



GAPPS

Global Alliance for the
Project Professions

A Guiding Framework for Terms of Reference for Governance of Temporary Endeavours

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Foreword

This document provides a generic Terms of Reference for the governance of temporary endeavours (projects, programs, initiatives) through structures commonly referred to as Steering Committees, Steering Groups, Project/Program Boards, and Governance Boards.

The *Global Alliance for the Project Professions* (GAPPS) is a volunteer organisation working to create performance-based frameworks and other products by providing a forum for stakeholders from differing countries, systems, backgrounds, and operating contexts to work together to address the needs of the global project and program management community.

These frameworks are intended to support the development and recognition of local standards and to provide a sound basis for mutual recognition and transferability of project, program, and other management role-related qualifications.

The GAPPS frameworks are intended to be used by individuals, businesses, academic institutions, training providers, professional associations, and government standards and qualifications bodies globally. Frameworks may be used “as is” to speed the development of local standards, or they may be adapted to local needs.

This document is the sixth framework produced by the GAPPS. In 2006 the GAPPS released the first version of *A Framework for Performance Based Competency Standards for Global Level 1 and 2 Project Managers*. In 2011 the GAPPS released the first version of *A Framework for Performance Based Competency Standards for Program Managers*. In 2015 the GAPPS released *A Guiding Framework for Project Sponsors* and in 2019 they produced *A Guiding Framework for Project Controls*. In 2021 they produced *A Guiding Framework for Leadership in Complexity*.

Future documents may address other roles and practices involved with projects and programs.

Further information or copies of the frameworks can be found at <https://www.pmprofessions.org/>

Version	Date	Summary of Changes
0.9	21 February 2022	Exposure Draft
1.0	October 2022	Version 1

Terms of Reference for [entity]

Instructions to User

Applications for these Terms of Reference include:

- *Steering Committee*
- *Project Board*
- *Program Board*
- *Project/Program Governance Board*
- *Steering Group*

Governance refers to the principles, policies and frameworks by which organisations and endeavours are directed and controlled. Common names for governing bodies are listed above and are referred to in this document as the [entity]. You can select [entity] and use 'find and replace' to replace it with the name being used in your context.

The guidance provided in blue italicised text is intended to explain how to use this template and may be deleted once read. Guidance notes and suggested headings are intended to be descriptive rather than prescriptive. This document is intended to be tailored to suit the specific needs of an endeavour and its governing organisation, and suggestions for tailoring are built into most sections. Text provided can be changed or deleted to adapt it to be fit for purpose.

This document is intended for use on temporary endeavours (projects, programs, initiatives) that are governed and delivered primarily by a single organisation with internal client(s). It may be applied to those that have multiple organisations in the governance structure/delivery team but may need further elaboration.

In some contexts, the [entity] may report to the owner of the endeavour, a sponsor or owner representative. The Chair of the [entity] may be the owner or sponsor, or the [entity] itself may perform the role of the sponsor or owner representative.

Purpose of this document

The purpose of this Terms of Reference (ToR) is to set out the purpose, composition, roles and responsibilities, and operating arrangements of the [entity] to enable appropriate governance of the endeavour.

Document control

Author

Position	Name	Contact number

Revision history

Version	Issue date	Author/editor	Description/Summary of changes

Reviewed by

Version	Issue date	Name	Review date

Approvals

Version	Issue date	Name	Approval date

1. Purpose of the [entity]

The purpose of the [entity] is to take a strategic role in authorising, directing, overseeing, and supporting the endeavour to ensure that:

- the endeavour meets its objectives and the expectations of stakeholders
- the endeavour remains aligned with the intent and organisational strategy
- understanding of problems faced by the endeavour is shared
- commitment to the endeavour is shared and maintained both within the endeavour and within the organisation
- both the [entity] and the endeavour are fit-for-purpose
- the [entity] provides a balance between governance and support for action within the context of the organisation
- the [entity] provides guidance to the management team of the endeavour
- the endeavour meets applicable obligations, regulatory and ethical requirements

Purpose may include provision of guidance to lower order entities that meet the needs of the organisational structure.

2. Authority

The [entity] will normally be positioned at the departmental/corporate level. The authorising body decides what the [entity] is authorised to do, recognising the organisational governance structure and influenced by the primary purpose of the [entity]. Accountability of the [entity] reflects this authorisation.

The [entity]:

- Is established by... *(e.g. CEO)*
- Is authorised by... *(e.g. authorising body, record of investment decision/mandate, contract, CEO)*
- Is authorised to... *(e.g. capital expenditure, hiring, ability to prioritise resources, etc. – may be limited by other organisational governance policies)*
- Limits of authority, if relevant... *(e.g. approval of change requests where a Change Control Board (or equivalent) exists, funding increases from all members of the [entity], decisions that impact stakeholders whose views and interests are not represented on the [entity], termination of the endeavour or parts of the endeavour)*
- May be changed or disbanded by *(e.g. authorising body)*

3. Membership and reporting

The [entity]:

- Reports to the authorising body, being: ... *(name of authorising body)*
- Represents the views and interests of... *(list stakeholders)*
- Interfaces with other governance bodies, including... *(e.g. Change Control Board, Project Management Office, internal assurance group.)*
- Membership will be at the discretion of the ... *(e.g. authorising body, sponsor for the term of the endeavour or as otherwise specified).*

The [entity] will ideally include a diverse representation of key stakeholders including those involved in the endeavour and product lifecycle. The [entity] structure should be reflective of the size, complexity, and risk of the endeavour. Diversity and alignment with the endeavour risk profile should determine [entity] member selection.

Frequency of status and other formal reporting to the authorising body would be expected to be in line with meeting frequency (see Section 6) unless otherwise requested.

The [entity] should include a manageable number of people (general practice and rule of thumb suggests no more than seven). In selecting the individuals who will be members of the [entity], consideration should be given to:

- *Level of authority – members should have the authority to make decisions, prioritise resources and resolve issues*
- *Availability – members should have capacity to perform the role*
- *Knowledge of the work, operational environment, and/or relevant subject matter – members should have an informed view*
- *Risk – high risk may warrant additional governance and cost (number of members, specialisation, seniority)*
- *Networks and connections that may be useful to the progress of the endeavour*
- *Knowledge and experience in steering temporary endeavours*

Members:

- Chair *(this may be the Project Sponsor)*
- Members *selected in the best interest of the endeavour, including representation of:*
 - *User representative, product owner, client, customer, operator*
 - *Funding providers*
 - *Delivery organisation (internal or external)*
 - *Other key stakeholders*

Permanent attendees:

- Project manager(s)
If multiple endeavours or organisations are involved, then the managers of these endeavours may be included as permanent attendees
- Support function (s) *if relevant and required*

Ad-hoc attendees may be invited by the Chair as required and may include:

- *Subject matter experts (SMEs), to provide subject matter information*
- *Technical and financial experts*
- *Members of the Project Management Team*

The Members of the [entity] are as follows:

Member type	Organisation/Unit	Name of Member and Title	Named Alternate and Title
Chair			
Member			

Invited attendees	Organisation/Unit	Name of Attendee and Title	Named Alternate and Title
Project Manager			
SME			

4. Role and responsibilities of members and Chair

The [entity] represents and acts in the interests of the endeavour as a whole including those who are the recipients of outputs and outcomes of the endeavour, and those who will deliver them. The [entity] ensures that all decisions are made in accordance with the values, objectives, and corporate goals of the participating organisation/s and relevant policies and regulations.

If there are multiple participating organisations, then critical values and cultural alignment need to be addressed as a precursor to developing Terms of Reference.

The [entity] is responsible for: *[delete and add to suit the endeavour, noting that approvals may require prior/subsequent approval from other governance bodies, such as a PMO, executive group.]*

- Approving:
 - Targets, such as scope, schedule, budget, quality, risk appetite, anticipated benefits
 - Progression of the endeavour through its life cycle, including approval of key documents used for authorisation (e.g. Business Case, Project Charter, Project Management Plan, Progress Reports, Closure Report)
 - Mechanisms for timely decision making, issue resolution, and problem solving at the appropriate level
 - Major change requests, and authorisation of any major deviation from agreed plans
 - Release of management reserve in order to respond to major risks
 - Escalation of key risks and issues requiring intervention from the lead organisation
 - Transition of products into service

- Closing of the endeavour including administrative closure activities
- Recommended solution from options presented in line with organisational strategy
- Delegation of authority to lead the endeavour on a day-to-day basis
- Facilitating:
 - Clarification of the goals, objectives, and desired outcomes of the endeavour
 - Provision of resources for the endeavour including personnel, funding, and physical resources
 - Identification of opportunities and threats that may be outside the normal purview or awareness of the endeavour and its management
 - Resolution of endeavour-level risks and issues that are beyond the delivery team's authority to manage
 - Endeavour and enterprise level risk management
 - Conflict avoidance and resolution
 - Communication, advocacy, and promotion of the endeavour to internal and/or external audiences
 - Contribution by all meeting attendees to ensure diversity of views, mitigate bias and inform decisions and actions needed to realise planned value from the endeavour
 - Delivery of value from the endeavour
 - Extraordinary meetings to discuss urgent matters that arise between [entity] meetings
- Guiding, supporting, and constructively challenging:
 - Actions and decisions brought by the delivery team
 - Alignment with and currency of the business case
 - The development of leadership capability on the endeavour
 - Embedding of risk management in the delivery of the endeavour
 - Successful completion of the endeavour within time, budget and other constraints
 - Information and assumptions about stakeholders and enabling access as needed
 - Succession planning for the delivery team and the [entity]
 - Change management activities to ensure that the operational users are informed and ready to utilise the products of the endeavour
 - Behaviours to promote transparency which in turn enables innovation, early issue identification, continuous improvement, avoidance of bias, realistic assumptions, and honest forecasts of final time and cost
 - Selection of delivery methodology/s to be used for the overall endeavour and separate work packages/components (predictive, adaptive, hybrid), delivery cadence (single, periodic, multiple) and life cycle phases
 - Ongoing viability of the endeavour
 - Alignment and compliance with policies, procedures and governance structures of the organisation
 - The ongoing strategic alignment of the proposed endeavour so that the interests and priorities of the performing organisation/s are reflected in decisions (*e.g. Sustainable Development Goals, Environmental Social Governance (ESG) Principles*)
 - Identification and dissemination of insights
 - The endeavour's progress against approved targets

- Realised and potential negative conflicts
- Key decisions including but not limited to financial, commercial, design, safety, quality, progress, reputational, cultural, responses to issues, risks and proposed changes
- Data being used to report on performance and inform decisions to ensure it is correct, complete and current and that records are being managed effectively

4.1. [Entity] members

Each member contributes by:

- Actively participating in meetings through attendance, discussion, decision making and review of minutes, papers and other [entity] documents
- Providing clarity on personal understanding of role and representation (*e.g. having all stakeholder groups represented in a steering committee will make the committee too large, so often the business department impacted most will represent the whole business*)
- Reviewing meeting papers prior to the meeting
- Fostering a collaborative, psychologically safe environment that encourages airing of dissenting views in the interests of the endeavour
- Speaking openly and contributing to healthy debate
- Encouraging others to voice their views and insights
- Presenting views of others not present at the meeting
- Acting on opportunities to communicate positively about the endeavour
- Constructively challenging and interrogating reports and information
- Declaring and managing any conflict of interest

4.2. Chair

In addition, the Chair is responsible for:

- Leading meetings
 - Making the purpose of each meeting clear to members and explaining the agenda at the beginning of each meeting
 - Clarifying and summarising what is happening throughout each meeting
 - Keeping the meeting moving by putting time limits on each agenda item and assigning a timekeeper
 - Encouraging broad participation from members
 - Ending each meeting with a summary of decisions and assignments
- Confirming meeting agendas and ensuring that agendas, whether standing or unique, are delivered to members in advance along with supporting materials
- Facilitating approval of minutes
- Holding the casting vote
- Resolving conflicts of interest

- Following up with consistently absent or non-contributing members to resolve issues or propose reassignment of the role
- Ensuring that all members share understanding of and agreement on goals for the endeavour
- Ensuring that important perspectives are represented within the [entity]
- Suggesting replacements for [entity] members to the authorising body
- Reporting to the authorising body of the [entity]

4.3. Project manager

The project manager is responsible for preparing a progress report for circulation to the [entity] members [x] days ahead of the meeting, providing an update on:

- The performance of the endeavour
- Recommendations for corrective action
- Matters being escalated during delivery including insights, risks, outcomes
- Financial profile update
- Any other matters pertinent to the endeavour

The project manager (or delegate) will be present at all [entity] meetings to:

- Present the progress report focusing on key risks, issues, areas of concern
- Answer any questions that may arise
- Escalate any matters requiring action from the [entity] to support resolution

5. Appointments and delegations

- The Chair is appointed by the [e.g. authorising body]
- In the absence of the Chair, the [entity] will decide who will be the Interim Chair
- Members of the [entity] [can/cannot] send Delegates to meetings.
- Delegates [are/are not] entitled to participate in discussion and [are/are not] allowed a role in decision-making
- [Entity] members will inform [x] as soon as possible if they intend to send a delegate to a meeting and no less than [x] days before the scheduled meeting.

6. Meetings

- Meetings will be held... *(e.g. monthly, quarterly, and updated as required. [Entity] meetings are timed regularly as necessary or at a minimum the [entity] should meet in line with key milestones. The meeting dates are ideally set out at the beginning of the endeavour so that members can plan ahead and arrange their attendance. Provision may be made for special meetings to address urgent issues out of cycle.)*
- Meeting support will be provided by.... *(e.g. designated secretariat, project coordinator, project manager, [entity] member or Chair, or other person, and may involve a digital platform).*

- Meeting support will include:
 - Arranging the meetings
 - Documenting the agenda
 - Distributing meeting papers to [entity] members, including:
 - Agenda for upcoming meeting
 - Minutes of previous meeting
 - Decision papers
 - Progress report (provided by the project manager)
 - And any other documents/information to be considered at the meeting
 - Taking of minutes during [entity] meetings
 - Supporting the Chair in the induction of new members.
- Meeting protocols are: *(these should be agreed upfront. Examples include raising hand, staying on mute, listing of decisions that require unanimous agreement upfront, etc)*
 - Protocol 1...
 - Protocol 2...
 - Protocol 3...
- Hosting and coordination of meeting location, venue, refreshments, amenities:
 - Meetings will be held [onsite/online] at...
 - Meetings will be organised by...
- The agenda and supporting material will be forwarded to members at least [x] working days before each meeting to allow sufficient time for preparation
- Before a meeting commences, the Chair will assess the people present to ensure suitability for the agenda. This will include:
 - Confirming whether required key stakeholders are present
 - Confirming that the seniority of stakeholders present are suitable for the agenda topics
 - Noting that a quorum of the [entity] exists that will allow decisions to be made
 - Requesting any attendees who are not appropriate for attending the meeting (or parts thereof) to step out at that time

7. Decision-making

The following points are provided for guidance only and other decision-making rules may be applied, reflecting the specific needs of the entity and its governance.

The authorising body decides the decision-making methods to be used on a standing basis and in relation to exceptional issues.

- Decisions can only be made if there is a quorum of members
- A quorum will be reached if... *(e.g. x% of the Members and/or specific roles are represented)*
- On a standing basis, every effort will be made to make decisions by unanimous agreement of members. If this cannot be reached, then decisions will be made by:

- Simple Majority: requires support from more than 50% members who attend the meeting. If a majority cannot be reached, then the casting vote is held by the Chair
- 2/3 Majority: requires support from two-thirds of the members who attend the meeting
- Consensus: agreement is achieved after discussion. The Chair uses their casting vote to make the decision and potential opposition from members is minuted.
- *Other methods*
- In relation to [specify critical issue or specific setting], decisions will be made by:
 - *Specify method (e.g. out of session email vote by circulation)*
- Once the decision is made, the members of the [entity] will support and advocate the decision and its implementation.

8. Minutes

- Minutes will be taken by... *(e.g. the secretariat)*
- The meeting minutes will include... *(e.g. matters discussed, key decisions and action items)*
- The minutes will be provided to the [entity] members within [x] working days following the meeting for review
- Minutes will be stored and accessible
- Any updates to Minutes to be made and re-distributed by... *(e.g. emailing members)*
- Minutes and any updates made will be approved as an accurate record, at the subsequent meeting

9. Changes to the Terms of Reference

- The [entity] can change these Terms of Reference with approval of the authorising body.
- Approved changes are to be communicated to the [entity] members with an updated version of the Terms of Reference prior to the next meeting.

APPENDIX A: CONTRIBUTORS TO DEVELOPMENT OF THIS DOCUMENT

Important contributors to this work were Christian Rudischer, Prof. Dr. Dorothee Feldmüller, and the PM goes Boardroom SIG of German speaking IPMA Members who conducted a study [PM goes Boardroom. \(2020\). Governance structures in projects and programmes.](#)

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APPENDIX B: GAPPS TLFs

Below is a list of the GAPPS Thought Leadership Forums (TLFs) at which work was done towards development of this document.

GAPPS Thought Leadership Forums
Virtual, GAPPS TLF#51 – 22-23 June 2021
Virtual, GAPPS TLF#52 – 6-7 October 2021
Virtual, GAPPS TLF#53 – 15-16 February 2022
Virtual, GAPPS TLF#54 – 29-30 June 2022