1. dynamic framework

**SCHEDULE 5**

**CALL-OFF PROCEDURE**

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**SCHEDULE 5**

**CALL-OFF PROCEDURE**

1. overview
	1. If the Authority or any Participating Body decides to source Services through this Framework Agreement then it shall, through a Call-Off Competition, award a Call-Off Contract in accordance with the procedure in this Schedule 5 (Call-Off Procedure) and in accordance with the Call-Off Procedure Guidance.
	2. The Authority or a Participating Body shall announce the intention to operate a Call-Off Competition through the eSourcing System.
	3. The Supplier shall be eligible to participate in any Call-Off Competition operated by the Authority or any Participating Body which covers one (1) or more of the Service Categories that the Supplier has qualified for, as set out in the Data Sheet, and within the Geographical Locations the Supplier has indicated it is able to deliver in, or would be able to deliver in, as set out in the Data Sheet provided that:
		* 1. the Supplier must have pre-qualified to all Services Categories and have registered its interest for all Geographical Locations which the Call-Off Competition covers in order to respond on its own; or
			2. if there are any Service Categories which the Call-Off Competition covers which the Supplier has not pre-qualified onto or any Geographical Locations which the Supplier has not expressed an interest in, then it must respond with one or more Key Sub-contractors or form an SPV in accordance with Paragraph 7 to be eligible to participate.
	4. Suppliers will receive notification of Call-Off Competitions via the eSourcing System in accordance with paragraph 1.11 of ITP Part A. However, it will be able to view the opportunities within such notifications as these will be made publicly available.
	5. The Authority or Participating Body reserves the right to restrict a Supplier from participating in a Call-Off Competition where the Supplier has had one or more Call-Off Contracts terminated pursuant to Clause 38.3.2 as a result of one of the circumstances set out in Schedule 7.4 (Financial Distress).
	6. The Authority or a Participating Body shall use the eSourcing System to promote any opportunities relating to grant funding that relate to probation services in accordance with Clause 6.3 of the Framework Agreement.
	7. The Parties acknowledge that from time to time the Authority or other Participating Bodies may co-commission Services by way of a Call-Off Contract under this Framework Agreement. In such circumstances the Call-Off Contract shall set out clearly the obligations of each commissioning party and be amended to reflect the co-commissioning requirements in accordance with this Call-Off Procedure.
2. Launch of Call-off Competition

**Identifying the Procurement Route**

* 1. Prior to launching a Call-Off Competition, the Authority or Participating Body shall determine which of the Procurement Routes is appropriate for the Call-Off Competition based on the complexity of the requirements.
	2. Subject to Paragraph 2.3, the intention is that the One Stage Procurement Route shall be used for most Call-Off Competitions. If the Authority or Participating Body decide, in accordance with Paragraph 2.1, that the Four Stage Procurement Route is the most appropriate, the Authority or Participating Body shall be required to justify that decision and seek approval of the Authority, as framework administrator, prior to proceeding.

**Developing the Services Description**

* 1. Following selection of the Procurement Route the Authority or Participating Body shall develop the Call-Off Services Description for the relevant Call-Off Contract.
	2. The Call-Off Services Description shall detail the Services required to be provided under the Call-Off Contract setting out the Service Category/ies and Geographical Locations within which they are required. The Call-Off Services Description shall be based on the Schedule 2.1 (Services Description) of the Framework Agreement but shall set out in more detail the specific Services required for each Service Category and in each Geographical Location for the relevant Call-Off Contract and any deviations from Schedule 2.1 (Services Description) of the Framework Agreement applicable to the Call-Off Contract.

**Launch of Call-Off Competition**

* 1. The Authority and Participating Bodies shall endeavour to provide Suppliers with visibility and transparency of upcoming intended Call-Off Competitions. Any such intention notified shall not be binding on the Authority or any Participating Body and is provided for information only. The Authority or any Participating Body shall be entitled to initiate a Call-Off Competition at any time regardless or whether it has previously issued its intention to launch a Call-Off Competition.
	2. To commence a Call-Off Competition the Authority or Participating Body shall issue a Call-Off Invitation to Tender via the eSourcing System.
	3. The Call-Off Invitation to Tender shall be based on the ITT Template set out in Annex 2, which shall be tailored in accordance with this Schedule in order to reflect the Procurement Route selected by the Authority or Participating Body (as appropriate).
	4. The Call-Off Invitation to Tender must set out the selected Procurement Route and:
		+ 1. if a One Stage Procurement Route is selected Paragraph 4 shall apply;
			2. if a Two Stage Procurement Route is selected Paragraph 5 shall apply; and
			3. if a Four Stage Procurement Route is selected Paragraph 6 shall apply.
	5. The Call-Off Invitation to Tender shall be developed by the Authority and any Participating Body in accordance with the provisions of this Schedule 5 (Call-Off Procedure). However, once issued, the Call-Off Competition shall thereafter be run exclusively in accordance with the Call-Off Invitation to Tender and any subsequent documentation issued by the Authority or Participating Body under such Call-Off Competition.
	6. All Call-Off Invitation to Tenders must include a conflict of interest requirement in accordance with Paragraph 9 of this Schedule.
	7. The Authority or Participating Body reserves the right to refresh any qualification tests for a Supplier prior to, or as part of, the Call-Off Competition as set out in Paragraph 4.17 of the ITP Part A.
1. Call-Off Contract
	1. For each Call-Off Competition, the form of Call-Off Contract that the Authority or Participating Body shall use shall be based on the Template Call-Off Contract as amended in accordance with this Paragraph 3.
	2. The Authority or Participating Body will issue a draft Call-Off Contract (the "**Draft**") with the Call-Off Competition ITT.
	3. The Draft will complete the missing elements in the template to tailor it for the relevant Call-Off Contract. In addition, the Draft shall include:
		1. where Services are to be co-commissioned in accordance with Paragraph 1.7, any amendments as may be required in order to give effect to such co-commissioning which shall include, without limitation: i) any updates to reflect the respective obligations of the co-commissioning parties; ii) updates to security, standards and data provisions to reflect two co-commissioning parties; and iii) where relevant, a bespoke Relevant Staff Transfer Schedule to reflect the two co-commissioning parties;
		2. a completed Call-Off Order Form setting out any provisions which shall apply or be disapplied for the purposes of the Call-Off Contract;
		3. a completed Tiering Matrix detailing the relevant tiering of the Call-Off Contract for the purposes of the Call-Off Competition.
		4. any other specific requirements or amendments of the Authority or Participating Body specific to the Call-Off Competition as required;
	4. Following completion of the Call-Off Competition the Authority or Participating Body shall be entitled to make such amendments to the Draft to reflect the final requirements of the Call-Off Competition and any response of the Supplier prior to the parties entering into the Call-Off Contract. However, there shall be no further amendments to the Call-Off Contract permitted by the Supplier on the basis it has accepted the form of the Template Call-Off Contract by virtue of entering into the Framework Agreement.
2. ONe stage procurement route
	1. The One Stage Procurement Route shall be used for most Call-Off Competitions under this Framework Agreement, unless an alternative Procurement Route is determined as the most appropriate in accordance with Paragraph 2.2 of this Schedule.

**Process, Supplier response and evaluation**

* 1. The One Stage Procurement Route shall operate as per the Two Stage Procurement Route save that there shall be no requirement for the Further Qualification section of the Call-Off Invitation to Tender.
	2. Notwithstanding that there is no Further Qualification stage in the One Stage Procurement Route, the Authority or the Participating Body reserves the right to request the Supplier to submit an updated economic and financial standing ("**EFS**") response.
	3. If any Supplier's EFS is deemed by the Authority or Participating Body (at its absolute discretion) to generate cause for concern in respect to the requirement being procured, the Authority or Participating Body may exclude that Supplier from the relevant Call-Off Competition.
1. Two Stage Procurement Route

**Process**

* 1. The Two Stage Procurement Route shall have the following stages:
		+ 1. Further Qualification; and
			2. Tender Response.
	2. The Further Qualification and Tender Response shall be submitted concurrently by the Supplier.

**Supplier response**

* 1. The Call-Off Invitation to Tender shall be issued by the Authority or Participating Body based on the ITT Template.
	2. The Authority or Participating Body shall provide Suppliers with 30 days to respond (from the date of the Call-Off Invitation to Tender being issued by the Authority or Participating Body) unless:
		+ 1. a shorter period (but greater than ten (10) days) is justified due to the requirements of the Call-Off Competition, in which case, such shorter period shall be clearly specified in the Call-Off Invitation to Tender;
			2. a longer period is justified given the particular complexity or requirements of the Call-Off Competition, in which case, such longer period shall be clearly specified in the Call-Off Invitation to Tender,

provided that if the response time is set at less than ten (10) days (which is the minimum under the Public Contract Regulations) such shorter period must be agreed with all Suppliers eligible to bid for the relevant Call-Off Competition prior to launch of the Call-Off Competition.

**Evaluation of Supplier's responses**

* 1. Upon receipt of the Further Qualification and the Tender Response the Authority or relevant Participating Body shall evaluate the response to the Further Qualification and if the Supplier passes this step, then the Authority shall evaluate the response to the Tender Response. For the avoidance of doubt, the Authority shall be under no obligation to evaluate the Supplier's response to the Tender Response, or provide any feedback in relation to the same, if the Supplier fails to pass the Further Qualification stage.
	2. The Further Qualification section of a Supplier's response to the Call-Off Invitation to Tender and the Tender Response section of a Supplier's response to the Call-Off Invitation to Tender shall be evaluated as set out in the Call-Off Invitation to Tender, and which shall be based on the Authority's or Participating Body's selection of evaluation approach from the options set out in Annex 1 of this Schedule and included in the Call-Off ITT accordingly.
1. Four Stage Procurement Route
	1. The Four Stage Procurement Route should be used where the complexity, value or length of the Call-Off Contract requires it, as determined by the Authority or Participating Body.

**Process**

* 1. The Four Stage Procurement Route shall have the following stages:
		+ 1. Further Qualification – which shall operate in the same manner as the Two Stage Procurement Route;
			2. Tender Response – which shall operate in the same manner as the Two Stage Procurement Route;
			3. Clarification;
			4. Best and Final Offer.
	2. As with the Two Stage Procurement Route, the Supplier shall submit the Further Qualification and Tender Response concurrently.

**Supplier response**

* 1. The Call-Off Invitation to Tender shall be issued by the Authority or Participating Body based on the ITT Template.
	2. The Authority or Participating Body shall provide Suppliers with 30 days to respond (from the date of the Call-Off Invitation to Tender being issued by the Authority or relevant Participating Body) unless a longer period is justified given the particular complexity or requirements of the Call-Off Competition in which case such longer period shall be clearly specified in the Call-Off Invitation to Tender.

**Evaluation of Supplier's responses**

* 1. Upon receipt of the Further Qualification and the Tender Response the Authority or Participating Body shall evaluate the response to the Further Qualification and if the Supplier passes this step then the Authority or Participating Body shall evaluate the response to the Tender Response. For the avoidance of doubt, the Authority or Participating Body shall be under no obligation to evaluate the Supplier's response to the Tender Response or provide any feedback in relation to the same if the Supplier fails to pass the Further Qualification stage.
	2. How the Further Qualification and Tender Response are evaluated shall be determined on the same basis as the Two Stage Procurement Route.
	3. Following evaluation of the Tender Response the Authority or Participating Body shall be entitled to shortlist Suppliers as set out in the Call-Off Competition Invitation to Tender. By default, the shortlist shall be to the top five (5) Suppliers after evaluation (provided such Suppliers meet the minimum threshold set by the Authority or Participating Body in the Call-Off Competition Invitation to Tender) but the Authority or Participating Body can vary this, provided the amendments that are made are clearly set out in the Call-Off Competition Invitation to Tender.
	4. The Authority or Participating Body (as appropriate) will notify the Supplier of the shortlist decisions via the eSourcing System. Suppliers should note there is no obligation for the Authority or Participating Body (as appropriate) to provide feedback to Suppliers on Tender Responses as part of shortlisting process.
	5. If a Supplier requires feedback, it should request this via the eSourcing System. Where feedback is requested via the eSourcing System, the Authority or Participating Body (as appropriate) will provide this within a reasonable timeframe.

**Clarification**

* 1. The Authority or Participating Body shall invite shortlisted Suppliers, as further detailed in the relevant Call-Off Competition Invitation to Tender, to a series of clarification meetings to discuss with the Suppliers elements of its Tender Response.
	2. The Authority or Participating Body (as appropriate) shall provide feedback on the Tender Response as part of the clarification meetings.

**BAFO**

* 1. Following closure of the Clarification stage by the Authority or Participating Body (as appropriate), the Suppliers who participated in Clarification shall be invited to submit a Best and Final Offer (BAFO). The Authority shall issue the BAFO which shall be based on the BAFO template set out in Appendix 7 of the ITT Template.
	2. The Supplier's response to the BAFO shall be evaluated on the same basis that the Tender Response was evaluated as further detailed in the BAFO documentation issued by the Authority or Participating Body.
1. **AWARD**
	1. The Authority or Participating Body will notify the Supplier of the outcome of the Call-Off Competition via the eSourcing System. Supplier should note there is no obligation for the Authority or Participating Body (as appropriate) to provide feedback to Suppliers on final Tender Responses as part of the contract award notification.
	2. If a Supplier requires feedback, it should request this via the eSourcing System. Where feedback is required via the eSourcing System, the Authority or Participating Body will provide this within a reasonable timeframe.
	3. Following completion of a successful Call-Off Competition and signature of a Call-Off Contract, the Authority or any Participating Body shall, within 30 days of signature:
		* 1. update the eSourcing System to include the result and a copy of the Call-Off Contract;
			2. publish a contract award notice.
	4. Solely in order to reduce the administration burden, the Authority and any Participating Body may, where appropriate based on volume, decide to publish contract award notices in accordance with Paragraph 7.3(b) above on a quarterly basis.
	5. Notwithstanding the fact that the Authority or any Participating Body has followed a Call-Off Competition, the Authority or any Participating Body shall be entitled at all times to decline to make an award for the Services at any time during or following the Call-Off Competition. Nothing in this Framework Agreement shall oblige the Authority or any Participating Body to award any Call-Off Contract to the Supplier.
2. KEY Sub-contractors and SPVs
	1. In accordance with Paragraph 1.3(b), a Supplier may respond to a Call-Off Contract either:
		1. with Key Sub-Contractors that have qualified in respect of Service Categories and/or expressed an interest in Geographical Locations which the Supplier has not; or
		2. as a consortium which ultimately forms an SPV to be the Supplier.
	2. The Supplier, its Key Sub-contractors and/or the SPV will need to comply in full with the provisions set out in the ITP in order to participate in a Call-Off Competition in accordance with Paragraph 8.1 above.
	3. The Template ITT sets out the requirements in paragraphs 1.17 to 1.21.
3. Conflict of interest
	1. Each Call-Off Competition Invitation to Tender (regardless of the selected Procurement Route) must include conflict of interest provisions in line with the ITT Template in order to prevent, identify and remedy any conflict of interest so as to avoid distortion of competition and ensure equal treatment between all economic operators.

**ANNEX 1**

**CALL-OFF COMPETITION EVALUATION APPROACHES**

1. Evaluation approaches
	1. The objective of the evaluation process is to identify the most economically advantageous tender as determined by the Authority or Participating Body.
	2. Any Further Qualification shall be evaluated in accordance with the evaluation criteria as set out in the Call-Off ITT appropriate to the Further Qualification requirements.
	3. Each Tender Response shall be assessed in respect of:
		1. Quality Criteria: the Tender Response shall be evaluated against evaluation criteria as set out in the Call-Off ITT. Some or all of the quality may be assessed against a quality threshold; and
		2. Financial Criteria: the Tender Response shall be evaluated based on the Financial Model to provide an overall evaluation price for evaluation purposes. The Call-Off ITT shall specify any applicable price range.
	4. Tender Responses that do not meet any price range or quality threshold shall be subject to exclusion from the Call-Off Competition in accordance with the Call-Off ITT.
	5. The ITT Template sets out further detail on how the Quality Criteria and Financial Criteria may be evaluated and the Authority or Participating Body shall set this out for the relevant Call-Off Contract in the Call-Off ITT.
	6. To evaluate a Supplier's Tender Response or BAFO, the Authority or Participating Body shall be entitled to select from the following evaluation approaches (and shall tailor the Call-Off Initiation to Tender from the ITT Template to reflect the selection):
		1. Price per quality point. Where a price per quality point is used it shall be calculated as the price (as determined under the financial evaluation) divided by the quality score (as determined under the technical evaluation);
		2. Lowest price conforming. The Authority or Participating Body shall award to the lowest priced bid (determined in accordance with the financial evaluation) where the quality score (determined in accordance with the technical evaluation) meets a minimum quality threshold as set out in the Call-Off Invitation to Tender and BAFO (where relevant); or
		3. Highest quality conforming. The Authority or Participating Body shall set a price range in the Call-Off Contract Invitation to Tender and BAFO (where relevant), and award to the bid obtaining the highest quality score (determined in accordance with the technical evaluation).

**ANNEX 2**

**CALL-OFF COMPETITION INVITATION TO TENDER TEMPLATE**

**ITT Template**

**[Note - See separate document provided entitled "Call-Off Competition Invitation to Tender Template (June 2020)" which shall be included here prior to signature]**

**ANNEX 3**

**TEMPLATE CALL-OFF CONTRACT**

**[Note - See separate document provided entitled "Template Call-Off Contract (June 2020)" which shall be included here prior to signature]**