

Outsourcing of Cutting-Edge Technologies

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Agenda

- Introduction
- Make or Buy? A Managerial Decision
- Setup:
 - Business Model
 - Partner Selection
 - Duties of each Party
- Execution & project management
- Risk & Opportunities
- Intellectual Property
- Get your People on Board
- Social Responsibility
- Summary



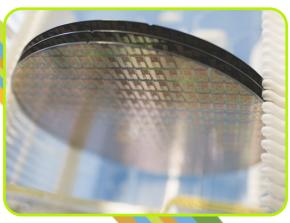


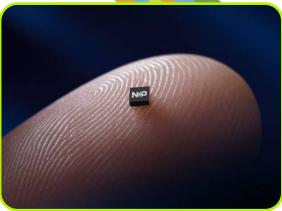
NXP Semiconductors

- President & CEO: Rick Clemmer
- Headquarters: Eindhoven, The Netherlands
- ▶ Net sales: \$4.6 billion in 2008
- Established in 2006 (formerly a division of Philips)
 - Fully owned by Private Equity Consortium (Kohlberg Kravis Roberts (KKR), Silver Lake Partners, Alpinvest, Bain Capital and Apax Partners) and Koninklijke Philips Electronics (19.9%)
- ▶ 50+ years of experience in semiconductors

Businesses:

- Automotive
- Identification
- Home
- Multi-market Semiconductors







Keynote Speaker

- Benoît Calimez,
 - Engineer ISEP, promotion 94



Certified PMP (Project Management Institute)



- 12 years of experience in project and program management (including 4 years as Project Management Officer)
- Chairman of the Hammonia forum
 - Local in Hamburg, cross all NXP business organizations
- As per today:
 - Program Manager Multimedia
 - NXP Semiconductors Germany GmbH
 - BL Car Entertainment Solutions
 - Program scope:
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 - Storage
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Introduction



- Western companies (Europe, US) are outsourcing activities or services to other companies for years already, often located in low wage countries:
 - E.g. migration of call centers to India or north Africa
- Why?
 - Round the clock services
 - Economy of scale
 - Lower wage/tariff
 - In most of the cases, it seems to relate to labor/cost reasons



- A trend which is now pretty well accepted by companies and by final customers
- What if the next wave of outsourcing relates to more sensitive activities, to cutting-edge technologies?
 - E.g. medical image analysis can be outsourced to India
 - E.g. legal services (Cf. Le Monde, 3rd of April'09 "Invest in an Indian lawyer")
- Is this a concern with respect to ethic? Social responsibility?
- Is this an indicator of the level of education/expertise around the globe?
 - What was a core competence yesterday may become a commodity today or tomorrow



Glossary & Definition

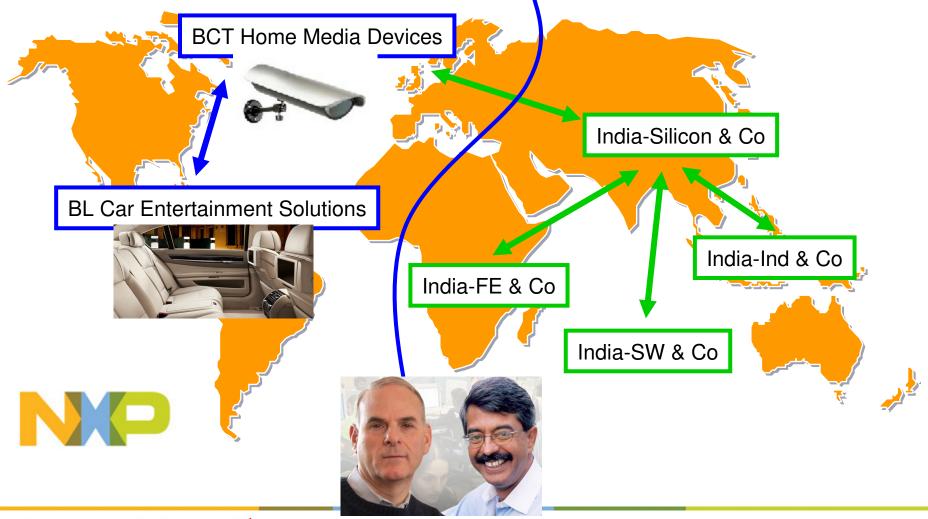


- Outsourcing versus Subcontracting :
 - Outsourcing is subcontracting a process, such as product design or manufacturing, to a third-party company
 - It involves the transfer of the management and/or day-to-day execution of an entire business function to an external service provider
 - In a nutshell, Outsourcing = Subcontracting
 - Outsourcing became part of the business lexicon during the 1980s
- Outsourcing versus Offshoring:
 - Outsourcing involves contracting with a supplier, which may or may not involve some degree of offshoring
 - Offshoring is the transfer of an organizational function to another country, regardless of whether the work is outsourced or stays within the same corporation/company



Once Upon a Time... ... A Two-Headed Chip







Make or Buy? Decision Criteria



- The most significant decision is whether to outsource the function or perform it in-house
 - The decision to outsource is made at a strategic level



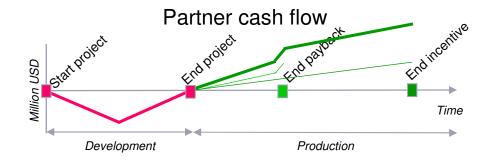




Chose the Business Model Carefully



- A full portfolio of contracts and business models is available for performing procurement
 - From Time & Material type of contract, till Risk & Reward
- In our case, the radical business model has been the enabler of the project
 - The budget constraints made the project unaffordable within NXP
 - The gross margin on the targeted markets was compatible with a royalty scheme to finance the partner
 - A Risk & Reward model has been selected with a double royalty scheme
 - No up-front investments for NXP (for the service performed by the partner)
 - Pay back of the development costs (~2/3) via short term royalties (% of the revenue)
 - NXP had a due amount, at a due date (if not via sales, then cash)
 - Incentives via long term royalties
 - Until a certain dead line
- Outsourcing becomes part of the corporate toolkit
 - Our partner has funded the project





Select the Right Partner

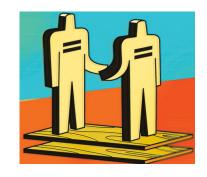


- There are many design-houses around the globe; how to select?
- Define a list of selection criteria and weight them according to priorities
 - In-house competences (of the partner)
 - Business and cost model
 - Management engagement
 - Credibility (track record)
 - Sustainability of the company (size, financial & labor turnover, financial stability)
 - Foot-print: local, global
 - Project management culture
 - · Processes and tools in place
 - Type of reporting
 - · Education of the PMs
 - Quality standard: ISO, TS, CMMi, etc
 - Recommendations
- Define a systematic/structured selection approach
 - E.g. Use of Partner tracker (see Annex-1)
 - Bring transparency to be able to defend the selection
- Always go for a face to face meeting
 - Involving multiple disciplines
 - Gut feeling is also important
- Jointly agree about long-term objectives





Duties of each party



- A professional relationship:
 - Outsourcing is not a master-slave relation ship:
 - Regard the suppliers as equals, especially in cutting-edge technology domain
 - "If you try to treat these suppliers as a body shop, telling them exactly what to do and how to do it, it does not go well"
 - Operating principles:
 - · Presume trust, have candid dialogues, be open minded & genuine
 - Integrity, respect and honesty
 - Take into account cultural differences
- Our duties
 - Trainings and knowledge access
 - Documentation availability
 - Keep the System ownership
 - Overall accountability towards the customer
- The supplier/partner duties
 - Periodic status meeting and reports
 - Incident reports
 - Project coordinator
 - Right technical skills
 - Keep liability for its deliveries (e.g. warranty)



o be clearly described in a contract (SoW)

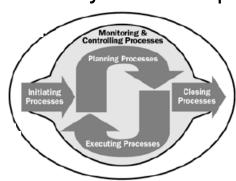




Execution & Project Management (1)



- More than ever, all state-of-the-art project management tools must be applied through the complete life-cycle of the project:
 - 1. Initiating
 - 2. Planning
 - 3. Executing
 - 4. Monitoring & controlling
 - 5. Closing



- The key project management processes:
 - Agreement on the scope of the project
 - Definition of an escalation path + nominate a steering committee
 - Definition of exception limits (budget, schedule)
 - Proper requirement management
 - Supported by configuration management
 - V model (top-down description of the requirements and bottom-up definition of the compliance tests)



Execution & Project Management (2)

- The key project management processes (cont'):
 - Project time and cost management
 - Estimation of project duration and budget
 - Strict application of change management
 - Setup of a CCB (Change Control Board)
 - Use of CR (Change Request) and PR (Problem Report)
 - Obviously a proper procurement management
 - Contract covering all these processes including legal and liability aspects
 - A thorough risk management
 - Assessing and mitigating both opportunities and negative risks
 - A clever communication management
 - Keep all stakeholders informed
 - A pragmatic quality management
 - Including assurance and control (e.g. audit, review)
 - A human resource management
 - Team building taking into account project context and required competencies
 - Success celebration

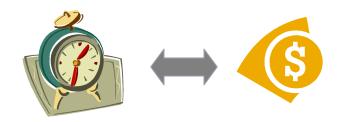


"A military discipline"
"Only the paranoid will survive"





Risk & Opportunities



- In the automotive OEM market, the qualification of the car equipment is a long process:
 - When NXP releases a product year N, it goes into the car model year N+1
 - There is a lead-time between the end of our projects and the 1st sales
 - This would have been a financial concern for our partner
 - Since this project was co-sponsored within NXP and serving both Automotive and Consumer markets, we were in a position to generate revenue almost at the end of the development project
 - What was appearing as high complex setup, turned out to be an opportunity
- The Risk taken becomes a financial factor (e.g Risk & Reward)
- Controlling/monitoring is a major risk in outsourcing
 - Loss of control by ignoring the risks (blind trust on partner)
 - Late surprises by none reported incident
 - Loss of efficiency/momentum by overwhelming control of the partner
 - Risk of macro management



Intellectual Property



- Outsourcing is not about dealing with the devil but with a partner!
- It's mandatory to sign a NDA Non Disclosure Agreement
 - As soon as possible, even during the selection process
 - All documents exchanged should contain "Company Confidential" statement
 - Preferably a specific NDA for the project, rather than a frame agreement at corporate level
- Protect the Intellectual Properties (IPs)
 - Apply patents for your own IPs
 - For all IPs coming out of the project, clarify who will be the IP owner

Confidentiality and Security

- Use encryption techniques for the most sensitive IPs
 - Hard coded IP iso netlist
 - Encrypted file when containing security information
 - Send encrypted files via FTP rather than E-mail attachments
- Follow all licensing agreements make sure that the partner has acquired the required license to handle the information provided
- Make sure that the partner follow your security guideline and requirements (e.g. security zone)
 - Might require an audit



Get your people on board



- "When you first approach outsourcing, it's a religious issue. People either believe in it or they don't."
 - As project manager it's essential to keep communicating on the objectives of the outsourcing and the related background
 - It's also key to keep the two communities connected (incl. face to face meetings)
- Your own engineering community is your best ally and your worst enemy:
 - They might perceive the partner as competitor, as threat for their own position, for their future and behave accordingly (e.g. knowledge retention, over demands)
 - However their contribution is essential to define the requirements and to perform the entry inspections of the partner deliverables
- Creation of a shadow team
 - Experts in key competence domains have been assigned as counter part of the partner experts
 - Regular reviews and inspections
- Avoid the conflict of experts
 - Company and partner may have different experiences
 - Maintain the balance between in-house expertise and learning's from the partnership (insight)
 - Develop a Listen_Attitude rather than an Arrogant_Attitude



Social Responsibility

- Outsourcing is in most of the cases related to economic objectives:
 - It can be seen as transferring jobs to the lower-income regions of the world
- Outsourcing has a net equalizing effect on the overall distribution of wealth:
 - Some argue that the outsourcing of jobs exploits the lower paid workers
 - A contrary view is that more people are employed and benefit from a regular wage
- For the cutting-edge technologies, it may be perceived as unfair to the employees to outsource the work simply because the foreign pay rate is lower
 - On the other hand, one can argue that paying the higher-rate for local programmers is wasteful or simply overpayment
 - "The issue is that if you don't do it, you won't survive."
 - Yearly tariffs for high skilled labor (rough numbers):
 - US (280 kUSD), Europe (190 kUSD), China (90 kUSD), Singapore (70 kUSD), India (60 kUSD), Vietnam (10 kUSD)
- There is nothing automatically unethical about choosing the cheaper of two products, services or employees
- Point is to make better use of skilled local staff





Summary

"Don't tell me how much I can save. Show me how we can grow."

- Make a cautious decision to make or buy the service/product
 - For economic reasons
 - For better usage of skilled resources
 - For innovation
- Select the right partner with the right business model
- Make sure that fulfilling common goals and expectations
- Master the practices of project management
 - You cannot rely on your corporate culture
 - Hunt all assumptions
- Treat the partner in a professional manner
 - You only get out what you put in!
 - Take into account the cultural differences
- Handle with care the Intellectual Property
- Have fun and provide an attractive business to motivate your partner





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Your Questions, Please!







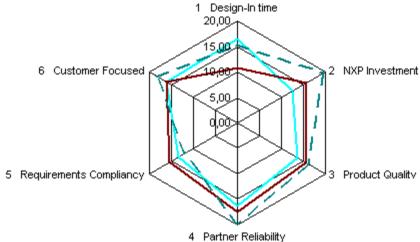
Annexes

Annex 1 – Partner Tracker

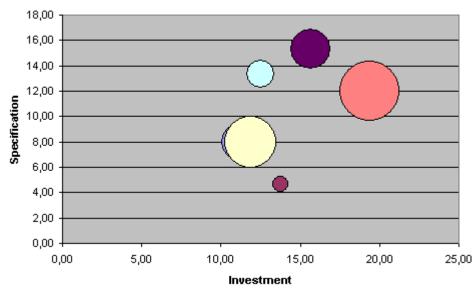
Partnership Progress	1st Presentation/Demo	NDAOK	Tech workshop done	MW Spec&Tech proposal	Tech proposal OK	SOW & BC received	SOW & BC appr, demo start	Demo OK	MOUs w/ customer signed	Detailed plans OK	Contracts OK	MW Functional	System Validated	System Customer accepted	Mass Production	Maintenance
Indicator >>>	1	2	3	4	5	6	7 PCA	8	9	10 <i>S</i>	11	12 <i>A</i>	13 <i>V</i>	14 <i>R</i>	15	16
Partner 1	1	2	3	4	5	6								•		
Partner 2	1															
Partner3	1	2	3	4												



Annex 2 – Partner Selection Analysis



Investment versus Specifications







Annex 3 – A Deep Dive in Semicon

