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| Exhibit KRelationship Management ForJudicial Council of California(Judicial Council) |

This Exhibit K (Relationship Management) sets forth the roles and responsibilities of the Parties for the relationship provided under the Agreement as part of the Services. These processes and activities, as further detailed in this Exhibit K, are required to provide, and support the Judicial Council’s overall relationship with the Vendor.

## Relationship Management Overview

The Judicial Council recognizes that relationship management processes are an essential component for successful ongoing Judicial Council-Vendor relationship satisfaction. The Judicial Council requires a relationship with the Vendor based on a number of key ingredients, including:

* Mutual trust and respect
* Excellent communication between both parties
* Executive and management dedication to defined governance roles and obligations
* Well-defined objectives and service levels
* Appropriate governance structures
* Well-defined roles and responsibilities with measurable performance metrics.

The Vendor relationship, technical and operational management teams will work with the Judicial Council teams to achieve a number of Judicial Council goals and objectives, including:

* Delivery of high-quality IT services to support the Judicial Council business needs
* Continued high customer satisfaction from all technical and operational End-Users of Services
* Continuous recommendation of improvements to the functionality and delivery of Services—to the extent that the Judicial Council business objectives would be better served
* Development of the business rationale and benefits of any proposed changes and communication thereof to the team and other Judicial Council stakeholders, as appropriate
* Working within the mutually agreed upon structure regarding processes and procedures
* Assisting the Judicial Council in its planning activities as required to meet service objectives and current IT requirements and to define Judicial Council future IT requirements
* Ensuring sufficient and continued communication.

## Relationship Management Staffing and Key Roles

The Judicial Council and Vendor will each establish and maintain relationship, technical and operational management teams of senior IT and business professionals that, throughout the Agreement life cycle, will:

* Determine and protect the business interests and reputation of the Judicial Council
* Dedicate sufficient time and resources to make the relationship and IT services a success
* Support the Judicial Council strategic and tactical planning processes, including IT linkage to business objectives and technology standards and architectures
* Monitor Vendor performance metrics including contracted Service Level Requirements (SLRs).

The Judicial Council will designate certain members of Vendor staff as Vendor Key Employees. Vendor Key Employee and other role descriptions are identified and described below. Vendor will provide biographies of staff fulfilling Vendor Key Employee roles for the Judicial Council’s approval. Vendor will not replace or re-assign any of the Vendor Key Employees without the Judicial Council’s prior written consent. An authorized Judicial Council representative must approve any persons that Vendor recommends as a member of the Vendor Key Employees. To ensure consistency of service delivery and minimize personnel learning curves, Vendor agrees to minimize the amount of turnover in its staff assigned to the Judicial Council’s account.

Vendor also agrees to ensure that Vendor Key Employees will be assigned to the account for a minimum of twenty-four months from date of posting.

The following table sets forth the essential Relationship Management roles for the Vendor. The table also identifies which identified Vendor roles are Vendor Key Employees, as well as the required level of effort (expressed as a Full Time Equivalent (“FTE”)) for each role. Vendor shall assign a single, discrete individual to each of the roles in Table 1 below. For the purpose of Table 1 below, “Dedicated” shall mean that Vendor shall not assign that person to any other role or position in any other Vendor client account.

1. Vendor Relationship Management Roles, Key Employees and Level of Effort

| **Role** | **Level of Effort (FTE)** | **Dedicated** | **Resource Name** |
| --- | --- | --- | --- |
| IT Service Management (ITSM) Service Delivery Manager | 1.0 | Yes | TBD |
| Project Management Service Delivery Manager | 1.0 | Yes | TBD |
| Data Center Operations Service Delivery Manager | 1.0 | Yes | TBD |
| Data Network Management Service Delivery Manager | 1.0 | Yes | TBD |

### ITSM Service Delivery Manager (SDM)

Each Party will designate an individual (for the Judicial Council, the “Judicial Council Service Performance Manager”, and for Vendor, the “ITSM SDM”) who will be each Party’s primary contact point for all matters in relation to steady state service integration, performance, and demand management across all in scope Service Areas and Third Parties as applicable. This includes managing and coordinating all steady state Vendor resources, subcontractors and Third Parties across all of the Service Areas to ensure optimal end to end service delivery, careful and timely management of service requests, accurate and complete reporting, accurate invoicing, and comprehensive escalation and issue management. This position will ensure that the appropriate processes are followed in the delivery of the Services. Matters and issues that require cross-Service Area and cross Party communication and coordination shall be managed by this position that shall also act as the single point of contact for the Judicial Council personnel for those matters. Issues and matters relating to SLR, KPI and operational reporting will be coordinated through this position.

Vendor ITSM SDM shall at a minimum:

* Have at least 10 years’ experience in similar roles
* Be knowledgeable about the Services including the roles and responsibilities of Vendor, Vendor Agents and managed Third Parties in the delivery of end-to-end IT Services
* Be experienced at running information technology systems, networks, help desks and end user support functions of a size and scope minimally equal in size and scope to those of the Judicial Council
* Have experience with coordinating service delivery across multiple Service Areas and Third Parties in support of end-to-end IT systems
* Be the primary contact point for all matters relating to cross service area, steady state service delivery including ongoing services supply/demand alignment and performance management
* Be the primary Judicial Council contact for the ITSM Statement of Work scope of services and be vested by Vendor with all necessary authority to act for Vendor in connection with all aspects of the Services pertaining to the ITSM Statement of Work
* Lead key Contract Management Review Committee (“CMRC”) monthly and periodic events as defined in Tables 2 and 3
* Be vested by Vendor with all necessary authority to act for Vendor in connection with all aspects of the steady state Services
* Manage and coordinate the appropriate resources to ensure optimal steady state service delivery and ensure that all issues raised are resolved in accordance with the applicable defined Judicial Council procedures and Service Level Requirements
* Be otherwise acceptable to the Judicial Council.

### Project Management Service Delivery Manager (SDM)

Vendor shall designate a Project Management SDM to the Judicial Council. The Project Management SDM shall oversee and manage the Vendor’s Project Management office and overall Project Management function. The Project Management SDM Lead shall ensure that established project management standards are adhered to and consistently applied across all projects. The Project Management SDM shall oversee all the processes for Service Change Orders and Service Change Requests, ensuring that all Service Change Orders and Service Change Requests are completed according to prescribed standards and in the times prescribed by the SLRs. The Project Management SDM shall at a minimum:

* Be knowledgeable about the Judicial Council business objectives
* Be knowledgeable about established project management standards and processes in the Judicial Council environment
* Be experienced in overseeing a portfolio of projects and managing project managers to ensure projects remain on time and on budget
* Be experienced in managing and overseeing project proposals (e.g., Service Change Orders)
* Be vested by Vendor with all necessary authority to act for Vendor in connection with all aspects of the Services pertaining to the Project Management function
* Lead key CMRC monthly and periodic events as defined in Tables 2 and 3
* Review and approve all Project Management Deliverables prior to submission to the Judicial Council
* Possess a Project Management Professional (PMP) certification from the Project Management Institute (PMI)

### Service Delivery Managers

Each Party shall designate individuals (for the Judicial Council, the “Judicial Council Service Performance Manager”, and for Vendor, the “Vendor Service Delivery Manager”) for each Service Area defined in Exhibit C and for Judicial Council designated sub-service areas that shall be each Party's primary point of contact for all matters relating to that Service Area or sub-service area. Vendor Service Delivery Managers shall at a minimum:

* Be the primary contact point for all matters relating to day-to-day service delivery including ongoing services supply/demand alignment and Service Area or sub-service area performance management
* Be vested by Vendor with all necessary authority to act for Vendor in connection with all aspects of the Services pertaining to their Service Area or sub-service area
* Take ownership of the day-to-day Service Area operational relationships between Vendor information technology service delivery and the Judicial Council
* Manage and coordinate the appropriate resources to ensure optimal Service Area service delivery and ensure that all issues raised are resolved in accordance with the applicable defined Judicial Council and/or Service Area procedures and Service Level Requirements
* Be knowledgeable about the assigned Service Area or sub-service area, knowledgeable about other Vendor Service Area or sub-service area services that impact their assigned area, knowledgeable about Vendor subcontractor and Third-Party services and how all of these integrate to provide Services for the Judicial Council
* Be experienced at running information technology systems and networks of a size and scope minimally equal in size and scope to those of the Judicial Council
* Otherwise, be acceptable to the Judicial Council

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Vendor Service Delivery Managers shall be assigned for the following:

* Service Areas:
	+ - Data Center Operational Services
		- Data Network Management Services

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### Technical and Operational Vendor Key Employee Periodic Events

Vendor employees in the technical and operational roles defined above shall lead and conduct periodic report development, reviews and planning meetings with Judicial Council management in the key areas described in Table 2 below. These reviews shall be conducted during scheduled monthly Contract Management Review Committee meetings described in Section 3.1.1 below.

1. Technical and Operational Key Periodic Events

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| Standing Activity/Event | Description | Vendor Lead | Frequency |
| 1. Information Security Issues and Trends Review and Recommendations – Report and Meeting
 | Develop and provide the Judicial Council a written report and conduct presentation that identifies and addresses information security-related issues that have affected or may affect the information security of the Judicial Council environment (e.g., review of information security-related Incidents, identified threats, vulnerabilities), provide analysis and proposed action to address same, and make recommendations on how the information security of the in-scope IT environment can be improved | Data Network Management Service Delivery Manager | Quarterly |
| 1. Data Network Planned and Completed Activities - Report and Meeting
 | Develop and provide the Judicial Council a written report and conduct presentation covering Planned and Completed Activities, which identifies Data Network Service Area activities that have been completed in the previous quarter and planned activities for the subsequent quarter (e.g., changes, maintenance activities, refreshes, and projects), identify any challenges or risks and provide mitigation plans | Data Network Management Service Delivery Manager | Quarterly |
| 1. Data Network Maintenance Health Check
 | Develop and provide the Judicial Council a written report and conduct presentation on Vendor’s annual maintenance health check of the Judicial Council’s network environment (check Software currency of devices, verify optimal device configurations to maximize device / network Availability and stability), provide analysis of same, and review actions to be taken to improve | Data Network Management Service Delivery Manager | Annually |

### Additional Relationship Management Functions

The following are additional Judicial Council and Vendor relationship management functions that are essential to managing the relationship. If required, specific Vendor individuals can be assigned and added to Vendor Key Employees, specifically in the areas of:

* Financial Management
* Performance Management
* Contract Management

### Financial Management

The Judicial Council and Vendor Financial Management function monitors and manages financial administration practices and procedures associated with the Agreement ensuring that financial controls are in place and aligned with the Agreement. Financial Management function activities include:

* Acting as primary contact for all billing and financial issues
* Developing and reviewing invoices, charges, budget performance, identifying disparities and variances to plans and recommending corrective action
* Applying and reviewing fee reductions to the applicable reporting period and assisting with the identification of problem areas

### Performance Management

The Judicial Council and Vendor Performance Management function takes overall responsibility for ensuring Vendor performance meets business requirements and recommends continuation, improvement or problem resolution to ensure that business requirements are met. This function includes:

* Leading the measurement process by which Service Level Requirements are assessed
* Reviewing and monitoring performance, recommending corrective action and facilitating the development of improvement plans
* Conducting exploratory activities to determine how to raise performance levels and recommending changes in Service Level Requirements where appropriate to ensure that they properly reflect business needs, while balancing costs.

### Contract Management

The Judicial Council and Vendor Contract Management function manages the contractual relationship between the Judicial Council and Vendor. This function includes:

* Leading and facilitating contract activities from contract signing through Vendor transition and ongoing operations
* Monitoring compliance with contract terms and conditions and providing recommendations to resolve issues related to non-compliance
* Identifying and managing Vendor fee reductions and incentives, based on performance information and contract terms.

The Judicial Council and Vendor Contract Management work closely with the Judicial Council procurement and legal counsel to:

* Create, negotiate and incorporate amendments into the Agreement
* Coordinate the contract negotiations/renegotiations to accommodate scope changes or changes to business requirements.

## Governance Process

### Governance Structure

The following governance committees define the framework of the participants, the responsibilities and activities of those roles that are responsible for the administration of governance processes.

### Contract Management Review Committee

The Contract Management Review Committee (CMRC), comprised of IT management from the Judicial Council and Vendor, shall be responsible for overseeing the overall operation of the Agreement including the integration of the individual Services provided by the Vendor. Two key functions of the Contract Management Review Committee are reviewing performance results against contract requirements and planning activities associated with the Services and contract-impacting matters. Issues that cannot be resolved by this committee shall be escalated using the dispute resolution process in Article 24 of the Agreement.

The Contract Management Review Committee shall be chaired by the Judicial Council CCTC Program Manager. Its members shall include the identified Key Employees , and from the Judicial Council include the Judicial Council Service Performance Managers. Any additional temporary Vendor attendees will be agreed between the Parties in advance of the committee meetings. In addition, other Judicial Council management and technical staff will be asked to participate in committee meetings to address contract and planning related matters as required.

The Contract Management Review Committee shall meet monthly at Judicial Council facilities, or more often if required by the Judicial Council, and responsibilities shall include addressing contract management and service management processes as required including relationship management, performance management, contract management, financial management, integration management, resource management and customer satisfaction management. The CMRC shall also provide a forum for discussing any Vendor SLR performance failures. The CMRC shall also be the primary governance body for establishing points of contact and a reporting structure covering day-to-day operations and reviews of Vendor’s performance.

The following table sets forth the CMRC’s Key Periodic Reviews.

1. Contract Management Review Committee Key Periodic Reviews

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| --- | --- | --- | --- |
| Standing Review Activity/Event | Description | Vendor Lead | Frequency |
| 1. SLA Performance Review
 | Review SLA performance reporting for all Service including misses, Root Cause Analyses (“RCAs”), fee reductions, trends and escalations as well as potential SLR modifications and adjustments to Fee Reduction Weighting Factors | ITSM SDM | Monthly |
| 1. Major Incidents, Problems, Disputes, and Change Requests Review
 | Address major Incidents and RCAs, Problems, disputes, and Change Requests that have been escalated to this level | ITSM SDM | Monthly |
| 1. Financial Management Review
 | Review financial aspects of the Agreement as required, invoicing inaccuracies and discrepancies and out of scope charges requests | ITSM SDM | Monthly |
| 1. Help Desk Statistics and Trends Review
 | Review reporting on Help Desk statistics and trends in accordance with Help Desk industry common metrics (e.g., Help Desk Trouble Ticket volumes by type, Service Request volumes, Level 1 Incident Resolution trends, trends by types of End-Users) | ITSM SDM | Monthly |
| 1. Service Change Order and Service Change Request Review and Lessons Learned – Report and Meeting
 | Develop and provide the Judicial Council a written report and conduct presentation that summarizes all approved Service Change Orders by category from the previous quarter, Service Change Order and Service Change Request disposition, lessons learned and Service Change Order and Service Change Request process improvements | Project Management SDM | Quarterly |
| 1. Contract Roles, SOW, and SLR Review Meeting
 | Conduct meeting to review contract roles, SOWs, SLRs, rules of engagement and procedures in order to gauge what is working well and what areas require improvements | ITSM SDM | Annually |

The CMRC Meeting shall occur on a monthly basis during the last week of the month. The Vendor shall prepare the CMRC Report according to a jointly agreed to format and agenda. Vendor shall make available its personnel to answer questions from the Judicial Council’s personnel regarding the agenda items for such meeting.

### Steady State and Project Review Committee

The joint Steady State and Project Review Committee comprised of IT and business management from the Judicial Council and Vendor (e.g., program, project, Service Area level personnel) shall be responsible for overseeing the day-to-day operation of the steady state and project related Services.

The Steady State and Project Review Committee shall meet weekly and shall be chaired and facilitated by the Vendor ITSM SDM or his/her designee. Its members shall include Vendor Project Management SDM, project managers and Services Area technical management and staff and shall include corresponding representation from the Judicial Council.

The Steady State and Project Review Committee shall meet on a weekly basis and responsibilities shall include the following:

* Address operational and Service delivery issues
* Review steady state SLR conformance and RCAs
* Address outstanding or unresolved operational and project issues
* Review completed RCAs and approved remediation plans
* Review and develop plans for upcoming/near term changes
* Drive ITSM process implementation and compliance
* Address outstanding or unresolved issues
* Review SLR conformance on projects and RCAs
* Provide and review project Service Change Order and Service Change Request status summaries, including timelines, issues, risks, mitigation plans
* Review project forecasts (function, timing)
* Address issues impacting project delivery

In addition to the weekly joint Steady State and Project Review Committee meeting, specific Steady State and Project Review Team meetings can be called if required at the Judicial Council’s discretion for specific Service Area or Judicial Council programs to address the items listed above.

Prior to each such meeting, Vendor shall prepare a suggested agenda, with active input from the Judicial Council Service Performance Manager. While overall operational and project status reporting should be included in such meetings, the focus of each agenda and corresponding meeting shall be on areas where there are issues to be addressed, discussed and/or resolved, Service improvement discussions, Root Cause Analysis and Resolution reviews, trends analysis, and project rollout impacts rather than on areas where there are no issues (e.g., do not focus on items that are nominal or do not require any specific discussion). Vendor shall make available its management personnel to answer questions from the Judicial Council’s management personnel regarding the agenda items for such meeting.

##  Judicial Council-Vendor Communications

All formal meetings whether face to face or video or audio conferences shall:

* Be set with an agenda per above in advance and have an identified chairman and note taker. The agenda should have clear directions of location and/or medium to be used; date and timings of meeting; topic items to be covered and expected outcome for each topic; owners of each topic; and any pre-work to be undertaken by topic owners or attendees.
* Be documented with minutes by the note taker, and such minutes to include high-level summaries of key discussion points and future actions with timings and persons responsible for the actions. Minutes should be distributed to attendees, missing attendees, and any persons with actions to be taken.
* Identify the person who shall be responsible for organizing the next meeting.

## Contract Change Management

### Change Control Procedures

1. Contract Change Management Process

| **Change Control Procedures** |
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| **Activity** | **Authorization Process** |
| Initiation of Change  | No formal authorizations required but the manager of the person who wishes to initiate a Change request shall review the request before it is submitted, to ensure the request is reasonable. Such Party’s manager shall also quality assure the content of the request. |
| Evaluation of Change  | The persons nominated to handle the Change request from each of Judicial Council and Vendor should review their evaluation and recommendations with their immediate manager for approval and quality assurance. The nominated persons should together develop an agreed evaluation and recommendation document associated with the Change request, which may include differences of opinion if differences cannot be resolved between the Parties. |
| Service Change Requests | If the Change request evaluation is deemed to meet criteria of a “Service Change Request” the Judicial Council will provide approval. |
| Service Change Orders | Service Change Orders shall be subject to written Judicial Council approval. |