



CAPABILITY PROJECT BOARD TERMS OF REFERENCE

Constitution

1. The Future Air Surveillance Capability Project Board (CPB) is a temporary board constituted for major acquisitions by the Capability Governance Board (CGB) under the Capability Management Framework.
2. The Future Air Surveillance CPB should be decommissioned, by approval of the CGB, once the Future Air Surveillance Capability has been substantively introduced into service.

Role and responsibilities

3. The primary purpose of the Board is to provide ongoing assurance to the CGB that the project will successfully deliver the expected outcomes and benefits in accordance with the Capability Management Framework (CMF).
4. The Board's responsibilities include:
 - 4.1. To ensure work undertaken by the Project Team is consistent with the Government's policy decisions as outlined in the Defence White Paper 2016.
 - 4.2. Providing executive management oversight, challenge and support to the project.
 - 4.3. Making decisions and providing the approvals required to enable the project to progress, including approving project plans.
 - 4.4. Removing organisational barriers to project progress and success.
 - 4.5. Ensuring the needs of stakeholder groups are being adequately represented, understood and met by the project.
 - 4.6. Ensuring the project remains well-aligned with any related capability projects, wider organisational strategy and an evolving operational environment.
 - 4.7. Providing specialist advice and perspective on the project's direction and performance.
 - 4.8. Ensuring risks and issues are being appropriately identified and managed and escalating them when necessary.
 - 4.9. Providing support to the Integrated Project Team (IPT) Lead and the wider project team in order to help them succeed.
 - 4.10. Ensure advice generated by the Project Team meets standards for good public policy.
 - 4.11. Ensure best practice project management is executed in accordance with the CMF.
5. The Board will hold the Integrated Project Team Lead accountable to deliver the project in accordance with the Project Charter and the Capability Management Framework. This includes accountability to manage the project from a whole of life perspective, through active involvement early in the capability development phase, delivering the project on time and on budget, meeting contractual obligations to agreed capability requirements, and ensuring successful introduction into service.

Authority and decision-making

6. The Future Air Surveillance CPB may only act within the formal delegations of the members' substantive positions.
7. The Future Air Surveillance CPB has been authorised by the CGB to:

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- 7.1. Make decisions and provide approvals consistent with the project’s contractual obligations and within the parameters and tolerances set out in the approved Business Case(s) and Project Charter.
- 7.2. Investigate, seek information or enquire into any activity within the Future Air Surveillance Capability, including:
 - 7.2.1. Direct lines of communication with relevant personnel.
 - 7.2.2. Commissioning independent reviews or advice within the financial parameters of the project budget or the member’s normal delegation.
- 8. The Future Air Surveillance CPB should escalate risks or issues to the Capability Management Group (CMG) and to CGB by exception. The decision to escalate will be guided by:
 - 8.1. The tolerances and parameters set out within the approved Business Case(s) and the Project Charter.
 - 8.2. The nature of the issue or risk.
 - 8.3. The level of authority and urgency required for timely and effective resolution.
- 9. All project documents that are required to be submitted to CGB, including Business Cases and Cabinet Papers, are to be reviewed by CMG prior to submission to CGB.

Board membership

10. The Future Air Surveillance CPB membership is set out in the table below:

Role	Name	Substantive role
MOD Project Executive (Co-Chair)	Tony Lynch	Deputy Secretary Defence
NZDF Project Executive (Co-Chair)	CDRE James Gilmour	Chief Defence Strategy and Governance
NZDF Owner Representative	s9(2)(a)	
MOD Representative	Huntley Wright	Assistant Secretary Capability Delivery
External Member	s9(2)(a)	Advisory Member

- 11. The external member is an advisory member appointed to strengthen the Board through their expertise and experience in the governance of relevant complex and large scale projects. They provide additional assurance, subject matter expertise and diversity of thinking and challenge within the board. The external member is a fully participating member of the board but does not have any individual decision-making authority.
- 12. Specific measures of successful performance as a member of a Board is to be set out in the board members Performance Development Plan or Letter of Engagement.
- 13. Every effort is to be made to retain consistency of membership. However, where a change is unavoidable a recommendation for a replacement member will be made to the CGB.
- 14. The diagram at Annex A illustrates the organisational context of the Future Air Surveillance CPB.

Board meetings

- 15. The Project Executives will alternate as the Chair of the Board meetings.

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16. The Future Air Surveillance CPB quorum is three people and must include at least one representative (including a Co-Chair) from both the Ministry and the NZDF.
17. Members are expected to attend all meetings. Should they be unable to attend they should look to contribute in other ways. A conference call or video conference is an acceptable format for member participation. Non-attendance at two consecutive meetings may invoke a review that could culminate in the member being replaced.
18. Members may not delegate attendance at Board meetings to substitutes. An exception may be made if the substitute has been formally delegated to act in the member's substantive role for a significant period of time and a Co-Chair has approved the substitution.
19. The Integrated Project Team Lead would normally attend all meetings except those times when a Co-Chair requires a 'Board alone' discussion.
20. Other project team members would normally be expected to attend the board meeting during agenda items that involve their area of work.
21. Project team members are welcome to observe the full meeting at the discretion of the Co-Chairs. Other observers are not permitted.
22. Meetings will normally be held monthly and will be scheduled 6 months in advance. In special circumstances a Co-Chair may require the board to convene at short notice or to increase the frequency of meetings.
23. In order to be effective, it is expected the project would normally require no less than 8 to 16 hours per month of the board members' time. This will be greater during periods where significant decisions, issues or risks need attention.
24. The agenda is to be approved by the Co-Chairs, and all relevant papers circulated at least 3 working days ahead of each Board meeting. The acceptance of late papers is at the sole discretion of the Co-Chairs.
25. The Board will use the artefacts established under the Capability Management Framework. Papers would normally include:
 - 25.1. Agenda
 - 25.2. Previous minutes and actions
 - 25.3. A current project status report
 - 25.4. Control documents and papers requiring advice, decisions or approval
 - 25.5. Project artefacts or documents that provide information that will assist the board to undertake its responsibilities effectively.
26. It is expected all Future Air Surveillance CPB members will have easy, continuous access to any and all project documentation and artefacts.

Suppliers and expert advisers

27. Where the board deems it useful a supplier representative, for example from the Original Equipment Manufacturer, might be invited to provide input or advice.
28. The Future Air Surveillance CPB may seek expert advice from both internal and external experts to support them in their assurance, monitoring and oversight responsibilities. For example, Finance Branch, the Programme Management and Practice Offices, strategic partners, safety authorities, Joint Programme Offices, the Acquisition Review Board, external procurement specialists, legal experts, and other subject matter experts.
29. The cost of any external advice is to be within the financial parameters of the project budget or the member's normal delegation.

Support

- 30. The Director Executive Branch is responsible for assigning an Internal Assurance Advisor to support the Board.
- 31. The Integrated Project Team Lead is accountable for ensuring that there is effective secretariat support provided to the Board.

Annex A: Organisational Context

