Forward Schedule of Changes (FSC) Request for Change (RFC)
Meeting Owner	Transnet
Participants	Transnet SDMs Service Provider A SDMs Transnet Process Owners Technical Leads
Roles and Responsibilities	Transnet: 1. The Transnet Change Advisory Board (CAB) shall approve all RFCs for the Transnet environment that is submitted and determine whether they should be implemented in relation to the Services. 2. The Request for Change will include applicable charges and costs for the change in accordance with Attachment M. 3. The CAB will meet weekly. The Change Manager will provide an agenda of newly submitted items and a change in the status schedule. The purpose of this meeting will be to: • Bring all required parties together to assess the feasibility of implementing the change and provide the Change status. • To review the status of all open changes and schedule for the current and upcoming weeks. • Discuss high impact changes. • Approve or disapprove each change as well as the Change Schedule. Service Provider A • Define and maintain criteria for change types (standard, normal and emergency). • Define processes for change types, (standard, normal and emergency). • Prepare RFC and present for discussion and prioritization. • Submit approved RFC to Change Advisory Board. • Planning for future changes • Minimize the adverse effect of a change on the operational stability of the Transnet's ICT environment. • Risk management and mitigation

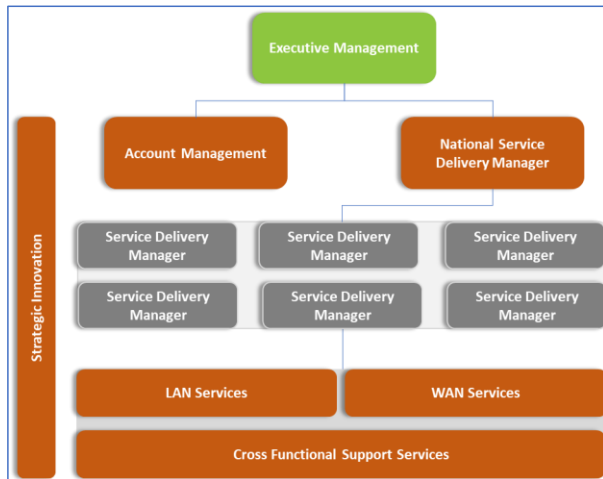
4.6 Project Delivery Review

Governance mechanism	Project Delivery Review – Steerco which included all OD representatives
Purpose	The Project Delivery Review sets, defines and ensures that Transnet's project governance is adhered to.
Objective	• Perform project management review and oversight, and provide liaison function to Transnet and all stakeholders
Frequency	Monthly
Documents	

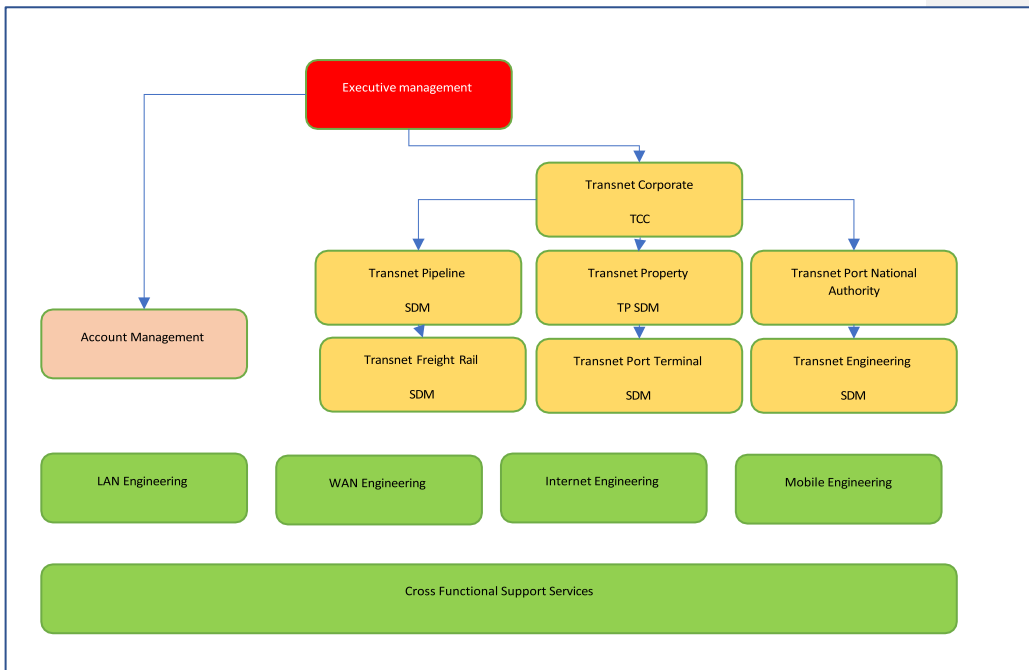
Meeting Owner	Transnet
Participants	
Roles and Responsibilities	Transnet: • Perform project management review and oversight, and provide liaison function to Transnet and all stakeholders • Provide project oversight by: - Participating in project management and governance committees - Planning meetings - Steer, guide and lead project delivery - Review project status Service Provider A: Service Provider A will align with the Transnet Project Management methodology and processes.

5 Organogram

5.1 Service Provider A Organogram



5.2 Transnet Organogram



To address all Organisational Divisions (OD):

1. Transnet National Ports Authority
 2. Transnet Freight Rail
 3. Transnet Rail Engineering
 4. Transnet Port Terminals
 5. Transnet Pipelines
 6. Transnet Property
 7. Transnet Corporate Group
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6 Relationship Management Functions

The Service Provider A engagement management team will work with Transnet's relationship management team to achieve defined goals and objectives, including:

- Determine and protect Transnet interests and reputation.
- Dedicate sufficient time and resources to make the partnership a success.
- Ensure delivery of high-quality Services to support Transnet's business needs.
- Provide the earliest possible notification of potential Service disruption or degradation and recommend procedures to minimize the impact on Transnet.
- Continuous recommendation of improvements to the functionality, creation, and delivery of the Services to the extent that Transnet business objectives would be better served by such improvements.
- Develop the business rationale and benefits of any proposed changes to Transnet.
- Obtain Transnet approval in instances where approval is required and proceed based on such approval.
- Working within the mutually agreed upon Governance structure.
- Identify Service Improvement opportunities
- Ensuring sufficient and effective communication.

6.1 Executive Management

The Executive Management Team facilitates the overall relationship with the Transnet and establishes the foundation for a continuous process of building and maintaining a partnership.

- The Executive Management Team will oversee the implementation of the objectives of the strategic partnership
- The Executive Management Team will attend to disputes and contract variations that might impact the strategic intent of the agreement.
- Direct and enable the implementation of the strategic vision of Transnet through development of the appropriate Services Portfolios and required competencies and skills.

6.2 Account Management

Account Management is focused on the Transnet relationship, contractual and financial management, as well as the overall well-being of the business relationship.

Each Party will appoint a proficient and experienced representative as its relationship manager to be the primary point of contact that will manage the Parties' relationship throughout the term of the agreement.

The functions that will be performed by the Account Management team include:

- Strategic business engagement with key business executives and stakeholders.
 - Serve as the lead point of contact for all account management matters.
 - Oversee contract implementation and contract variations.
 - Ensure the timely delivery of solutions as contracted.
 - Clearly communicate the performance to internal and external stakeholders.
 - Introduce new business opportunities through the defined and approved Transnet process.
 - Assist with operational escalations and communication with Key Stakeholders in Transnet.
 - Govern the respective Party's Service initiatives.
 - Represent Transnet and Service Provider A, respectively, to their counterparts.
 - Participate in defining directions and priorities of the respective parties.
 - Monitoring and track industry trends of new technologies to advise Transnet of potential Service Improvements.
 - Build an understanding of the value that technology offers Transnet's business operations.
 - Co-ordinate and monitor compliance with the terms and conditions of the Agreement and recommend remedial actions to resolve escalations related to non-compliance.
 - Coordinate negotiations to incorporate mutually agreed amendments to the Agreement when required.
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- Coordinate negotiations to address Service scope changes or variations of the Master Service Agreement and associated Service Schedules.

6.3 National Service Delivery Manager

The Service Provider A will appoint a National Service Delivery Manager (NSDM) for the management of the Service Provider A performance of the contracted services. The NSDM will take overall responsibility to ensure that the contracted services meet Transnet's contracted performance levels.

The responsibilities of the National Service Delivery manager will include:

- Develop and articulate a Service delivery strategy that supports Transnet's business strategies.
- Provide guidance and governance across the respective Party's Services delivery relationships.
- On-going management of contracted services to the Transnet according to Service Schedules and Service Level Agreement (SLA)
- Serve as single-point-of-contact for all Service Delivery related enquiries, escalations, and disputes.
- Articulate Service Level Agreements and operational metrics, review and discuss exceptions and trends as well as supply monthly SLA reporting.
- Manage the standardization of processes and procedures governed by Transnet defined policies.
- Review and monitor Service Provider A performance against project plans and performance improvement plans.
- Oversight of major incidents and Transnet communication.
- Identify risks and issues that will be managed in the Risk Register.
- Oversee the implementation of policies, procedures and standards related to the Services.
- Coordinate the operational governance processes between Transnet and Service Provider A
- Submission of invoices for payment.
- Prepare and submit quotations/proposals for consideration.

6.4 Service Delivery Manager

Service Provider A will appoint service delivery manager(s) and Transnet to appoint a service delivery manager as well for the delivery of the contracted Services. The primary role of the service delivery manager(s) is to take ownership of the day-to-day operational relationships to ensure the delivery of the Services to meet the contracted Service Levels.

The Service Delivery Manager will function as primary point of contact, aligned with Transnet's Operating Divisions.

The service delivery manager(s) responsibilities include:

- Manage the on-going delivery of contracted services to the Transnet in accordance with the agreed Service Level Agreements (SLA).
 - Function as the single-point-of-contact for all Transnet delivery issues and escalations.
 - Articulated Service Level Agreements and operational metrics provided in monthly Service Level Reports.
 - Manage the standardization of processes and procedures governed by defined policies to ensure consistency of service delivery.
 - Ensure the day-to-day services are delivered and that continuous improvement programs are identified and implemented to maximize optimum service delivery.
 - Supply monthly Service Level reports to Transnet, as per contracted Service Schedules.
 - Manage operational meetings with Transnet:
 - Discuss exceptions and trends
 - Review continuous service improvements implementations
 - Review any service deviations that occur, with appropriate actions
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- Manage risk register items and the status thereof
- Review of the project status report
- Prepare, present Incident Analysis Report and Root Cause Analysis and establishing the corrective actions to be taken, overseeing tracking of correction actions to completion.
- Monitoring business volumes to ensure Service Level reporting accuracy.
- Identifying and managing Service Credits, based on performance information and the Terms of the Agreement.
- Manage change control requests through the defined process.
- Resolving disputes where appropriate and taking escalation actions as necessary. Troubleshooting performance issues and resolving Problems based on an understanding of Transnet's applications, architectures, and business processes.
- Recommending changes in Service Levels where appropriate to ensure that such Service Levels properly reflect business needs, while balancing costs.

6.5 Project Management Service

The Service Provider A will provide Project Management Services aligned to Transnet Project Methodology.

The project management phases include:

- Phase 1: Project Initiation and approval
- Phase 2: Planning
- Phase 3: Analysis and Design
- Phase 4: Build and Test
- Phase 5: Implementation
- Phase 6: Closure

Transition to be applied across all project management phases

The Project Management responsibilities include:

- Track project status and manage project related issues
 - Provide Project Progress reports.
 - Manage allocated resources(s) for the duration of the project.
 - Productive guidance, efficient communication, and supervision of the project's team.
 - Manage project related risks and escalations.
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7 Relationship Co-Management Roles and Responsibilities

Table 1. Relationship and Co-Management Responsibilities

Service Category and Description	Service Entities	Roles and Responsibilities Service Provider A	Roles and Responsibilities Transnet
Strategy and Planning Review Processes to ensure the alignment between Service Provider A and Transnet business requirements and priorities.	Services Strategic Planning	- Participate in the development of Transnet strategic business plans. - Advise Transnet of any changes to the Service Provider's strategy. - Advice on new technologies and innovation in support of Transnet business objectives. - Recommend services, technologies and/or products to Transnet's IT management that add value to Transnet. - Deliver an impact analysis of the strategic plan and recommend actions to Transnet. - Develop/implement operational plans for the Services in accordance with authorized strategic IT plan, architecture, and implementation strategies. - Enable a joint understanding of Transnet's cost structures and drivers.	- Initiate annual strategic planning workshops with key stakeholders including internal and external service providers. - Provide Provider with Transnet strategic business and technology imperatives that require the Service Providers support. - Advise the Service Provider of any changes to Transnet's strategy. - Develop strategic IT plans to support Transnet strategic business plans. - Assist with developing the impact analysis of the strategic plan. - Review and approve operational plans for the Services in accordance with authorized strategic IT plan, architecture, and implementation strategies. - Provide Service Provider with insight and information relating to Transnet's cost structures and drivers.
	Advisory	- Provide Business case assistance and information, as required. - Provide solutions, expertise, and advisory services as related to the contracted Services aligned with Transnet's needs and business focus.	- Establish business criteria for all services, standards, and delivery requirements. - Review and approve all recommended services and solutions.

Service Category and Description	Service Entities	Roles and Responsibilities Service Provider A	Roles and Responsibilities Transnet
	Service Demand Management	- Assist Transnet to analyze historical, current, and future business activity to forecast demand and identify opportunities and risks in demand patterns - Participate in a joint planning session to review and prioritize projects and Services and to resolve potential conflicts - Review Transnet's current strategic plan and confirm that the Service Provider can meet broad requirements - Update annual budget forecasts to reflect changes in demand - Drive agreement about prioritizing demand management activities, achieving objectives and setting expectations across businesses and Service delivery - Approving changes to the contract (external contract or internal agreement)	- Analyze historical, current, and future business activity to forecast demand and identify opportunities and risks in demand patterns. - Develop Demand Management Report (DMR), which shall include forecasts of expected changes in Services demand. - Participate in a joint planning session to review and prioritize projects and Services and to resolve potential conflicts. - Review and, at Transnet's discretion, sign off budget changes in response to changing demand. - Continuously managing the implementation of business requirements in services from a business perspective. - Drive agreement about prioritizing demand management activities, achieving objectives and setting expectations across businesses and IT service delivery. - Initiate changes to the contract (external contract or internal agreement). - Approve DR action plans.
	Projects	Participate in joint planning sessions to review and prioritize projects.	Review and approve Projects for implementation.
Account Management (Process to ensure the right level of commitment and defined governance structures that will form the foundation of the relationship between Transnet and Service Provider A.)	Contract Management: Managing the processes of contract management and administration considering issues relating to service delivery (e.g., penalties, rewards), managing contract changes through a Service and contract Change Request Process.	Contract Register - Establish, maintain and provide a contract register for all contracts relevant to the in-scope services and provide this to the Transnet contract manager monthly. Contract Modification - Contract Management including variations.	Contract Register - Approve the contract register - Executive Committee. Contract Modification - Monitor and revise contracts as applicable and review recommended contract modifications.

Service Category and Description	Service Entities	Roles and Responsibilities Service Provider A	Roles and Responsibilities Transnet
	Relationship Management Process to ensure the right level of commitment and defined governance structures that will form the foundation of the relationship between Transnet and Service Provider A	Contracted Parties Commitment • Provide support and commitment of the Service Provider executives to the relationship. • Nominate appropriate managers (account manager, project managers, delivery manager, technical managers, etc.) for the Service Provider and manage the contract. Meeting Attendance • Participate in governance committee meetings as defined in Section 4 above. Relationship Risk Management • Participate in regular reviews of the risk exposure of the relationship and overall transaction between Transnet and Service Provider A. • Inform Transnet of any immediate risks requiring urgent attention. • Co-develop risk mitigation strategies. Dispute Resolution • Manage internal dispute escalation and resolution on behalf of the Service Provider. New Opportunities & Innovation • Introducing new business opportunities. Monitor and track industry trends and advise on potential Service Improvements.	Contracted Parties Commitment • Provide support and commitment of Transnet executives to the relationship. • Nominate appropriate managers (services manager, project managers, delivery managers) for Transnet and manage the contract. • Provide Transnet internal operating division liaison to develop business relationships. Meeting Attendance • Chair governance committee meetings as defined in Section 4 above. • Produce minutes of the meetings. Relationship Risk Management • Conduct regular reviews of the risk exposure of the relationship and overall transaction between Transnet and the Service Provider using a framework, which includes: ▪ Financial and relationship ▪ Security audit including access rights ▪ Quality of service delivery ▪ Delayed delivery service ▪ Non-performance or inability to deliver Services • Co-develop risk mitigation strategies • Maintain a risk register Dispute Resolution Manage internal dispute escalation and resolution on behalf of Transnet. New Opportunities & Innovation Manage all new technological opportunities and innovation. This will be project based and it will be monitored as such

	Financial Management Manage the financial aspects of the contract. This involves reconciling of billing and internal charge back. This also includes Processes for maintaining financial management of the contract through unnecessary cost elimination and price benchmarking against industry peers.	Invoicing and Billing • Develop, document, and maintain in the Standards and Procedures Manual Financial/Chargeback Management and Invoicing procedures as mutually agreed that meet requirements and adhere to defined policies. • Implement corrective actions for billing disparities. Assets • Manage asset transfers Funding • Assist in setting budgets in line with operating plan • Assist in monitoring and manage charging/invoicing against budgets Cost Controls • Maintain an audit trail and records of all costs incurred under the Agreement • Proactively ensure that all unnecessary costs are eliminated, and that costs are managed in an efficient manner • Participate in financial review meetings • Identify areas for potential cost savings and provide input for innovation process where appropriate Estimating • Use output from the demand management process to produce charge forecasts of, and impact on, baselines, lower and higher end of ranges (for example, range of users) Pricing • Co-develop and propose pricing structure for new Services • Agree on pricing structure for new Services	Invoicing and Billing • Define Financial/Chargeback Management and Invoicing requirements and policies • Provide the Service Provider with such information as it may reasonably request in order for it to perform charge-back. Assets • Manage asset transfers Funding • Set budgets in line with operating plan • Monitor and manage charging/invoicing against budgets • Seek sources of funding for projects or services outside the plan (budget) Cost Controls • Monitor and manage financial administration practices and procedures associated with the Agreement • Approve all cost controls Estimating • Approve charge forecasts and adjust the budget as necessary. Pricing • Co-develop and propose pricing structure for new Services. • Agree on pricing structure for new Services.
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Service Category and Description	Service Entities	Roles and Responsibilities Service Provider A	Roles and Responsibilities Transnet
		- Agree on revised pricing structures/charges because of sustained deviations against ceilings and floors. Benchmarking - Invoke benchmark process in accordance with current benchmark. - Select third-party benchmarking agent. - Provide data to third-party benchmarking agent as requested for this agent to execute his/her duties. - Review and agree output from benchmarking process. - Implement benchmark recommendations.	- Agree on revised pricing structures/charges because of sustained deviations against ceilings and floors. Benchmarking - Invoke benchmark process in accordance with current benchmark. - Select third-party benchmarking agent.
Service Delivery Management Core to managing the outsourcing relationship is measuring and reporting on the services delivered by the Service Provider. The processes include various forms of service-level reports (monthly, and quarterly), depending on the technology sector, the	Service Delivery	- Manage and coordinate all delivery aspects of the Services. - Ensure in-scope technical solutions are consistent with Transnet's business strategy and architecture.	Transnet will create an environment to allow the Service Provider to deliver duties per SLA.
	Service Level Requirement Management	- Ensure the Service Provider's understanding of and adherence to SLRs and any implementations of required changes to achieve such SLRs. - Ensure the Service Provider's performance meets business requirements.	Review and monitor the Service Provider's performance against SLRs, return-on-investment metrics, performance improvement plans and industry benchmarks.

Service Category and Description	Service Entities	Roles and Responsibilities Service Provider A	Roles and Responsibilities Transnet
criticality of services, and recent performance	Reporting	- Provide periodic written performance management reports to Transnet on SLAs and conduct periodic scheduled and ad hoc review meetings as required. - Provide a monthly report on Services consumed and any variances to plan. - Conduct a formal review and report on Root Causes Analysis of service delivery or other relationship-related matters.	Review and reconcile the Service Providers service level performance against SLR defined in the Transnet Service Towers Index service tower definitions.
	Integration Management Process that enables and manages all the parties from strategic planning to service operations ensuring seamless integration of service delivery	Service Delivery Third Party Integration - Develop Operating Level Agreements (OLAs) between Third Parties and the Service Provider if- or other Third-Party providers of Services in accordance with clause 13 of the Agreement. Governance - Coordinate and participate in operational governance processes between Transnet and the Service Provider as required.	Service Delivery Third Party Integration - Review and authorize Third Party integration strategies for in scope Services. Governance - Coordinate and participate in operational governance processes between Transnet and the Service Provider as required.
	Financial Management This involves reconciling of billing and internal charge back.	- Provide data to conduct charge back per Transnet requirements. - Provide timely and correct invoices to Transnet and/or respective Transnet Operating Divisions. - Manage assets in CMDB. - Maintain an audit trail and records of all costs incurred under the Agreement. - Implement Transnet's invoice and recharge requirements. - Identify and Manage risks and issues through agreed processes.	- Identify billing disparities and work with the Service Provider to identify corrective actions. - Define the most appropriate way to treat assets in line with corporate guidelines. - Monitor and manage financial administration practices and procedures associated with the Agreement.

Service Category and Description	Service Entities	Roles and Responsibilities Service Provider A	Roles and Responsibilities Transnet
	Human Resources (HR) Human Resource Management Services include the activities associated with the provision and adjustment of appropriate human resources, according to workloads, to perform the required Services at the required as	Skills and Staffing - Ensure that staffing and skill levels are adequate to achieve Agreement objectives. Capacity Management - Analyze the impact of any new requests made by Transnet to be implemented by the Service Provider and propose HR resources (skills and staffing) solution - Analyze the impact of enhanced SLRs (if required by Transnet) on the allocated human resources and propose solution - Recruit and provide the human resources necessary for the performance of required Services in compliance with the terms of the Agreement - Manage Service Provider Employees time off and replacement - Recommend Subcontractors for delivery of Services, if applicable Performance Monitoring - Continuously monitor the performance of all the human resources made available to Transnet to ensure that the Services comply with the SLRs - Perform Service Provider Annual Employee performance review. HR Change Management - Inform Transnet with a minimum of two weeks' notice of any potential Key Employee staffing changes and of any new Employee assignments planned for new projects and Services - Assign Service Delivery Manager(s) to support Transnet Operational Divisions, as defined in the agreement.	Skills and Staffing - Ensure that staffing and skill levels are adequate to achieve Agreement objectives Capacity Management - Proactively keep the Service Provider informed of any requirements that would potentially impact on the Service Provider's HR resource requirements - Define any constraints for the use of Subcontractors - Approve or reject recommended Subcontractors Performance Monitoring - Provide input into rating of senior staff members on Transnet account performance. HR Change Management - Communicate changes to internal Transnet Stakeholders"

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