
Invitation to Tender for the provision of Viewing and Audience Appreciation Data Services

Issued:	Monday 18 th June 2018
Deadline for receipt of tender responses:	Monday 23 rd July 2018 at 12:00 midday
Deadline for receipt of request for clarification:	Monday 9 th July 2018 at 12:00 midday

THIS DOCUMENT IS ALSO AVAILABLE IN WELSH



Introduction

This document invites tenders from individuals, companies and organisations interested in and capable of supplying to S4C **viewing and audience appreciation data services in relation to S4C services** as more specifically described in the following pages.

This Invitation to Tender (ITT) is divided into the following parts:

- Part 1 Background Information
- Part 2 Contract Specific Information
- Part 3 Information to be included in Tender Responses
- Part 4 Outline of Tender Process and Requests for Further Information
- Part 5 Evaluation Criteria and Contract Award
- Part 6 Legal Notes

Appendix 1 Contract

Please read this Invitation to Tender carefully. Tender responses that do not comply with the requirements set out in this Invitation to Tender may not be evaluated as part of this tender process.

Please note that this tender process, including this Invitation to Tender, is subject to the legal notes set out in Part 6.

Part 1 Background Information

1.1 S4C

S4C is the only Welsh language television channel and one of the UK's five public service television broadcasters. It is an independent broadcasting authority established under the Broadcasting Act 1981, and regulated by the Communications Act 2003 and the Broadcasting Act 1990.

S4C provides a broad range of high quality and diverse programming. The channel airs over 115 hours of Welsh language programming each week. In addition to the above the S4C programme content is available to watch live on the S4C website via broadband and the 'Clic' catch up service, via the BBC iPlayer and on YouView, Smart TVs, Sky, Freeview and many other platforms.

S4C is uniquely funded through a mixture of grant in aid, commercial revenue and licence fee contribution from the BBC. In addition, the BBC supplies ten hours a week of programming funded from the licence fee.

For further information about S4C, please refer to the Annual Report 2016/17, available on S4C's website (s4c.cymru) or by contacting:

Viewers' Hotline
S4C
Parc Tŷ Glas
Llanishen
Cardiff
CF14 5DU

Tel: 0370 600 4141 (We welcome calls in Welsh. Rydym yn croesawu gwalwadau yn Gymraeg.)

1.2 The Data and Insight Unit

This tender is being conducted by the Data and Insight Unit within S4C. The Data and Insight Unit is responsible for collecting and analysing audience data in relation to all aspects of S4C business.

1.3 Contract Specific Background Information

S4C's requirements for Viewing and Audience Appreciation Data services are currently being provided under the terms of a contract that is due to expire on 31st March 2019. S4C requires a 2 month overlap period with the current service, and will therefore require the successful applicant to report weekly data to S4C for the period 4th February 2019 onwards.

S4C, through this tender process, is seeking to appoint a company to recruit a panel of adults, both Welsh speakers and non-Welsh speakers, and to conduct weekly and monthly surveys in relation to S4C programmes and cross-channel viewing habits. It is essential that the successful tenderer has strong Welsh language capabilities and is able to communicate with panel members in fluent Welsh of a high standard. Surveys will need to be conducted by post as well as online.

Further information about the contract and S4C's requirements is set out in Part 2.

Part 2 Contract Specific Information

2.1 Scope of contract

S4C wishes to appoint a provider to recruit and administer a panel of members of the public to provide estimates of viewing and audience appreciation data in connection with S4C programmes.

The key elements of the services to be provided are:

- The recruitment, management and administration of a panel across Wales of at least 1,400 adults made up of 1,000 Welsh speakers and 400 non-Welsh speakers.
- All recruitment must be conducted bilingually in Welsh and English, with Welsh at first contact for Welsh speakers.
- The panel members shall all be based in Wales, and the geographical and demographic representation of the panel should reflect that of Wales, with weighting to reflect either census populations or BARB Establishment Survey populations (to be discussed).
- The delivery to S4C of a weekly survey capturing consumption of S4C programmes (expressed as programme reach and weekly channel reach), and the audience's appreciation of S4C at a channel level as well as individual programme level. The appreciation indices (AI's) will be scores out of 100, derived from a 10-point scale. S4C may specify specific questions which the successful tenderer shall include in the weekly survey from time to time, on average once a month.
- The delivery to S4C of a general cross-channel appreciation survey once a month (channel appreciation score – up to 10 channels)
- The delivery to S4C of a report regarding responses of the panel to supplementary questions once a month. S4C shall nominate the supplementary questions which shall be limited to 3 topics per month.
- Each member of the panel shall be contacted bilingually or in the language of their choice, Welsh or English, and all communication & documentation shall be bilingual or in the language of the panellist's choice.
- Surveys shall be conducted in accordance with a relevant industry body's best practice (such as the Market Research Society), no more than 80% shall be conducted online with at least 20% conducted by post.
- All panel members shall be 16 years old or older and shall exclude individuals working in the media industry in Wales.
- The successful tenderer shall ensure that at least one full time member of staff is a Welsh speaker to provide Welsh language services and deal with any questions or queries from panel members.
- The organisation providing the service must abide a relevant industry society's Code of Conduct in relation to the provision of these services to S4C (for example the MRS Code of Conduct).

2.2 Contract Duration and Terms

The draft contract is attached at Appendix 1.

The contract will be for a period of 3 years with an option to extend for an additional 12 months.

S4C will review the contract and the successful company's performance after the first year and retains the right to terminate the contract at the end of the first year following such a review. This review will be in addition to any regular reviews which are provided for in the contract.

S4C is conducting this tender process using the restricted procedure under the Public Contracts Regulations 2015 and therefore no negotiation of the draft contract is permissible. Amendments to the draft contract to reflect the successful tender response and/or to clarify the terms of the draft contract only are permitted. By submitting a tender response Tenderers are agreeing, if successful, to enter into a contract with S4C in the form set out in Appendix 1. Tenderers are asked to note in this context the provisions of Part 6.4.

2.3 Parent Company Guarantees and Consortia

Please note that S4C may require the successful Tenderer to provide a parent company guarantee. If a consortium submits a tender response which is acceptable to S4C, S4C may in its discretion require: (i) the consortium to form a legal entity before entering into the contract; and/or (ii) joint and several liability of all consortium members; and/or (iii) guarantees and/or undertakings by some or all of the consortium members in respect of some or all other consortium members.

2.4 Guide Price

S4C estimates that the services should be capable of being provided over the duration of the agreement in accordance with S4C's requirements for a total cost of approximately £600,000 (exclusive of VAT) (inclusive of any actual set-up costs, if any are to be incurred.) Applications which present a lower figure will be welcomed.

2.5 Staffing Requirements

The successful tenderer shall ensure that at least one full time member of staff is a fluent Welsh speaker to deal with any questions or queries from panel members and to create and check all Welsh language documentation. Other staffing to be adequate to conduct the work efficiently, and to deal with all queries from S4C and panellists.

2.6 Research Information

Weekly Reach

12 months ending March 2017

S4C was viewed by **614,000** people across the **UK**:

- 347,000 in Wales
- 267,000 in the rest of UK

50% of S4C viewers in a typical week in Wales in 16/17 were non-Welsh speakers.

Source: BARB. These reach figures are for at least 3 consecutive minutes' viewing in a week.

2.7 Technical Requirements

If any particular software is to be used for data provision, please describe it and list any technical requirements that may impact on S4C. The cost to S4C of acquiring any such licences or copies of software should be included in the fee.

2.8 Compliance with Applicable Legislation

The successful tenderer will be expected to have an in-depth understanding of and effective systems in place to ensure compliance with all applicable law, including without limitation data protection legislation and Welsh language regulations. The cost of ensuring compliance should be included in the fee.

Tenderers are advised that the services must be delivered in compliance with the Welsh Language (Wales) Measure 2011, the Welsh Language Act 1993 (where applicable) and the standards with which S4C is required to comply as if the successful Tenderer itself was S4C. Tenderers must ensure they are familiar with the standards S4C is required to comply with which are available at <http://www.s4c.cymru/en/about-us/authority/page/17368/welsh-language-standards/>

Tenderers must provide a statement describing how they will deliver the services under the contract in a way which ensures panellists are treated equally whether they require communication in Welsh or English.

2.9 Reporting

S4C currently base all public reports on samples over 25 (per genre per wave) but S4C will also require reporting on programmes with smaller sample sizes, as well as averages over time. Therefore it is important that all data supplied notes the sample size used. Please refer to the section on reporting at section 3.1 below for further information. S4C would prefer the Appreciation Index (AI) elements to be made available via a software interface. S4C requires reporting to be made available in a user-friendly manner which allows flexibility in data analysis.

The results of all data collected by the successful tenderer will be required to be reported to S4C on a weekly and monthly basis. All data must be weighted to respective universes. The data will be required to comprise the following:

- The diagnostic (questionnaire) data, split into three sets of data: total panel, Welsh speakers and non-Welsh speakers. (Note: S4C does not expect this to be available by software as it is comprised of responses to questionnaires.)
- The AI (Appreciation Index) results, weekly data, split into three sets of data: programmes ranked by genre, programmes ranked by day/time and the total AI for each channel.
- A quarterly summary comprising all titles, and channel AI.

All data will also need to be split into demographic groups.

The successful tenderer will also need to provide S4C with a Panel profile including response rates at the end of each wave of research.

Part 3 Information to be Included in Tender Responses

3.1 Required Information

Tenderers should provide the following information as part of the tender response in order to demonstrate in detail how S4C's requirements will be met:

- a) Recruitment of the panel. Please state:
 - How recruitment of the panel would be conducted to ensure 1,000 Welsh speakers and 400 non-Welsh speakers prior to February 1st, 2019.
 - What are the anticipated challenges in recruitment of the panel? How would these challenges be addressed?
 - How much lead in time would be required in order to recruit the full panel by February 1st, 2019?
 - How would geographical and demographic balance be achieved?
 - Please give a suggestion of a realistic timetable for recruitment.
- b) Management and administration of the panel. Please state:
 - How would you provide quality, consistency and speed of response throughout the term?
 - What are the anticipated challenges in the administration of the panel? How would these challenges be addressed?
 - How would replacement of panel members be addressed?
 - Describe all methods and systems for ensuring compliance with Welsh language regulations during the recruitment process and thereafter (see part 2.8 for more information).
- c) Optimising response rates. Please state:
 - What, if any, incentives would be offered to panellists?
 - How would you prevent and deal with attrition rates in the panel?
 - Do you have any creative ideas for methods used in gaining responses?
- d) Data provision and reporting methods. Please state:
 - How the data will be accessed by S4C, if by software or reports or both.
 - How you would weight the data.
 - Provide details of the timing of S4C receiving the data (given postal element) and timing for separate online proportion (if possible).
 - What level of demographic and geographic data would be available. What level of support and ad-hoc data provision you could provide S4C, if any.
- e) Ensuring compliance with applicable law. Please describe:
 - the methods and systems in place for ensuring the service will be provided in accordance with applicable data protection legislation;
 - please provide a privacy impact assessment for the service.
- f) Fee and Payment schedule (please see part 3.2 below for more information).

Tenderers may include additional information where relevant to their tender responses, but tender responses should not include any extraneous information not specifically requested or required by the ITT including, for example, sales literature and standard terms of trading.

Tender responses must remain open for a period of 3 months from the date for submission of tender responses.

If at any time the Tenderer (or, in the case of a tender response submitted by a consortium, any member of the consortium) becomes aware that any information which it (or, in the case of a tender response submitted by a consortium, any member of the consortium) has provided to S4C in connection with this tender process is incomplete, inaccurate or misleading in any respect or has ceased to be correct, S4C must be immediately notified thereof.

3.2 Fee

S4C requires the services to be provided for an annual fixed fee to include any set up costs, account management, administration, staffing, meetings, software costs and all other costs and expenses incurred in providing the service. This fixed fee must be expressed in or converted into pounds sterling, exclusive of VAT and must be fixed for the duration of the contract.

Where Tenderers anticipate no set-up costs for any reason, for example due to use of an existing database, Tenderers should explain this and adjust costs accordingly.

Tenderers should clearly set out the fee payable for the services and the suggested payment schedule. S4C expects the payment schedule will appropriately apportion payment of the fee throughout the duration of the term and will not be significantly front-loaded.

Tenderers should provide details of the fixed fee proposed broken down to show separately the fee in respect of the following elements of the contract:

- Respondent Incentives
- Set up costs (if any)
- Software costs to S4C
- Other costs

3.3 Maximum Pages

Tenderers should seek to be concise in drafting their response to this ITT. Tender responses should not exceed 15 A4 pages in length and the font size should be no smaller than Georgia 10. S4C retains the right to exclude from the tender process any tender response that does not conform with this requirement.

The above page limit does not include any documents annexed to the main tender document.

3.4 Confirmation of Correct Information

By submitting a response to this ITT, Tenderers confirm that all information provided in the Pre-Qualification Questionnaire remains true, complete and accurate. If any information provided as part of the Pre-Qualification Questionnaire has changed such changes should be noted clearly as part of the response to this ITT.

Part 4 Outline of Tender Process and Requests for Further Information

4.1 Outline of Tender Process

On 11th May 2018 a contract notice was published in the Official Journal of the European Union inviting providers interested in S4C Viewing and Audience Appreciation Data Services to download, complete and return to S4C a Pre-Qualification Questionnaire (made available by S4C) to participate in this tender process, for assessment by S4C. Subsequently, a shortlist was formed in accordance with the procedure set out in the Pre-Qualification Questionnaire and certain entities were invited to tender.

The remainder of this tender process will involve the following stages:

Stage 1 Deadline for requests for clarification	Monday 9 th July 2018 at 12:00 midday
Stage 2 Deadline for receipt of tender responses	Monday 23 rd July 2018 at 12:00 midday
Stage 3 Commencement of evaluation of tender responses	Monday 23 rd July 2018
Interviews (if held)	Wednesday 1 st and/or Thursday 2 nd of August 2018*
Stage 4 Notification of results of evaluation	Monday 6 th August 2018*
Stage 5 Signature of contract	Tuesday 21 st August 2018*

Please note that dates marked * may be subject to change.

4.2 Submission of Tender Responses

Tenderers are required to submit a tender response in Welsh or English in accordance with the requirements of this ITT electronically by the deadline for receipt of tender responses set out in Part 4.1 above.

Tender responses should be clearly marked **"ITT - Viewing and Audience Appreciation Data Services"** and sent by e-mail to: tender.communications@s4c.cymru

Tenders may be submitted in Welsh or English. A tender submitted in Welsh will be treated no less favourably than a tender submitted in English.

NO TENDER RESPONSES RECEIVED AFTER THE DEADLINE FOR RECEIPT OF TENDER RESPONSES SET OUT IN PART 4.1 ABOVE OR RECEIVED BY S4C AT AN ADDRESS OTHER THAN THAT SET OUT ABOVE WILL BE CONSIDERED AND ANY SUCH TENDER RESPONSES WILL BE EXCLUDED FROM THIS TENDER PROCESS.

S4C accepts no responsibility for the shortcomings of any delivery system or for any lost, delayed or defective tender responses. It is up to Tenderers to ensure that their tender responses (and any attachments) are prepared in good time (taking into account the possibility of staff absences or technical failures) and are submitted in advance of the deadline for receipt of tender responses set out in Part 4.1 above.

Please note that 20Mb is the maximum email size that S4C can accept and permissible file formats are Word, Excel, PDF and Jpeg. These file formats are acceptable as Zip Files. Tenderers should be aware that their own ISP (Internet Service Provider) may impose lower limits on the maximum email capacity and as such are advised to check the size limit with their own ISP or IT department well in advance of despatch and deadline.

Proof of despatching will not be deemed to be proof of delivery and Tenderers are advised to seek an acknowledgement of receipt in a separate email.

4.3 Consideration of Tender Responses and Notification of Result

S4C will consider all tender responses received by S4C in compliance with the requirements detailed in this ITT and all information provided at interview, if held, in accordance with the procedure and criteria detailed in Part 5 below. The award of the contract will be based on S4C's assessment of the tender response that is the most economically advantageous in accordance with the criteria set out in Part 5 below. All Tenderers who submitted a tender response will be notified of the outcome of S4C's evaluation by email. See further Part 5.4 below.

4.4 Clarification of Tender Responses and Interviews

S4C may require Tenderers to provide further information and/or clarification of any matters contained in their tender responses.

S4C may require Tenderers to attend interviews in Cardiff to clarify details set out in the tender response document and to make a presentation. The interview may be conducted in Welsh or English. If you choose a Welsh interview, we will provide a translation service from Welsh to English if necessary.

4.5 Requests for Further Information

All contact in relation to this tender process including any requests for further information and/or guidance in completing tender responses must be made by email to S4C at Question.Tender@s4c.cymru

Tenderers must not in any way canvass or solicit information relating to this tender process from any other officer, employee, agent or adviser of S4C.

Tenderers are encouraged to identify any further information and/or guidance that they may require in connection with this tender process as early as possible. The deadline for submission of requests for further information and/or guidance is **Monday 9th July 2018 at 12:00 midday**. Any requests received after this deadline will not be considered. S4C will endeavour to deal promptly with all requests received before this deadline.

In the interests of fairness and transparency please note that all requests for further information and/or guidance in respect of this tender process and S4C's responses to such requests will be disclosed to all Tenderers. Such disclosures will be made by email to the email addresses provided by Tenderers in their completed tender response.

If Tenderers consider any request for further information and/or guidance which they make to be commercially sensitive, they must clearly mark the request as “commercially sensitive” and supply the reasons why they consider it to be commercially sensitive. Please note, however, that S4C will determine, in its sole discretion, whether it considers any such request to be commercially sensitive. If S4C determines that a request is commercially sensitive S4C will not disclose the request or its response to such request to other Tenderers. If S4C determines that a request is not commercially sensitive it will inform the Tenderer. If the Tenderer agrees that the request is not commercially sensitive S4C will respond to the request and will be entitled to disclose the request and its response thereto to all Tenderers. If the Tenderer does not agree that the request is not commercially sensitive or does not inform S4C whether or not it so agrees within a period of one working day, the request shall be deemed to be withdrawn and S4C will not respond to it. Nothing in this paragraph will be interpreted or construed as limiting in any way S4C’s ability to disclose any information to any person in complying with its freedom of information obligations as outlined in Part 6.6 below.

Any requests and any responses thereto which are disclosed to all Tenderers will be deemed to form part of this ITT.

Part 5 Evaluation Criteria and Contract Award

5.1 Compliance Testing

Prior to commencing formal evaluation of tender responses, S4C will check tender responses to ensure that they are fully compliant with the requirements of the ITT. Non-compliant tender responses may be rejected. Fully compliant tender responses will be evaluated by S4C in accordance with the provisions set out in this Part 5.

5.2 Evaluation

S4C will use the following evaluation criteria to evaluate the tenders submitted:

Award Criteria	Information to be assessed	Evaluation Question (How S4C will evaluate the submission)	Weighting
Methodologies for recruitment of a suitable panel and the proposed timeframe	A description of how the tenderer will ensure recruitment of a suitable panel	Has the supplier demonstrated how recruitment of a suitable panel will be achieved to ensure the minimum numbers required and geographical and demographic balance?	6%
Methodologies for recruitment of a suitable panel and the proposed timeframe	A description of the anticipated challenges in recruitment and how they would be addressed	Has the supplier demonstrated they have an understanding of the potential challenges and has effective systems to address such challenges?	5%
Methodologies for recruitment of a suitable panel and the proposed timeframe	A description of the Tenderer's timetable for recruitment	Has the supplier demonstrated its ability to ensure recruitment of the full panel by the required deadline?	6%
Management and administration of the panel	A description of the Tenderer's methodology for managing and administering the panel	Has the supplier demonstrated how it will provide quality, consistency and speed of response throughout the term; has the supplier demonstrated its understanding of the potential challenges in the administration	6%

		<p>of the panel; and how such challenges will be addressed?</p> <p>Has the supplier demonstrated how the replacement of any panel members would be addressed?</p>	
Management and administration of the panel	A description of all methods and systems for ensuring compliance with Welsh language regulations during the recruitment process and thereafter	Has the supplier demonstrated an appropriate solution for ensuring all recruitment of the panel is conducted bilingually; all correspondence with panel members is conducted in their language of choice; and all applicable Welsh Language Standards are adhered to?	5%
Optimising response rates and preventing and dealing with attrition rates in the panel	A description of the supplier's methodology for optimising response rates including any incentives to be offered to the panel	Has the supplier demonstrated how it will prevent and deal with attrition rates in the panel; what, if any, incentives would be offered to panellists; and whether it has any creative ideas for methods used in gaining responses?	10%
Data provision and reporting methods	A description of how the data will be accessed by S4C	Has the tenderer demonstrated how it will provide data in a user-friendly manner which allows flexibility in data analysis?	5%
Data provision and reporting methods	Details of the timing of S4C receiving the data (given postal element) and timing for separate online proportion (if possible)	Has the tenderer demonstrated how it will ensure a quick turnaround in reporting to S4C?	5%
Data provision and reporting methods	A description of the data made available to S4C	Does the description of the data to be provided match S4C's requirements as noted in section 2.9?	10%

		Has the tenderer demonstrated it will provide data with appropriate weighting (taking into consideration the mixed-language nature of the panel) and adequate geographic and demographic sub-data sets?	
Data provision and reporting methods	The level of support and ad-hoc data provision provided to S4C, if any	Will the supplier offer any additional ad-hoc data reporting as part of the contract?	2%
Data Protection Systems	A description of the supplier's methods and systems for ensuring the service will be provided in accordance with applicable data protection legislation. A Privacy Impact Assessment / Privacy Policy for the service	Has the tenderer demonstrated it has effective and robust systems in place to ensure compliance with applicable data protection legislation, and is this adequately evidenced in the Privacy Impact Assessment/Privacy Policy provided?	5%
Payment schedule	A suggested payment schedule for the fee	Has the supplier suggested a payment schedule that appropriately apportions payment of the fee throughout the contract term?	5%

The evaluation process will comprise a full assessment of the tenders submitted on the basis of the Award Criteria listed above. Please note S4C will be using the following methodology for assessing your responses per criteria:

Score	Category	Profile
0	Nil Response / Very Poor	Failed to address S4C's requirements or no evidence provided to address S4C's requirements.
1	Poor	Poor proposal to address S4C's requirements or supported by poor evidence that such proposals will be

		delivered, which has major gaps, is unconvincing in many respects or seriously lacks credibility.
2	Below Satisfactory	Below satisfactory proposal to address S4C's requirements or supported by below satisfactory evidence which has moderate gaps or is unconvincing or irrelevant.
3	Satisfactory	Satisfactory proposal to address S4C's requirements or supported by satisfactory evidence that such proposals will be delivered but which has minor gaps or which to a small extent is unconvincing or lacks credibility.
4	Good	Good proposal to address S4C's requirements supported by good evidence that such proposals will be delivered that is sufficient (in qualitative terms), convincing and credible.
5	Excellent	Excellent proposal that addresses and then exceeds S4C's requirements in a way which S4C considers offers (in the context of S4C's goals, aims and objectives in section 2), deliverable and cost-effective additional functionality, services or standards (as applicable) and which is supported by excellent evidence that such proposals will be delivered which is consistent, comprehensive and compelling.

Evaluation of Fee

S4C will evaluate the fee provided by using the following formula: lowest fee submitted as part of the tender divided by the tenderer's submitted fee. S4C may exclude responses that have submitted abnormally low fees. It will be weighted at 30%.

5.3 Disqualification of Tender Responses/Tenderers

S4C reserves the right to disqualify a tender response and/or a Tenderer from this tender process at any time if:

- (a) a tender response does not comply in any respect with the requirements of this ITT;
- (b) any information provided to S4C by the relevant Tenderer (or, in the case of a consortium, any of its members), is incomplete, inaccurate or misleading in any respect or ceases to be correct;
- (c) the Tenderer has colluded with any person (excluding, where the Tenderer is a consortium, collusion between consortium members in relation to the consortium's tender response) in relation to or in connection with its or any other Tenderer's tender response.

Disqualification of any tender response or Tenderer will be without prejudice to any other rights or remedies of S4C.

5.4 Contract Award

Subject to the provisions of Part 6.1 below and following completion of the evaluation of tender responses, S4C will inform Tenderers of the results of the evaluation. The Tenderer whose tender response has been successful will be required to enter into an agreement with S4C in the form of the draft contract. No contract will be formed unless and until S4C executes the agreement. No oral or written acceptance of any tender or notification that a Tenderer has been successful will constitute a contract.

Part 6 Legal Notes

6.1 No Obligation to Offer the Contract

Nothing contained in this ITT nor any communication between S4C and a Tenderer regarding the tendering process or the tender response shall constitute a contract for the provision of any service covered by this tender process nor a warranty or a representation that any contract will or may be awarded.

S4C reserves the right to withdraw from and/or abandon and/or defer this tender process at any time, not to award any contract as a result of this tender process, to supplement, revise and/or clarify the terms and conditions of this ITT and/or to require Tenderers to clarify their tender responses and/or to provide additional information in relation thereto.

6.2 Conflict of Interest

Tenderers are required to provide details if it is envisaged that there may be a conflict of interest between individuals involved in the application and S4C staff, this is to enable S4C to ensure that it assigns staff to the tender process that have no personal relationship with any Tenderer or consortium member of relevant staff.

6.3 Draft Contract

The draft contract for the provision of the viewing and audience appreciation data services is set out in Appendix 1.

By submitting a response to this ITT, Tenderers are indicating their acceptance of the terms of the attached draft contract. S4C reserves the right to amend the draft contract

after publication once the details of the winning bid are known to conform with the deal specific terms agreed with the successful applicant.

6.4 Codes of Practice and Guidelines

The successful Tenderer will be required to comply with the following codes of practice, legislation and guidelines (amongst others):

- Health and Safety Legislation
- Data Protection Legislation
- S4C Compliance Notice (i.e. noting the applicable Welsh Language Standards)
- S4C Technical Requirements
- Gambling legislation applicable to competitions
- S4C Brand Guidelines
- S4C Child Protection Policy
- S4C Statement of Commitment to Diversity

Each Tenderer should include the cost of complying with the above (including to cost of appropriate advice) within the application. Many of these guidelines are available on the S4C Production Website which is available at <http://www.s4c.cymru/en/production/page/1154/guidelines/>.

6.5 Freedom of Information

S4C is subject to the provisions of the Freedom of Information ("FOI") Act 2000. If any Tenderer considers that any information supplied by it to S4C pursuant to this invitation is commercially sensitive or confidential in nature, this should be highlighted explicitly and the reasons for its sensitivity set out in full in the tender response. Please note, however, that identifying information as confidential or commercially sensitive does not guarantee that it will be exempt from disclosure. S4C retains the discretion to decide whether or not particular information is exempt from disclosure.

6.6 Data Protection

By submitting a tender response Tenderers authorise S4C to process all personal information provided as part of the tender response in accordance with applicable data protection legislation (including the Data Protection Act 1998, the General Data Protection Regulation ((EU) 2016/679) and/or any other relevant legislation) and confirm that they have obtained all necessary third party consents to enable S4C to do so.

6.7 Confidentiality and Publicity

By submitting a response to this tender, Tenderers agree to keep confidential any information which is disclosed or otherwise made available to them by S4C in any medium whatsoever during or in connection with this tender process. Tenderers shall not to use such information for any purpose other than the preparation of the tender response and shall not to disclose such information to any person other than in confidence and on a need to know basis to those persons who are directly involved in the preparation of the tender response. Such obligations of confidentiality shall not apply to documents already in the public domain at the time it is disclosed or made available to them by S4C.

By submitting a response to this tender Tenderers agree not to, and agree to ensure that their employees do not, issue any publicity of any kind (including but not limited to

notices via social networking sites such as Facebook or Twitter or otherwise) regarding the subject of this tender or any decision of S4C in relation to any element of this tender unless S4C has provided prior written consent to such communication.

6.8 Disclaimer

S4C gives no warranty or representation regarding the completeness or accuracy of any information contained in this ITT and any reliance placed on any such information by you is at your own risk.

6.9 S4C Brand Requirements

Use of the S4C brand will be licensed to the successful Tenderer for the period of the contract. The Tenderer will be required to act in accordance with the S4C Brand Guidelines available on the S4C website.

6.10 Tender Costs

Each Tenderer shall be responsible for its own costs and expenses incurred in connection with this tender process. S4C will not under any circumstances contribute towards any such costs and expenses.

6.11 Amendments to Tender Documents

S4C reserves the right to make changes to the tender documents prior to the deadline set out in Part 4.1 above. To allow time for such amendment to be taken into account S4C may, at its discretion, extend the dates set out in Part 4.1 above.

6.12 Copyright

S4C owns the copyright in the ITT and any other materials issued or made available by S4C. Tenderers are not permitted to copy, reproduce, use or issue copies of the ITT or such materials (or any part thereof) other than as and to the extent strictly required for the preparation and submission of their tender responses.

6.13 Non-Collusion

By submitting a response to this ITT, each Tender certifies that:

1. the tender response is bona fide and intended to be competitive;
2. the Tenderer has not fixed or adjusted the response by or under or in accordance with any agreement or arrangement with any other person (other than, in the case of a consortium, the other consortium members) or required any other Tenderer to do the same; and
3. the Tenderer has not communicated to any person other than S4C the amount or approximate budget or price of the tender response, except where the disclosure, in confidence, was necessary to obtain insurance premium or other quotations required for the preparation of the tender.

6.14 Inappropriate Conduct

If a Tenderer or an appointed advisor to a Tenderer makes any attempt to inappropriately influence this tender process or the award of the contract in any way, S4C may disqualify that Tenderer's tender response in S4C's absolute discretion. Any direct or indirect

canvassing by a Tenderer or an appointed advisor to a Tenderer in relation to this procurement or any attempt to obtain information from any of the employees or agents of S4C concerning another tendering organisation may result in disqualification at S4C's sole discretion.

6.15 Governing Law

This ITT shall be governed by the laws of England and Wales and each Tenderer agrees, by returning a tender response, to submit to the exclusive jurisdiction of the courts of England and Wales.



APPENDIX 1

CONTRACT DOCUMENT

SUBJECT TO CONTRACT

(See document attached)