

Schedule 10

Liaison Procedure

1 Liaison

Liaison Committee

- 1.1 The Authority and the Service Provider shall establish and maintain throughout the Contract Period a joint liaison committee (the **Liaison Committee**), consisting of three (3) representatives of the Authority (one of whom shall be appointed Chairman) and three (3) representatives of the Service Provider which shall have the functions described below.
- 1.2 The functions of the Liaison Committee shall be:
- (a) to provide a means for the joint review of issues relating to all day to day aspects of the performance of this Agreement;
 - (b) to provide a forum for joint strategic discussion, considering actual and anticipated changes in the market and business of the Authority, and possible changes of this Agreement to reflect those changes or for the more efficient performance of this Agreement; and
 - (c) in certain circumstances, pursuant the Dispute Resolution Procedure, to provide a means of resolving disputes or disagreements between the parties amicably.
- 1.3 The role of the Liaison Committee is to make recommendations to the parties, which they may accept or reject at their complete discretion. Neither the Liaison Committee itself, nor its members acting in that capacity, shall have any authority to vary any of the provisions of this Agreement or to make any decision which is binding on the parties (save as expressly provided in the Dispute Resolution Procedure). Neither party shall rely on any act or omission of the Liaison Committee, or any member of the Liaison Committee acting in that capacity, so as to give rise to any waiver or personal bar in respect of any right, benefit or obligation of either party.
- 1.4 The parties shall appoint and remove their representatives on the Liaison Committee by written notice delivered to the other at any time. A representative on the Liaison Committee may appoint and remove an alternate (who may be another representative of that party) in the same manner. If a representative is unavailable (and the other party's representatives may rely on the alternate's statement that the representative is unavailable) his alternate shall have the same rights and powers as the representative.

Procedures and Practices

- 1.5 Subject to the provisions of this Agreement, the members of the Liaison Committee may adopt such procedures and practices for the conduct of the activities of the Liaison Committee as they consider appropriate from time to time and:
- (a) may invite to any meeting of the Liaison Committee such other persons as its members may agree; and

- (b) receive and review a report from any person agreed by its members.
- 1.6 Recommendations and other decisions of the Liaison Committee must have the affirmative vote of all those voting on the matter, which must include not less than one (1) representative of the Authority and not less than one (1) representative of the Service Provider.
- 1.7 Each member of the Liaison Committee shall have one (1) vote. The Chairman shall not have a right to a casting vote.
- 1.8 The Liaison Committee shall meet at least once each quarter (unless otherwise agreed by its members) and from time to time as necessary.
- 1.9 Any member of the Liaison Committee may convene a meeting of the Liaison Committee at any time.
- 1.10 Meetings of the Liaison Committee shall be convened on not less than ten (10) Business Days' notice (identifying the agenda items to be discussed at the meeting) provided that in emergencies a meeting may be called at any time on such notice as may be reasonable in the circumstances.
- 1.11 Where the Liaison Committee decides it is appropriate, meetings may also be held by telephone or another form of telecommunication, by which each participant can hear and speak to all other participants at the same time.
- 1.12 Minutes of all recommendations (including those made by telephone or other form of telecommunication) and meetings of the Liaison Committee shall be kept by the Service Provider and copies circulated promptly to the parties, normally within five (5) Business Days of the making of the recommendation or the holding of the meeting. A full set of minutes shall be open to inspection by either party at any time, upon request.