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**Openreach Northern Ireland Governance**  
**Protocol – 1<sup>st</sup> October 2018**

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## WHEREAS

1. “**Openreach Northern Ireland**” means the organisation within BT plc currently called Openreach Northern Ireland (formerly known as BT Northern Ireland Networks), which is a virtually separate organisation with its own senior management team which manages BT’s Electronic Communications Network in Northern Ireland, the associated network assets, network finances, people, culture and wholesale relationships with Communications Providers in Northern Ireland, together with its dedicated support teams in Openreach Limited and BT plc, and includes any successors. For the avoidance of doubt, it does not include BT employees or agents working in Northern Ireland for other parts of BT.
2. “**Openreach Northern Ireland SMT**” means the Senior Management Team of Openreach Northern Ireland up to and including the Openreach Northern Ireland Managing Director (“**Openreach Northern Ireland MD**”) responsible for the performance of the Openreach Northern Ireland organisation, network assets, network finances and culture.
3. In this Openreach Northern Ireland Governance Protocol, we refer to Openreach Northern Ireland as a virtually separate organisation. By this we mean that Openreach Northern Ireland is a distinct organisation which is a discrete part of its “BT host organisation”. This is currently the Openreach LoB but may in future be changed.
4. Openreach Northern Ireland is committed to the provision to Communications Providers in Northern Ireland of the SMP Products referred to in paragraphs 3.2 and 3.3 of the Commitments (“**Openreach Products**”) and BT Enterprise’s (“**BT Enterprise**”) wholesale products (“**BT Enterprise Products**”) with products which are subject to SMP Equivalence Of Inputs (“**EOI**”) obligations being provided on the basis of equivalence but (as distinct from in Great Britain) without any physical separation of any parts of BT’s Electronic Communications Network in Northern Ireland, or of any of its systems, business premises, or other assets.
5. Openreach Northern Ireland is also committed to treating all internal and external Communications Providers equally in the exercise of its functions in relation to BT’s Access Network and BT’s Backhaul Network in Northern Ireland.

## THEREFORE BT PLC AGREES AS FOLLOWS:

### Definitions

- (i) Capitalised terms shall, unless otherwise defined in this Openreach Northern Ireland Governance Protocol, have the same meaning as given to them in the Commitments as adopted by British Telecommunications plc (*BT plc*) on 30 September 2018 with effect from 1st October 2018, as may be amended by BT plc from time to time (the *Commitments*).
- (ii) In this Governance Protocol, unless otherwise stated or the context otherwise requires:

(a) references to a *person* shall be construed so as to include any individual, firm, body corporate (wherever incorporated), governmental entity or any joint venture, association, partnership, works council or employee representative body (whether or not having separate legal personality);

(b) the singular shall include the plural and vice versa;

(c) the words include and including are each to be construed without limitation; and

(d) references to a document are references to that document as modified or replaced from time to time.

## **1. Overview**

1.1 Openreach Northern Ireland is a virtually separate organisation within BT plc providing products in Northern Ireland that in Great Britain would be delivered by the Openreach LoB and BT Enterprise, supported by BT Technology;

1.2 Openreach Northern Ireland is a virtually separate organisation within its BT host organisation with its own senior management team to manage BT's Electronic Communications Network in Northern Ireland, the associated network assets and network finances, Openreach Northern Ireland people and their culture and the wholesale relationships with those Northern Ireland Communications Providers choosing to be account managed by Openreach Northern Ireland;

1.3 Although a virtually separate organisation, Openreach Northern Ireland operates in Northern Ireland in a way that is consistent with the spirit and letter of the Commitments;

1.4 Openreach Northern Ireland manages and operates BT's Electronic Communications Network in Northern Ireland in a way that takes due account of the Openreach Division's network investments, portfolio and its development, systems and operating strategies as well as local initiatives so as to benefit the Northern Ireland community;

1.5 In Northern Ireland, Openreach Northern Ireland provides to all Communications Providers the EOI Openreach Products (equivalently and to the same timescales as are provided by the Openreach Division in Great Britain) and BT Enterprise Products;

1.6 Openreach Northern Ireland treats all Communication Providers equally in the exercise of its functions in relation to BT's Access Network and BT's Backhaul Network in Northern Ireland;

1.7 Openreach Northern Ireland ensures all Commercial Information, Customer Confidential Information and Commercial Policy are treated in a manner consistent with the confidentiality principles set out in the Commitments, including during any confidential consultation period with Communications Providers;

1.8 Openreach Northern Ireland is subject to monitoring by Openreach Ltd of its compliance with equivalence, equal treatment and confidentiality commitments, including publication of an annual compliance report to Northern Ireland stakeholders;

1.9 Openreach Northern Ireland undertakes regular engagement with Northern Ireland stakeholders, sharing access and backhaul network implementation information, including an annual report on proposed developments to BT's Access Network and BT's Backhaul Network in Northern Ireland for stakeholder comment.

## **2. The Openreach Northern Ireland organisation**

2.1 Openreach Northern Ireland is a distinct and separate organisation within its BT host organisation, and contains all parts of the Openreach Northern Ireland organisation required to supply products equivalently to internal and external Communications Providers;

2.2 All Openreach Northern Ireland access and backhaul network interfaces, interactions and processes are operated in a way that ensures all external and internal Communications Providers are served with Openreach Products which are subject to EOI obligations equivalently, using or adapting the Openreach LoB's systems and processes as appropriate and so to ensure that Commercial Information and Customer Confidential Information are kept confidential from BT's Downstream Divisions;

2.3 Whilst Openreach Northern Ireland is a virtually separate organisation, the Openreach Northern Ireland MD and certain other senior roles within Openreach Northern Ireland will be line managed by a senior manager(s) within the BT host organisation;

2.4 For the purpose of supervising the investments and operation of Openreach Northern Ireland, Openreach Northern Ireland will observe information confidentiality, equivalence and equal treatment obligations in compliance with the Commitments.

2.5 Openreach Northern Ireland represents the needs of Northern Ireland stakeholders in discussions with the Openreach Division, BT Technology and BT Enterprise, while not replacing the formal direct relationships they may have with each other on issues of product development, forecasting, planning, complaints or account management.

## **3. The Duties of Openreach Northern Ireland**

3.1 Subject to BT Governance Policies (as defined in the Governance Protocol), Openreach Northern Ireland performs the following duties in Northern Ireland:

- (a) Openreach Northern Ireland manages and operates BT's Electronic Communications Network in Northern Ireland;
- (b) Openreach Northern Ireland provides to all Communications Providers the Openreach Products and BT Enterprise Products, with products which are subject to SMP EOI obligations being provided on the basis of equivalence;
- (c) Openreach Northern Ireland treats all Communication Providers equally in the exercise of its functions in relation to BT's Access Network and BT's Backhaul Network in Northern Ireland;

- (d) Openreach Northern Ireland provides transparency around key products and the implementation plans for BT's Access Network and BT's Backhaul Network in Northern Ireland;
- (e) Openreach Northern Ireland provides regular engagement with Northern Ireland stakeholders, including an annual report on proposed BT's Access and BT's Backhaul Network developments in Northern Ireland for comment.

3.2 The Openreach Northern Ireland SMT has responsibility for:

- managing the employees of (and other individuals engaged to provide services to) Openreach Northern Ireland, including being responsible for the employment, termination of employment and training of all such employees, either directly or through the wider Openreach Northern Ireland organisation and / or BT's HR team,
- setting the strategy for BT's Access Network and BT's Backhaul Network in Northern Ireland, taking due account of the strategies of the Openreach Division and BT Technology as well as local circumstances, to benefit the Northern Ireland community;

3.3 The Openreach Northern Ireland SMT is responsible for managing and maintaining the Northern Ireland network, together with its associated budgets and investments, to reflect the needs and demands of Northern Ireland stakeholders ensuring input to and alignment with the Openreach AOP and MTP in relation to BT's Access and BT's Backhaul Network and BT Technology in relation to BT's core network ;

3.4 Openreach Northern Ireland continues to gain investment for the Northern Ireland network from across BT Group and the Openreach Division;

3.5 Openreach Northern Ireland works closely with public authorities to explore and adopt public funding opportunities to extend or enhance network infrastructure;

3.6 Openreach Northern Ireland interfaces with the Openreach Division, BT Technology and BT Enterprise to ensure their network, operational and product developments take account of Northern Ireland needs and that Openreach Northern Ireland is prepared for their implementation in Northern Ireland;

3.7 Openreach Northern Ireland engages with Northern Ireland stakeholders to understand their needs, issues and concerns to be able to take account of them when developing network and product deployment plans and to be able to represent them in discussions with the Openreach Division, BT Technology and BT Enterprise;

3.8 Openreach Northern Ireland, with the support of Openreach and BT Enterprise, will establish and maintain a forum for Communications Providers in Northern Ireland to share information about Openreach Products and BT Enterprise Product portfolio changes, products and processes and their implementation in Northern Ireland.

#### **4. Information within BT**

4.1 Openreach Northern Ireland will ensure Openreach Commercial Information that it receives in order to fulfil its role to provide Openreach Products in Northern Ireland is not shared with the rest of BT other than as provided for in the Commitments;

4.2 Openreach Northern Ireland will ensure that any Customer Confidential Information it receives is not disclosed outside Openreach Northern Ireland,

- (a) without the relevant customer's consent; or
- (b) solely for the purpose of a customer order being transferred from Openreach Northern Ireland to another part of BT pursuant to paragraph 15.1 of BT's Commitments; or
- (c) where it must be shared with Openreach Division for operational or planning purposes.

## **5. Customer Consultations**

5.1 Openreach Limited operates a formal process for consulting the Openreach LoB customers in relation to significant investments related to the future development of its networks and product portfolio. This process includes Northern Ireland as Openreach Northern Ireland provides Openreach Products in Northern Ireland;

5.2 Openreach Northern Ireland will ensure that it treats all Communications Providers equally in any discussions about any significant investment in the Northern Ireland Access and Backhaul Network and will align any such discussions with the three phases of the Openreach consultation process (Confidential, Public & Committed);

5.3 In the Confidential Phase, in Northern Ireland Communications Providers can discuss network deployment issues with Openreach Northern Ireland without this information being disclosed outside Openreach Northern Ireland and the Openreach Division, except with the consent of the Communications Provider. Other Communications Providers will be formally consulted in the Public and Committed Phases.

## **6. Openreach Northern Ireland Regulatory Compliance**

6.1 BT plc shall provide mandatory compliance and regulatory training for all its employees who are involved with supporting UK customers which shall cover compliance with the Commitments and the Code of Practice which sets out how BT plc and Openreach Employees must act to ensure compliance with the Commitments. In the case of Openreach Northern Ireland, the Code of Practice shall include specific guidance which shall cover those behaviours which shall be required of BT plc's employees working for Openreach Northern Ireland to achieve consistency with the spirit and letter of the Commitments.

6.2 BT operates the Northern Ireland Regulatory Compliance Committee ("**NI RCC**") to monitor Openreach Northern Ireland compliance with its equivalence, separation and information confidentiality obligations. The NI RCC is open to internal and external stakeholders and will include Openreach Northern Ireland, Ofcom, Openreach Compliance Body, Communications Providers and Northern Ireland stakeholders;

6.3 Openreach Ltd monitors and reports annually to the NI RCC on Openreach Northern Ireland's compliance with its confidential information and equivalence obligations, compliance training and Openreach system access; such report will also

provide details of any investigations undertaken in the relevant period pursuant to clause 6.4 below.

6.4 Openreach Ltd will investigate any compliance concerns raised by Northern Ireland stakeholders or BT plc or Openreach Employees, logging the investigation and its conclusions for inclusion in its compliance reports;

## **7. Authority**

7.1 The Openreach Northern Ireland SMT has authority to:

- (a) undertake any activity to perform the duties detailed above;
- (b) seek any information that it requires to perform its duties from: (i) any Openreach Employee, contractor or other individual engaged by Openreach Limited to provide services to the Openreach Division; (ii) any BT employee, contractor or other individual engaged to provide services to BT;
- (c) manage Openreach Northern Ireland budgets, investment decisions and priorities on a day to day basis;
- (d) represent BT plc in Northern Ireland, while ensuring equivalence, equal treatment and information confidentiality obligations are observed.

## **8. Other Matters**

8.1 The MD Openreach Northern Ireland may be a member of the Senior Management Team within the BT host organisation;

8.2 BT has committed to phase out the use of “BT” and “British Telecom” on Openreach Northern Ireland vehicle fleet and clothing as soon as reasonably practicable from the date upon which BT Commitments take effect, in accordance with standard commercial replacement cycles, and to be substantially completed within 36 and 18 months respectively;

8.3 Members of the Openreach Northern Ireland SMT will:

- (a) have access to sufficient resources in order to carry out their duties;
- (b) be given appropriate and timely training, in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) continue to observe the Openreach Northern Ireland information confidentiality obligations should they move to a role within the rest of BT;
- (d) have scorecards that reflect the commitments and obligations of Openreach Northern Ireland.

8.4 The Openreach Northern Ireland host organization will:

- (a) ensure Openreach Northern Ireland remains virtually separated within its own organisation:



- (b) provide relevant dedicated support services who will strictly observe Openreach Northern Ireland information confidentiality obligations;
- (c) manage and operate governance processes to ensure Commercial Information and Customer Confidential Information are handled in accordance with the Commitments and this Openreach Northern Ireland Governance Protocol.

8.5 The Openreach Division, BT Enterprise and BT Technology will:

- (a) support Openreach Northern Ireland with the delivery of all Openreach Products and BT Enterprise Products;
- (b) ensure their system stacks are aligned across the UK to include Northern Ireland and ensure UK wide processes;
- (c) ensure Openreach Products and BT Enterprise Products are available in Northern Ireland in the same fashion as in Great Britain.

8.6 BT plc may at any time resolve to vary or amend this Openreach Northern Ireland Governance Protocol at its discretion. If BT plc proposes to amend this Openreach Northern Ireland Governance Protocol, BT plc shall:

- (a) inform and discuss with Ofcom in advance of making an amendment to this Openreach Northern Ireland Governance Protocol which is material or
- (b) inform Ofcom of any other amendment to this Openreach Northern Ireland Governance Protocol (after the amendment has been made).