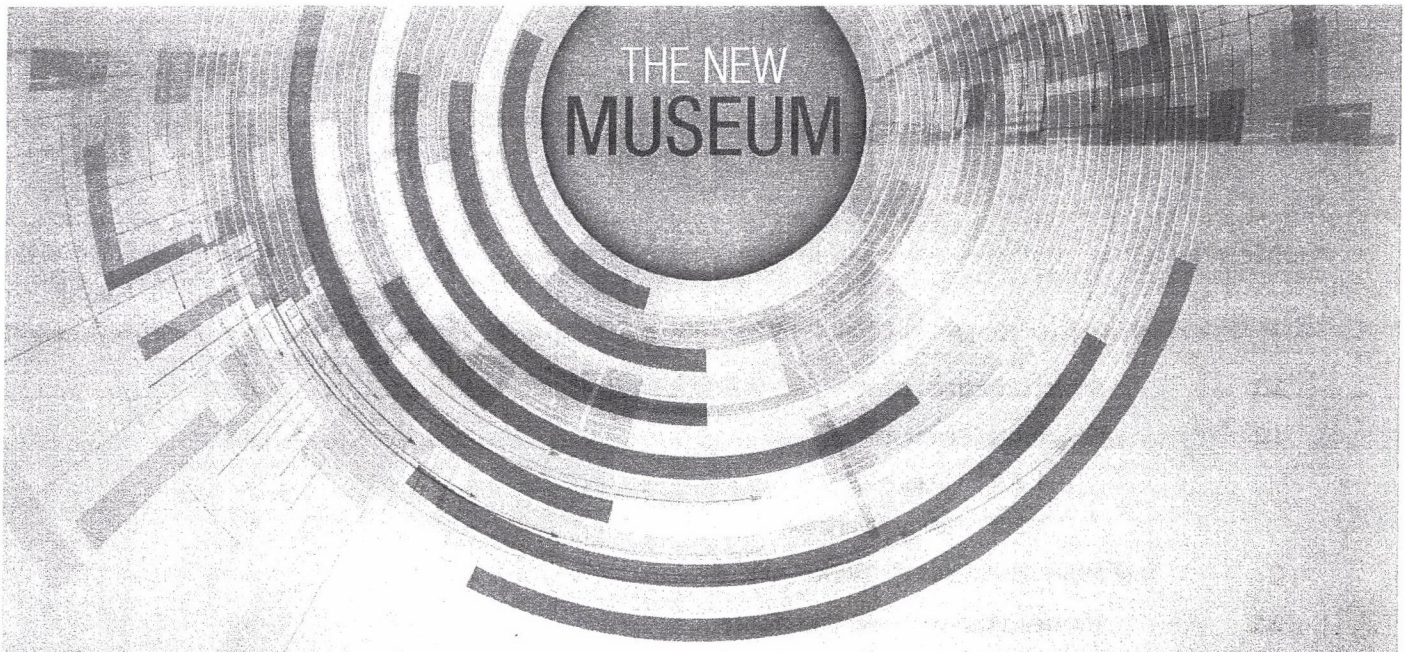

Attachment T:
Governance Structure

JOHNSTAFF

Museum of Applied Arts & Sciences

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1 INTRODUCTION

This document describes the proposed governance structure for the New Museum Project.

The planning for, and development of, the New Museum in Parramatta is a major capital infrastructure project, and will be a key aspect of the NSW Government's investment agenda in arts and culture and its contribution to the growth of Western Sydney. The project is comprised not only of Infrastructure design and delivery but also significant works in the areas of programmatic strategy and content development, and the preparation and transition of the collection.

The development of the New Museum, therefore, is about more than the construction of an iconic new facility. Making the facility fit-for-purpose will be dependent on a series of concurrent and interrelated, yet, distinct project streams that will require appropriate capacity and capability for successful delivery.

Establishing effective Project governance arrangements, investing in appropriate Project resourcing capacity, and defining clear remits for Project resources, will be critical to the successful delivery of the Project. The successful realisation of the new Museum will only be enabled through a strong and clear interface between structure, collection and program, in accordance with Government's strategic direction.

The governance structure proposed within optimises the in-house MAAS expertise and promotes a one-team approach underpinned by excellent communication between each party while ensuring appropriate management discipline. The governance structure has been tailored to accommodate the scope, challenges and requirements of the project now and through its evolution.

1.1 Project Objectives

The following project objectives have been developed as a summary of the intended purpose, character and direction of the project to guide the development and implementation of the project.

The New Museum Project Objectives are:

Create an architecturally iconic, and world-leading museum for the future

- A contemporary museum that facilitates both physical and digital museum experiences through personalisation, innovation, technology, knowledge sharing and exchange platforms
- World-class education and research facilities embedding interactive technology
- Embed more of our world-class collection at the heart of the new Museum, while maintaining international best practice storage, safety and care for this collection

Enhance Accessibility and Sustainability

- Maximise audience engagement to our collections and programs, physically and digitally, by including free and low-cost access
- Develop a sustainable MAAS operating model that increases and diversifies access to alternative revenue streams

Optimise our Transition

- Utilise robust delivery strategies that minimise disruption to operations at Powerhouse Museum whilst enabling a seamless transition to the new Museum;
- Implement sophisticated digital, programmatic and planning strategies that will enable business continuity during the development and transition to the new Museum;

Maximise the opportunity of our new place

- Be the anchor to a vibrant cultural hub
- Supports government's strategies to extend Sydney's cultural offerings to Western Sydney as described in Create in NSW: The NSW Arts & Cultural Policy Framework, the NSW State Infrastructure Strategy Update and the Rebuilding NSW Plan.

1.2 Governance Objectives

The New Museum governance framework is founded upon the core principles of public sector governance of ***accountability, transparency/openness, integrity, stewardship, efficiency*** and ***leadership***.

1.2.1 Objectives

The New Museum governance objectives are as follows:

- provide a clear structure of decision-making and endorsement of key project documents, budget, scope and strategies;
- deliver a consistent and robust approach to generate quality outcomes;
- establish a transparent authority framework to manage planning;
- delegate authorities for participants to contribute within their scope of expertise;
- provide a coordinated interface between governance and the project to allow timely decision making and communications.

1.2.2 Policy Overview

Decisions made with respect to the New Museum Project require compliance with NSW Government Policy and Guidelines. To ensure compliance, the HP Project Governance has been developed with reference to with the following policies:

- NSW Government Procurement Policy;

- NSW Code of Practice for Procurement;
- State Infrastructure Strategy Update [2014];
- NSW: Making it Happen;
- A Plan for Growing Sydney [2014];
- Create in NSW [2015].

2 THE NEW MUSEUM GOVERNANCE

All complex projects rely on the input and expertise of multidisciplinary teams and consumers. The implementation phase governance has been crafted to enable the unique insights and expertise of each discipline to be captured and progressed through an effective and efficient Integrated Delivery Team (IDT).

The proposed governance and supporting structure acknowledges and optimises the considerable expertise that lies within MAAS and enhances this with external consultants. The structure promotes a one-team approach underpinned by excellent communication between each party while ensuring appropriate management discipline.

The parties include the Department of Justice Services, Arts and Culture, MAAS, MAAS Trustees, the Project Director, the Project Manager and Design Team, builder and other key stakeholders, and NSW Treasury, Department of Premier and Cabinet (DPC) and Infrastructure NSW (INSW).

A key project principle through procurement and implementation is to maximise value for money to the State Government. This will be achieved by harnessing the expertise toward delivery objectives including time, cost, quality, impacts on recurrent expenditure and integration.

For the purposes of this Final Business Case, the recently established, Justice Infrastructure is the nominated delivery agency in relation to the proposed development of the new MAAS Museum. Justice Infrastructure is accredited for the requisite phases of the project and offers notable opportunity for efficiency through the central department. Governance may direct that an alternate delivery agency be responsible for the further planning and implementation of this project, as such the sole change to the proposed structure would be the substitution of agency representation.

The Project Director discussed within may be a nominated representative of the Delivery Agency or an independent role as presently engaged.

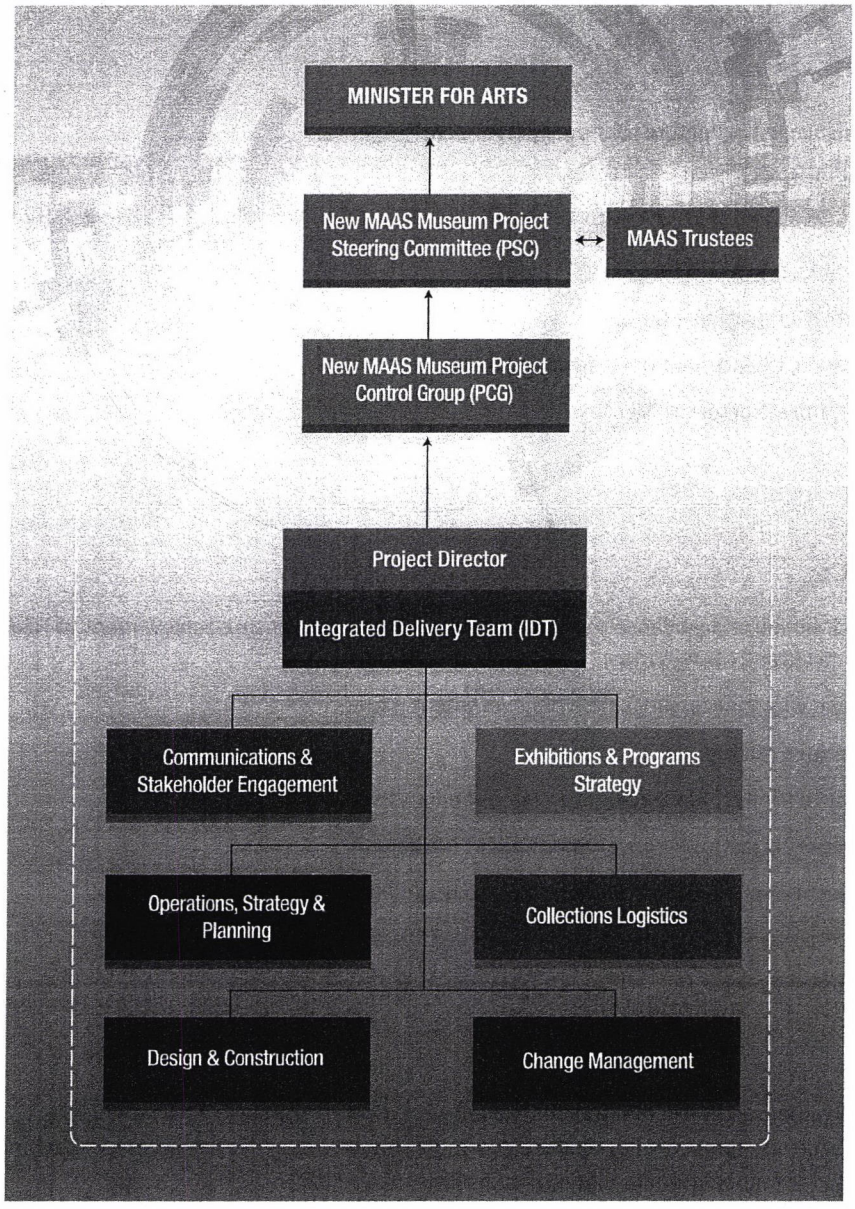
The project governance will be monitored and reviewed to ensure it supports the most effective project delivery.

2.1 The New Museum Project Governance

The New Museum governance structure is comprised of the following key groups:

- Project Steering Committee (PSC);
- Project Control Group (PCG);
- MAAS Trustees;
- Integrated Delivery Team (IDT); and
- Specialist Working Groups;

The overarching project governance structure is described in the following diagram:



(Note diagram still subject to updated to reflect changes to working group titles)

2.2 Project Steering Committee

The Project Steering Committee (PSC), comprising key representatives from the Department of Justice and MAAS, will be refocused to provide oversight to the Project. The PSC provides strategic direction and leadership to the new Museum project and is the definitive decision making body within the governance structure.

The PSC reports to the Minister for Arts on key strategic and Policy related matters with regard to the New Museum program.

The PSC will endorse key decisions made by the PCG and IDT, and where issues have been escalated, the PCG will form a decision to be communicated back down through the governance by way of the Program Director.

The PSC comprises the following delegated executives:

- Deputy Secretary, Department Justice, Arts & Culture

- Chief Executive, Justice Infrastructure (or nominated Delivery Agency)
- Executive Director, Arts NSW
- Director, MAAS
- Representative, MAAS Trustee
- Senior Analyst, Arts & Cultural Institutions, NSW Treasury
- Director, Cities Branch, Department of Premier & Cabinet
- Executive Director, Infrastructure NSW
- Project Director

2.2.1 PSC Key Responsibilities

It is the responsibility of the PSC to:

- Provide strategic direction and guidance to the new Museum Project to ensure achievement of NSW Government objectives and MAAS Vision;
- Identify and manage where necessary whole of government issues;
- Address key issues referred to the PSC by the PCG;
- Ensure the interests of Project Stakeholders are identified and addressed;
- Ensures compliance with applicable government policy framework;
- providing the Project Director with guidance on key issues and deliverables;
- monitoring Project risks and taking appropriate risk mitigation action as required;

The PSC will be convened on a monthly basis.

2.3 Project Control Group

The Project Control Group (PCG) comprises a discrete group of key project owners responsible for monitoring performance against project objectives, approving key deliverables and processes of the New Museum Project for endorsement by the PSC and driving outputs from the Integrated Delivery Team (IDT).

The IDT will escalate issues to the PCG for approval and/or recommendation to the PSC.

The PCG will be chaired by the Project Director and comprise the following key project stakeholders:

- Department Justice, Arts & Culture
- Justice Infrastructure (or nominated Delivery Agency)
- Project Director
- MAAS

2.3.1 PCG Key Responsibilities

It is the responsibility of the PCG to:

- Monitors performance against objectives
- Undertakes validation of project planning and scope
- Approves key deliverables and processes

- Oversight of IDT activities and achievement against milestones

Specialist Advisory groups convened for the purposes of the Architectural Design Competition would report directly to the PCG.

The PSC will be convened on a fortnightly basis.

2.4 Integrated Delivery Team

The Integrated Delivery Team (IDT) is made up of key project owners, led by the Project Director, working as one team to provide the operational leadership required to deliver the new Museum Programme. The IDT will be responsible for project definition and implementation, and driving the development of all aspects of the Project including the procurement and day to day management of the Project team.

To ensure full program oversight and coordination the IDT is supported by a number of specialised working groups, Exhibition and Programs Strategy, Operations, Strategy and Planning, Design and Construction Planning, Change Management, Collections Logistics and, Communications and Stakeholder Engagement.

The IDT is made up of the following key program stakeholders:

- Justice Infrastructure (or nominated Delivery Agency)
- Project Director
- MAAS
- Consultant Team

The IDT will be convened on a weekly basis.

2.5 The MAAS Trustees

The MAAS Trustee have custodial functions in relation to the significant MAAS collection and infrastructure. As such the Trustees will maintain an oversight of the New Museum project and provide an advisory review role of key documentation and strategy.

MAAS will be responsible for coordinating and managing any MAAS Trustee interface.

2.6 Working Groups

The specialist Working Groups will have responsibility for developing key project work streams including communications, exhibitions, operational, collections and asset specific requirements. They will be convened regularly to deliver, coordinate, monitor and implement planning strategies to achieve project objectives and timeframes. In particular, the groups are responsible for planning requirements with whole-of-project impacts and management of project specific risks within the scope of their work streams.

The Working Groups are accountable for elements within their development streams and will report directly to the IDT. The Working Groups will have a nominated lead responsible for the management of the interface with the IDT.

The Working Groups will be established upon the approval of the Final Business Case to provide specific inputs into the procurement, scope, program and design. Working Groups will be formally convened on a weekly basis and work closely for the duration of the Project. The key responsibilities of each group are as follows:

2.6.1 Working Group – Exhibition and Programs

- Content development, including the design of permanent and temporary exhibitions, and the development of educational and other programs tailored to the changing preferences of audiences, and educational needs of students;
- Engage with museum experience experts to plan and design the types of visitor engagement and level of audience interaction within the new facility;
- Logistics planning for staffing, space and facilities to support the overarching content strategy.

2.6.2 Working Group – Operations, Strategy and Planning

- Planning, development and management of an operational and capital model to support the opening, day-to-day, and longer term operations of the New Museum;
- Ensure the development of an optimal operating and capital model that supports the overarching strategic goals, mission and vision of the organisation;

2.6.3 Working Group – Design and Construction

- Development of documentation and management of the architectural design competition;
- Procurement of early works and design consultants;
- Design and documentation development;
- Contractor procurement, management and construction administration.

2.6.4 Working Group – Collections Logistics

- Procurement of collection transition workforce;
- Planning and preparation for the collection transition;
- Assessment of collection and conservation activities;
- Digitisation of collection;
- Collections transition program development.

2.6.5 Working Group – Communications and Stakeholder

- Development and implementation of the New MAAS Museum Communications and Stakeholder Engagement Strategy;
- Oversee appropriate engagement of all stakeholders in line with the program objectives. Facilitate and ensure cross collaboration activities;
- Manage and consider local level engagement and communications issues and advise on key collateral and responses;
- Deliver, coordinate and track the delivery of the project communication and stakeholder engagement activities.

2.6.6 Working Group – Change Management

- Develop Change Management plan;
- Implement the Change Management strategies developed that will affect MAAS in the lead up to and on the opening of the new facility, specifically:

- The process of identifying and managing transferring staff;
- Management of transferring staff;
- Ongoing recruitment & retention of staff to enable Ultimo to operate until the new Project is open;
- Consideration of training strategies to enable staff to transfer to new roles.
- Change Management.

2.7 HP Procurement Deliverables and Milestones

Deliverable	Output	IDT	PCG	PSC
Planning				
Procurement	Project Initiation and team procurement	**Responsible**	**Approve**	**Endorse**
Architectural Design Competition	Competition Documentation and Execution	**Responsible**	**Approve**	**Endorse**
Experience Concept & Content Development	Content Program	**Responsible**	**Support**	**Note**
Early Works Design	Early Works Design and Documentation	**Responsible**	**Approve**	**Endorse**
Collections Assessment & Preparation	Staged Program, documentation & treatments	**Responsible**	**Support**	**Note**
Schematic Design	Design Development	**Responsible**	**Approve**	**Endorse**
Implementation				
Contractor Procurement	Documentation & Procurement	**Responsible**	**Approve**	**Endorse**
Design Development	Design Documentation	**Responsible**	**Approve**	**Endorse**
Exhibition Design Development	Design Documentation	**Responsible**	**Support**	**Note**
Collection Digitisation	Collection Digitisation	**Responsible**	**Support**	**Note**
Construction Documentation	Construction Documentation	**Responsible**	**Support**	**Note**
Commissioning & Handover	Commissioning and Contractual Documentation	**Responsible**	**Support**	**Note**

2.8 The New Museum Governance Review

To ensure continued engagement and stakeholder support in the implementation, procurement and delivery phases of the New Museum Program, it is anticipated that regular reviews will be undertaken of the Governance structure. The Project Director will undertake the review in collaboration with all stakeholders to identify and resolve any issues in relation to the stakeholder engagement, governance structure, reporting requirements, meetings schedules or the terms of reference for each of the governance groups. It is the responsibility of the Project Director to communicate all changes made following the review to affected stakeholders for comment and endorsement (if necessary).

3 REPORTING REQUIREMENTS

The IDT will prepare a monthly report for the PSC and fortnightly reports to the PCG. The report will provide the following information:

- Program update;
- Project update and Status of key deliverables;
- Risk management;
- Budget;
- The program of activities for the next month;
- Requests for, and overview of endorsements/approval required;
- Summary of Communications and stakeholder engagement across the Program.

The IDT will also prepare briefs and recommendations for endorsement from the PSC and PCG as required.

The Working Groups will report to the IDT which in turn will pass through to the PCG and PSC.

3.1 Meeting Schedule

The Governance Groups will convene in accordance with the following meeting schedule:

Group Meeting	Frequency	Time/Location
PSC	Monthly (or as required)	TBC
PCG	Fortnightly (or as required)	TBC
IDT	Weekly (or as required)	TBC
Working Groups	Weekly (or as required)	TBC

4 TERMS OF REFERENCE

Terms of reference for each group meeting are included at Appendix A.

APPENDIX A – PSC TERMS OF REFERENCE

The Project Steering Committee (PSC) is the ultimate decision making authority within the New Museum Governance Structure.

It is the responsibility of the PSC to:

- Provide strategic direction and oversight of implementation outcomes.
- Oversee the implementation of the Partnership relationship, through HP Program Project Management controls, to ensure consistency of administration across the program.
- Provide strategic direction and guidance to the new Museum Project to ensure achievement of NSW Government objectives and MAAS Vision;
- Endorse and provide guidance on program strategies, principles and decisions;
- Endorse Project deliverables required by the Project and ERC;
- Identify and manage where necessary whole of government issues;
- Address key issues referred to the PSC by the PCG;
- Ensure the interests of Project Stakeholders are identified and addressed;
- Ensures compliance with applicable government policy framework;
- providing the Project Director with guidance on key issues and deliverables;
- monitoring Project risks and taking appropriate risk mitigation action as required;

Meeting Structure:

Meetings of the Project Steering Committee will be held monthly (or as required) to ensure that adequate direction and endorsements are received to maintain positive momentum for the New Museum Project.

It is imperative that the nominated members of the PSC are available to attend the meetings and be available for the duration of the meeting.

The nominated delivery agency Chief Executive (Justice Infrastructure) will Chair the PSC Meetings. The New Museum Project Director will be responsible for ensuring agendas, minutes and committee papers are distributed to members of the committee.

Project Steering Committee members:

The group will consist of a group of four (6) members as follows:-

- Deputy Secretary, Department Justice, Arts & Culture
- Chief Executive, Justice Infrastructure (Delivery Agency)
- Executive Director, Arts NSW
- Director, MAAS
- Representative, MAAS Trustee

Invitees/Observers

- Senior Analyst, Arts & Cultural Institutions, NSW Treasury

- Director, Cities Branch, Department of Premier & Cabinet
- Executive Director, Infrastructure NSW
- Project Director

Secretariat:

Secretariat will be undertaken by the Project Manager.

Invitees/advisors:

From time to time the PSC may require other consultants/advisors to attend meetings in order for expert opinion to be given. This shall be arranged through the Chair or his/her delegate.

Reporting Relationship:

The PSC reports and is accountable to the Secretary of Justice and the Minister for Arts.

The Project Control Group will report to the Project Steering Committee (PSC) for review, direction and endorsement of program deliverables.

Conflict of Interest

Representatives are to declare any potential or actual conflicts of interest between their commercial interests and any matter or issue that comes before the Project Steering Committee as and when required and as a matter of prudence and good governance of the group, and if required, to remove themselves from the discussion.

In the course of its work, the Project Steering Committee may be granted access to information that is not available to the public. Confidential information must not be disclosed to any person without authorisation from the Chair.

Frequency of Meetings:

Meetings of the PSC will be held monthly (or as required)

a) **Notice of Meetings / Minutes of Meeting**

i) The minutes of each meeting shall be recorded and distributed promptly to each member of the Group within one week of the meeting. The agenda and PSC Report will also be distributed a minimum of three days in advance of the next scheduled meeting.

ii) Minutes of meetings will be prepared by the Secretariat.

iii) An Issues and Action List will be prepared in conjunction with the Minutes and distributed accordingly.

b) **Quorum for the PSC.**

The quorum for the Project Steering Committee will be a majority of the representatives of the group (half its membership plus one), and must include either the Secretary (Chair) or Deputy Secretary (Occasional Chair).

Decision making and dispute resolution

Decision making

The Chair has responsibility for all key decision points, milestones, and contentious and contested issues for the project.

Decisions wherever possible will be made by consensus within the Project Steering Committee.

Where consensus cannot be reached, the decision may be made by the Project Steering Committee Chair, having taken all the relevant requirements and these Terms of Reference into account.

Where a decision needs to be made out-of-session, then a recommendation shall be made by the Project Director to the Chair. The Chair will provide information to and canvas opinion from all Project Steering Committee members. The Chair will then make a recommendation.

Dispute resolution

In the event of a dispute that the Project Steering Committee and Chair are unable to resolve, the Chair will escalate the issue to the Deputy Premier's Office.

APPENDIX B – PCG TERMS OF REFERENCE

The Project Control Group (PCG) responsible for monitoring performance against project objectives, approving key deliverables and processes of the New Museum Project for endorsement by the PSC and driving outputs from the Integrated Delivery Team (IDT).

It is the responsibility of the PCG to:

- Provide strategic direction and oversight of implementation outcomes;
- Monitors performance against objectives;
- Make recommendations to and implement decisions of the Project Steering Committee
- Undertakes validation of project planning and scope;
- Approves key deliverables and processes;
- Oversight of IDT activities and achievement against milestones;

Meeting Structure:

Meetings of the PCG will be held fortnightly (or as required) to ensure that adequate direction and approvals are received to maintain positive momentum for the New Museum Project.

The nominated Project Director will Chair the PCG Meetings. The Project Director will be responsible for ensuring agendas, minutes and committee papers are distributed to members of the committee.

Project Control Group members:

The group will consist of a group of four (8) members as follows:-

- Project Director;
- MAAS New Museum Project Director;
- MAAS Director Communications;
- MAAS Director Exhibitions;
- MAAS Director Collections;
- A/Director, Infrastructure, Arts NSW;
- Executive Officer, Arts and Culture, Justice
- Justice Infrastructure (Delivery Agency)

Secretariat:

Secretariat will be undertaken by the Project Manager.

Invitees/advisors:

From time to time the PCG may require other consultants/advisors to attend meetings in order for expert opinion to be given. This shall be arranged through the Chair or his/her delegate.

Reporting Relationship:

The PCG reports and is accountable to the Project Steering Committee.

Conflict of Interest

Representatives are to declare any potential or actual conflicts of interest between their commercial interests and any matter or issue that comes before the Project Control Group as and when required and as a matter of prudence and good governance of the group, and if required, to remove themselves from the discussion.

In the course of its work, the Project Control Group may be granted access to information that is not available to the public. Confidential information must not be disclosed to any person without authorisation from the Chair.

Frequency of Meetings:

Meetings of the PCG will be held fortnightly (or as required)

c) **Notice of Meetings / Minutes of Meeting**

iv) The minutes of each meeting shall be recorded and distributed promptly to each member of the Group within one week of the meeting. The agenda and PCG Report will also be distributed a minimum of three days in advance of the next scheduled meeting.

v) Minutes of meetings will be prepared by the Secretariat.

vi) An Issues and Action List will be prepared in conjunction with the Minutes and distributed accordingly.

d) **Quorum for the PCG.**

The quorum for the Project Control Group will be a majority of the representatives of the group (half its membership plus one), and must include either the Chair or MAAS Project Director (Occasional Chair).

Decision making and dispute resolution

Decision making

The Chair has responsibility for all key decision points, milestones, and contentious and contested issues for the project.

Decisions wherever possible will be made by consensus within the Project Control Group.

Where consensus cannot be reached, the decision may be made by the Project Control Group Chair, having taken all the relevant requirements and these Terms of Reference into account.

Where a decision needs to be made out-of-session, then a recommendation shall be made by the Project Director to the Chair. The Chair will provide information to and canvas opinion from all Project Control Group members. The Chair will then make a recommendation.

Dispute resolution

In the event of a dispute that the Project Control Group and Chair are unable to resolve, the Chair will escalate the issue to the Project Steering Committee.

APPENDIX C – IDT TERMS OF REFERENCE

The IDT will be responsible for project definition and implementation, and driving the development of all aspects of the Project including the procurement and day to day management of the Project team.

Meeting Structure:

Meetings of the IDT will be held weekly to ensure that adequate progress and actions are being undertaken to maintain the positive momentum for the New Museum Project.

The Project Director will Chair the IDT Meetings. The Project Manager will be responsible for ensuring agendas, minutes and board papers are distributed to members of the Team.

Integrated Delivery Team members

The group will consist of the following:-IDT

- Justice Infrastructure (Delivery Agency)
- Project Director (Chair)
- MAAS
- Consultant Team

Secretariat:

Secretariat will be undertaken by the Project Manager.

Invitees/advisors:

From time to time the IDT may require other consultants/advisors to attend meetings in order for expert opinion to be given. This shall be arranged through the Chair or his/her delegate.

Reporting Relationship:

The IDT reports and is accountable to the Project Control Group. The Working Groups will report to the IDT for review, direction and endorsement of program deliverables.

Frequency of Meetings:

IDT meetings will be held weekly (or as required)

a) **Notice of Meetings / Minutes of Meeting**

i. The minutes of each meeting shall be recorded and distributed promptly to each member of the Group within three days of the meeting. A standing agenda will be developed.

ii. Minutes of meetings will be prepared by the Secretariat.

iii. An Issues and Action List will be prepared in conjunction with the Minutes and distributed accordingly.

b) **Quorum for the IDT.**

A quorum is at least the chair of the IDT (or delegate), MAAS Lead and the delivery agency.

APPENDIX D – WORKING GROUPS TERMS OF REFERENCE (INDICATIVE)

Working Groups will have responsibility for developing key project work streams including communications, exhibitions, operational, collections and asset specific requirements. They will be convened regularly to deliver, coordinate, monitor and implement planning strategies to achieve project objectives and timeframes. In particular, the groups are responsible for planning requirements with whole-of-project impacts and management of project specific risks within the scope of their work streams.

The Working Groups are accountable for elements within their development streams and will report directly to the IDT. The Working Groups will have a nominated lead responsible for the management of the interface with the IDT.

The Working Groups will be established upon the approval of the Final Business Case to provide specific inputs into the procurement, scope, program and design.

Working Groups will be formally convened on a weekly basis and work closely with the IDT for the duration of the Project.

Working Group Teams members

Working Group – Exhibition and Programs

- LEAD – MAAS Director Exhibitions
- Other members TBA

Working Group – Operations, Strategy and Planning

- LEAD – MAAS Director TBA
- Other members TBA

Working Group – Design and Construction

- LEAD – Project Manager
- Other members TBA

Working Group – Collections Logistics

- LEAD – MAAS Director Collections
- Other members TBA

Working Group – Communications and Stakeholder

- LEAD – MAAS Director Communications
- Other members TBA

Working Group – Change Management

- LEAD – MAAS Director TBA
- Other members TBA

Meeting Structure:

Meetings of the Working Groups will be held weekly or as required to ensure that adequate progress and actions are being undertaken to maintain the positive momentum for the Project.

The Working Group Discipline Lead will Chair the Meetings.

Secretariat:

Project Lead Support as appropriate to each Working Group

Invitees/advisors:

From time to time the Working Group may require other consultants/advisors to attend meetings in order for expert opinion to be given. This shall be arranged through the Chair or his/her delegate.

Reporting Relationship:

The Working Groups are accountable for elements within their development streams and will report directly to the IDT.

Frequency of Meetings:

Each Working Group will be held weekly (or as required)

c) **Notice of Meetings / Minutes of Meeting**

i) The minutes of each meeting shall be recorded and distributed promptly to each member of the Group within three days of the meeting. A standing agenda will be developed.

ii) Minutes of meetings will be prepared by the Secretariat.

iii) An Issues and Action List will be prepared in conjunction with the Minutes and distributed accordingly.

d) **Quorum for the Working Groups.**

A quorum is at least the chair of the Working Group (or delegate) and the Project Director.