



INSTITUTE OF PROJECT PROFESSIONALS

Governance Charter

The Governance Board: what it is for, who sits on it, and what it decides

This Charter sets out how the Institute of Project Professionals (IPP) is governed: what the Governance Board is for, who sits on it, how conflicts of interest are handled, what is reserved to the Board, and where the boundary lies between the Institute and the company that operates it.

1. The Institute and the company

The Institute of Project Professionals is administered by Module Six Ltd, registered in England and Wales. Module Six funds and operates the platform, employs the people who run it, and carries the commercial risk. The Governance Board sets and enforces the professional standards. Those are different jobs and this Charter exists mainly to keep them apart.

- Module Six decides what is built, what it costs to operate, and how the business is run.
- The Board decides professional standards, qualification criteria, membership requirements and member conduct.
- Module Six does not hold a majority vote on professional standards matters. This is stated in IPP-GOV-001 and is given effect by Section 3 below.

The arrangement is deliberate and is published rather than implied. A body whose standards can be overruled by the company selling the qualifications is not independent, and saying so plainly is worth more than an assurance.

2. What the Board is for

- To set and maintain the professional standards, the competency framework and the assessment standards.
- To decide who is admitted to a membership grade where the decision is not automatic, and to decide Fellowship.
- To hear conduct matters, and to be the final internal stage for conduct and Fellowship under IPP-GOV-006.
- To approve every document in the GOV, ASM and DAT families, and to be told when one is issued.
- To hold Module Six to the standards on behalf of members, which is the part that only an independent board can do.

3. Composition

Seat	Held by	Appointed or elected
Chair	A senior project practitioner, independent of Module Six	Appointed by the Board; member-elected once elections begin
Senior practitioner seats	Practising project professionals, minimum two	Member-elected, per IPP-GOV-003 section 8.1
Employer representative	A person representing organisations that employ project practitioners	Appointed by the Board
Independent member	A person with professional body experience, independent of Module Six and of the employer seat	Appointed by the Board
Module Six representative	Nominated by Module Six Ltd	Nominated, and always a minority

- Module Six holds one seat and never more, so the non-majority rule holds arithmetically rather than by undertaking.
- The founding Board is appointed. A founding board cannot be elected by a membership that does not yet exist. Member elections begin at the end of its first term, or earlier if a member-elected seat falls vacant.
- The member franchise, who may vote and how, is owned by IPP-GOV-003 section 8.1 and is not restated here.

4. Conflicts of interest

This is the section IPP-GOV-001 points at, and the reason a Charter was needed rather than a page on the website.

- Every board member declares, on appointment and annually, their employment, directorships, shareholdings, professional body memberships, and any commercial relationship with Module Six or with a competitor of it. The declarations are kept as a register.
- A conflict arising on a specific matter is declared before the matter is discussed, not after.
- A conflicted member does not vote on that matter, and where the conflict is material does not take part in the discussion or see the papers.
- Nobody decides a matter concerning themselves, a person they employ or are employed by, or anyone with whom they have a recent working relationship. Where that leaves the Board without a quorum on a matter, the matter is deferred rather than decided by whoever remains.
- The Module Six representative declares a standing conflict on any matter touching pricing, commercial terms or platform investment, and does not vote on professional standards where Module Six has a commercial interest in the outcome.

A declared interest is not a disqualification and treating it as one produces a board that stops declaring. The point of the register is that a decision can be read back later alongside who had an interest in it.

5. Reserved decisions

These are taken by the Board itself and are not delegated to an officer, a committee or Module Six:

- Membership grades, membership fees, and the requirements for admission to a grade.
- Pass marks, examination formats and examination fees.
- The competency framework: areas, elements, and the proficiency scale.
- Admission to Fellowship, and any revocation of membership.
- The retention schedule for personal data, and any decision to publish a new category of member information.
- Approval and issue of any document in the GOV, ASM or DAT families.

6. The Standards and Qualifications Committee

IPP-GOV-002 states that the Competency Framework is reviewed annually by the Standards and Qualifications Committee, which meets quarterly. No such committee has been constituted, and at the Institute's current size a separate standing committee meeting quarterly would be a fiction.

The honest position, and the one adopted here: the Standards and Qualifications Committee is the Governance Board acting in its standards capacity, and is not a separate body until the Board resolves to create one. Where a document says the Committee does something, the Board does it.

The alternative was to leave two published documents describing a committee that does not meet. A body that publishes a governance structure it does not operate has a bigger problem than an untidy one.

7. How the Board works

- The Board meets at least twice a year, and otherwise as the Chair calls it.
- Decisions are by simple majority of those present and entitled to vote. The Chair has a casting vote only where a tie would otherwise leave a matter undecided.
- A decision may be taken in writing between meetings where every member entitled to vote has had the papers and an opportunity to object.
- Minutes record the decision, who was present, who was conflicted and how that was handled, and the reasons where the decision affects a person.
- Every document issued between meetings is reported to the next meeting, and the edition in force is the one on the document's own cover.

8. Accountability and change

- This Charter is reviewed every two years, and on any change to the Board's composition or to the member franchise.
- It is amended by the Board, and an amendment that reduces the Board's independence from Module Six, or removes a reserved decision, requires the agreement of every member of the Board who is not the Module Six representative.



- Members may propose an amendment through governance@ipp.pro under IPP-GOV-006.

9. Decisions required before this Charter is approved

Everything above is drawn from a document IPP already publishes. The following are constitutional choices that have not been made, and are recorded here rather than invented.

Decision	What is needed
Board size	The total number of seats, given the composition in Section 3. Five is the smallest that satisfies it.
Term length	How long an appointed or elected seat runs, and whether terms are staggered so the whole Board does not turn over at once.
Quorum	How many members, and whether a quorum requires at least one member-elected seat once elections have begun.
Chair	Whether the Chair is elected by the Board from among its members, or appointed to the role directly.
Reappointment	Whether a member may serve consecutive terms, and any limit.

This document is issuable with Section 9 open. A Charter that records what has not yet been decided is more use than no Charter, and considerably more use than one that picks numbers nobody agreed to. Section 9 empties as the founding Board is appointed.