

Infrastructure and Projects Authority



# Project Development Routemap

for Infrastructure Projects

**International Module** 

## Governance

International version of UK Government's Project Routemap







© Crown copyright 2023 Produced by the Infrastructure and Projects Authority

You may re-use this information (excluding logos) free of charge in any format or medium, under the terms of the Open Government Licence. To view this licence, visit http://www.nationalarchives.gov.uk/doc/open-government-licence/ or email: psi@nationalarchives.gsi.gov.uk Where we have identified any third-party copyright material you will need to obtain permission from the copyright holders concerned.

Any enquiries regarding this publication may be sent to us by email at ipa@ipa.gov.uk.

## Contents

| Preface  | 4  |
|--|--|
| Introduction: Routemap Modules   | 5  |
| Governance, and why it is important  | 7  |
| Characteristics of good governance<br>Pillars of effective governance  | <b>9</b><br>9  |
| Useful documents   | 11   |
| Typical findings related to governance   | 12   |
| Considerations for effective governance<br>Pillar 1: Accountability<br>Pillar 2: Authority<br>Pillar 3: Alignment<br>Pillar 4: Disclosure  | <b>13</b><br>14<br>17<br>19<br>21                                    |
| <ul> <li>Good practice examples</li> <li>1. Good practice: Understanding the implications of delivery decisions</li> <li>2. Good practice: Choosing a delivery model based on a sectoral approach</li> <li>3. Good practice: Aligning project and existing corporate governance arrangements (i)</li> <li>4. Good practice: Aligning project and existing corporate governance arrangements (ii)</li> <li>5. Good practice: Gaining increased authority</li> <li>6. Good practice: Business case development (i)</li> <li>7. Good practice: Business case development (ii)</li> <li>8. Good practice: Environmental &amp; Social Governance (ESG) criteria</li> <li>9. Good practice: OECD Due Diligence Guidance for Responsible Business Conduct</li> <li>10. Good practice: Three lines of defence for assurance</li> <li>11. Good practice: Governance through a project life cycle</li> </ul> | 24<br>25<br>26<br>27<br>28<br>29<br>31<br>33<br>35<br>36<br>37<br>37 |
| Suggested reading  | 39   |
| Glossary   | 42   |

## Preface

# The UK Infrastructure and Projects Authority (IPA)<sup>1</sup> is proud to present this international module on the Project Development Routemap for Infrastructure Projects.

Projects that enhance and expand access to infrastructure are critical to achieving inclusive, sustainable growth and reducing poverty. However, infrastructure projects often encounter problems in their early stages. Poor project development constrains project delivery and limits the benefits it can drive from investment.

The Project Development Routemap (Routemap) is a structured and tested methodology used to set up projects for success. It ensures best practice and learning about the most common causes of project failure are considered at crucial early stages of development. In this module, we use the term 'project' to encompass projects, programmes and portfolios.

Routemap principles are core to any infrastructure project, and especially helpful where project teams undertake complex projects that test the limits of their organisational capability. It is a structured approach that brings project stakeholders together, to improve project-specific capabilities, enable governments and supply chains to maximise value for money and, where appropriate, increase opportunities for international investment. It gives confidence to people developing projects, those approving them, and those investing in them. Since 2012, Routemap has been applied in the UK to projects totalling over £300bn, with significant and sustained impact on public policy, professional practice and economic benefit.<sup>2</sup>

Routemap aligns with the G20 Principles for the Infrastructure Project Preparation Phase (the G20 Principles), the United Nations Sustainable Development Goals (in particular, supporting environmental



and social sustainability) and was identified by the Global Infrastructure Hub as a leading practice in good project preparation.

This international module was produced as part of the Global Infrastructure Programme<sup>3</sup>, sponsored by the UK's Prosperity Fund<sup>4</sup> to provide practical instruction on the Routemap. It builds on both UK and international experience and is tailored to the needs of audiences in a broad range of countries. The IPA would like to thank the United Kingdom's Foreign, Commonwealth and Development Office and embassies, and the governments of Colombia and Indonesia who have provided invaluable assistance in the development of the Routemap for international use.

We hope this guidance is useful, practical and will improve the quality of infrastructure development in your country.

<sup>&</sup>lt;sup>1</sup> The IPA is the centre of expertise for infrastructure and major projects, sitting at the heart of Government and reporting to the Cabinet Office and HM Treasury in the UK.

<sup>&</sup>lt;sup>2</sup> The Project Development Routemap has been adapted from the UK Project Initiation Routemap, 2016, now replaced by Project Routemap, 2021:

https://www.gov.uk/government/publications/improving-infrastructure-delivery-project-initiation-routemap.

<sup>&</sup>lt;sup>3</sup> This was a UK cross-government programme delivered by the FCDO, the IPA and the Department for Business Energy and Industrial Strategy. It aimed to enable the provision of sustainable and resilient infrastructure, as a critical enabler for economic development in middle-income countries.

<sup>&</sup>lt;sup>4</sup> The Prosperity Fund supported the UN Sustainable Development Goals and the 2015 UK Aid Strategy by promoting growth and prosperity in developing countries.

## Introduction: Routemap Modules

The Routemap modules (modules) help you to identify and address gaps in capability across seven commonly challenging areas of project development. You should use these modules alongside the *Project Development Routemap for Infrastructure Projects: International Handbook*.<sup>5</sup>

The Handbook explains the Routemap methodology and describes the 10-step process for its application to projects, which results in a detailed action plan to close the gaps in project capability.

There are seven modules, one covering each of the following areas:

- Rationale
- Governance
- Execution Strategy
- Organisational Design & Development
- Procurement
- Risk Management
- Asset Management
- Systems Integration (UK module)

The module content applies to all types of infrastructure projects, including PPP and publicly funded projects. It supports project teams to identify risks to project outputs, and wider economic, environmental and social outcomes. It helps align projects to the G20 principles of 'quality infrastructure',<sup>6</sup> internationally recognised standards like the

International Finance Corporation Performance Standards,<sup>7</sup> and the United Nations Sustainable Development Goals.

There are also examples of good practice to help project teams plan and improve project development. They come from the experience of UK public sector-driven infrastructure projects and from international authorities. Examples have been specifically selected for relevance to international audiences.

Routemap modules can be:

- useful when applying the Routemap 10-step process which is described in the Routemap handbook (the following diagram shows how the sections of the module support different steps in the process)
- a stand-alone resource to identify potential risks and improvements in project capability development, and relevant good practice from other projects

The modules are not a complete guide to project development, nor a substitute for business case development.<sup>8</sup> They are based on realworld experience from large infrastructure projects and complement best practice found elsewhere. You need to consider each project's individual characteristics and context and then you can identify what will be most helpful to the project.

<sup>&</sup>lt;sup>5</sup> Infrastructure and Projects Authority's Project Development Routemap for Infrastructure Projects: International Handbook, 2023: https://www.gov.uk/government/publications/improving-infrastructure-delivery-project-initiation-routemap

<sup>&</sup>lt;sup>6</sup> These non-binding principles reflect the G20's common strategic direction and aspiration for quality infrastructure investment: https://www.g20-insights.org/related\_literature/g20-japan-principles-quality-infrastructure-investment/

<sup>&</sup>lt;sup>7</sup> See Section 1 and Appendix E of the Routemap Handbook for further detail on the importance of sustainability.

<sup>&</sup>lt;sup>8</sup> For detailed guidance on infrastructure business cases and their development process, see: Infrastructure and Projects Authority's Infrastructure Business Case: International Guidance, 2022.

The Routemap modules are useful when applying the Routemap 10-step process which is described in the Handbook. The diagram below shows how the different sections of the modules (listed in the left column) can support the different steps in the process.

|   | Setup                               |                            |   | 888                         | Diagnosis   |  |                          | Action plannin  | g  |                                |
|---|-------------------------------------|----------------------------|---|-----------------------------|---|--|--------------------------|---|--|--------------------------------|
| Module sections                                       | Whether to<br>apply the<br>Routemap | When to apply the Routemap | Routemap<br>strategy  | Planning<br>the application | Information<br>gathering  | Conducting a gap analysis  | Agreeing<br>the findings | Developing<br>recommen<br>-dations  | Action planning  | Integrate and capture benefits |
|   | 01                                  | 02                         | 03  | 04                          | 05  | 06   | 07                       | 08  | 09   | 10                             |
| Characteristics<br>of good practice                   |                                     |                            | Comparing your<br>project information<br>with these<br><b>characteristics of</b><br><b>good practice</b> may<br>help you to identify<br>areas of interest in<br>the Routemap<br>scope |                             |   | Comparing your<br>project with these<br>characteristics of<br>good practice may<br>help you identify<br>areas for<br>improvement.                            |                          |   |  |                                |
| Useful<br>documents                                   |                                     |                            | You may find it<br>helpful to review<br>these types of<br>project<br><b>documents</b> , to<br>define the areas of<br>interest in the<br>Routemap scope.                               |                             | You may find these<br>documents helpful<br>to develop<br>interview<br>questions.  | You may find it<br>helpful to cross-<br>check this<br><b>document</b> list<br>against existing<br>project documents,<br>to help identify<br>capability gaps. |                          |   |  |                                |
| Typical findings                                      |                                     |                            |   |                             |   | You may find<br>helpful to review<br>these when<br>identifying issues<br>and articulating<br>your <b>findings</b>  |                          | If your <b>findings</b><br>contain statements<br>like these, this<br>Module could help<br>strengthen<br>capability.                                       |  |                                |
| Considerations  |                                     |                            |   |                             | This section lists a series of questions or <b>considerations</b> that can help you to validate the effectiveness of existing arrangements. |  |                          | Working through<br>these questions or<br><b>considerations</b> can<br>help you understand<br>the root causes of<br>the findings and<br>develop solutions. |  |                                |
| Good practice<br>examples and<br>suggested<br>reading |                                     |                            |   |                             |   |  |                          |   | You may find these<br>good practice<br>examples and<br>suggested<br>reading useful in<br>developing actions<br>to address<br>capability gaps |                                |

## Governance, and why it is important

Good governance is central to all aspects of successful project deliver. It is the way in which organisations are directed, controlled and led. It defines relationships and the distribution of rights and responsibilities among those who work with and in a project or organisation, determines the rules and procedures through which the organisation's objectives are set, and provides the means of attaining those objectives and monitoring performance.<sup>9</sup> Governance includes authorising, directing, empowering and overseeing the management of the project.

The good practice in this module supports you to develop your governance arrangements. Having good governance will enable key decisions to be made with confidence throughout the project lifecycle. It will make sure that there is a 'single controlling mind' for the project and will establish the right levels of accountability and authority. This will help to keep the outcomes aligned with strategic objectives, manage the risks and realise the planned benefits.

Poorly designed and mismanaged governance can constrain effective project performance and delivery. It will not provide assurance that key requirements, including those related to statutory and national / local commitments, e.g. net zero, biodiversity, job creation, will be delivered. It is a major reason why infrastructure projects fail to meet their timeframe, budget, and service delivery objectives, or economic, environmental and social value. This module can help when existing governance structures may be too weak or inappropriate, for either the scale or the complexity of a project. Governance is central to ensuring that the project is delivered responsibly, including managing social and environmental risks. These considerations should be integral to project design and built into the governance arrangements at senior levels. This will ensure that the broader focus for the project, which goes beyond immediate performance and outputs, is maintained. For privately financed projects, governance, in particular reporting, will likely be driven by the need to comply with environmental, social and governance (ESG) criteria. This provides confidence to funders that the project is operating in a responsible way (see Good Practice Example 9)

A robust governance framework is particularly important for complex long-term, multi-organisation infrastructure projects, whether PPP or publicly funded. It is also important for projects with high levels of environmental and social risk.

Corporate governance defines where accountability lies throughout an organisation. Project governance should align to the corporate governance of the sponsor organisation. Project governance arrangements apply only to the temporary organisation, or project delivery structure, that is set up specifically to deliver a project. See the *good practice examples* for further guidance on aligning corporate and project governance.

A combination of good design and upfront planning will lead to an effective governance framework. The IPA's Infrastructure Business

 $https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_d ata/file/609903/PU2077\_code\_of\_practice\_2017.pdf$ 

<sup>&</sup>lt;sup>9</sup> UK Government's Corporate Governance in Central Government Departments: Code of Good Practice, 2017.

Cases: International Guidance (2022)<sup>10</sup> – specifically the Management Case – helps you to develop your project governance progressively, as the business case advances through its approvals stages.

The governance arrangements should be led by the senior official in the sponsor organisation, who is accountable for the project business case, i.e. the Senior Responsible Owner.

#### Citations

'Substantial benefits can be realised by better governance of public infrastructure.' (OECD, 2017)

'Governance is concerned with the structures, processes and behaviours for decision making, accountability and control to ensure that the intended outcomes for stakeholders are defined and achieved.' (IFAC, 2001, CIPFA/IFAC, 2014)

'Good governance in the public sector encourages better informed and longer-term decision making as well as the efficient use of resources. It strengthens accountability for the stewardship of those resources. Good governance is characterised by robust scrutiny, which places important pressures on improving public sector performance and tackling corruption. Good governance can improve organizational leadership, management, and oversight, resulting in more effective interventions and, ultimately, better outcomes.' (CIPFA/IFAC, 2014)

<sup>&</sup>lt;sup>10</sup> For detailed guidance on infrastructure business cases and their development process, see: Infrastructure and Projects Authority Infrastructure Business Case: International Guidance, 2022.

### Characteristics of good practice

ical finding

Good practice examples and suggestee reading

## Characteristics of good governance

Good governance gives the project delivery team sufficient freedom to manage risk to meet project objectives, whilst recognising the need of the sponsor(s) to be in control. It is characterised by four pillars of effective governance.

#### **Pillars of effective governance**

#### **Pillar 1: Accountability**

- Clearly defining and agreeing the accountability of individuals and organisations, for both outlining what the project needs to achieve and for delivering against that brief, including sustainability targets and objectives
- Allocating the management of the risks and opportunities related to those targets and objectives

#### **Pillar 3: Alignment**

- Maintaining **alignment** between corporate, regulatory and statutory strategy/ objectives/ standards and those of the project, recognising and responding to any areas of difference e.g. social safeguards
- Ensuring that any relevant ESG criteria are met

#### **Pillar 2: Authority**

 Assigning authority for effective decision-making, taking into account sustainability issues

#### Pillar 4: Disclosure

- Defining and enabling the disclosure of information to assure stakeholders, including project-affected persons, that the project is set to meet its objectives;
- Informing corrective action if the project is not set to meet its objectives

These four pillars underpin an effective governance framework for infrastructure projects. If one pillar is missing or out of balance, project governance will likely be ineffective or inefficient. The pillars are expanded in the *Considerations* section of this module.

In Routemap, these pillars support **(Step 6)** – *Gap analysis*. Considering them in the context of your current governance arrangements can help you to identify areas for improvement.

The overall governance for any organisation delivering or involved with infrastructure projects should integrate portfolio, programme and project governance. Any project that it undertakes should comply with organisation policies and directives, and should include the relevant accounting officer.

This governance should address:

- authority limits
- decision making roles and rules
- degrees of autonomy
- approvals required
- assurance needs
- reporting structures
- accountabilities and responsibilities
- environmental and social responsibility integrated across all governance aspects

### Characteristics of good practice

#### Useful

 appropriate management frameworks (large and/or complex projects may need more detailed governance frameworks).

As you can see, good project governance means more than just having a structure chart, but developing one will clearly explain how authority is distributed within the project.

The example opposite shows a typical project governance and delivery structure.

The sponsor board has overall responsibility for scrutiny and approval for the business case at each stage. The project delivery board is responsible for reviewing the business case as it is developed, before submitting it to the sponsor board. The project management team reports to the project delivery board.<sup>11</sup>



<sup>&</sup>lt;sup>11</sup> Infrastructure and Projects Authority's Infrastructure Business Case: International Guidance, 2022.

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
| Useful docu                         | uments           |                  |                |  |

These documents, components or reports usually contain information on governance arrangements. They may be helpful when reviewing and developing the governance arrangements for your own project.

- Standing orders (public authority)
- Document of incorporation (company)
- Sponsor requirements
- Business case
- Integrated assurance and approvals plan
- Terms of reference for decision bodies, including role descriptions
- Agreements, contracts and funding arrangements
- Regulatory/statutory requirements
- Scheme of delegation
- Execution strategy
- Integrated assurance and approvals plans
- Risk management strategy
- Strategic infrastructure plan
- Strategic frameworks for public investment implementation
- Corporate charters, codes of conduct, policies and procedures
- Conflict of interest policies
- Systems for internal controls and financial reporting
- RACI analysis (Responsible, Accountable, Consulted and Informed)
- Environmental and Social Impact Assessment (ESIA)
- Environmental and Social Management Plan (ESMP)
- Environmental permits and licences

- Net zero / decarbonisation strategy and committed targets
- Annual audited reports
- Lessons learned documents
- Project assurance review reports

You may find it useful to review these documents to identify the 'areas of interest' when scoping a Routemap **(Step 3)** – *Routemap strategy*.

These documents may also be helpful in **(Step 6)** – *Gap analysis*. When cross-checked against existing project documentation, they may help to identify capability gaps.

#### of good practice

rui aocun

Typical findings

rations

Good practice examples and suggeste eading

## Typical findings related to governance

This list describes typical issues that might arise during project development, and would indicate that the approach to developing project governance needs improvement:

- The sponsor/client organisations are proposing a delivery model, e.g. PPP, which they haven't used successfully before, so they may need capabilities they do not currently have.
- □ The existing institutional frameworks are insufficient to host a project of this scale/complexity.
- □ Slow decision making is likely to absorb management time, and if left unresolved, will lead to project delays.
- □ There are too many layers, or unclear decision routes. This can make it difficult and time consuming to gain approvals.
- □ It is not clear who has authority for what type of project decisions, so decisions may be revisited or overturned.
- The accountability and senior decision-making authority for environmental and social sustainability is not clearly articulated. This means that significant risks and opportunities could be missed or not dealt with correctly and effectively resolved.
- There is an unwillingness to address problems that might slow progress. This could cause major issues and/or delays for the project at later stages.

- There is a tendency towards groupthink and optimism bias. This could cause unrealistic expectations for project design and delivery.
- There is a lack of transparency in decision making and understanding of key business / project risks (including environmental and social sustainability). This could lead to reduced confidence and trust in the project. Stakeholders are unable to understand how project decisions are made.
- Poor governance structures, lack of accountability, and unmanaged processes undermine the agreed strategy and investors' confidence.
- External pressures on the project, such as political pressures and stakeholder interests, are informing decision making, instead of the agreed internal governance arrangements.

During Routemap, these example findings may be helpful when identifying issues and articulating your own findings (**Step 6**) – *Gap analysis.* 

If your findings contain statements like these, this module could help you to develop recommendations to strengthen capability **(Step 8)** – *Developing recommendations*.

#### of good practice

il docume

Considerations

Good practice examples and suggeste eading

## Considerations for effective governance

The considerations questions help you understand the root causes of the capability gaps and suggest improvements. You may not need to review all the considerations, just use the most relevant ones for your project.

These questions will help you:

- to review and validate existing governance arrangements
- to target areas for improvement
- to test the design of new governance arrangements.

The questions are grouped around the four pillars of effective governance: accountability, authority, alignment, and disclosure.

Governance arrangements will probably evolve during the project, so you should revisit the considerations at major transition points or approval points. The governance arrangements should evolve as:

- the sponsor(s) increase their understanding of risk and the effectiveness of the project's risk management arrangements
- the project team and their processes develop and embed
- the project progresses through its lifecycle, from design and planning through implementation to operation

During Routemap, working through these considerations can help you to validate the effectiveness of existing arrangements **(Step 5)** – *Information gathering*.

They can also help you identify reasons for the findings and ways to address them in **(Step 8)** – *Developing recommendations.* 

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |  |  |  |
|-------------------------------------|------------------|------------------|----------------|--|--|--|--|
| Pillar 1: Accountability            |                  |                  |                |  |  |  |  |

#### **Key areas/considerations**

#### Policy/strategy

- Does the governance framework clearly show who is accountable for setting and implementing the relevant government policy or corporate strategy in relation to the project?
- If policy/strategy is jointly owned, does the governance framework show how the project is jointly governed? For example, is there a joint board?
- Is it clear who the sponsor is in the governance framework?
- Is it clear who is responsible for delivering the sponsor's requirements? Is it clear how the organisation (or part of the organisation) responsible for delivering the sponsor's requirements is held to account by the sponsor?
- Is there a clear mandate for the project sponsor, e.g. in legislation or a policy statement?
- Has the environmental and social policy, as well as the strategy for implementing this, been communicated to the project sponsor and all members of the project team?
- Does the sponsor clearly understand their accountability for ownership and leadership of the outcomes (delivery of the business case) and economic, social and environmental outcomes over the lifetime of the policy/strategy?
- Who has final responsibility, accountability and delegation powers related to the project? Is it clear?
- Has a decision been made about the most appropriate delivery model (financing/legal structure of the parties involved) for the project?

#### Rationale/requirements setting

- Does the governance framework clearly show who is accountable for the rationale for the project?
- Are the sponsor's requirements defined? This should include those related to environmental and social outcomes and compliance with any ESG criteria (if applicable).
- Does the governance framework clearly show how the sponsor's requirements are controlled through the project lifecycle?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
|                                     |                  |                  |                |  |

#### Key areas/considerations

- Does the governance framework establish clearly defined roles, responsibilities and reporting lines (including for those at senior levels)? Does this ensure compliance with the environmental and social policy and standards, and any ESG criteria?
- Who is accountable for decisions about the balance between time, cost, quality and benefits, and compliance with any ESG criteria (if applicable)?
- Is there a target operating model, for when the asset is operational? Does that target operating model (TOM) define who will own, operate, maintain and fund the asset?

#### **Execution strategy**

- Does the governance framework clearly show who is accountable for the execution strategy?
- Does the governance framework clearly show how the execution strategy is controlled through the project lifecycle?
- Does the governance framework clearly identify the individuals or organisations who are accountable for decision-making, and those who should be consulted or informed of the decision, e.g. a RACI matrix (Responsible, Accountable, Consulted and Informed).
- Is there clear demarcation of roles and responsibilities for every aspect of project delivery? Does this include environmental and social risk management across the project lifecycle?
- Does the governance framework clearly how environmental and social advisers will be engaged across the project lifecycle?

#### **Benefits realisation**

- Does the governance framework define who is accountable for benefits delivery?
- Does the governance framework include a benefits sharing plan which outlines the definition and allocation of benefits?
- Is it clear who is responsible for the impact and distribution of social benefits to project affected persons, e.g. skills development, employment opportunities, share schemes etc.?
- Are there metrics in place for monitoring and reporting benefits realisation against? Do these metrics include environmental and social metrics, along with any relevant ESG criteria?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |  |  |
|-------------------------------------|------------------|------------------|----------------|--|--|--|
|                                     |                  |                  |                |  |  |  |
| Key areas/considerations            |                  |                  |                |  |  |  |

#### **Risk management strategy**

- Does the governance framework define accountability for risk and opportunity management?
- Does the governance framework establish clearly defined roles, responsibilities and reporting lines (including for those at senior levels) to manage risk, including how to implement the environmental and social risk management system?
- Does the governance framework clearly show how risk is allocated between key stakeholders, e.g. the national government and the line ministry?
- Does the governance framework consider the capacity, willingness and authority of parties involved to own their risk associated with the project?
- Does the execution strategy match the allocation of risk described by the governance framework?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
| Pillar 2: Authority                 |                  |                  |                |  |

#### Key areas/considerations

#### Types of authority

- Does the governance framework include a system of delegation defining the types of authority that can be delegated, e.g. policy, legislation, incorporation, allocation/draw-down of funds, soliciting and entering into contracts etc.?
- Does the governance framework identify which critical decisions are reserved for higher-level decision making, e.g. approval of the business case?
- Are there clear lines of reporting upwards that enable issues to be raised and dealt with at the appropriate level of authority?
- Does the governance framework define authority (including for those at senior levels) to ensure compliance with the environmental and social policy and standards?

#### Delegation

- Does the governance framework set out the limits of delegation for decision making, e.g. spending limits, or the release of cost or schedule contingency?
- Do the delegated authority levels ensure senior leaders take the most important decisions, yet do not get too involved in the detail?
- Does the delegation of authority enable timely decisions?
- Does the governance framework support the proposed delivery model, e.g. with review points to give authority to the appropriate parties and transfer this, if and when required?
- Does the governance framework establish oversight mechanisms for work conducted by external contractors, including work related to environmental and social risk management?

#### **Decision-making bodies**

- Does the governance framework give the project manager the ability to make decisions or obtain approvals in time to meet the project schedule, i.e. do decision-making bodies meet at appropriate and regular intervals, like a monthly programme board?
- Are there mechanisms in place to ensure transparent and accountable decision making?

| Characteristics of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|----------------------------------|------------------|------------------|----------------|--|
|                                  |                  |                  |                |  |

#### Key areas/considerations

- Are the decision-making bodies appropriate to support the proposed delivery model?
- Are the decision-making bodies appropriately and adequately skilled?
- Do the decision-making bodies have sufficient resources? Do they include, or have access to, specialist skills so they can make decisions about risks, e.g. land acquisition, resettlement or child protection?
- Are there persons responsible for environmental and social issues on the decision-making bodies?
- Is there sufficient training and support for all decision makers on ESG criteria and/or regulatory/statutory requirements relating to economic, environmental, and social responsibility?

#### **Decision gates**

- Does (or will) the execution strategy split the project into stages, separated by decision points? At these points, do higher/appropriate levels of authority make critical decisions, e.g. about measures to manage environmental and social risks and impacts.
- Do the governance arrangements describe how to manage decisions about early termination or changes to participating organisations?

#### **Decision-making routes**

- Are decision-making routes clear and efficient? Do they have clear input from environmental and social advisers where appropriate?
- Does the overall governance framework describe approval bodies? Does it include specific approvals for decisions related to environmental and social issues?
- Is there an integrated approvals framework that shows a clear plan, across all parties involved, for planning, coordinating and making approvals throughout the project lifecycle?

#### Intervention

- Does the governance framework clearly identify the triggers for intervention by higher-level decision makers? For example, if issues with design and delivery may impact the achievement of the project objectives or benefits, or have unintended negative consequences.
- Is the authority for overseeing intervention points clearly allocated in the governance framework?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
| Pillar 3: Alignment                 |                  |                  |                |  |
| Key areas/considerations            |                  |                  |                |  |

#### Alignment of policy, legislation, strategy and priorities

- Is the overall regulatory framework for infrastructure conducive to good governance of infrastructure, i.e. is there coordination between regulatory bodies and are the roles of regulators aligned with the approvals process?
- Does the governance framework describe how to assess how well the project aligns with policy/strategy, environmental and social sustainability standards, legislation, any relevant ESG criteria and other projects in the investment portfolio? Particularly where there is shared benefit with other organisations? For example, alignment may be needed with relevant frameworks and internationally recognised standards.
- Does the governance framework describe how to ensure project objectives, environmental and social outcomes and sustainability targets remain aligned with changing policy/strategy, legislation and other projects in the investment portfolio? Are there interdependences between projects that require specific arrangements?
- Is it clear who owns the risk from change in policy and legislation in the governance structure?
- Does the risk management strategy account for risk to funding from changes in organisational priorities and/or the business case value?
- Is the portfolio risk understood and is there appropriate governance of this?
- Does the governance framework take into account benefits and costs, including to future generations?

#### Alignment and integration of organisations, cultures, behaviours and the target operating model

- Is there a firm understanding of the target operating model for the asset, once it is operational? Has the decision on the delivery model taken this into account?
- Does the governance framework explain whether the project can be delivered within the existing corporate governance framework, e.g. standing orders/company incorporation)? What changes or exceptions to corporate governance does the project need for it to be delivered effectively and efficiently?
- Does the governance framework describe how alignment with stakeholder interests, including project affected communities, will be assessed and maintained (particularly where there are significant environmental and social risks and/or shared benefits)? For example, is there a

|  |  |  |  | Considerations |  |
|--|--|--|--|----------------|--|
|--|--|--|--|----------------|--|

#### Key areas/considerations

stakeholder engagement plan for the whole life of the project and asset, once it is operational? Does this include procedures for when stakeholder interests do not align?

- Are stakeholders, including project affected persons and industry partners, considered in the governance framework, e.g. engaged in joint Boards, represented by national or local organisations?
- Does the governance framework describe how to engage key stakeholders, including project affected persons? Is this established in a stakeholder engagement plan?
- Is the governance framework likely to encourage the right behaviours and culture, e.g. transparency, zero-tolerance to exploitation, abuse or harassment, between the key stakeholders?
- Is there a grievance mechanism to enable stakeholders to report concerns and complaints related to inappropriate behaviours and culture? How is this process managed and overseen?
- Has the governance framework been developed in consideration of cultural characteristics of the organisations involved? Have a range of internal stakeholders been engaged in the development of the framework in order to better understand the cultural characteristics? In particular, for multi-owned projects, are the cultural differences regarding decision-making behaviour understood and considered?

#### Alignment of funders' requirements

Has the governance framework considered:

- whether there are multiple funders?
- if it is appropriate to include the funders in the governance system?
- how compliance with the funder/financier's economic and ESG criteria will be monitored and reported? Will there be a system of assurance and compliance embedded within the project governance? Who is responsible for this?
- If funders' own governance arrangements are a constraint on efficient delivery of the project, including the ability to make decisions or obtain approvals in time to meet the project schedule?
- if funders have their own governance arrangements which are compatible with the project schedule, authority levels and reporting requirements?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
| Pillar 4: Disclosure                |                  |                  |                |  |

#### Key areas/considerations

#### Reporting

- Does the governance framework define the information and reporting requirements for each governance body?
- Is there a requirement for reporting to be punctual, factual and evidenced based?
- Have reporting requirements relating to environmental and social risks, opportunities and impacts been clearly defined for each governance body?
- Is there a system to collect relevant financial and non-financial data and metrics, including for ESG criteria?
- Are there clear and appropriate protocols to engage with and collect data from project affected communities, particularly vulnerable persons?
- Is there a system to respond to project information requests from the public and manage personal information? Does this align to corporate policies? Does this align to legislation?
- Does the governance framework define the exception conditions (out of the ordinary events that need to be handled outside of the regular project management arrangements) and escalation routes?
- Are exception conditions and escalation routes in place for risks and issues relating to exploitation, abuse and harassment linked to the project development? Are these in place for other environmental and social issues?
- Are there any ongoing reporting requirements, e.g. for benefits realisation, environmental and social risks and/or risks to project affected persons that need to continue after delivery of the project has been completed?
- Are there procedures in place to publish reports on project financial and non-financial performance?
- Are reporting requirements for any ESG criteria met?
- Are published reports on ESG criteria, e.g. climate financial disclosures, gender pay gap reporting, independently verified or certified to internationally recognised standards?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |  |  |
|-------------------------------------|------------------|------------------|----------------|--|--|--|
| Key areas/considerations            |                  |                  |                |  |  |  |

#### **Conflicts of interest**

- Does the governance framework require bodies/individuals to declare personal bias or conflicts of interest?
- Does the governance framework describe how members of governance bodies resolve/remove personal bias or conflicts of interest?

#### Transparency

- Does the governance framework describe requirements for transparency of how, when and by whom decisions are made?
- Are there specific requirements set out for decisions on significant environmental and social risks and impacts?
- Does the governance framework describe assurance and record keeping requirements for information upon which decisions are made? Are there clear requirements for keeping sensitive information confidential? (e.g. personal data from project affected persons)
- Are there measures to prevent public officials and private sector employees from accepting or demanding bribes to ensure the objectivity and credibility of decisions?
- Are there measures to prevent public officials, private sector employees and/or other parties with decision-making power and direct contact with project affected persons from perpetrating exploitation, abuse or harassment?
- Are there measures to ensure that project development/procurement is inclusive, non-discriminatory and not restrictive?
- Are there transparent mechanisms in place for project related disclosure, e.g. Climate Related Financial Disclosure and communication and grievances, including with vulnerable project affected persons? Is this accessible to all stakeholders, e.g. in all relevant languages?
- Within the governance arrangements, are there grievance and redressal processes for both workers and project affected persons, which allow anonymous reporting? Are responsibilities defined to screen and address these grievances?
- Are decisions that impact the wider economy, environment and/or society transparent to stakeholders? For example, through clear structure of governance, regular reporting and meeting minutes of decisions.

#### Assurance

Does the governance framework describe a regime for assurance that:

includes effective and independent challenge, including for environmental and social issues?

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
|                                     |                  |                  |                |  |

#### Key areas/considerations

- describes how the governance framework will be reviewed so it remains fit for purpose for the various stages of project delivery?
- maps the project's integrated assurance and approval plan, to externally required assurance and approval requirements?
- identifies the triggers/conditions that lead to such consequences associated with assurance? Consequences may be further investigation, support, and/or intervention from your sponsor or their representative.
- balances the depth/breadth and rigour for assurance with the strategic importance and complexity of the project?
- ensures continuing risk mitigation remains appropriate and assured, incorporating the necessary environmental and social expertise?
- If applicable, do assurance activities provide confidence that ESG criteria are being met?



## Good practice examples

This section offers supporting material to plan improvements for effective project governance.

We give examples of good practice to help you:

- 1. Understand the implications of delivery decisions
- 2. Use a sector-specific approach to choose a delivery model
- 3/4. Align project governance to existing corporate governance arrangements
- 5. Increase authority to transition from corporate governance, to project-specific governance
- 6/7. Develop your business case
- 8/9. Understand the relevance of ESG criteria and how to embed responsible business practice
- 10. Understand how to manage project risk, by introducing the *three lines of defence for assurance* model
- 11. Understanding governance throughout the project lifecycle, from a time and organisational perspective

These examples will not be relevant to every project. They are a collection of good practice that may be helpful, in specific circumstances. It is important to assess and tailor any good practice to your project and its wider context.

Likewise, the *suggested reading* is a starting point for further research. You should look for other sources relevant for your project, to support capability strengthening.

Within Routemap, the examples of good practice support capability strengthening in **(Step 9)** – *Action planning*.



### **1. Good practice: Understanding the implications of delivery decisions**

This example demonstrates the thought process required when aligning project governance arrangements with the wider corporate governance arrangements (sometimes referred to as institutional frameworks).

The example shows the iterative nature of dependencies, from one decision to the next.

It recognises the implications and constraints placed on the design of the delivery model, by the target operating model.

This includes the design of the optimal financing and legal structure.

It also shows how the design of the delivery model influences decisions on the client model, which in turn has implications for the choice of procurement model.



| Characteristics<br>of good practice | Useful documents |  | Typical findings |  | Considerations |  | Good practice examples and suggested reading |
|-------------------------------------|------------------|--|------------------|--|----------------|--|--|
|-------------------------------------|------------------|--|------------------|--|----------------|--|--|

### 2. Good practice: Choosing a delivery model based on a sectoral approach

This example signposts OECD guidance for governments when choosing a delivery model for an infrastructure project or service, by using the 'decision tree for modality choice'.

The choice of how infrastructure is delivered and who should be in charge of its development has implications for public sector discretionary control, value for money, risk allocation and affordability.

The 10 dimensions of the OECD Framework for the Governance of Infrastructure describe how governments can prioritise, plan, budget, deliver, regulate and evaluate infrastructure investment. The *Delivery* dimension explains how the political, sectoral, economic and strategic aspects of a project should be balanced when deciding an appropriate delivery model.

The OECD framework offers a three-step process based on sectoral criteria, country criteria (national/sub-national) and project criteria. It suggests that governments:

- Set a preferred sectoral approach by assessing objectives and the characteristics of the sector.
- Consider the country circumstances, e.g. the political economy, public/private capacity and enabling legal environment, in deciding the most appropriate sectoral approach.
- Assess each project on a case-by-case basis, including the environmental and social risk profile, to determine the most appropriate delivery model.

Source: Getting Infrastructure Right, A Framework For Better Governance, https://www.oecd.org/gov/getting-infrastructure-right-9789264272453-en.htm



Characteristics of good practice etul documer

al findings

Cons

Good practice examples and suggested reading

### 3. Good practice: Aligning project and existing corporate governance arrangements (i)

Example 2:

Here, example governance structures show the different ways in which the project governance can be aligned to the existing corporate governance arrangements. Use these examples to understand the approach to governance that may work best for your project.

The module considerations and the OECD Framework lists a series of questions that can be used to design or test if existing governance is likely to support the successful delivery of the project objectives. If the answers to these questions indicate that governance needs to improve, the examples of project governance structures on this page might be a useful starting point. These examples may need to be modified to meet the needs of your project.

#### Example 1:

Corporate governance arrangements are sufficient to host the project in a way that it can be delivered within the risk appetite of the organisation.



#### Corporate governance arrangements are insufficient to host the project in a way that it can be delivered within the powers and risk appetite of the organisation AND it is possible to change the corporate governance arrangements.



Corporate governance arrangements are insufficient to host the project in a way that it can be delivered within the risk appetite of the organisation NOR is it possible to change the corporate governance arrangements. A special purpose vehicle will need to be established to deliver the project outside of the organisation.

#### Example 4:

There are multiple sponsoring organisations, with no single organisation having sufficient corporate governance arrangements to host the project within their risk appetite. The sponsoring organisations will need to create a collaboration or joint venture to host the project jointly on their behalf.

4-1



Sponsoring organisation contracts

for delivery.



### Multiple Sponsoring organisations (collaboration/joint ventures).

|  |  |  |  | Good practice examples and suggested reading |
|--|--|--|--|--|
|--|--|--|--|--|

### 4. Good practice: Aligning project and existing corporate governance arrangements (ii)

Assessing project governance in the context of wider corporate governance, appetite of the organisation(s) to take on project risk and capability to manage it.

The flow diagram is another way to assess an existing or proposed governance system.

It looks at the relationship between corporate governance and risk capacity, to inform your choice of project governance arrangements.

It is not definitive, but it does help signpost which of the four template models on the previous page might suit a particular project.



| of good practice reading |
|--------------------------|
|--------------------------|

### **5. Good practice: Gaining increased authority**

Examples of how authority can be increased by transitioning from corporate governance to project-specific governance.

Regardless of delivery model, projects are most successful when the levels of delegation mean that lasting decisions are made efficiently and effectively.

Existing corporate or departmental governance often direct the first stages of a project. When considering the delivery model options, you may decide that project-specific governance is appropriate. This decision creates a transition point from corporate to project governance.

There are a number of levers for optimising the degree of delegation, to improve confidence and build trust. You can apply these together, in part or mix and match those relevant to your project:

| Lever to increase authority   | Implications   |
|---|--|
| <ul> <li>Demonstrate increased capability of the project team</li> <li>identify the capabilities required by the project</li> <li>build capabilities</li> <li>assess and provide evidence of the increased capability, for example through key performance indicators or assurance</li> </ul> | How long will it take to build the required capabilities?<br>What evidence or assurance does the corporate body require of the<br>increased capability levels?   |
| <ul> <li>Increase the degree of assurance</li> <li>thoroughness of assurance</li> <li>frequency of assurance</li> <li>choice of assurers</li> <li>type of assurance (non-evidence based, evidence based, verified)</li> </ul>   | <ul><li>Will increased assurance place in an increased load on project leaders<br/>and slow down the project?</li><li>Will there be sufficient time to close out actions between assurance<br/>reviews?</li><li>Will expert assurers simply add another expert 'opinion' to cloud<br/>judgements?</li><li>How will the degree of assurance vary depending on risk and<br/>performance?</li></ul> |

| Characteristics Useful documents Typical finding of good practice   | Considerations Good practice examples and suggested reading   |
|---|---|
| Introduce more decision 'gates' for formal approval points, through corporate governance  | Is the approval process efficient enough to increase the number of approval points without slowing down the project?  |
| <ul> <li>budget fix</li> <li>procurement decisions</li> <li>scope fix</li> <li>design fix</li> <li>drawdown of risk/contingency</li> </ul>  | What's the cost and time commitment required to prepare for each approval point?  |
| <ul> <li>Increase degree of reporting</li> <li>coverage/transparency, reporting on decisions that have been taken using delegated authority</li> <li>frequency of reporting progress on deliverables and milestones</li> <li>increase the number of stakeholders who receive reporting deliverables</li> </ul>          | <ul><li>What's the increased cost of reporting?</li><li>Can reporting content be sufficiently contextual to avoid misinterpretation?</li><li>Will increased reporting slow down the project?</li><li>Will a wider pool of reviewers cloud judgements?</li></ul> |
| <ul> <li>Seek conditional authority</li> <li>timescale to close out issues/concerns</li> <li>setting tolerance (for time, cost, risk, quality, scope, benefits) wir which the project must remain to have continued authority</li> <li>draw-down of contingency is distinct from draw-down of approve budget</li> </ul> |   |
| <ul> <li>Seek increased authority stage by stage:</li> <li>propose that authority limits are increased on a stage-by-stage basis, subject to passing each gate on time</li> </ul>   | Are there clear expectations on what is needed for the project to proceed?<br>What will inspire confidence?   |

| Characteristics of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|----------------------------------|------------------|------------------|----------------|--|
|----------------------------------|------------------|------------------|----------------|--|

### 6. Good practice: Business case development (i)

#### Support for business case development based on IPA's Infrastructure Business Cases: International Guidance (2022)

Projects will only achieve their objectives and deliver benefits if they have been scoped robustly and planned realistically from the outset, and the associated risks are identified and taken into account. The 5 Case Model for Business Cases (5CM) methodology provides a framework for this, using three basic ideas:

- where are we now?
- where do we want to be?
- how are we going to get there?

It also provides:

- a structured format for an organisation to develop its proposals, and justify any particular project or programme
- a tool to enable an approving body to decide if the project or programme should go ahead
- an overall process to scope and plan government spend
- an evidence-based audit trail to assist transparent decision making.

This framework will help you to develop the business case over the life of the project. It collates and summarises the results of all necessary research, options analysis and decision making in a transparent way. In its final form, it becomes the key document of record for the proposal.

International experience indicates that using the 5CM approach typically leads to:

- a more transparent system for infrastructure planning and development
- clear management and governance principles from the outset of the project
- better quality projects that deliver improved outcomes

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
|                                     |                  |                  |                |  |

- fewer failed and stalled projects
- more and better bidders and bids
- lower transaction costs and quicker delivery times
- easier investment decisions for lenders
- improved understanding of risk, including environmental and social risk, and delivery confidence across projects and programmes
- opportunities for government to make better decisions

These factors also incentivise private sector investment, reduce wasting public expenditure and maximise the economic, environmental and social benefits of investment that infrastructure can bring.

Source: Infrastructure and Projects Authority Infrastructure Business Cases: International Guidance, 2022.

| of good practice examples and sugges |  |  |  |  | Good practice examples and suggest reading |
|--------------------------------------|--|--|--|--|--|
|--------------------------------------|--|--|--|--|--|

### 7. Good practice: Business case development (ii)

#### Support for business case development based on IPA's Infrastructure Business Cases: International Guidance (2022)

#### Business cases using the 5CM methodology ask five key questions:

| Is the project strategically necessary?  | Is the project economically and socially desirable?   | Is the project commercially viable?  | Is the project affordable?  | Can the project be practically delivered?  |
|--|---|--|---|--|
| 5CM's five individual cases will   | answer these questions in turn:   | :  |   |  |
| Strategic case provides the<br>rationale for the project. It<br>describes how it fits with<br>wider policy/strategy and<br>sets the project's scope and<br>boundaries. It describes<br>clear project objectives,<br>summarises environmental<br>and social risks and<br>opportunities, and identifies<br>the expected outcomes. The<br>strategic case should clearly<br>express the "strategic need"<br>for the project. | Economic case<br>demonstrates that a wide<br>range of options for<br>developing the project have<br>been considered and refined<br>to a short-list. It identifies the<br>"preferred option" using cost-<br>benefit analysis. For a<br>privately financed project,<br>the economic case<br>considers the cost of using<br>private finance compared to<br>using public capital (the<br><i>Public Sector Comparator</i> ). | <b>Commercial case</b><br>demonstrates that the<br>project is commercially<br>viable. It sets out the<br>proposed contractual<br>structure, allocation of risk<br>and the procurement<br>strategy. | Financial case<br>demonstrates that capital<br>investment and operating<br>costs are affordable from<br>public resources. It shows<br>that sufficient allowance has<br>been made for risk<br>management, monitoring<br>and unexpected events. This<br>includes any expected<br>income which the<br>government may earn from<br>the project. | Management case<br>describes the project<br>delivery team and<br>demonstrates that it has the<br>right skills and experience,<br>appropriate governance, and<br>a realistic project delivery<br>plan. It should include plans<br>for stakeholder engagement,<br>risk management and<br>benefits realisation. |

The individual cases are all interconnected. When a change is made to one case, the other cases should be reviewed and their content updated, as required. Environmental and social issues should be considered within each case and summarised in the strategic case.



- Early business case focuses largely on the strategic and economic cases. The commercial, financial and management cases are less developed at this stage, but should be considered in the context of the development and procurement of the project, how it will be paid for, and how it will be managed.
- Intermediate business case focuses on the economic, commercial, financial and management cases.
- Full business case focuses on the procurement process and the actual proposal from the preferred bidder. It updates the economic, commercial, financial and management cases.

At each stage, you need to review each component case to check its conclusions and decisions, in light of new information and analysis as the project develops, as the business case is a 'live document' which evolves over time.

Source: Infrastructure and Projects Authority, Infrastructure Business Cases: International Guidance, 2022.

```
Characteristics
```

ful document

dings

Good practice examples and suggested reading

### 8. Good practice: Environmental & Social Governance (ESG) criteria

Environmental, Social and Governance (ESG) factors are important considerations for responsible investors. ESG criteria are used by investors to ensure project requirements are prioritised throughout the project lifecycle, to evaluate investments opportunities and also to influence corporate decisions as shareholders.

ESG criteria not only covers how a project will deliver economic, environmental and social value, but also includes requirements relating to robust governance and transparent reporting on these topics. This is intended to give investors' confidence that value is maximised and risk/harm minimised. ESG may be defined as:

**Environment:** This covers how organisations impact and are impacted by climate change and broader environmental issues, like biodiversity. Reporting on climate change is rapidly becoming mainstream. Global reporting standards are emerging that are underpinned by international agreements on underlying climate policy. Beyond climate, the data needed to drive wider environmental objectives is less developed – although this is changing through initiatives like the Task Force on Nature-related Financial Disclosures (TNFD).



**Social:** This includes factors ranging from modern slavery to international development. Investors have long considered these matters in their investment decisions and many engage actively with investee companies on these topics. Globally agreed reporting standards may take longer to emerge, but there are existing frameworks which may provide a basis for future global standard setting, e.g. IFC Performance Standards

**Governance:** This covers the means by which a company is controlled and directed, most usually through a board of directors. It is the longest established area for investor engagement and extensive disclosure is already provided by companies through existing company law and other requirements.

Note: although there is an overlap, environmental and social value refers to the value (positive or negative) that all projects deliver, whereas ESG requirements refer to the specific criteria that investors place on a project and may not apply to all projects.

Source: HMT, Greening Finance: A roadmap to Sustainable Investing, 2021

| Characteristics<br>of good practice | Useful documents |  |  | Good practice examples and suggested reading |
|-------------------------------------|------------------|--|--|--|
|-------------------------------------|------------------|--|--|--|

### 9. Good practice: OECD Due Diligence Guidance for Responsible Business Conduct

The OECD Due Diligence Guidance for Responsible Business Conduct, adopted in 2018, provides support to enterprises on how to avoid or address adverse impacts of business activities. These can relate to workers, human rights, the environment, bribery, consumer and corporate governance. The guidance recommends that organisations carry out risk-based due diligence to avoid and address such adverse impacts associated with their operations, their supply-chains and other business relationships.

This guidance reflects expectations of the UN Guiding Principles on Business and Human Rights and the ILO Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy. The due diligence process and supporting measures are shown in the image opposite.



The guidance states that due diligence for responsible business conduct:

- Involves multiple processes and objectives
- Concerns international recognised standards on responsible business conduct
- Is risk based
- Seeks to prevent negative impacts
- Does not shift responsibilities
- Is tailored to an enterprise's circumstances
- Can be adapted to the limitations of working with business relationships
- Is dynamic, ongoing, and responsive
- Involves ongoing communication
- Is informed by engagement with stakeholders

Source: OECD, OECD Due Diligence Guidance for Responsible Business Conduct, 2018

| Characteristics of good practice Useful documents Typical findings Considerations Good practice reading | xamples and suggested |
|---|-----------------------|
|---|-----------------------|

### **10. Good practice: Three lines of defence for assurance**

#### Introducing the three lines of defence model for managing project risks

Assurance is defined as "the systematic set of actions necessary to provide confidence to senior leaders and key stakeholders, that work is controlled, on-track to deliver, and aligned with policy or the department's strategy".

As part of their governance frameworks, projects should have a defined, consistent and integrated plan for assurance and approvals.<sup>12</sup> It should be developed with the initiation documentation, regularly reviewed, updated and maintained until the project closes.

Assurance should be undertaken on at least three lines:

- First line: carried out by, or on behalf of, the operational management that directly own and manage risk to ensure appropriate standards are being used, including agreed environmental and social standards. These are typically the project delivery teams.
- Second line: undertaken by, or on behalf of, those internal to the project or organisation but without first line responsibilities, to ensure first line of defence is properly designed, in place, and operating as intended. These are typically a management function within the project but do not have direct responsibility for the risk being assured and are able to provide an objective perspective.
- Third line: carried out independently to provide senior management with an objective opinion on the effectiveness of governance, risk
  management, and internal controls, including the first and second lines of defence. These are typically fully independent teams, separate from
  the project, with the necessary skills required to undertake an in-depth analysis of the project. The independent review should include specific
  focus on environmental and social safeguards. Assurance reviews should be scheduled before significant decisions (such as approval gates) to
  provide decision makers with an assessment of the status and outlook for the work. Reviews should be planned to minimise the impact on the
  delivery team, management and reviewers, whilst remaining rigorous.

Source: HM Government Functional Standard GovS 002: Project delivery, 2018.

<sup>&</sup>lt;sup>12</sup> HMG Major Project approval and assurance guidance, 2011

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\_data/file/179763/major\_projects\_approvals\_assurance\_guidance.PDF.pdf

### **11. Good practice: Governance through a project lifecycle**

This "V Diagram" shows a project in both a time dimension (left to right) and an organisational dimension (top to bottom).

It illustrates how the governance system provides the thread that runs through both dimensions, ensuring that the outcomes remain consistent with the original objectives and that benefits are not eroded through inefficient or ineffective decisionmaking.

The diagram is useful as it helps define the primary responsibilities of the parties involved and at which point in the decision-making they are most active. It can be used during initiation activities to facilitate discussions between the parties regarding accountabilities, authority, alignment, disclosure and management of risk.



| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
|                                     |                  |                  |                |  |

## Suggested reading

Within Routemap, the suggested reading supports (Step 9) – Action planning.

Here are some sources of good practice information and guidance on project governance:

Project Development Routemap for Infrastructure Projects: International Handbook, Infrastructure and Projects Authority, 2020

https://www.gov.uk/government/publications/project-development-routemap

HM Government Functional Standard, 2018 GovS 002: Project delivery – portfolio, programme and project

management, Version 1.2

https://assets.publishing.service.gov.uk/government/uploads/system/ uploads/attachment\_data/file/746400/Project\_Delivery\_Standard\_1.2 .pdf

#### IFC Benefits Sharing Resource Page

https://www.ifc.org/wps/wcm/connect/industry\_ext\_content/ifc\_extern al\_corporate\_site/hydro+advisory/resources/benefit+sharing+resourc e+page

#### World Bank Environmental and Social Framework, 2018

https://www.worldbank.org/en/projects-operations/environmentaland-social-framework

Business Case Development for Infrastructure Projects: International Guidance, Infrastructure and Projects Authority, 2020 https://assets.publishing.service.gov.uk/government/uploads/system/ uploads/attachment\_data/file/1062669/Infrastructure\_Business\_Case \_International\_Guidance.pdf

Governance of Risk in Infrastructure, OECD, 2019 https://www.oecd.org/gov/governance-of-infrastructure.htm



Getting Infrastructure Right: A Framework for Better Governance, OECD, 2017

https://www.oecd.org/governance/getting-infrastructure-right-9789264272453-en.htm

International Framework: Good Governance in the Public Sector, UK Chartered Institute for Public Finance and Accountancy, 2014

https://www.cipfa.org/policy-and-guidance/standards/international-framework-good-governance-in-the-public-sector

#### Sponsoring Change, 2nd Edition, APM, 2018

https://www.apm.org.uk/book-shop/sponsoring-change-a-guide-to-the-governance-aspects-of-project-sponsorship-2nd-edition/

#### Project Delivery: Guidance, The Role of the Senior Responsible Owner – HMT (UK Treasury), 2019

https://assets.publishing.service.gov.uk/government/uploads/syste m/uploads/attachment\_data/file/818147/The\_Role\_of\_the\_SROc\_o nline\_version\_V1.0.pdf

## Project Governance Guidance: a guidance note for public sector projects, HMT (UK Treasury), 2008

https://assets.publishing.service.gov.uk/government/uploads/syste m/uploads/attachment\_data/file/225314/01\_ppp\_projectgovernanc eguidance231107.pdf Assurance of high-risk projects, UK National Audit Office, 2010 https://www.nao.org.uk/report/assurance-for-high-risk-projects/

Taskforce for Climate-related Financial Disclosures https://www.fsb-tcfd.org/

## Management of Risk in Government Summary, HMT (UK Treasury)

https://www.gov.uk/government/publications/management-of-riskin-government-framework/management-of-risk-in-governmentsummary

## Strategic Infrastructure Planning: International Best Practice, OECD/National Infrastructure Commission, 2017

https://assets.publishing.service.gov.uk/government/uploads/syste m/uploads/attachment\_data/file/601897/Strategic\_Infrastructure\_FI NAL\_for\_web\_v2.pdf

Lessons from transport for the sponsorship of major project Department for Transport and Infrastructure and Projects Authority, 2019

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\_data/file/796294/dft-review-of-lessons.pdf

| Characteristics<br>of good practice | Useful documents | Typical findings | Considerations | Good practice examples and suggested reading |
|-------------------------------------|------------------|------------------|----------------|--|
|-------------------------------------|------------------|------------------|----------------|--|

Heathrow Airport Expansion: relationship framework document https://www.gov.uk/government/publications/heathrow-airportexpansion-relationship-framework-document

Assurance Review Toolkit, Infrastructure and Projects Authority https://www.gov.uk/government/collections/infrastructure-andprojects-authority-assurance-review-toolkit

OECD Due Diligence Guidance for Responsible Business Conduct

https://www.oecd.org/investment/due-diligence-guidance-for-responsible-business-conduct.htm

UN Guiding Principles on Business and Human Rights

https://www.ohchr.org/sites/default/files/Documents/Publications/GuidingPrinciplesBusinessHR\_EN.pdf

International Labour Organisation: Tripartite declaration of principles concerning multinational enterprises and social policy https://www.ilo.org/empent/Publications/WCMS\_094386/lang--en/index.htm

Greening Finance: A Roadmap to Sustainable Investing, HM Treasuring 2021

https://www.gov.uk/government/publications/greening-finance-a-roadmap-to-sustainable-investing

## Glossary

This glossary identifies key terms for the Routemap Governance module. The *Project Development Routemap for Infrastructure Projects: International Handbook* contains a comprehensive glossary of terms related to the Project Development Routemap generally.

**Accountability:** Accountability means to be subject to giving an account or having the obligation to report, explain or justify something that one has responsibility for.

**Asset manager:** The asset manager is the organisation (or parts of) responsible for day-to-day operations and maintenance of the asset. The asset manager may be a part of the sponsor or client organisations, or a separate entity. Similarly, the operator and maintainer of the assets may be separate entities.

**Assurance:** Assurance is the systematic set of actions necessary to provide confidence to senior leaders and stakeholders that work is controlled, on track to deliver and aligned with policy or strategy.

**Authority:** Authority is the power or right to give orders, make decisions, and enforce actions.

**Benefits sharing plan:** The benefits sharing plan is the agreement between two or more organisations on how the benefits that come from the project can and will be directed.

**Client:** The client is the organisation that is responsible for undertaking the work to fulfil the sponsor's requirements and deliver the benefits. The client translates the requirements from the sponsor and manages 42

the delivery outcomes. The client selects the most appropriate supplier(s) to meet project objectives. The client organisation may be referred to as the Implementing Agency or the Government Contracting Agency. The client may be internal or external to the department or line ministry.

**Client model:** This refers to how the client organisation structures and resources the project execution activities between the client, advisors/partners and supply chain, e.g. in-house vs. external. This is a key consideration in determining organisational design and procurement strategies.

**Disclosure:** Disclosure is the action of making new or previously controlled information known.

**Delivery model:** This refers to the organisational entity that will be appointed to deliver the project, e.g. establishment of a special purpose vehicle. This is a key consideration in determining governance arrangements.

**Delivery strategy:** How the project itself is structured, resourced and managed to meet its performance requirements and objectives, given the specific needs of each project. It sets the boundaries and objectives for delivery through the definition of the project's scope, the client model and the procurement model.

**Economic, environmental and social value:** the impact a project has on the environment, economy, and society. This may be global or

localised, and may result both from meeting the project's objectives (e.g. improved transport link) and from by-products of delivery (e.g. job creation). It relates to reducing negative impacts as well as increasing positive impacts, and it is important that value delivered against one category is not at the expense of another (e.g. delivering economic development,-but at significant cost to local biodiversity).

**Environmental, social and governance (ESG) criteria:** These are key criteria for sustainability reporting, in response to widespread investor and consumer demand. They are also increasingly used to inform investment decision making.

**Execution strategy**: Sets out how the project is organised to fulfil the sponsor's requirements, adhere to the governance framework and manage risk. It sets out the overall approach from which the client team's management plan and subsidiary processes and procedures can be cascaded.

**Governance:** Governance comprises authorising, directing, empowering and overseeing management.

**Market:** A market is a group of organisations that integrates and competes to provide goods or services to one or more clients.

**PPP:** Public Private Partnerships (PPP) is a form of contract between public and private sector whereby, characteristically, the private sector design, build, finance and operate a publicly provided service against payment by the Sponsor (for an Availability based PPP) or by users (for a Concession based PPP). There are many different possible definitions.

**Project manager:** The project manager is accountable to the senior responsible owner for establishing the governance framework and for the day-to-day management of a programme/project, to deliver the desired outcomes and outputs, and realise the required benefits.

**Scheme of delegation:** The scheme of delegation defines lines of responsibility and accountability through a project structure. It needs to reflect the management and governance hierarchy of the project and the organisations involved.

**Senior Responsible Owner (SRO):** The senior responsible owner is the person who is ultimately accountable for a programme or project meeting its objectives, delivering the required outcomes, and realising the required benefits. They own the business case and are accountable for all aspects of governance.

**Sexual exploitation and abuse (SEA):** Sexual exploitation is any actual or attempted abuse of a position of vulnerability, differential power or trust for sexual purposes, including, but not limited to, profiting monetarily, socially or politically from the sexual exploitation of another (UN Glossary on Sexual Exploitation and Abuse 2017, World Bank 2019). Sexual abuse is the actual or threatened physical intrusion of a sexual nature, whether by force or under unequal or coercive conditions (UN Glossary on Sexual Exploitation and Abuse 2017, World Bank 2019).

**Sexual Harassment:** Any unwelcome sexual advances, request for sexual favours, and other verbal or physical conduct of a sexual nature.

**Sponsor:** The Sponsor organisation secures the funding, owns the business case and is responsible for specifying the requirements to the Client. In some contexts, the Sponsor and Client could be from the same organisation.

**Sustainability:** This means making the necessary decisions now to stimulate economic growth, maximise wellbeing and protect the environment, without affecting the ability of future generations to do the same.

**Target operating model (TOM):** The end state of how the asset will be used, funded, owned, operated and maintained.

**Transition Points:** Points at which a project moves from one stage to another, e.g. from design to construction.

**UN Sustainable Development Goals (SDGs):** Adopted by the United Nations in 2015 as a universal call to action to end poverty, protect the planet, and ensure that by 2030 all people enjoy peace and prosperity. The 17 SDGs are integrated and recognize that action in one area will affect outcomes in others, and that development must balance social, economic and environmental sustainability.

Infrastructure and Projects Authority



© Crown copyright 2023 Produced by the Infrastructure and Projects Authority

You may re-use this information (excluding logos) free of charge in any format or medium, under the terms of the Open Government Licence. To view this licence, visit http://www.nationalarchives.gov.uk/doc/opengovernment-licence/ or email: psi@nationalarchives.gsi.gov.uk

Where we have identified any third-party copyright material you will need to obtain permission from the copyright holders concerned.