

State of Texas
Department of Information Resources



Exhibit 1.2

Governance Model

Texas.gov Payment Services
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1 INTRODUCTION

The Department of Information Resources (DIR) has established the owner-operator governance model for DIR's shared services programs:

1. Data Center Services (DCS);
2. Managed Application Services (MAS);
3. Managed Security Services (MSS); and
4. Texas.gov.

This model involves DIR and DIR Customers at all levels in governance decision making, including as representatives on all governance committees. The owner-operator model focuses on resolving issues at the lowest possible level and driving for consensus-based solutions. Where consensus cannot be reached, processes include an escalation path. This **Exhibit 1.2**

Governance describes the owner-operator governance structure; the roles and responsibilities to maintain working relationships between the Multi-sourcing Services Integration (MSI) vendor and other Service Component Providers (SCPs), and the service management process.

1.1 Purpose

The governance model is a set of defined interactions, expectations, decisions, roles, and processes that guide the governance of DIR's shared services. The governance model is designed to facilitate effective resolution of issues and enable strategic decision making. The governance model involves DIR Customers as well as all SCPs, and has the following guiding principles:

1. Establish DIR Customer business executives as leaders in guiding shared services strategy;
2. Implement a decision-making model with DIR Customer and SCP representation and accountability;
3. Resolve issues at the lowest possible organizational level;
4. Establish representative groups to resolve issues; and
5. Formalize roles and responsibilities for strategy and issue management among DIR, DIR Customers, and SCPs.

2 GOVERNANCE POLICY

Governance of shared services is based on an "owner-operator" approach in which DIR Customers actively work directly with all SCPs to resolve local operational issues and participate in committees to address enterprise matters. Enterprise-level decisions, DIR Customer issues, and resolution of escalated DIR Customer-specific issues are carried out by standing governance committees, organized by subject area, and comprised of representatives from DIR Customers, DIR management, SCP management, MSI management, and subject-matter experts. DIR Customers are structured into "partner groups," which select representatives to participate in these committees.

Central features of the owner-operator model include the following:

1. DIR Customers work directly with SCP personnel on operational issues and local governance functions and decisions.
2. Governance committees address exceptions, enterprise matters and escalations from DIR Customers.
3. Committees are decision-makers and serve a key communication role across the enterprise.
4. DIR assesses and routes issues to the correct committee.
5. DIR provides contract oversight functions.

3 OPERATIONAL GOVERNANCE

Operational governance consists of day-to-day management of the Services, issue resolution, and DIR Customer-specific decisions. Success of the governance model rests largely on the effective management of operational governance processes, including resolving issues and making decisions at the lowest possible level. Thus, nearly all issues are resolved through direct interaction between the SCPs and DIR Customers with DIR participation only for escalated issues as appropriate. This approach empowers individuals who have the greatest knowledge of the situation to act, and enables governance committees to focus on escalated issues and strategic decision making.

The MSI has a major role in both representing itself as a decision-making member of the committees as well as facilitating meeting agendas, presentations, and meeting notes, as well as SCP participation. SCPs participate in these meetings as members. Based on agenda topics, SCPs may also be asked to research issues, make presentations, and complete follow up action items.

3.1 DIR Customer Meetings

To address issues at the lowest possible level, DIR Customers interface directly with SCPs on a day-to-day basis. DIR Customers' operational staff communicate issues and follow up on requests with SCPs' staff as necessary to ensure effective delivery of the Services. Regularly scheduled operational meetings may focus on service delivery, change management, planning projects, status, finance, or other topics. DIR Customer needs determine the meeting frequency, but weekly meetings are typical.

3.2 DIR Meetings

DIR provides oversight of the Texas.gov SCP Master Services Agreements (“Agreement”) and interfaces with DIR Customers, the MSI, and all SCPs on a variety of enterprise issues. DIR management and technical staff routinely interface with DIR Customers and SCPs to answer questions about the Agreement, understand and resolve issues, and facilitate communication and coordination.

DIR has regular enterprise operations meetings with the MSI and appropriate SCP staff to manage the Agreement. The historical frequency of these meetings has been weekly, with topics including:

1. Service delivery and operations performance;

2. Service improvement initiatives;
3. Problem Management;
4. Finance, invoices, and chargeback;
5. Contract administration and Deliverables;
6. Service level and performance management;
7. Security and disaster recovery management;
8. Customer Satisfaction;
9. Customer Relationship management;
10. Issues Management and Governance;
11. Asset Management and License Compliance;
12. Services Management Manual currency;
13. Solution Request management;
14. Project management;
15. Program management and performance;
16. Service Catalogue development;
17. Technology planning;
18. Refresh planning; and
19. Program Governance.

DIR’s shared services governance consists of committees which provide forums for leadership, oversight, solution, and decision making for enterprise-level matters. The committees are consensus decision-making bodies, with one (1) DIR Customer representative from each partner group, one (1) DIR representative, one (1) MSI representative, and SCP participation as needed. Groups typically meet monthly. The committees make strategic enterprise decisions and resolve escalated issues. The summary table below lists the governance committees, their purpose, and membership. See **Section 5, Solution Group and Committee Responsibilities** for additional detail.

Table 1: Governance Committees

Committee/Solution Group	Purpose	Representative Membership
Business Executive Leadership Committee (BELC)	<ol style="list-style-type: none"> 1. Strategic Direction 2. Relationship Management 	<ol style="list-style-type: none"> 1. DIR Customer Deputy-Executive Directors 2. DIR Executive Director and Deputy 3. MSI Account Executive 4. Provider Executive Director by invitation
IT Leadership Committee (ITLC)	<ol style="list-style-type: none"> 1. Enterprise Initiatives/Projects 2. Enterprise Policy 3. Approve New Services 4. Governance Structures 	<ol style="list-style-type: none"> 1. DIR Customer IT Directors 2. DIR Program Planning & Governance Director 3. Provider Executive Director by invitation 4. MSI Account Executive
DCS Service Delivery Solution Group	<ol style="list-style-type: none"> 1. Approve SLA Changes 2. Service Improvement Plans 3. Customer Service Corrective Action Plans 4. Resolve Service Delivery Issues 	<ol style="list-style-type: none"> 1. Customer Representatives -SMEs 2. DIR Operations Division Director 3. MSI Service Delivery Manager 4. Provider designee by invitation

Committee/Solution Group	Purpose	Representative Membership
Technology Solution Group	<ol style="list-style-type: none"> 1. Set Standards and Architectures 2. Approve Technology Policy 3. Approve N/N-1 Levels 	<ol style="list-style-type: none"> 1. DIR Customer Technology Manager SMEs 2. DIR DCS Chief Technology Architect 3. MSI Technology Program Manager 4. Provider designee
Security Solution Group	<ol style="list-style-type: none"> 1. Enterprise Security Policies 2. Shared Service Security Standards 3. Recommend Security Technologies in consultation with Technology SG 4. Confirm Configuration Baselines 5. Confirm Firewall Guidelines 	<ol style="list-style-type: none"> 1. DIR Customer Information Security Officers 2. DIR Customer IT Directors 3. DIR SCISO 4. MSI Security Program Manager 5. Provider designee
Contracts and Finance Solution Group	<ol style="list-style-type: none"> 1. Coordinate LAR Development 2. Escalated Invoice Disputes 3. Review Contract Amendments 	<ol style="list-style-type: none"> 1. DIR Customer IT Budget Managers or DCS budget experts 2. DIR DCS Contract Administrator 3. MSI PMO Manager 4. Provider designee by invitation
Texas.gov Solution Group	<ol style="list-style-type: none"> 1. Monitor Texas.gov service delivery 2. Recommend new service business case priority 3. Confirm major technology in consultation with Technology SG 4. Oversee Texas.gov user group 	<ol style="list-style-type: none"> 1. Texas.gov largest customer 2. Comptroller of Public Accounts Treasury Services 3. Designated DIR Customers (four) 4. DIR Planning Director 5. MSI Representative 6. Providers Service Delivery Executive
Texas.gov User Group	<ol style="list-style-type: none"> 1. Communicate program developments – both payment processing and services related 2. Address payment functionality and services issues and questions 3. Collect user questions, concerns, needs and proposed requirements 4. Direct questioning of vendors 5. Serve as the occupational licensing steering committee as described in TGC 2054.354 	<ol style="list-style-type: none"> 1. DIR Customer Texas.gov SMEs 2. DIR Customer Payment SME's 3. DIR Operations Director 4. MSI Representative 5. Providers Service Delivery SME's <p>NOTE: In accordance with Section 2054.354, Texas Government Code, the Texas.gov user group shall serve as the occupational licensing steering committee.</p>
Managed Application Services Solution Group	<ol style="list-style-type: none"> 1. Monitor MAS service delivery 2. Approve MAS policies 3. Resolve MAS issues 	<ol style="list-style-type: none"> 1. DIR Customer Representatives 2. DIR MAS Program SME 3. MSI Representative – SME 4. Provider designee by invitation

Committee/Solution Group	Purpose	Representative Membership
Geographic Information Systems (GIS) Solution Group	<ol style="list-style-type: none"> 1. Monitor GIS Service Performance 2. Set GIS related policies 3. Approve technology decisions in consultation with Tech SG 4. Resolve GIS escalated issues 	<ol style="list-style-type: none"> 1. TNRIS Representative 2. TXDOT, TCEQ, CSEC Representatives 3. DIR State Data Coordinator 4. MSI Representative

DIR’s role includes interpreting the contract from the State’s perspective, executing contract oversight, sustaining governance processes and promoting effective communication. DIR participates as a chair or co-chair on all governance committees, based on the committee charters, with responsibility to coordinate topics spanning multiple groups and to facilitate execution of decisions.

All SCPs and the MSI participate in governance as required by governance group charters to identify technical options for solving issues, participate in collaborative solution development, and provide their technical and business perspective.

3.3 Representational Decision-Making

To effectively involve DIR Customers in enterprise decision making, the committees use a representational approach. DIR Customers are organized into partner groups designated by the IT Leadership Committee (ITLC) and each governance committee has one (1) representative from each partner group. Each committee also has a DIR member and subject matter participants. SCP and MSI representatives are committee members and may be asked to participate in these meetings as required to provide information and perspective. The MSI coordinates SCP participation, as appropriate. All SCP representatives are empowered to speak for their organizations and make commitments as inputs to committee decision making.

All DIR Customers provide input to decisions and participate in governance matters by:

1. Reviewing of pre-meeting materials, agendas, and analysis papers.
2. Submitting written comments prior to committee meetings.
3. Conversing with the partner group representative prior to meetings.

As a general practice, the governance process allots two (2) monthly meetings to seek member decisions. The first meeting identifies the issue and determines the information needed from the partner group before the member can make an informed decision. Following the initial meeting, DIR will frame the issue, collect analysis from the parties, and communicate the issue to all DIR Customers. DIR will request that DIR Customer perspectives or positions be communicated to their partner group representative and DIR. At the second meeting, the members evaluate the feedback from their partner groups and make a consensus-based decision.

4 Committee Structure

Figure 1 below presents the governance committees and their relationship.

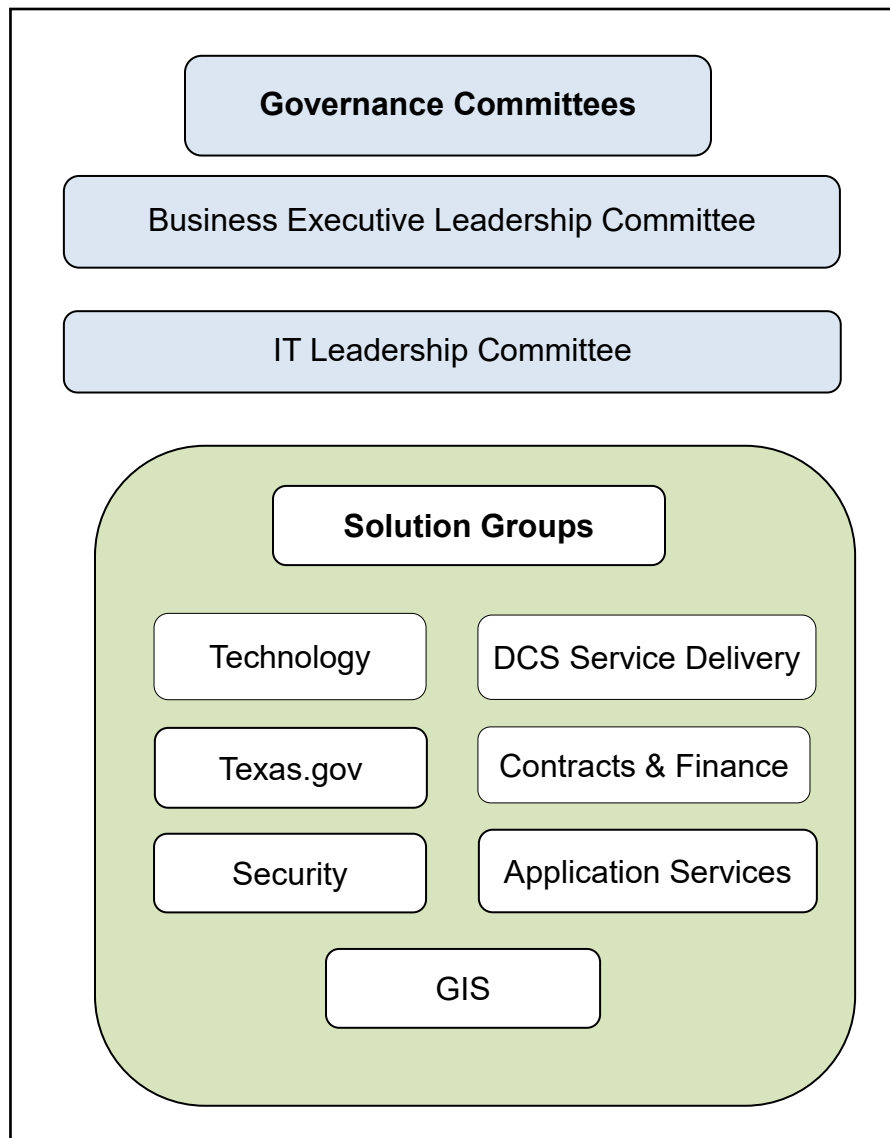


Figure 1: Governance Committee Structure

Each committee has responsibility for certain decisions, based on the committee’s role. The ITLC serves as the escalation point for unresolved issues from the solution groups. The Business Executive Leadership Committee (BELC) serves as the escalation point for unresolved issues from the ITLC. All DIR Customer participants are expected to communicate with partner agencies to build an understanding of partner positions on issues, share information, and strengthen their partner group network. Committee responsibilities are described below.

5 Solution Group and Committee Responsibilities

5.1 Business Executive Leadership Committee (BELC)

The BELC is the highest governance committee with overall responsibility for DIR shared services governance and strategy. The committee's responsibilities include:

1. Define the strategic business direction of the services;
2. Resolve business critical issues escalated from the ITLC;
3. Monitor implications of results for business performance;
4. Approve enterprise business or financial decisions governing outsourcing relationships; and
5. Review DIR shared services issues requiring DIR Board approval such as new fees for services.

5.2 IT Leadership Committee (ITLC)

The ITLC defines enterprise technology strategic goals for DIR shared services and promotes their achievement. The committee resolves enterprise IT issues escalated from the solution group level and makes critical enterprise IT decisions. The responsibilities of the ITLC include:

1. Ensure strategic IT goals are achieved;
2. Approve changes to governance decision making framework for DIR shared services;
3. Approve the addition or deletion of Services;
4. Approve changes to the service delivery model;
5. Monitor strategic enterprise service delivery and performance;
6. Provide joint resolution for escalated enterprise issues;
7. Approve critical IT-related decisions;
8. Approve and prioritize enterprise projects; and
9. Resolve issues with broad enterprise financial implications and appeals from solution group decisions.

5.3 Technology Solution Group

The responsibilities of the Technology Solution Group include:

1. Approve technology standards (architecture/platform);
2. Oversee the technology roadmap;
3. Resolve enterprise technology issues;
4. Review and recommend enhancements to the Technology Plan;
5. Recommend technology solutions to the ITLC;
6. Identify, evaluate, and recommend new and emerging technologies;
7. Respond to requests from solution groups, ITLC, or BELC for perspectives, advice or recommendations regarding specific technology matters or questions; and
8. Coordinate with other Solution Groups as needed to complete Committee responsibilities.

5.4 Security Solution Group

The responsibilities of the Security Solution Group include:

1. Monitor security program plans, milestones, and accomplishments related to DIR shared services;
2. Monitor effectiveness of enterprise security policies and processes as well as managed security services, and recommend improvements for both service providers and DIR Customers;
3. Recommend development or refinement of shared services security policies;
4. Periodically review and confirm "security configuration baselines" and security elements of the Firewall Rules Committee guidelines;
5. Provide input to the Risk Management Program for DCS and other shared services;
6. Address and resolve escalated enterprise managed security services issues;
7. Comment on proposed enterprise security technology enhancements or products in consultation with the Technology Solution Group;
8. Recommend security solutions to the ITLC; and
9. Drive collaboration with other governance groups and between all parties on security topics.

5.5 Geographic Information Systems Solution Group

The responsibilities of the Geographic Information Systems (GIS) Solution Group include:

1. Promote GIS related data sharing across the enterprise;
2. Monitor enterprise GIS service delivery and performance;
3. Approve critical GIS technology related decisions;
4. Recommend GIS solutions to the ITLC; and
5. Approve and prioritize enterprise GIS technology needs and projects.

5.6 Texas.gov Solution Group

The responsibilities of the Texas.gov Solution Group include:

1. Monitor Texas.gov service delivery and performance;
2. Recommend business case priorities for new Texas.gov transactions or services to ITLC;
3. Approve critical Texas.gov technology related decisions in consultation with Technology Solution Group;
4. Consult on analysis of Customer Satisfaction Survey results and action plans;
5. Address and approve resolution of Texas.gov escalated service delivery issues and address trends in service delivery issues;
6. Monitor Minimum Service Level Defaults and related Root Cause Analysis (RCA) and corrective actions;
7. Recommend Texas.gov service delivery and performance improvements;
8. Review and recommend changes to enterprise Texas.gov Service Levels, Services, and performance reporting to align with business requirements; and
9. Establish sub-groups as needed (e.g., Texas.gov user group).

5.7 Texas.gov User Group

The responsibilities of the Texas.gov User Group include:

1. Communicate Texas.gov program developments (payment processing and services)
2. Address payment functionality and services issues and questions
3. Collect user questions, concerns, needs and proposed requirements
4. Interaction with Texas.gov Service and Payment Processing SCP technical staff
5. Determines customer representatives to be on Texas.gov solution group
6. Serve as the steering committee for occupational licensing and steering committee as described in TGC 2054.354
7. Educate on offerings in context of DIR Shared Services

5.8 Data Center Services (DCS) Service Delivery Solution Group

The responsibilities of the Service Delivery Solution Group include:

1. Monitor trends in DCS performance and problem management
2. Consult on analysis of DCS Customer Satisfaction Survey results and action plans;
3. Address and approve resolution of DCS service delivery issues assigned to the solution group and address trends in service delivery issues;
4. Monitor DCS Minimum Service Level Defaults and related RCA and corrective actions;
5. Recommend DCS service delivery and performance improvements; and
6. Reviews and approves changes to enterprise Service Levels and performance reporting to align with business requirements.

5.9 Contracts and Finance Solution Group

The responsibilities of the Contracts and Finance Solution Group include:

1. Review and solicit Customer perspective on vendor contractual or financial matters involving DIR shared services;
2. Review and solicit Customer perspective on proposed contract amendments;
3. Review and solicit Customer perspective on proposed changes to Interagency Contracts (IACs) with state agencies and Inter-Local Contracts (ILCs) with local government entities;
4. Review financial trends;
5. Review financial impacts associated with ongoing contract deliverables;
6. Review financial results realized from activities; and
7. Approve changes to enterprise financial report templates.

5.10 Managed Applications Services (MAS) Solution Group

The responsibilities of the Managed Applications Services (MAS) Solution Group include:

1. Monitor trends in MAS performance and problem management;
2. Consult on analysis of MAS Customer Satisfaction Survey results and action plans;
3. Address and approve resolution of MAS service delivery issues assigned to the solution group and address trends in service delivery issues;

4. Monitor MAS Minimum Service Level Defaults and related RCA and corrective actions;
5. Recommend MAS service delivery and performance improvements; and
6. Review and recommend changes to enterprise MAS Service Levels, Services, and performance reporting to align with business requirements.

6 Governance Roles and Responsibilities

The following describes the roles and responsibilities for the different parties involved in governance. These responsibilities describe the current intent of the governance model and will be reviewed and potentially revised on an ongoing basis as may be necessary.

6.1 Member Responsibilities

The State has invested in the owner-operator governance model as a best practice to promote proactive problem solving and effectively engage DIR, DIR Customers, and SCPs in a collaborative decision-making model. The shared responsibilities for DIR, DIR Customers, and SCPs include:

1. Foster an environment of open and honest communications;
2. Actively participate in governance processes, including providing input to issue discussions;
3. Proactively support communications distributed by DIR to enable effective issue resolution;
4. Collaborate proactively to identify, report, document, and resolve at the lowest possible level:
 - a. Service delivery and performance issues;
 - b. Security services program issues;
 - c. Contract and financial issues;
 - d. Invoice disputes; and
 - e. Customer relationship and communications issues.
5. Document escalated issues with an appropriate level of detail to support resolution;
6. Support the development of and compliance with governance process improvement; and
7. Actively participate in training provided by DIR and others regarding the contract, services, performance, and stakeholder responsibilities.

6.2 Membership

DIR and DIR Customers are members of all solution groups and committees. SCP and MSI representatives are fully participating members of the solution groups and committees, except for the Contract and Finance Solution Group where they participate by invitation and do not participate in decision making. On the BELC, SCPs and the MSI participate in solutioning and consensus decision making, but in the rare event that the BELC cannot reach a decision by consensus, DIR and DIR Customer members may vote to reach a decision.

6.3 DIR Customer Member Responsibilities

Each DIR Customer partner group selects its representatives for all committees and solution groups. These members represent all the customers in that partner group. Members are expected to be prepared before attending meetings which includes:

- a. Review all meeting materials in detail, especially partner agency comments, prior to committee meetings;
- b. Leverage technical resources from DIR or DIR Customer organization to build solutions;
- c. Facilitate effective communication and problem solving to promote resolutions;
- d. Communicate with partner groups as needed to prepare to represent their perspectives in discussions (DIR Customer committee members); and
- e. Strive to effectively communicate positions of each DIR Customer (Customer committee members).

6.4 Partner Group Responsibilities

DIR Customers who are not on committees have responsibilities to support the process and communicate with their representative. These responsibilities include:

1. Resolve operational issues at the lowest possible level through local interfaces with SCPs;
2. Actively participate in review of governance issues to be informed and serve as a substitute at a committee meeting if necessary;
3. Engage and communicate with partner group representatives to support effective representation, issue resolution, and solution development; and
4. Establish and maintain strong working relationships with partner group members.

6.5 DIR Responsibilities

DIR provides overall leadership and coordination for governance. In this role, DIR's additional responsibilities include:

1. Facilitate governance committee meetings and activities, including providing organizational, logistical, and communication support to all committees;
2. Facilitate the issue management process, including developing an issue communication system giving all DIR Customers visibility into all issues;
3. Triage issues, attempt immediate resolution if possible, and route unresolved enterprise issues to appropriate governance committees for resolution;
4. Interpret the Agreement from the State's perspective;
5. Manage financial interactions, processes, and relationships with SCPs;
6. Manage communications;
7. Coordinate ongoing training related to Agreement changes, process changes, and New Services; and
8. Perform vendor management and compliance functions including development and execution of Agreement amendments.

6.6 SCP and MSI Responsibilities

To support the governance model, all SCPs have an important role as subject matter experts on

technology, solutions, and feasibility. This includes the following responsibilities:

1. Engage directly with DIR Customers to resolve their specific operational issues at the local level;
2. Assign empowered subject-matter experts to participate as requested in governance committees to resolve enterprise issues;
3. Research, as necessary, and document SCP perspective for issue resolution papers;
4. Provide timely and accurate data, information, and responses to promote prompt resolution of issues; and
5. Enable and facilitate use of the issue management process.

The MSI has additional governance responsibilities beyond those of the SCPs:

1. Providing DIR with the operational intelligence to select appropriate topics, issues and opportunities for meeting agendas;
2. Preparing agendas and presentation materials; taking meeting notes;
3. Coordinating issue escalation when multiple SCPs are involved;
4. Coordinating SCPs participation in governance meetings;
5. Offering process improvement solutions to reduce the number of escalated issues;
6. Streamlining the issue escalation processes between SCPs;
7. Coordinating implementation of decisions and solutions that are approved by the governance committees; and
8. Posting all governance agendas, presentations, meeting notes, decisions and policies on the Portal.

7 Issue Management

Governance committees address two (2) types of decisions:

1. Issue resolution
2. Strategic decisions as per the roles and responsibilities

Escalated issues may be raised from a DIR Customer, SCP, MSI or DIR.

DIR identifies and presents strategic decisions to governance committees and solution groups.

Both decision types are treated the same by the committees:

1. All DIR Customers have an opportunity to hear the issue;
2. DIR performs triage and routes unresolved issues to appropriate committees;
3. All DIR Customers and all SCPs have an opportunity to provide their perspective to their partner group in advance of the meeting;
4. DIR Customer committee members will review partner group positions/perspectives to represent their partner agencies in the meeting;
5. All SCPs can present their position to the committee or solution group;
6. All decision-making agenda items will be broadcast in advance of the meeting; and
7. After the meeting, decisions will be documented with the issue.

7.1 Escalation Process

As noted above, the governance model strives to resolve issues at the operational level. However, not all issues will be resolved at this level, so the governance model includes an escalation process designed to route the issue promptly and efficiently to the appropriate

committee for resolution. Most operational issues will be routed to a solution group; however, the ITLC is the first resolver for high profile business, technology, and financial issues.

After the DIR Customer and SCP determine an issue cannot be resolved at the local operational level, the issue is escalated to DIR. DIR triages and makes a further attempt to resolve. If resolution is not reached quickly, then DIR determines the appropriate committee for resolution and coordinates with the DIR Customer Committee chair or co-chair to determine when the issue can be placed on the agenda.

DIR also coordinates with the DIR Customer and SCPs involved in the issue to complete the required documentation for DIR Customer input on the process as follows:

1. DIR and the committee chair or co-chair coordinate the distribution of the issue material with the meeting agenda;
2. Meeting agendas and associated material are distributed to DIR Customer IT Directors in advance of the meeting, with approximately five (5) to seven (7) DIR Business Days for DIR Customers to review and provide input to their committee representative and approximately two (2) days for DIR to compile the comments received for distribution to all.

7.2 Strategic Decision Process

Strategic program decisions may be required by the Agreement (e.g., Technology Plan) and, thus, follow a prescribed timing cycle or they may arise from a technical constraint, opportunity or business need. Regardless of the source, strategic decisions follow a similar process:

1. DIR coordinates the development of background materials to explain the decision, implications for the enterprise, and any technical considerations that are relevant. This coordination may include the engagement of DIR Customer or SCP subject matter experts to create materials and complete technical analysis.
2. DIR develops a format for DIR Customer input appropriate for the decision.

DIR and the committee chair or co-chair coordinate the distribution of the issue material with the meeting agenda. Meeting agendas and associated material are distributed to DIR Customer IT Directors in advance of the meeting, with approximately five (5) to seven (7) DIR Business Days for DIR Customers to review and provide input to their committee representative and approximately two (2) days for DIR to compile the comments received for distribution to all.

7.3 Decision Documentation

After the committee meeting, DIR documents decisions made and any follow up tasks such as updates to associated artifacts (e.g., Agreement, Service Management Manual). Decisions are posted to the Portal for visibility by all Authorized Users.