



## **THAMESLINK SOUTHERN GREAT NORTHERN (TSGN)**

### **PROCUREMENT POLICY**

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## 1) Introduction & Purpose

Thameslink Southern Great Northern (“**TSGN**”) is now under Public Ownership under the Department for Transport Operator (“**DfTO**”) and retains the operation of Southern, Gatwick Express, Thameslink, Great Northern. The management of these services is detailed within the Services Agreement with the Secretary of State (“**SoS**”).

This Procurement Policy is a guide to how TSGN delivers value for money, transparency, and performance from its supply chain, whilst complying with relevant legislation, regulations, and its procurement obligations under the Services Agreement.

It defines the key principles and objectives of how TSGN procures, including any sourcing activity, supplier management activities and Oracle responsibilities, together with the associated governance for its employees.

The purpose of this Procurement Policy is to ensure that TSGN’s procurement activities:

- Comply with relevant legislation and regulations, including the Utilities Contracts Regulations 2016 (“**UCR16**”), the Procurement Act 2023 (“**PA23**”), the Freedom of Information Act 2000 (“**FOIA**”) and financial regulations as a Public Undertaking.
- Ensure compliance with the Services Agreement and deliver value for money,
- Reflect and respect safety and operational obligations and constraints,
- Are conducted in a fair, impartial, and transparent manner,
- Are executed with the highest standards of integrity, with zero tolerance of bribery, corruption, and fraud,
- Embed sustainability objectives and targets into the supply chain,
- Meet TSGN’s corporate objectives, and
- Align with other complementary TSGN and DfTO policies.

The Procurement Policy is a public document available on the TSGN websites to suppliers and prospective suppliers. It can be quoted in business performance and shareholder engagements.

The processes, procedures and resources which support the Procurement Policy are referenced within and documented separately, as are complementary policies.

## **2) Procurement Policy Scope**

The Procurement Policy applies to all TSGN procurements, including but not limited to:

- Supplies
- Services
- Property agreements
- Works
- Capital investments
- Leases
- Concession agreements.

TSGN employees have a responsibility to make informed, pragmatic purchasing decisions on behalf of TSGN. The Procurement Policy applies to all staff, whether permanent, fixed term, temporary or engaged as consultants. It also applies to third party funded schemes (see Third Party Funded Schemes).

Breaching the Procurement Policy, for example through an unauthorised or improperly vetted purchase, may lead to disciplinary action, up to and including termination of employment.

The Procurement Policy will always apply, save for exceptional circumstances which have the prior written approval of the Chief Executive Officer or the Chief Financial Officer.

The Procurement Policy will also detail Oracle financial controls and supplier management activities undertaken by the Procurement team.

## **3) Third Party Funded Schemes**

The Procurement Policy applies to third party funded schemes, which are works or services delivered on behalf of external organisations, including, for example, Network Rail, local councils, rolling stock owning companies and charities.

Third party funded schemes may include other conditions concerning how the contract is awarded. Therefore, the Head of Procurement and Contract Management should always be engaged prior to the start of a third party funded scheme and will be

responsible for ensuring that commercial risk and supply chain requirements are captured and mitigated prior to scheme approval.

#### **4) Value for Money**

In order for TSGN to ensure value for money for the SoS on behalf of the UK taxpayer, it is the duty of all TSGN employees, when procuring supplies, services, or works, placing contracts, managing contracts, or conducting transactions on behalf of TSGN, to ensure that the Procurement Policy is followed.

Value for money in a procurement can be achieved through:

- Cost savings against an existing contract and / or budget risk avoidance
- An improved and comprehensive specification
- Market research, conducted to increase supplier participation and market engagement
- Reduced total cost of ownership or Whole Life Cost (WLC)
- Market Competition
- Enhanced sustainability and innovation through the supply chain
- Improvements and standardisation to processes and / or compliance
- Better management of supplier contracts, ensuring accurate costs and invoices, and enhanced data analytics.

#### **5) Role of the Procurement team**

The role of the Procurement team is to:

- Work closely with TSGN's subject matter experts to help ensure that the supply chain is compliant with relevant legislation and regulations
- Optimise costs and deliver best value whilst mitigating risk in the supply chain
- Deliver high quality procurements to increase responsible sourcing, supplier diversity, flexibility, value, and to promote continuous improvement
- Comply with supply chain sustainability targets and safety performance
- Oversee end-to-end contract execution including supply chain performance measures, contract variation and change control.

The Procurement team is a strategic partner that enables TSGN staff to:

- Achieve value for money in their procurements
- Focus their knowledge and expertise on contract scope and operational delivery
- Identify opportunities for growth and innovation across the supply chain
- Achieve ambitious business goals.

## 6) Suppliers

TSGN's relationships with its suppliers are underpinned by fairness, transparency and honesty.

TSGN requires its suppliers to:

- Comply with the conditions of their contracts with TSGN
- Extend the principles of fairness, transparency and honesty to everyone with whom they do business, including employees, sub-contractors and other third parties, and align with TSGN's Principles of Engagement.
- Uphold and maintain ethical standards such as environmental, employment conditions, child labour, modern slavery, health and safety, social value, employee working conditions and discrimination.
- Not using their position or authority for personal gain.
- Not divulging information to unauthorised personnel.
- Not accepting hospitality which may be deemed to influence a business decision.
- Not put TSGN or its other suppliers to unreasonable or unnecessary expense or risk.

The Procurement Team will review all new supplier requests, undertake a credit assessment and request copies of the appropriate insurances to ensure suppliers working with TSGN are suitably assessed and validated in advance of approval to use.

## 7) Sustainability

TSGN is committed to supporting the safety, health, and welfare of its employees and by extension, its supply chain. TSGN acknowledges its responsibility to other persons who may be affected by its activities and aims to ensure that the implementation of its safety, health, environmental, energy and carbon policies always meet statutory and regulatory standards. Whilst dealings with suppliers may take place in cultures with different norms and values, TSGN expects its suppliers to be aligned with its core

values and will require new suppliers to confirm agreement with TSGN's "Principles of Engagement" as part of the onboarding process.

TSGN also comply with the policy for the management of safety critical suppliers. This requires any suppliers who are considered safety critical, mainly in the rolling stock and infrastructure space, to complete the Safety Critical Questionnaire before contracting with TSGN.

## **8) Copyright**

Suppliers are not permitted to use TSGN, GTR or any of the four brands names, logos, or trademarks, except where required by an applicable law or otherwise permitted by a contract. Suppliers and prospective suppliers are not permitted to use the names, logos, or trademarks of any member entity of TSGN, GTR, or to make any public announcements or disclosures in relation to the subject matter of their contract, or their dealings with TSGN, without prior written consent.

## **9) Responsibilities and Authority Limits**

### **a) Delegated Financial Authority**

TSGN employees must ensure that they operate within their delegated levels of authority. Employees are required to review and understand the Delegated Financial Authorities and work within them.

The Delegated Financial Authority lists the categories of spend which require prior approval by TSGN executive team alongside DfTO Board (where applicable). Exceptions to the authorities require the prior approval of the Chief Financial Officer.

For all procurements and third party funded schemes:

- Employees are restricted to their level of delegated authority.
- No employee without the appropriate delegated authority may commit to or approve expenditure.
- No employee may conduct any procurement activity, including making a commitment on behalf of TSGN, without the delegated authority and in accordance with this Procurement Policy.
- The employee must ensure there is sufficient funding available in the budget-holder's overall authorised budget to fulfil the contract, service, or third-party requirement before commencing a procurement.

- For services or works carried out on TSGN premises, a fully executed contract is required, and the supplier must have completed the safety critical supplier questionnaire.
- Delegated authority may be withdrawn from an employee not complying with the Procurement Policy or taking steps to circumvent the Procurement Policy.
- Unless explicit authority is provided, any contract and variation may only be signed and executed by a statutory director or the TSGN Board with appropriate delegated authority, in accordance with the Delegated Financial Authority. Any employee signing or executing contracts on behalf of TSGN without explicit authority may be subject to disciplinary action.

## **b) Valuing a Contract**

The valuation of a contract is defined within the Procurement Act 2023. For any purchase order or contract commitment, the total estimated expenditure, duration, and financial limit must be specified and approved in advance, and the procurement executed in accordance with this Procurement Policy. Calculation of a contract's value is based on Whole Life Cost and must include extension options, renewals or additional activities that may be required as part of the service or contract.

In summary:

- The valuation must not be divided into smaller amounts nor spilt up services to avoid an authority limit. Any employee carrying out this practice may be subject to disciplinary action.
- For contracts or leases with an agreed financial value, the employee should use the total value in the contract, inclusive of VAT.
- For term or open-ended contracts, the employee should use a reasonable estimate of the maximum value of the goods, services or works it could expect to pay throughout the life of the contract, and include all optional works, extensions and renewals within the valuation, inclusive of VAT.

Advice should be sought from the Procurement team if support is needed when valuing contracts and a record of how a contract was valued must be kept on file for six years.

## **c) Requisition Approval Authority Limits**

A requisition serves to confirm:

- The needs or requirements of TSGN.

- That sufficient funding is available in the budget-holder's overall authorised budget.
- Compliance with the Procurement Policy's approved Routes to Market and Thresholds (see Route to Market and Thresholds).

A requisition does not incur an obligation to procure or contract with a supplier and is an internal approval process prior to the raising of an official Purchase Order.

Where the request involves works or services on site, an executed contract must be in place, the applicable contract reference must be stated on the requisition and a safety critical supplier questionnaire must be completed.

The Procurement team is responsible for reviewing all requisitions and, where appropriate, may compete the goods, works, or services to comply with the Procurement Policy and / or any other applicable policy, standard or legislation.

The Scopes of Authority are detailed in the Delegated Financial Authority and may be updated from time to time.

#### **d) Purchase Order Approval Authority Limits**

A purchase order contractually binds TSGN and the obligation to pay for goods or services. No employee should instruct any works, services or product purchases until a Purchase Order has been fully approved, unless the request is made through a pre-approved executed contract relating specifically to that requirement.

Likewise, goods, services and works must only be supplied when a valid Purchase Order number has been issued by TSGN to the supplier.

TSGN reserves the right to refuse payment to suppliers unless a valid and complete invoice is provided which includes a reference to the applicable Purchase Order and the relevant goods, services and / or works provided.

Engineering stock authorities are incorporated into TSGN's materials asset management system. The Schedule of Authorities Guidance lists the exceptions specific to materials management.

## **10) Payments**

TSGN supports the Prompt Payment Code. Following issuance of a Purchase Order and service expectation requirements, payment will be remitted no later than the next scheduled payment run following the invoice due date or if applicable, any dates specified in the contract terms.

Invoices which do not reference a valid Purchase Order will be rejected. No employee should instruct any works, services or product purchases until a Purchase Order has been fully approved. Any employee instructing suppliers prior to a fully approved Purchase Order may be subject to disciplinary action.

## **11) Procurement Routes**

The below procurement routes are available for TSGN to approach the market for information or to procure goods, services, or works. These are:

### **a) Request for Quotation (RFQ)**

A formal process to obtain quotes from two or more suppliers to deliver a scope of work, bill of materials or specification. The quotes can be used to evaluate and procure the goods, services, or works requested.

### **b) Request for Proposal (RFP)**

This is a formal competition between two or more suppliers which follows best practice, following the principles of PA23, but is below the relevant PA23 threshold. Any RFP conducted must utilise the standard templates provided by Procurement which should be tailored specifically for each procurement. These will typically contain an appended scope, specification, pricing matrix, service level agreements (SLA) and / or key performance indicators (KPIs), programme details, and proposed terms and conditions. The RFP must also include a clearly defined and published methodology for evaluation, including weightings and scoring criteria. The evaluation weighting shall be agreed with the Procurement team.

If not conducted by the Procurement team, a copy of the final evaluation scores, along with all response documents received, should be provided to Procurement team at the conclusion of the process prior to the award of any contract, and retained for audit purposes.

### **c) Procurement Act 2023 Tender**

This is a formal competition which fully complies with the regulations of PA23 and follows one of the two defined procedures: Open and Competitive Flexible. The Procurement Team must conduct this tender and utilise a standard set of templates to ensure consistency and compliance. This will be tailored for each tender, following a fully agreed Sourcing Strategy and associated notices being published. This will typically contain a detailed scope, specification, pricing matrix, key performance indicators (KPIs), a service level agreement (SLA), programme and mobilisation details, and proposed terms and conditions. The tender must also include a clearly defined and

published methodology for tender evaluation, including weightings and scoring criteria alongside conditions for supplier participation.

The evaluation weighting will be set by the Procurement team and a copy of the final evaluation scores, along with all bid documents received will be retained by the Procurement team for up to 6 years after the conclusion of the process for audit purposes.

Further information can be found on the Procurement SharePoint page.

The PA23 regulations can be found here: [Procurement Act 2023](#)

#### **d) Frameworks**

TSGN maintains several competitively tendered frameworks which contain a list of pre-approved suppliers. Frameworks contain a blanket set of terms and conditions covering a defined scope of goods, works or services and in most cases are either PA23 or UCR16 compliant, where applicable. TSGN frameworks allow procurements either by direct call off, or a competition between three or more framework suppliers.

Each framework will have a corresponding briefing pack. This will detail the information relating to the good, services or works covered by the framework. It will also detail which suppliers are included on the framework and how to utilise the frameworks.

#### **e) Public Frameworks**

As a Public Undertaking, TSGN are also able to utilise the public sector framework agreements under Government Commercial Agency “**GCA**” previously Crown Commercial Services “**CCS**”. There are a number of options available which allow TSGN to explore additional routes to market which are compliant under PA23 and could enable a quicker turnaround to a compliant tender process. The options available under GCA include:

- Frameworks – including open and closed frameworks
- Dynamic Purchasing Systems – Online tool allowing purchase of products and services from list of pre-approved suppliers
- Dynamic Markets – Online tool providing a list of capable suppliers to award future contracts to.
- Catalogues – allows for fast purchases of repeatable catalogue items (such as IT equipment or stationary).

Please speak to the Procurement Team for more information.

## **f) Purchasing Cards**

Corporate purchasing and credit cards are issued to a limited number of colleagues in TSGN to allow the purchase of goods and services on the company's behalf in certain defined situations and without prior approval. This is managed by the Finance team however Procurement best practice must still apply. For example, the card-user must ensure that value for money is achieved, and sufficient funding is available in the budget-holder's overall authorised budget.

## **g) Direct Award**

A Direct Award is an award to a single supplier in the absence of competition. This is a route for procurements with a total estimated spend of over £10,000 which allows TSGN to secure urgent operational or safety specific needs, where tendering may not be applicable or where restrictions such as Intellectual Property Rights (IPR) may apply.

A Direct Award must have clearly documented evidence supporting this route, and may be used only in specific and special circumstances, namely:

- Extreme urgency relating to operational risk and security; or
- Emergency health, environmental or safety issues; or
- Where pre-existing intellectual property rights exist.

Direct Awards are not to be used where TSGN has failed to plan ahead for its requirements.

For Direct Award requests above the applicable PA23 threshold:

- The Procurement team must be approached prior to submitting a request,
- The rationale must adhere to the exemptions stated within Schedule 5 of PA23,
- Executive approval is required; and
- TSGN is obliged under PA23 to publish a Transparency Notice to the market before entering into a contract (please speak to the Procurement team for further advice).

To make a request for a Direct Award, a form must be completed and the requester must ensure that detailed information is provided which justifies this route. This will follow a strict review and approval process but does not guarantee approval.

## 12) Route to Market and Thresholds

<b>Estimated Spend / Contract Value (inclusive of VAT)</b>	<b>Route to Market*</b>
Below the applicable PA23 threshold	Seek advice from the Procurement team.
Above the applicable PA23 threshold	A PA23 compliant Procurement must be undertaken by the Procurement team.

\* Individual frameworks have their own defined procedures and associated spend values approved at the award stage. Please contact the Procurement team for further details.

## 13) Supplier Management

The Procurement Team ensure that any requests for new suppliers to be added to the Oracle finance system are reviewed and validated, with a final independent finance review. This ensures that the data provided has been checked by more than one person and reduces any risks to TSGN paying suppliers incorrectly.

### a) New suppliers

Anyone in the business can raise a new supplier request and is required to ensure that all applicable documentation is provided as part of the request. This includes completing a new supplier request form, including copies of the appropriate business insurances and confirmation that the supplier aligns with TSGN's Principles of Engagement.

This request is reviewed by the relevant line manager and the Procurement Team, and the Head of Procurement and Contract Management, to ensure there is not a duplication of suppliers or conflicts with existing contracts.

The Buyer in the Procurement Team will validate the documents provided, create the supplier in Oracle, and send for an independent finance check of the bank account and contact information. The supplier will then be ready for use.

### b) Supplier changes

Changes to supplier information will come via the accounts payable team. A request to make changes (i.e. to contact information, bank accounts or addresses), validated by the Financial Accounting Manager and passed to Procurement to action.

The change will be processed by the Buyer in the Procurement Team, updated in Oracle and made live for use. Bank account changes will also follow an independent finance check of the bank account before being made live for use.

### **c) Safety Critical suppliers**

If a supplier is defined as Safety Critical (usually when working on TSGN premises, especially track side, or at depots), an additional validation will be required to be completed before they can be made live for use in the Oracle finance system. This could be following a tender or the business requesting a new supplier to be set up. The supplier must complete the Safety Critical Supplier Questionnaire prior to a contract being awarded, or the supplier being allowed on TSGN sites.

## **14) Sourcing considerations**

### **a) Key Contracts and Direct Agreements**

A Key Contract is a contract as defined by the Services Agreement under Appendix 5.1.3. Key contracts are integral to the continuing operation of the railway should there be a change of operator from TSGN.

Before a procurement begins, confirmation regarding a contract's potential key contract status should be sought from the Procurement team. All key contract procurements must be delivered by the Procurement team and the DfTO must approve the new contract through a formal process before this is executed. The Procurement team can advise on this and provision for approvals will be included within the tender programme.

In addition, the DfTO requires a Direct Agreement (DA) with suppliers who hold a Key Contract. The Procurement team is responsible for managing the DA process with the DfTO.

### **b) Sourcing Strategy**

Where the value of a procurement is estimated to be more than the relevant PA23 threshold for supplies, services, or works, an approved sourcing strategy is compulsory.

Where the value of the procurement is estimated to be between £50,000 and the relevant PA23 threshold, a sourcing strategy is desirable but not essential. This will be confirmed by the Procurement team.

Aspects to be considered when developing a sourcing strategy include the following:

- The Procurement Policy

- Consideration of PA23
- Services Agreement requirements
- Value and consolidation
- The requirement, market options and risks attached to the tender
- Tender timeline including all key stages
- Provision in the event of poor performance
- Contingency planning in the event of contractor failure
- Sustainability, safety, and/or environmental aspects
- 'Make or Buy' options, or whether outsourcing is the best solution.

### c) Sourcing route

The Procurement team will firstly establish whether an existing framework or term contract is in place for the provision of the supplies, services or works required. If there is a framework or term contract then this must be used, or there must be a valid justification for not doing so, which must be documented and recorded for audit purposes.

If there is no appropriate framework or term contract and where the estimated spend is below the PA23 threshold, stakeholders should liaise with the Procurement team to identify appropriate supplier(s) this could be by:

- The use of 'RISQS' (see below).
- Directly approaching organisations.
- From personal, business or industry knowledge and experience or advice from the Procurement team.

The Procurement team should be consulted for all safety critical requirements.

For requirements over PA23 thresholds, the Procurement team will be responsible for all supplier engagement and the tender activity. The relevant stakeholders (usually contract managers and/or subject matter experts) will be responsible for developing the specification, technical questions and evaluation criteria, aligned with the business needs. The Procurement team will provide support and guidance to ensure compliance against PA23 requirements.

#### **d) Railway Industry Supplier Qualification Scheme (RISQS)**

For above threshold Rail related requirements, TSGN utilises a Dynamic Market called RISQS, the UK's Rail Industry Supplier Qualification Scheme as a method of pre-qualifying prospective bidders. RISQS provides a single common registration, qualification and audit process for suppliers shared by the UK rail industry.

- It is a PA23 compliant Dynamic Market.
- It enables suppliers to be selected through a fair, open and transparent process.
- Using RISQS ensures that suppliers have the necessary qualifications and skills to undertake various activities safely in a railway environment.

TSGN does not limit or restrict its tendering to suppliers qualified on RISQS, and a formal sourcing process under PA23 can be undertaken instead of RISQS.

#### **e) Tender Award Recommendation (TAR)**

A Tender Award Recommendation paper is required for every procurement above the relevant PA23 threshold. This will be completed by the Procurement team and submitted alongside supporting documentation for internal approval.

Where the value of the procurement is between £50,000 and the relevant PA23 threshold, upon completion of the procurement a TAR is desirable, please seek advice from the Procurement team.

The TAR should include, but not limited to:

- Details of the assessments of the tenders received and evaluations undertaken.
- Explanation of the reasons why the preferred bidder was selected, aligned to the initial Sourcing Strategy and the tender evaluation criteria.
- A firm recommendation to award the tender to the preferred bidder along with any risks or issues identified throughout the process.

Signed agreement of the TAR must include:

- Budget Holder and Contract Manager (unless they are the same)
- Finance Business Partner (FBP)
- Head of Function (unless they are the main requestor)
- Director of Function (Sponsor)

- Head of Procurement and Contract Management
- CEO / CFO / COO / CCO (dependant on the value of the tender, in line with the DFAs)

The approved tender award recommendation must be kept on file by the Procurement team for 6 years after the award date.

During the life of the contract, the contract manager and the Procurement team should continuously ensure that the contract remains aligned with the initial award and to ensure the contract remains compliant with PA23 regulations.

#### **f) Keeping Records**

Written records should be kept by all those involved in a procurement, including how decisions were taken and value for money obtained. All contracts and correspondence must be retained and made available for third party inspection for a minimum of 6 years after the completion of a contract.

### **15) Contracts**

#### **a) Contract Signing Authority**

All contracts, statements of work or other agreements binding TSGN must be reviewed by the Procurement team. Statutory Directors have the authority to sign contracts on behalf of TSGN, alongside DfTO applicable board members.

#### **b) Contract Reviews and Management**

Contract management is crucial to the performance of TSGN and its supply chain. Contract managers are required to carry out regular contract reviews; monitor and measure supplier performance; and always keep detailed records. In partnership with the relevant budget holder/requisitioner, TSGN's nominated contract manager will ensure the supplier delivers the goods or services in accordance with the contract.

A summary of roles and responsibilities for contract management are below. Where performance issues arise, the Procurement team should be contacted for support.

Role	Responsibilities
<b>Contract Manager</b>	<ul style="list-style-type: none"> <li>Works closely with the supplier and TSGN budget owner to ensure that the contract is delivered compliantly.</li> </ul>
<b>Contract Owner</b>	<ul style="list-style-type: none"> <li>Ensures that contract performance and the supplier relationship is delivering TSGN's expectations</li> <li>Provides a point of escalation for contractual issues</li> </ul>
<b>Procurement Team</b>	<ul style="list-style-type: none"> <li>Provide a source of expertise on the contract, especially commercials</li> <li>Supports the contract manager on supplier and contract performance meetings</li> <li>Provides contract management tools and templates</li> </ul>
<b>Legal</b>	<ul style="list-style-type: none"> <li>Provides a source of legal expertise as needed</li> </ul>
<b>Supplier (primary contact)</b>	<ul style="list-style-type: none"> <li>Delivers against the terms and service levels stipulated in the contract</li> </ul>

### c) Contract Change and Variation

All contract changes and variations must be captured and documented in writing and a Supplier Contract Approval Form (SCAF) must be completed by the Procurement team before any contract or variation is executed and only a statutory director or TSGN Board with the appropriate delegated financial authority, can execute a contract on behalf of TSGN.

Contract changes must be approved in accordance with delegated authority and where applicable in accordance with PA23 regulations. Contracts considered as Key Contracts or above the delegated authority limits must be dealt with directly by the Procurement team to ensure the correct governance is followed.

### 16) General Data Protection Regulation (GDPR)

TSGN and its supply chain must comply with all applicable data protection regulations. Any agreement or supplier engagement involving the processing of data, including personal data, must be clearly defined and appropriately controlled.

Procurements involving data processing must be reviewed by the Procurement team and the TSGN Data Protection Manager. They will ensure that:

- A Data Protection Impact Assessment (DPIA) is completed by the relevant Data Owner, with the Data Protection Team reviewing the DPIA once it has been finalised.
- Contractual GDPR clauses are appropriate and aligned with both regulatory requirements and the nature of the engagement.
- Contracts involving the processing of passenger personal data are submitted to the Department for Transport (DfT) for pre-approval where required. The Procurement team will provide guidance on this, and provision for such approvals will be included within the tender programme.

The business owner is required to support as required to ensure compliance.

## 17) Freedom of Information

The Secretary of State and therefore TSGN is subject to the requirements of the Freedom of Information Act (“**FOIA**”) and the Environmental Information Regulations (“**EIR**”).

Suppliers must assist and co-operate with the Secretary of State and/or TSGN to enable the SoS and/or TSGN to comply with their obligations under the Acts and will be required to:

- Transfer to TSGN any Requests for Information as soon as practicable and in any event within one working day of receiving any such Request for Information.
- Provide TSGN with a copy of all information in its possession or power in the form that TSGN or the SoS requires within three working days of TSGN’s or the SoS’s request (or within such other period specified); and
- Provide all necessary assistance as reasonably requested by TSGN or the SoS to enable the SoS and/or TSGN to respond to any Request for Information within the time for compliance set out in Section 10 of the Freedom of Information Act or Regulation 5 of the Environmental Information Regulations as applicable.

## 18) Data and Document Retention

TSGN must comply with applicable regulations and is obliged to maintain and retain data and documents in accordance with the mandated time periods stipulated in the legislation applicable to the activity.

## 19) Cyber Security

As a provider of critical infrastructure, TSGN is required to comply with the Network and Information Systems Regulations 2018 (NIS) and must proactively risk assess the cyber security of its supply chain.

TSGN complies with the DfT / National Cyber Security Centre (NCSC) Cyber Assessment Framework.

TSGN is obliged to maintain a robust understanding of its supply chain, including sub-contractors, and the risks faced by the import of goods and services. Those responsible for dealing with suppliers must consider factors such as the supplier's partnerships, competitors, nationality, and the other organisations with which they sub-contract.

For all IT sourcing activity, the Procurement team shall obtain from TSGN's Cyber Security team a set of non-functional security requirements (the "Security Requirements") against which the solution and related services shall be designed, delivered, and tested.

The Security Requirements may include, without limitation, supplier prequalification through accreditation and/or certification to the following standards (or equivalent standards agreed in writing by TSGN):

- ISO/IEC 27001
- Cyber Essentials
- Cyber Essentials +
- Payment Card Industry Digital Security Standard (PCI-DSS).

Suppliers shall be onboarded to TSGN's Third-Party Supplier Risk Assessment platform and assessed against TSGN's assessment criteria. Suppliers shall maintain complete and up-to-date documentation and evidence of compliance to support regulatory obligations and customer assurance and shall provide (at least annually) evidence of appropriate security testing and assurance activities, including as required to support compliance with Directive (NIS), as applicable.

Where specified by TSGN, the solution shall support Single Sign-On (SSO) and strong authentication mechanisms, including multi-factor authentication (MFA) and passkeys (or an equivalent password-less authentication solution agreed in writing by TSGN).

If a Supplier fails the assessment (or fails to implement any remediation plan required by TSGN within agreed timescales), the Supplier shall be deemed to present an unacceptable risk to TSGN and, at TSGN's discretion, this may result in:

- (i) services being suspended or restricted, and/or
- (ii) the procurement process being halted, and/or
- (iii) any proposed or actual contract award being withdrawn or rendered void.

## **20) Procurement Policy Exceptions**

Some exclusions apply to the Procurement Policy, where pre-authority and approval have already been secured. These exceptions are limited to:

- Existing depot lease and access agreements.
- Industry bodies and memberships.
- Existing rolling stock leases (where scope and critical spares are defined within the agreements) including contract variations and / or extensions.
- Tenancy and retail lettings.

For new requirements associated with the above exceptions, excluding Network Rail leases and access agreements, the Procurement Policy will apply.

## **21) Procurement Policy Review**

The Procurement Policy will be reviewed on an annual basis by the Head of Procurement and Contract Management. Minor changes will be updated, and significant changes will require approval by TSGN's executive team prior to publication.