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January 12, 2020

Purpose

Deloitte under the Ukraine Health Reform Support (HRS) Program, USAID Contract No. 72012118C0001, with implementing partner Palladium International LLC, are issuing a Request for Proposals for data collection service. The USAID Health Reform Support (HRS) program is conducting a Healthcare Market Forces Analysis in Ukraine, which aims to collect and analyze data on the health ecosystem including public and private actors providing healthcare services, diagnostics, medical supplies, pharmaceuticals, digital healthcare solutions, medical education as well as investors and contains five major components:

- Component I.- National health market overview and stakeholder analysis of public and private players in the health sector in Ukraine.
- Components 2.- Private sector landscape analysis in two regions of Ukraine (Zhytomyr and L'viv oblasts).
- Component 3.- A survey to characterize the public and private healthcare workforce in Zhytomyr and L'viv Oblasts.
- Component 4.- Policy brief on the introduction of co-payments for the users of public health services in Ukraine.
- Component 5.- Policy recommendations for private sector engagement in Ukraine.

The USAID Health Reform Support (HRS) is conducting a Healthcare market forces analysis in Ukraine and seeks to identify and contract a local firm (hereinafter referred to as "Contractor") to **complete data collection and analysis** for Component 1: National health market overview and stakeholder analysis of public and private players. The Contractor will be expected **to conduct the Ukrainian healthcare market overview which also includes in-depth interviews (IDIs) with market stakeholders**. The Contractor must be located in Ukraine, be familiar with the Ukrainian healthcare system, and have experience in conducting data request survey, desk reviews, and understand the governance system in Ukraine.

This study will address the lack of understanding of healthcare market in Ukraine from the national perspective and serve as the basis for more in-depth analysis under other components of the Healthcare market forces study. The health market overview and stakeholder analysis will focus on gathering information about the size, composition, resources, and capacity of the public and private health market at the national level, including the governance system that regulates market players and identify enablers as well as barriers that inhibit an efficient functioning of a mixed (public-private) health system. In addition, the stakeholder analysis of key national-level public and private players in the health sector will categorize the main players in the health system, identify key interests, their respective influence (political and economic), and supporting or inhibiting factors for the efficient functioning and organization of the health system.

The overall scope of work (SoW) under Component 1 includes three tasks: 1) developing a national healthcare market overview and stakeholder analysis of key government and private sector market players; 2) understanding government priorities, market opportunities, and key barriers for private sector engagement; 3) analyzing the overall government stewardship, certification, accreditation of private providers and facilities, including enforcement of sustained quality standards via legal analysis. HRS is seeking support of the local contractor to complete **tasks 1 and 2** as described above.

The specific objectives of the Component 1 of the study include:

- Describe the size (estimated value and volume of health services), nature, organization, finance, payments, workforce, infrastructure, equipment and capacity of the public and private health sectors (categorized by different types of health services) at the national level.
- Determine the public and private (for profit and non-for-profit) health market ability to implement and support the Program of Medical Guarantees (PMG) and complementary coverage and services.
- Identify and describe the main public and private health sector actors and organizations, their characteristics, and
- Map the main public and private health sector actors in terms of their roles and relationships in the health sector and their power and influence (political and economic) in a scale from 1-5.
- Explore key stakeholders' knowledge, beliefs, perceptions, attitudes, and cultural norms about private sector participation in the health reform process
- Explore key stakeholders' positions against or in favor of the government regulation for private providers and non-for-profit enterprises.

- Identify and categorize potentially scalable and sustainable public-private partnerships with diverse health and non-health private sector partners.

Data Analysis Period: 2016-2020

The health market overview will collect existing health market information for the five-year period from 2016-2020. The desk review will focus on current national policy documents and regulatory guidelines.

Expected results:

Following the completion of the health market overview and stakeholder analysis, policymakers will be provided with an overall understanding of health market in Ukraine, existing financing and governance structure and the main players in the health system, their roles and interaction with the focus on the private sector. The health market overview will provide in-depth market information on:

- Estimated size (volume & value) of national health market by service & type of provider.
- Health financing of the public and private sectors.
- Annual budgets and expenditures of private business operating in the health sector (insurance companies, pharmaceutical companies, private providers and suppliers, facilitators, supply chain companies, and local pharmacies).
- Annual investment in health from private sources.
- Infrastructure and capital investments (private facilities, laboratories, pharma, manufactures and equipment).
- Overall human resource capacity, annual number of graduates, domestic supply of doctors and labor force participation in the private sector.
- Regulatory system and enforcement mechanisms to ensure fair pricing, consumer protection and quality of care.
- Information systems, digital services and telemedicine.
- Distribution and supply chain systems of medicines, diagnosis and equipment.
- Service provision and volume of insurance, medical, hospital, dental, diagnosis and pharmaceutical services.

Type of Contract

Firm Fixed Price. All proposals should indicate only the total price to complete the Scope of Work.

Anticipated Contract Term

February 15, 2021 – April 30, 2021

Timeline

1.	Closing Time:	**9 am Monday, January 25, 2021**
2.	Contact Person:	Iryna Kurinna, Health Financing and Economics Technical Advisor, USAID Health Reform Support
3.	Tender Validity Period:	70 days
4.	Number of Hard Copies of Tender:	Zero. Electronic copy only.
5.	Delivery Address:	grant@hrs.net.ua Any inquiries must be in writing and directed to dedicated email above no later than 7 days prior to the closing time.

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Objective of Study

To provide an overview of the health market and sub-sectors by taking a systems approach and to describe the health sector in Ukraine. This will include estimating the size, nature, and capacity of the public and private health sectors in their ability to address priority health services. It will identify and categorize any major challenges and opportunities that exist for the private sector participation, regulatory issues and the role of private insurance in offering affordable and complementary plans beyond the Program of medical guaranties (PMG).

Data Collection

The SoW for healthcare market overview and stakeholder analysis on the national level includes conducting a desk review of available documents and published articles (national policies, strategic plans, health reform documentation, etc.) as well as conducting in-depth interviews (IDIs) with market stakeholders to gain understanding upon the objectives described above (see Table 1). The SOW also includes collecting data from open sources and data requests with follow-ups to verify the data with the requested groups of market players and statistics identified in Table 2. The final deliverable will be a report that includes description of the healthcare market from the national perspectives and all information specified in the SoW (Tables 1 & 2).

All final products (data base and report) must be provided in Ukrainian.

Table 1. Data Collection Topics, Data Sources, and Groups of Providers

Key Research Topics by Data Collection Techniques	Data Sources	Groups of providers
Task 1. Desk Review		
• Government health priorities • Provider/facility registration requirements • Health services data (volume & value) • Number of health facilities (by facility type) • Number of public & private healthcare providers (by type) • NHSU accreditation and empanelment • Major private healthcare facilities (services & diagnostics) • Number of private pharmacies/drug shops (chains vs individual pharmacies) • Major private pharmaceutical manufacturers & importers • Major private insurance agencies • Social enterprises & health technology • Public and private medical and nursing schools (supply of health professionals)	• National MOH strategic plans • Health sector reform documents • Legal & regulatory guidelines for health facility registration • Licensing guidelines • National health service of Ukraine accreditation & empanelment guidelines • Existing government databases • Internet searches (Embase, PubMed, EBSCOHost, ProQuest, Cochrane, cinahl, medline, Ukrainian databases) • Data requests	See Table 2 for additional market players

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Task 2. In-depth Interviews (IDIs)		
• Government health priorities, health financing, health sector reform, and regulatory/registration numbers	• MOH representatives • NHSU representatives • Regulatory agencies	IDIs with key government agencies
• Human resources for health; licensing/regulatory requirements/barriers; training and continuing medical education	• Professional medical & pharmaceutical associations	IDIs with largest professional associations
• Health market size growth in the private sector; perceptions on market barriers/opportunities; private health market trends (social enterprise/technology); domestic market and payment trends and opportunities for medical tourism	• Owners/managers of large & medium-size facilities, laboratories, diagnostics	IDIs with facility owners/managers
• Pharmaceutical market size and growth; perceptions on market barriers/opportunities; key health market trends (social enterprise/technology)	• Owners/managers of pharmacy chains • Pharmaceutical manufacturers/importers	IDIs with large pharmacy chain IDIs with largest pharma manufacturers/importers
• Medical and nursing schools; number of players; size (value and volume); products & services; costs; trends	• Major medical and nursing schools	IDIs with Deans of major schools
• Private IT medical solutions and digital technologies	• Private IT health companies	IDIs with IT executives
• Private health insurance market; number of players; size (value & volume); products & services, policy costs; trends (social enterprise & technology)	• Private Health Insurance Executives	IDIs with largest private health insurance companies
• Investors and donors	• European Investment Bank, EBRD, World Bank, USAID.	IDIs with development investment banks and donors

Table 2. Health market statistics by market players

Market player	Data to be collected from/on
1. Governance	Parliamentary Committee on People's Health, medical care and medical insurance Ministry of Health Oblast expert centre of the MOH Medicines and Health Products Regulatory Agency National Health Service of Ukraine
2. Health Financing	Ministry of Finance Regional Development Fund Health Insurance Regulatory Agency (Central Bank)
3. Health System Administration	Third party Administration Agencies
4. Professional Associations	Medical Associations Pharmacy Association of Ukraine Association of Medical Laboratory Technologists
5. Health Care Investors	Private Banks Hospital Investors Pharmaceuticals Development Banks

6. Labour Organizations	Labour union Doctors, Nurses, Health Care Unions
7. Health insurance	Names and number of Insurance companies, name and numbers of private insurers (employees' insurance schemes), cost of the police, entitlement, number of people privately ensured in the regions
8. Preventive Services	Providers of Information, education and counselling programmes Immunisation programmes Early disease detection programmes Healthy condition monitoring programmes Counselling services Diet and nutrition services Epidemiological surveillance and risk and disease control programmes Preparing for disaster and emergency response programmes
9. Healthcare facilities (aggregated data by category)*:	
Curative care (Inpatient curative care, Outpatient curative care, Dental outpatient curative care)	
Primary health care facility	Public: Number, scope of financing NHSU/local authorities, number of employees by categories (doctors, nurses, non-medical stuff), number of patients enrolled, list of services provided, list and annual volume of paid services, financial data (annual revenue, annual expenditures, CAPex), number of visits per month, patients by wealth category Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), number of patients enrolled (if any), list of services provided and price list, financial data (*estimated annual revenue, annual expenditures, CAPex)**, number of visits per month, patients by wealth category
Small practices, single entrepreneurship	number, scope of financing NHSU, number of employees by categories (if applicable), list of services provided, list and annual volume of paid services, financial data (annual revenue, annual expenditures), number of visits per month
Polyclinics	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of patients enrolled, list of services provided, list and annual volume of paid services, financial data (*estimated annual revenue, annual expenditures, CAPex)*, number of visits per month, patients by wealth category
Hospitals (oblast, rayon, town)	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of departments and capacity (beds), number discharged patients by departments, list of services provided, list and annual volume of paid services, financial data (annual revenue, annual expenditures, CAPex), cost per patient per department, *estimated OOP by patients per department* Private: number, scope of financing NHSU (if any), number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of departments and capacity (beds), list of services provided and prices, financial data (*annual revenue, annual expenditures, CAPex)*, number of visits per month, frequency of discharges per department
Rural ambulatories	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors, nurses, non-medical stuff), number of patients enrolled, list of services provided, list and annual volume of paid services, financial data

	(estimated annual revenue, annual expenditures, CAPex, number of visits per month) Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), list of services provided and prices, financial data *(estimated annual revenue, annual expenditures, CAPex)*, number of visits per month,
Dental clinics/units	Private: number, number of employees by categories (doctors, nurses, non-medical stuff), list of services provided and price list, financial data *(annual revenue, annual expenditures, CAPex)*, number of visits per month
Rehabilitation care (Inpatient rehabilitative care, Day rehabilitative care, Outpatient rehabilitative care, Home-based rehabilitative care)	
Rehabilitation and occupational medicine providers	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of departments and capacity (beds), number discharged patients by departments, list of services provided, list and annual volume of paid services, financial data (annual revenue, annual expenditures, CAPex), cost per patient per department, *estimated OOP by patients per department* Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), capacity and actual number of patients, list of services provided, service fee, financial data *(annual revenue, annual expenditures, CAPex)*
Trauma centers (standalone)	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of departments and capacity (beds), number discharged patients by departments, list of services provided, list and annual volume of paid services, financial data (annual revenue, annual expenditures, CAPex), cost per patient per department, *estimated OOP by patients per department* Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), capacity and actual number of patients, list of services provided, service fee, financial data *(annual revenue, annual expenditures, CAPex)*
Opticians/optometry	Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), number of patients enrolled (if any), list of services provided and price list, financial data *(annual revenue, annual expenditures, CAPex), number of visits per mo*nth
Psychiatric clinics/units	Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), capacity and actual number of patients, list of services provided, service fee, financial data *(annual revenue, annual expenditures, CAPex)*
Emergence centers and patients' transportation	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors by specialization, nurses, non-medical stuff), capacity (beds), number discharged patients, number of visits for ambulance per month, financial data (annual revenue, annual expenditures, CAPex), cost per patient per, *estimated OOP by patients per department* Private (ambulance): Names and number, number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of visits per month and price per visits, main cause of visits, average time per visit
Reproductive health centers	Private: number, number of employees by categories (doctors by specialization, nurses, non-medical stuff), list of services provided and price list, financial data *(annual revenue, annual expenditures, CAPex), number of visits* per month, patients per wealth quartile
Gynecological centers	Public: number, scope of financing NHSU/local authorities, number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of patients enrolled, list of services provided, list and annual volume of paid services,

	financial data (*annual revenue, annual expenditures, CAPex*), number of visits per month Private: number, scope of financing NHSU (if any), number of employees by categories (doctors by specialization, nurses, non-medical stuff), number of patients enrolled (if any), list of services provided and price list, financial data (*annual revenue, annual expenditures, CAPex*), number of visits per month
Long-term care	
Care homes	Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), capacity and actual number of patients, list of services provided, service fee, financial data (*annual revenue, annual expenditures, CAPex*)
Ancillary services (Laboratory services, Imaging services)	
Diagnostic centers/units	Private: number, scope of financing NHSU (if any), number of employees by categories (doctors, nurses, non-medical stuff), list of services provided and price list, financial data (*annual revenue, annual expenditures, CAPex*), number diagnostics per month per category
Laboratories	Private: network size, sales volume per year, number of employees, amount of NHSU contract id applicable
Other facilities:	
Dermato-venerology and cosmetic facilities	Private: number, number of employees by specialization, list of services provided and prices, number of patients per month
Nutrition and diet services	Private: number, number of employees by categories (doctors by specialization, nurses, non-medical stuff), list of services provided and price list, financial data *(estimated annual revenue, annual expenditures),* number of visits per month
Wellbeing clinics/sanatoriums	Public: number, number of employees by categories (doctors, nurses, non-medical stuff), specialization, list of services provided, list and annual volume of paid services, financial data (*estimated annual revenue, annual expenditures, CAPex*), number of visits per month with duration of stay Private: Names and number, number of employees by categories (doctors by specialization, nurses, non-medical stuff), list of services provided and price list, financial data (*estimated annual revenue, annual expenditures),* number of visits per month
Non-traditional medicine centers	Private: number, number of employees by categories (doctors, nurses, non-medical stuff), list of services provided and price list, financial data (*estimated annual revenue, annual expenditures),* number of visits per month
10. Pharmacies	Public: network size, retail sales volume per year, number of employees, salaries level, share of prescribed medicine, scope of financing via Affordable medicine program, 5 most popular medicine Private: numbers (network size), retail sales volume per year, number of employees, salaries level, scope of financing via Affordable medicine program, 5 most popular medicine
11. Public health facilities	Public: number, number of employees by specialization, list of services provided, list and annual volume of paid services, financial data (annual revenue, annual expenditures, CAPex)
12. Pharma producers and suppliers (retail and wholesale)	Public and Private: number, number of employees and salaries, annual revenue and expenditures, sales volumes, CAPEX
13. Medical goods (devices, equipment, and hospital supplies) manufacturers and suppliers (retail and whole sale	Public and Private: number, specialization, number of employees and salaries, annual revenue and expenditures, sales volumes, CAPEX
14. Biomedical engineering companies	number, specialization, number of employees and salaries, annual budget

15. Biotechnology companies	number, specialization, number of employees and salaries and salaries, annual budget
16. Medical research and development institutions	Names and number, specialization, number of employees and salaries, annual budget
17. Med tech companies and HIS developers	Names and number, specialization, number of employees, annual revenue and expenditures
18. Medical education and teaching institutions	Public and Private: Names and number, specialization, number of employees and salaries, number of students (budget/contract by specialization), annual budget, number of graduates in 2019
19. Medical training providers	Names and number, specialization, number of employees, annual revenue and expenditures/budget, number of people trained per month
20. Digital Technologies and IT solutions	Providers of IT solutions, Health Information Systems, Electronical Medical Records, Claims Processing
21. Online services and Telemedicine	Private: Names and number, number of employees by categories (doctors, nurses, non-medical stuff), number of online consultations provided, financial data (*estimated annual revenue, annual expenditures, source of financing*)
22. Counseling and treatment of substance abuse	Private: names and number, specialization, list of services provided and prices, number of patients,
23. Donors and charity organizations	Private: names and number, specialization, scope of financing

*data for public facilities will be collected from previous research, NHSU dashboards and/or by request forms
** *in italic* - where possible

Implementation Arrangement

HRS will provide guidance on data collection, database format and data requirements, key stakeholders, focus of IDIs, and structure of the final report. HRS will also engage with the Contractor on data requests and possible participation in IDIs. It will be the responsibility of the Contractor to directly contact the government institution and/or other market players to receive necessary information and set up interviews. In addition, the Contractor is responsible for covering all its operational expenses associated with data collection and systematization. All data and material generated will be the property of Deloitte/Palladium and HRS, and all data collected and aggregated will be transferred to Deloitte/Palladium before payment is completed.

#	Activities	Anticipated Outputs	Deadline
Task 1: Finalizing SoW and Preparation			
1a	Finalize the scope of work and discuss recommendation on categories of the market players and market statistics	Meeting minutes	February 20, 2021
1b	Finalize IDI interview guides and list of key stakeholders	IDI guides and list of stakeholders to be interview from government and private sector	February 28, 2021
1c	Finalize and approve with the HRS the structure of the database and data collection	Structure of the database	February 20, 2021
1b	Develop proposed outline for report	Approved outline of the final report	February 30, 2021
Task 2: Desk review, IDIs and completion of the database			
2a	Conduct all data collection and analysis according to finalized SoW submitted by the Contractor and approved by HRS	First version of database in Excel	March 15, 2021
2b	Complete IDIs according to the SoW and questions submitted by the Contractor and approved by HRS	Final schedule of completed interviews and list of interviewees	March 15, 2021
2c	Provide initial analysis of IDIs according to SOW and questions	Briefing to HRS team with key results	March 30, 2021

2d	Provide bi-weekly status updates on work progress to HRS and hold brief conference calls when requested by HRS	Weekly updates in writing/zoom	February, 2021 March, 2021 April, 2021
2e	Provide draft report on healthcare market overview and database	Draft of the final report and database	April 15, 2021
Task 3: Submission of the final products			
3a	Conduct appropriate data cleaning and data processing to submit a final and complete database to HRS	Final and completed dataset in Excel	April 30, 2021
3b	Provide a final report on healthcare market overview with basic analytic and visualization (charts and graphs), including analysis and takeaways form IDIs with market stakeholders	Final report on healthcare market overview	April 30, 2021

EVALUATION AND AWARD PROCESS

The committee will evaluate applications according the following technical and cost criteria:

Evaluation Criteria	Points
Consultant/Staff experience/Staff plan	30 points
Experience in conducting market reviews/IDIs/Timeline	35 points
Organizational experience and references	10 points
Lowest feasible cost	25 points
TOTAL POINTS	100 points

Minimum Criteria to be met:
- Contractor must have previous experience conducting market desk reviews, analysis of market data and IDIs
- Contractor must have ability to collect data from by data requests from different stakeholders and follow-up to verify the data when needed
- Conductor must have experience in conduction contextual analysis of data
- Contractor must have necessary means (computer and relevant software) to conduct electronic data collection and process data requests

Deloitte will select based on the lowest price technically acceptable proposal and reserves the right to award under this solicitation without further negotiations. The offerors are encouraged to offer their best terms and prices with the original submission.

INSTRUCTIONS TO THE OFFERORS

The following items are required to be submitted as part of the proposal:

Cover page of the application should only include the title of this solicitation and the following:

- Submission date
- Institution name
- Address
- Name of primary contact at institution
- Phone number for primary contact
- E-mail for primary contact

Main application should be limited to 6 pages and should cover the following:

- Background to the institution, staffing, and relevant experience (no more than one page)
- Proposed approach for desk review and data collection, including process for successful data collection in the data and information requirements described above, such as the number of interviewers, interviewer training approaches, data

collection techniques, as well as management of the process of data collection, and database and information request management

- Past projects exhibiting the firm's capacity to implement similar type and scale of data collection (no more than one page)
- Key staff proposed for the activity, including overall supervisor (no more than one page)

Annexes

- In addition to the 6-page main application, the firm should submit a proposed timeline in the form of a Gantt chart of this contract scope of work (one page maximum)
- Proposed budget with detailed unit costs for all activities, including labour
- Evidence of Contractor Responsibility: Overview of Financial Resources, Licensing, Bank Guarantees, Credit History etc
- Past Performance Information and Reference Information (Contact/Program Name etc)
- Signed Certifications: Terrorism, Anti-Kick Back, Debarment, Foreign Corrupt Practices Act
- General Data Protection Regulation (Regulation (EU) 2016/679) (see below on Data Protection)

Any contract/purchase order resulting from this solicitation must be signed by both parties in order to be considered valid and in force. All costs associated with, but not limited to, production, preparation and/or delivery of goods or services, including deliveries, accepted by Deloitte staff, without a fully executed (signed by both parties) contract/purchase order, are at the vendor's risk only. Deloitte shall not pay for any costs, without limitation, associated with production, preparation or delivery of goods and/or services under this or any other contract/purchase order, which has not been signed by both parties.

If your proposal is successful, you will be required to enter into the Company's standard contract for the types of goods or services being provided. In the provision of the Goods and Services, you will be required to comply with the Company's policies, including (without limitation) its Business Partner Code of Conduct and any relevant client terms and conditions. Potential suppliers must also comply with the Company's Business Partner Code of Conduct in the submission of any proposals pursuant to this RFP.

If you are bidding as part of a joint venture, partnership or similar, please make this clear in your submission. Likewise, if you propose to subcontract any part of the goods or services provision, then disclose this fact within your submission. The Company may require additional information from you and approval for subcontracting will not be automatic as subcontractors will be subject to Deloitte's Due Diligence process and may be required to submit for USAID Partner Vetting.

SPECIAL CONDITIONS

DATA PROTECTION

1.1. The Parties acknowledge that the factual activity carried out by each of them in relation to their obligations under this Agreement will determine the status of each Party under the Data Protection Legislation. A Party may act as a "Controller" or a "Processor" of certain Personal Data under this Agreement. It is anticipated that the roles each will play is as follows:

    1.1.1. The Company shall be the Controller of Personal Data in relation to:

        1.1.1.1. Company Personnel; or

        1.1.1.2. any other Personal Data relating to the Project or the Services which is not the Personal Data of Subcontractor Personnel.

    1.1.2. The Subcontractor shall be the Controller of Personal Data in relation to Subcontractor Personnel where such data is shared pursuant to this Agreement.

    1.1.3. Personal Data may only be processed by the Party other than the Controller where such processing is necessary for the performance of this Agreement.

1.2. Where a Party is Processing on behalf of the other Party who is the Controller:

    1.2.1. The Processor shall notify the Controller immediately if it considers that any of Controller's instructions infringe the Data Protection Legislation.

    1.2.2. The Processor shall provide all reasonable assistance to the Controller in the preparation of any Data Protection Impact Assessment, if reasonably determined necessary by the Controller because the processing involves novel

or unusual activities that the Controller (acting reasonably) deems to be a material risk to the Controller, prior to commencing any processing. Such assistance may, at the discretion of the Controller, include:

    1.2.2.1. a systematic description of the envisaged processing operations and the purpose of the processing;

    1.2.2.2. an assessment of the necessity and proportionality of the processing operations in relation to the services.

    1.2.2.3. an assessment of the risks to the rights and freedoms of Data Subjects; and

    1.2.2.4. the measures envisaged to address the risks, including safeguards, security measures and mechanisms to ensure the protection of Personal Data.

1.2.3. The Processor shall, in relation to any Personal Data processed in connection with its obligations under this Agreement:

    1.2.3.1. process that Personal Data as is only necessary in accordance with the Services or the Head Contract, unless the Processor is required to do otherwise by Legislative Requirements. If it is so required, the Processor shall promptly notify the Controller before processing the Personal Data unless prohibited by Legislative Requirements;

    1.2.3.2. ensure that it has in place Protective Measures, which are appropriate to protect against a Data Loss Event, which the Controller may reasonably reject (but failure to reject shall not amount to approval by the Controller of the adequacy of the Protective Measures) having taken account of the:

        1.2.3.2.1. nature of the data to be protected;

        1.2.3.2.2. harm that might result from a Data Loss Event;

        1.2.3.2.3. state of technological development; and

        1.2.3.2.4. cost of implementing any measures;

    1.2.3.3. ensure that:

        1.2.3.3.1. the Processor Personnel do not process Personal Data except in accordance with this Agreement;

        1.2.3.3.2. it takes all reasonable steps to ensure the reliability and integrity of any Processor Personnel who have access to the Personal Data and ensure that they:

            1.2.3.3.2.1. are aware of and comply with the Processor's duties under this clause;

            1.2.3.3.2.2. are subject to appropriate confidentiality undertakings with the Processor or any Sub-processor;

            1.2.3.3.2.3. are informed of the confidential nature of the Personal Data and do not publish, disclose or divulge any of the Personal Data to any third Party unless directed in writing to do so by the Controller or as otherwise permitted by this Agreement; and

            1.2.3.3.2.4. have undergone adequate training in the use, care, protection and handling of Personal Data; and

    1.2.3.4. not transfer Personal Data outside of the UK or EU unless the prior written consent of the Controller has been obtained and the following conditions are fulfilled:

        1.2.3.4.1. the Controller or the Processor has provided appropriate safeguards in relation to the transfer (whether in accordance with GDPR Article 46 or LED Article 37) as determined by the Controller;

        1.2.3.4.2. the Data Subject has enforceable rights and effective legal remedies;

        1.2.3.4.3. the Processor complies with its obligations under the Data Protection Legislation by providing an adequate level of protection to any Personal Data that is transferred (or, if it is not so bound, uses its best endeavours to assist the Controller in meeting its obligations); and

        1.2.3.4.4. the Processor complies with any reasonable instructions notified to it in advance by the Controller with respect to the processing of the Personal Data;

    1.2.3.5. For the avoidance of doubt, the Controller is deemed to have consented to the transfer of Personal Data to the Recipient Country for the purposes of receiving or providing the Services or any matter related to this Agreement, subject to compliance with 17.2.3.4.1 to 17.2.3.4.4.

    1.2.3.6. At the written direction of the Controller, delete or return Personal Data (and any copies of it) to the Controller on termination of the Agreement unless the Processor is required by Legislative Requirements to retain the Personal Data.

1.2.4. The Processor shall notify the Controller without due delay and in any event within 48 hours if it:

    1.2.4.1. receives a Data Subject Access Request (or purported Data Subject Access Request);

    1.2.4.2. receives a request to rectify, block or erase any Personal Data;

1.2.4.3. receives any other request, complaint or communication relating to either Party's obligations under the Data Protection Legislation;

1.2.4.4. receives any communication from the Information Commissioner or any other regulatory authority in connection with Personal Data processed under this Agreement;

1.2.4.5. receives a request from any third Party for disclosure of Personal Data where compliance with such request is required or purported to be required by Law; or

1.2.4.6. becomes aware of a Data Loss Event.

1.2.5. Taking into account the nature of the processing, the Processor shall provide the Controller with full assistance in relation to either Party's obligations under Data Protection Legislation and any complaint, communication or request made under clause 14.2.4 (and insofar as possible within the timescales reasonably required by the Controller) including by promptly providing:

1.2.5.1. the Controller with full details and copies of the complaint, communication or request;

1.2.5.2. such assistance as is reasonably requested by the Controller to enable the Controller to comply with a Data Subject Access Request within the relevant timescales set out in the Data Protection Legislation;

1.2.5.3. the Controller, at its request, with any Personal Data it holds in relation to a Data Subject;

1.2.5.4. assistance as requested by the Controller following any Data Loss Event;

1.2.5.5. assistance as requested by the Controller with respect to any request from the Information Commissioner's Office, or any consultation by the Controller with the Information Commissioner's Office.

1.2.6. The Processor shall maintain complete and accurate records and information to demonstrate its compliance with this clause. This requirement does not apply where the Processor employs fewer than 250 staff, unless:

1.2.6.1. the Controller determines that the processing is not occasional;

1.2.6.2. the Controller determines the processing includes special categories of data as referred to in Article 9(1) of the GDPR or Personal Data relating to criminal convictions and offences referred to in Article 10 of the GDPR; and

1.2.6.3. the Controller determines that the processing is likely to result in a risk to the rights and freedoms of Data Subjects.

1.2.7. Before allowing any Sub-processor to process any Personal Data related to this Agreement, the Processor must:

1.2.7.1. notify the Controller in writing of the intended Sub-processor and processing;

1.2.7.2. obtain the written consent of the Controller;

1.2.7.3. enter into a written agreement with the Sub-processor which give effect to the terms set out in this clause 14.2 such that they apply to the Sub-processor; and

1.2.7.4. provide the Controller with such information regarding the Sub-processor as the Controller may reasonably require.

1.2.8. The Processor shall remain fully liable for all acts or omissions of any Sub-processor.