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**Invitation to Tender for the Provision of an  
Audience Reaction Panel Service to S4C**

Issued:  
Deadline for receipt of tenders:

1 July 2008  
12.00 midday 22 August 2008

## **Introduction**

This Invitation To Tender ("ITT") invites tenders from persons/organisations interested in providing an audience reaction panel service to S4C as more particularly described in this ITT and the draft contract set out in the appendix to this ITT ("Draft Contract").

This ITT is divided into six parts as follows:

Part A	Background Information
Part B	Tender Process and Timetable
Part C	Contract Specific Information
Part D	Information to be included in Tender Responses
Part E	Evaluation Criteria and Contract Award
Part F	Legal Notes

**Please read this ITT carefully. Tender responses that do not comply with the requirements set out in this ITT will not be considered as part of this tender process.**

**Please note that this tender process, including this ITT, is subject to the legal notes set out in Part F of this ITT.**

## **Part A            Back ground Information**

### **A.1                Background Information relating to S4C**

S4C is a public service broadcaster offering over 80 hours of Welsh-language programming each week, including sport, music, live events, drama, news, documentaries and children's programming. S4C currently broadcasts S4C and Channel 4 programmes on the analogue platform and S4C Digidol and S4C2 on the digital platform. S4C also offers live web streaming of most of its content and catch up additional services over the internet via the S4C website ([www.S4C.co.uk](http://www.S4C.co.uk)). S4C also hopes to launch new children's services on the digital platform in the future. S4C is available outside Wales on Sky channel 134, which is unencrypted, Freewire as well as via the S4C website.

S4C is funded by the Department for Culture, Media and Sport. For more background information on S4C please refer to the Annual report 2007 which is available on S4C's website or by contacting: Viewer's Hotline, S4C, Parc Ty Glas, Llanishen, Cardiff CF14 5DU, UK.

### **A.2                Background Information relating to the Contract**

The provision of an audience reaction panel service to S4C has been outsourced to a number of different third party service providers since 1994. The present contract for the provision of an audience reaction panel service to S4C is due to end in December 2008. The current audience reaction panel service uses an audience reaction panel ("panel") consisting of approximately 1500 respondents

residing in Wales, approximately 2/3 of whom are Welsh Speakers and the remainder of whom are non-Welsh speakers. The panel is presently used to provide data of appreciation for television programmes using a viewing diary and also to gauge the panel's reaction on various subjects using a bi-lingual (English and Welsh languages) diagnostic questionnaire. The diary currently lists BBC1, BBC2, ITV1, S4C and S4C digital programmes. Please note that S4C may wish to add or to remove channels in the future. The diary is used to compare performance by genre across television channels as well as for individual programmes. The panel scores the relevant programmes in accordance with the Audience Appreciation Index ("AI"). S4C's main focus in using the AI data is analysing the AI of Welsh language programmes among Welsh speakers, therefore only Welsh speakers are required to complete the diaries. The panel presently responds either online or by post.

**Weekly Reach All Hours 2007** – S4C was viewed by **854,000** across the **UK**

732,000 in Wales

122,000 in the rest of UK

**Weekly Reach Welsh Language Hours 2007** - S4C was viewed by

**609,000** across the **UK**

511,000 in Wales

98,000 in the rest of UK

**33% of viewers in peak hours (18.30-21.30) are non-Welsh speaking**

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

## **Part B Tender Process and Timetable**

### **B.1 Stages**

On 1<sup>st</sup> July 2008 a contract notice was published via the Buy4Wales website in the Official Journal of the European Union inviting persons/organisations interested in providing an audience reaction panel service to S4C to participate in this tender process. The procedure which S4C has chosen to use for this tender process is the open procedure.

The tender process will involve the following stages:

Stage 1 deadline for requests for clarification	01 August 2008
Stage 2 deadline for receipt of tender responses	12.00 midday 22 August 2008
Stage 3 evaluation of tenders	*01-15 September 2008
(please note that during this stage S4C may invite tenderers to attend interviews/meetings with S4C at S4C's offices)	
Stage 4 notification of results of evaluation	*week commencing 15 September 2008
Stage 5 signature of contract	*01 October 2008

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

### **B.2 Submission of Tender Responses**

You are required to submit your tender response in accordance with the requirements of this ITT **electronically** by the deadline for receipt of tender responses set out in Part B.1 above.

Tender responses should be clearly marked "Provision of Audience Reaction Panel" and sent by email to: [panel@s4c.co.uk](mailto:panel@s4c.co.uk)

**NO TENDER RESPONSES RECEIVED AFTER THE DEADLINE FOR RECEIPT OF TENDER RESPONSES SET OUT IN PART B.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 you to ensure that your tender response (and any attachments) is prepared in good time (taking into account the possibility of staff absences or technical failures) and is submitted in advance of the deadline for receipt of tender responses set out in Part B.1 above. Proof of despatching will not be deemed to be proof of delivery and you are advised to seek an acknowledgement of receipt.

### **B.3 Evaluation of Tender Responses**

S4C will evaluate each tender response received which complies with the requirements of this ITT. S4C may require you to provide further information and/or clarification of any matters contained in your tender response. S4C may also require you to attend an interview/meeting with S4C at S4C's offices.

#### **B.4 Notification of Results of Evaluation**

All persons/organisations who submitted a tender response will be notified of the outcome of S4C's evaluation by email. See further Part E.3 below.

#### **B.5 Requests for Further information**

All contact in relation to this tender process including any requests for further information and/or guidance must be made by email to S4C at [panel@s4c.co.uk](mailto:panel@s4c.co.uk).

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

You are encouraged to identify any further information and/or guidance that you 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 01 August 2008. 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 via the S4C website ([www.S4C.co.uk](http://www.S4C.co.uk)) and can be accessed by clicking on "tenders" and following the link. It is your responsibility to ensure that you regularly check this link for disclosures.

If you consider any request for further information and/or guidance which you

make to be commercially sensitive, you must clearly mark the request as “commercially sensitive” and supply the reasons why you 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 making the request that this is the case. 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 paragraph Part F.6 below.

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

## **Part C            Contract Specific Information**

### **C.1                S4C’s Requirements**

The successful tenderer will be required to recruit and to maintain throughout the term of the contract an audience reaction panel consisting of a minimum of 1500 respondents resident in Wales, 2/3 of whom must be Welsh Speakers and 1/3 of whom must be non-Welsh speakers (the “Panel”). The Panel recruited will need to be representative of the population of Wales.

The Panel will be required to provide reaction and feed back to S4C by means of a bi-lingual (English and Welsh languages) diagnostic questionnaire and a viewing diary.

Panel liaison, recruitment and all materials provided to the Panel must be available through the medium of Welsh and English.

Internet and broadband take-up rates among adults in Wales are now well below UK levels. 55% have an internet connection at home in Wales (65% UK) and 45% have broadband (57% UK).

*Source: Ofcom – The Communications Market 2008: Nations and Regions, May 2008.*

In the light of the above information it is essential,, in order to provide an effective audience reaction panel service representative of the population of Wales, that the Panel is not an online only panel.

All respondents on the Panel will be required to complete the diagnostic questionnaire, that is both Welsh speakers and non-Welsh speakers alike. The questions will be primarily programme related but from time to time questions on purchasing behaviour and lifestyles in general may also be asked of the Panel. The questionnaire will be required to be bilingual (Welsh and English languages) and on average will consist of between 10-20 questions. Whilst S4C will discuss the questions to be used with the successful tenderer the questions used will ultimately be decided by S4C.

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 longitudinal analysis. Please refer to the section on reporting below for further information.

The successful tenderer will be required to ensure that there is continuity of calculation methodology from the current contract to ensure that long term tracking can be achieved.

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

- the diagnostic data, split into three sets of data: total panel, Welsh speakers and non-Welsh speakers.
- the AI results, split into three sets of data: programmes ranked by genre, programmes ranked by channel/day/time and the total AI for each channel within each genre.
- the results referred to above will be split into two separate reports – one for all responses with a sample size of 25 or more and the other for all programmes regardless of sample sizes.

Data will also need to be split into sub 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.

It will be the responsibility of the successful tenderer to supply programme listings for the diaries.

Whilst this tender process is not limited to organisations of a specific size or based in a specific location, it is an essential requirement of the contract that the successful tenderer is able to recruit, set up, maintain and operate the Panel and to provide the audience panel service bilingually (in the Welsh and English languages) at all stages.

Tenderers must have experience of and expertise in setting up and in running and managing research panels

## **C.2 Contract Duration**

The successful tenderer will be required to commence provision of the audience reaction panel service to S4C with effect from 1 January 2009. The contract will include both a preparatory period (20 October 2008 to 31 December 2008) during which the successful tenderer will recruit the Panel and a probationary period of six months during which S4C will review the quality of the audience reaction panel service provided by the successful tenderer with S4C having the right to terminate the contract at any time during the probationary period if the quality of the audience reaction panel service provided does not meet S4C's requirements as set out in the Draft Contract. Should the contract entered into with the successful tenderer be terminated during the probationary period S4C may decide to award the contract to the next highest scoring tender response or to re-tender the contract or to provide the service in-house. In the light of this

S4C requires all tender responses to remain open for acceptance for a period of 12 months from the deadline for the submission of tender responses referred to in Part B.1 above. Subject to S4C's rights to terminate the contract early in accordance with the terms of the contract or to extend the contract for a further period of up to 12 months, it is intended that the contract will operate until 31 December 2011.

### **C.3 Fixed Fee**

S4C estimates that the total cost of providing the audience reaction panel service over a three year period in accordance with S4C's requirements should not exceed £500,000 (exclusive of VAT) (the "Budget").

S4C requires the audience reaction panel service to be provided for a fixed price fee to include all preparatory work to be undertaken and set up costs to be incurred during the preparatory period (including the recruitment of the Panel) and all administrative, staffing, translation and other costs and expenses incurred by the successful tenderer in providing the audience reaction panel service.

## **Part D Information to be Included in Tender Responses**

Tender responses may be submitted in the Welsh or English languages.

All tender responses must include the information set out below following the order and headings below. You may include additional information where relevant to your tender response but you are encouraged to avoid expensive and overly colourful presentations.

**Please note that if the tender response is being submitted by a consortium, the information referred to below in this Part D must be provided in respect of each member of the consortium with the exception of that required at D.1.7 which should be provided only in respect of the lead member.**

**D.1 Basic information about your organisation**

D.1.1 Your full name.

D.1.2 Your Legal status (e.g. private limited company, partnership, sole trader).

D.1.3 Your registered number (if applicable).

D.1.4 Your registered office address (if applicable), or, if not applicable, the address of your principal place of trading.

D.1.5 Your telephone number.

D.1.6 Your fax number.

D.1.7 The name, position, address, telephone number, fax number and email address of the individual within your organisation to whom all correspondence should be addressed.

D.1.8 Your VAT registration number (if applicable).

D.1.9 A copy of your certificate of incorporation (if applicable).

D.1.10 A brief description of your primary business activities.

## **D.2 Economic and Financial Capacity**

D.2.1 The length of time that you have been trading. If less than three years, details of any predecessor organisation may be provided.

D.2.2 A statement showing for the previous three financial years (a) your turnover; and (b) your turnover in respect of the provision of services similar to the audience reaction panel service, the subject of this tender process. If you have been trading for less than three years, equivalent information for any predecessor organisation or key personnel may be provided.

D.2.3 Copies of your statutory accounts for the previous three financial years, showing your overall turnover. If statutory accounts are not available, please provide equivalent financial information endorsed at an appropriate level. If you have been trading for less than three years, equivalent information for any predecessor organisation or key personnel may be provided.

D.2.4 Details of any relevant professional indemnity insurance held by you.

## **D.3 Technical Capacity**

D.3.1 Detail how you would set up, recruit, provide and manage the audience reaction panel service bilingually at all stages. As stated in Part C.1 above the ability to set, up and recruit the Panel and to provide the audience reaction panel service

bilingually (in the Welsh and English languages) at all stages is an essential requirement of this contract.

- D.3.2 Details of the services similar to the audience reaction panel service, the subject of this tender process, which have been provided by you during the past three years including details of the recipients of those services and the dates on which those services were provided.
- D.3.3 Contact details for two recipients of the services detailed in your response to D.3.1 above whom S4C may contact to obtain references. Please include postal address, telephone number, fax number and email address.
- D.3.4 Have you had any contract for the provision of services similar to the audience reaction panel service, the subject of this tender process, terminated for poor performance in the last three years, or have any damages been claimed against you under any such contract in the last three years? If so, please provide details.
- D.3.5 Details of the quality control procedures that you would apply to the contract.
- D.3.6 Details of any health and safety policy and/or system operated by you.
- D.3.7 Brief details, including experience and qualifications, of key personnel who would be involved in performing the audience reaction panel service.
- D.3.8 Details of your average annual number of staff and managerial staff in each of the past three years.
- D.3.9 If you intend to sub-contract part or all of the audience reaction panel service, please provide details of the nature and proportion of the audience reaction panel

service that would be sub-contracted and, if known, the identity of the principal sub-contractors.

D.3.10 If this tender response is being provided on behalf of a consortium, please specify what the role of each member of the consortium will be.

D.3.11 Describe the methodologies that you would use to deliver the audience reaction panel service. S4C would particularly welcome ideas on creative research methodologies such as blogs and ways of researching into websites and online services and an outline of your approach to flexibility in adapting the audience reaction panel service in line with any changes to S4C's requirements during the course of the contract.

D.3.12 Describe the size of the panel that you would provide within the scope of the Budget, the response rates expected for such a panel and how you would optimise such response rates and manage any panel attrition rates throughout the term of the contract.

D.3.13 Describe the format in which data would be delivered to S4C, the method and frequency of communications with S4C in both the preparatory period and the operative period of the contract and the timescales within which you would require questionnaires and other information from S4C and within which you would respond with data to S4C.

D.3.14 Detail any additional benefits or factors that your provision of the audience reaction panel service would offer S4C.

**D.4. Fixed Price Fee**

S4C requires a fixed price fee for this audience reaction panel service. Please provide details of the fixed price fee that you propose for the contract broken down to show separately the fee for setting up and recruiting the panel during the preparatory period referred to in Part C.2 above and the fee for each year of the proposed three year operational term of the contract. Please also provide your proposal for year 4 should S4C decide to exercise its option to extend the contract beyond the 3 year term.

**D.5 Comments on Draft Contract**

Detail any comments that you have on the draft contract set out in the Schedule to this ITT. Please note in this context the provisions of Part F.4 below.

**D.6 Personal Situation of Tenderer**

**(Note: if the answer to any question in this section is yes, please provide details in your tender response.)**

D.6.1 Have you, or any of your directors or any other person who has powers of representation, decision or control over your organisation, been convicted of any act of conspiracy, corruption, bribery, fraud, money laundering or any other offence within the meaning of Article 45(1) of the Public Sector Directive?

D.6.2 Are you bankrupt or have you had a receiving order or administration order or bankruptcy restrictions order made against you or have you made any composition or arrangement with or for the benefit of your creditors or are you unable to pay or to have no reasonable prospect of being able to pay a debt or have you granted a trust deed for your creditors or become otherwise apparently

insolvent or are you the subject of a petition for the sequestration of your estate or are you the subject of any similar procedure under the law of any state?

D.6.3 Have you passed a resolution or are you the subject of an order by the court for your winding up or have you had a receiver, manager or administrator on behalf of a creditor appointed in respect of your business or any part thereof or are you the subject of any similar procedures under the law of any state?

D.6.4 Have you or any of your directors or any other person who has powers of representation, decision or control over your organisation been convicted of a criminal offence relating to the conduct of your business or profession?

D.6.5 Have you or any of your directors or any other person who has powers of representation, decision or control over your organisation committed an act of grave misconduct in the course of your business or profession?

D.6.6 Have you failed to fulfil obligations relating to the payment of social security contributions or taxes under the law of any part of the United Kingdom or of the state in which you are established?

D.6.7 Do you not possess any relevant licence or membership of an appropriate organisation or registration on a professional or trade register, where required to do so by law?

D.6.8 Have you been guilty of any serious misrepresentation in supplying information required of you in relation to procurement?

If at any time you (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, you must immediately notify S4C thereof.

**Part E Evaluation Criteria and Contract Award**

E.1 The contract will be awarded on the basis of the most economically advantageous tender. To assess which tender response is the most economically advantageous, a panel of S4C representatives will evaluate and score all tender responses submitted in accordance with this ITT in accordance with the following criteria and weightings (not in order of priority):

	Criteria	Weighting %
(a)	The most cost effective service for S4C.	(20%)
(b)	The tenderer's experience in setting up, running and maintaining research panels.	(20%)
(c)	The tenderer's ability to offer a larger panel/sample size within the budget.	(5%)
(d)	The tenderer's methodologies for optimizing response rates and preventing and dealing with attrition rates in the Panel.	(5%)
(e)	The tenderer's methodologies to deliver the audience reaction panel service in accordance with the requirements of S4C including of using longitudinal data analyses.	(5%)

(f)	The ability of the tenderer to recruit a suitable Panel within the required time frame.	(10%)
(g)	Creative methods of obtaining research feedback using new technology, and also feedback on websites and on-line services.	(10%)
(h)	The ability to provide quality, consistency and speed of response of the audience reaction panel service throughout the term of the contract.	(15%)
(i)	The flexibility of tenderers in responding to developments within S4C from time to time.	(5%)
(j)	An understanding of the television industry.	(5%)

## E.2

### **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.

### E.3 **Contract Award**

S4C requires all tender responses to remain open for a period of 12 months from the deadline for receipt of tender responses set out in Part B.1 above.

Subject to the provisions of Part F.1 below:

- (a) following completion of the evaluation of tender responses, S4C will inform tenderers of the results of the evaluation;
- (b) at this point tenderers will be entitled to request a debriefing from S4C if required; and
- (c) 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.

Please note that if a consortium submits a tender response which is acceptable to S4C, S4C may require the consortium to form a legal entity before entering into a framework agreement and/or joint and several liability of all consortium members and/or guarantees and/or undertakings by some or all consortium members in respect of some or all other consortium members may be required.

## **Part F      Legal Notes**

### **F.1          No Obligation to Award the Contract**

Nothing contained in this ITT nor any communication between S4C and a tenderer 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:

- (a) to withdraw from and/or abandon and/or defer this tender process at any time;
- (b) not to award any contract as a result of this tender process;
- (c) to supplement, revise and/or clarify the terms and conditions of this ITT;
- (d) to require tenderers to clarify their tender responses and/or to provide additional information in relation thereto; and

- (e) not to enter into a contract with a person who is not an entity which submitted a successful tender response and, where a successful tender was returned by a consortium, not to enter into a contract as a consequence thereof including without limitation if the members of the consortium differ in any respect from those members identified in the tender response.

Any supplements, revisions and/or clarifications to the terms and conditions of this ITT may be made available to tenderers via the S4C website ([www.S4C.co.uk](http://www.S4C.co.uk)) by clicking on "tenders" and following the link. It is the responsibility of tenderers to ensure that they regularly check this link for supplements, revisions and clarifications.

No publicity regarding this tender process or the award of any contract is permitted without the prior express written permission of S4C.

## **F.2 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.

## **F.3 Conflict Of Interest**

You are required to provide details if you consider that there may be a conflict of interest between individuals involved in your tender response and S4C Staff.

This is to enable S4C to ensure that it assigns staff to the tender process that have no personal relationship with you or any of your staff or consortium members or their staff.

#### **F.4 Draft Contract**

Any comments on the Draft Contract should be included in your tender. Otherwise, by submitting a tender response you will be deemed to have accepted the terms and conditions of the Draft Contract. Notification of comments does not necessarily mean that they are or will be accepted by S4C. S4C reserves the right to amend the Draft Contract once the details of the successful tender response are known to reflect the successful tender response.

#### **F.5 Codes of Practice and Guidelines**

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

- MRS Code of Conduct
  
- S4C Welsh Language Scheme.

#### **F.6 Freedom of Information**

S4C is subject to the provisions of the Freedom of Information ("FOI") Act 2000. If you consider that any information supplied by you to S4C pursuant to this ITT is commercially sensitive or confidential in nature, this should be highlighted explicitly and the reasons for its sensitivity set out in full in your tender. 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.

**F.7 Data Protection**

By submitting a tender response you authorise S4C to process all information provided as part of your tender response and confirm that you have obtained all necessary third party consents to enable S4C to do so.

**F.8 Confidentiality**

By submitting a tender response, you agree to keep confidential any information which is not already in the public domain at the time it is disclosed or made available to you which is disclosed or otherwise made available to you by S4C in any medium whatsoever during or in connection with this tender process not to use such information for any purpose other than the preparation of your tender and 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 your tender.

**F.9 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.

**F.10 Implications of Transfer of Undertakings (Protection of Employment) Regulations 2006**

As stated in Part A.2 above, S4C's requirements for the provision of an audience reaction panel service is currently being provided to S4C by a third party service

provider. Where a business activity is re-tendered, such a transfer may constitute a “transfer of undertaking” or a “service provision change” for the purposes of the Transfer of Undertakings (Protection of Employment) Regulations 2006 (“TUPE”). In broad terms, TUPE provides that where there is a “transfer of an undertaking” and/or a “service provision change” the successful tenderer takes over any employment liabilities and responsibility for the employment contracts of the employees of the current service provider who are primarily assigned to the S4C contract. The successful tenderer must offer those transferring employees the same terms and conditions of service as the previous providers and continued employment with the new provider. S4C does not expect any of S4C’s own employees to be the subject of any TUPE transfer. The application of TUPE will always be a matter of law and the applicant will need to consider and take its own advice on the possible application of TUPE. As S4C is not a party to any TUPE Transfer, this will be a matter to be resolved between the outgoing contractor and the successful tenderer.

**F.11 Amendments to Tender Documents**

S4C reserves the right to make changes to the tender documents prior to the deadline for receipt of tender responses set out in Part B.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 B.1 above.

**F.12** 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**  
**Draft Contract**