**Sample Agenda: Meeting to Establish a Project Governance Structure**

***NOTE:*** *This agenda was prepared with a complex project governance structure in mind. Projects with small, flexible governance structures may also find this agenda useful, but will need to adapt it to suit their needs. Note that the time needed to complete this agenda would be much less for a less complex project and governance structure.*

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| **Meeting Convener:** | Project manager (PM)/CRS senior manager |
| **Participants:** | Members of the proposed project governance structure (i.e., individuals who can make decisions related to the project on behalf of their organizations) |
| **Total Estimated Time:** | ~5 – 6.5 hours for a complex project; a full day with all the optional content.  1-2 hours for projects with small, flexible governance structures*.* |
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| **Instructions for the Convener:** | 1. Prior to the meeting, review and **modify this sample agenda as needed** to suit the size of your group and the nature of your project governance structure. 2. Review [CRS' Guidance on Designing and Delivering Effective Training Events](https://global.crs.org/worldwide/EMECA/Europe,%20Middle%20East%20and%20Central%20Asia%20Regional%20Strategy/A%20Culture%20of%20High%20Performance%20and%20Accountability/Guidance%20on%20Effective%20Training.pdf) for ideas on how to effectively engage participants throughout the meeting. 3. If you anticipate any challenges with finalizing the charter during the meeting due to need for organizational review, it may be helpful to share the project charter[[1]](#footnote-1) template in advance so that organizations who will be part of the project governance structure can familiarize themselves with it. |

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| **Suggested Time Allocation** | **Topic** | **Notes/Comments** |
| **Introduction (~15 minutes)** | | |
| 15 min | Welcome | The CR may be the most appropriate for this |
| Governance structure overview | What the project governance structure is, why it’s important, why each participant was invited to join |
| Review meeting agenda | Make any adjustments as needed |
| Review intended outputs | Introduce the concept of a project charter |
| **Vision, Principles, & Scope of Project (~30 minutes)** | | |
| 30 min | Confirm common vision of the project | Use appropriate adult learning techniques to engage the participants in a review and affirmation of the project vision |
| Confirm governance structure guiding principles and identify how they will be applied to the project | * Draw on CRS’ Partnership Principles and the additional Guiding Principles listed in the CRS [Leadership Forum for Partners Terms of Reference](http://www.ics.crs.org/node/301-Partnership%20Leadership%20Forum%20Terms%20of%20Reference.pdf) Discuss initial ideas on how the governance structure will put these principles into action in governance of the specific project (further refine when finalizing the project charter) |
| Review project objectives, intermediate results, and intended outputs | Use any project overview prepared for external stakeholders and appropriate adult learning techniques to engage the participants in the review |
| Confirm organizational commitment and accountability for the project | Ask governance structure members to confirm their commitment by signing the project charter when finalized (see below) |
| **Roles & Responsibilities (~60 minutes)** | | |
| 15 min | Define responsibilities of the governance structure including whether any responsibilities will be delegated to a subset of members or a specific member of the governance structure | Consider the list on p. 5 of the CRS [Leadership Forum for Partners Terms of Reference](http://www.ics.crs.org/node/301-Partnership%20Leadership%20Forum%20Terms%20of%20Reference.pdf), with emphasis on the following responsibilities:   * Review and sign off on project milestones * Review and discuss progress against plans * Support and advise the PM, including making decisions beyond the PM’s tolerance * Ownership of the project risk register (many of the larger risks may be outside the PM’s ability to address) * Advocate for and assign organizational support and resources * Manage change |
| 15 min | Define role/responsibility of each member | * Determine Chair (or co-Chairs) – responsible for approving the agenda developed by the PM and running the meetings * Determine Secretary – responsible for scheduling meetings; drafting agendas; recording meeting proceedings and action items; preparing and distributing reporting; filing documents. * Determine any other special roles – Deputy Secretary (if relevant), the PM’s role, etc. * List other participant/members |
| 15 min | Establish meeting frequency, location/mechanism (e.g., virtual or in-person), and agenda | * Establish a meeting calendar – consider organizing governance structure meetings around regular project review meetings (see Standard 11, key action 3 on compass.crs.org). * **When establishing meeting frequency, keep in mind the dates by which any project deliverables need to be submitted to the donor.** For deliverables that require governance structure approval, ensure sufficient time between the donor submission deadline and presentation of the final draft for governance structure approval. * Determine meeting location * Consider a standing meeting agenda (see sample agenda provided under Standard 6, key action 5, on compass.crs.org) that can be modified before each meeting, as needed * Agree on how many days in advance of the meeting to circulate materials to be reviewed at the meeting (project status reports; updated risk register and issue logs; summary of proposed changes/decisions needed; next period work plan) * Decide on escalation procedures for cases when issues requiring governance structure decision-making arise outside of regularly scheduled meetings |
| 15 min | Define how the governance structure will make decisions and resolve conflicts | Discuss and agree on the following:   * Will a simple democracy prevail with each member having equal voice and vote? Will the governance structure recommend decisions but the Chair make the final decision? Do some members have more authority and decision-making power on all issues or on specific issues? * How will the group overcome gridlock and how will ties in voting be broken? * Is there recourse to escalate issues outside of the group? In what cases and to whom? * Is there a timeframe within which decisions must be made, especially in terms of donor compliance and deliverable deadlines? * Consider developing a Responsible, Accountable, Consulted, Informed (RACI) matrix to formalize and differentiate governance structure roles |
| **Risk Management & Decision-Making (~95-140 minutes)** | | |
| 15-60 min | Review project risks | Review (or develop) project Risk Register |
| 40 min | Determine tolerance levels for: 1) risks and 2) deviations from defined project scope, time, cost, and quality  Determine PM’s decision-making authority | * Review and approve risk management strategies – acceptance, management, mitigation * Determine acceptable scope, time, cost, and quality variances   *NOTE: The above define the project tolerances[[2]](#footnote-2) within which the PM can act directly without consulting the governance structure (e.g., up to a two-week projected delay in project activities)*   * Determine the PM’s fiduciary responsibility / financial approval thresholds * Determine which decisions can be taken directly by the PM and which need to be taken by the governance structure (or referred to higher authorities) |
| 20 min | Determine other project team members’ decision-making authority | * Review the project final organizational chart and any key personnel descriptions as they relate to decision-making |
| 20 min | Determine change control mechanism | * Develop process for reviewing and approving changes to the project scope, budget, and schedule * Define any thresholds for changing key personnel or terminating the project |
| **Communication Protocols (~60 minutes)** | | |
| 30 min | Define external communication protocols | * Identify external communication/representation needs (donors, government, media, working groups, field visits, etc.) * Determine who communicates with whom * Determine *how* to communicate (key messages, reports, formats, visits, etc.) * Determine *when* to communicate (calendar) * Consider including this as an annex to the project charter |
| 30 min | Define internal communication protocols | * Determine expectations within the governance structure for scheduling meetings, determining agenda, drafting meeting minutes, sharing minutes, filing minutes and preferred communication mechanisms (email, reports, team software, etc.) * Determine what content can be shared internally among partner organization, who should be copied (cc’d), etc. |
| **Governance Structure MEAL (~30 minutes)** | | |
| 30 min | Determine benchmarks or indicators of success for the governance structure | * Draw from indicators for successful governance structure management in the CRS [Leadership Forum for Partners Terms of Reference](http://www.ics.crs.org/node/301-Partnership%20Leadership%20Forum%20Terms%20of%20Reference.pdf), p. 6 * Establish a schedule for tracking governance structure performance |
| **Optional (context specific – up to 90 minutes)** | | |
| 30 min | Determine the management of any shared resources | If co-located with partners/governance structure members, discuss how joint space, supplies, human resources, and/or vehicles will be managed. |
| 30 min | Establish performance management protocols | If seconding staff or forming joint implementation teams, determine how performance management will take place between organizations to ensure fair and accountable human resource management. |
| 30 min | Align policies | If seconding staff or forming joint implementation teams, review key policies such as travel and leave to identify differences between organizations and come to consensus on how the policies will be applied in the project to ensure equitable benefits. |
| **Project Charter (~40 minutes)** | | |
| 30 min | Review draft project charter | * As the group discusses the items above, a designated note-taker should input agreements in the appropriate spaces in the Project Charter template. * Annex the guiding principles agreed on, project summary, budget, work plan, risk register, and any other documents that relate to the tolerance levels or decision-making scope of the PM |
| 10 min | Sign project charter**\*** | All members should sign the project charter. A copy of the signed project charter should be filed by each member and CRS should upload it to Gateway.  ***\*****See Instructions for the Convener, #3. Keep in mind, however, that governance structure members should be individuals who can make decisions for their organizations, including deciding to sign the charter.* |

1. For CRS Overseas Operations projects, a project charter is a document that formalizes the project governance structure including the roles, responsibilities, and norms of the governance structure, and establishes project tolerances and decision-making authority. [↑](#footnote-ref-1)
2. Project tolerances set clear parameters within which a project manager (PM) can act autonomously—and make it clear when the PM needs to seek approval. Project tolerances describe the approved ranges of variation that a PM is authorized to oversee without seeking the endorsement of members of the project governance structure. Tolerances may relate to such things as budget and project timeframe, project scope and quality. For example, a project tolerance might describe the percent by which a project, or line items in a project, can over- or under-spend without the approval of members of the project governance structure; or the acceptable number of days of delay in the implementation schedule before approval from the project governance structure is required. [↑](#footnote-ref-2)