

# Terms of Reference for [entity]

## Instructions to User

Applications for these Terms of Reference include:

- *Steering Committee*
- *Project Board*
- *Program Board*
- *Project/Program Governance Board*
- *Steering Group*

*Governance refers to the principles, policies and frameworks by which organisations and endeavours are directed and controlled. Common names for governing bodies are listed above and are referred to in this document as the [entity]. You can select [entity] and use 'find and replace' to replace it with the name being used in your context.*

*The guidance provided in blue italicised text is intended to explain how to use this template and may be deleted once read. Guidance notes and suggested headings are intended to be descriptive rather than prescriptive. This document is intended to be tailored to suit the specific needs of an endeavour and its governing organisation, and suggestions for tailoring are built into most sections. Text provided can be changed or deleted to adapt it to be fit for purpose.*

*This document is intended for use on temporary endeavours (projects, programs, initiatives) that are governed and delivered primarily by a single organisation with internal client(s). It may be applied to those that have multiple organisations in the governance structure/delivery team but may need further elaboration.*

*In some contexts, the [entity] may report to the owner of the endeavour, a sponsor or owner representative. The Chair of the [entity] may be the owner or sponsor, or the [entity] itself may perform the role of the sponsor or owner representative.*

## Purpose of this document

The purpose of this Terms of Reference (ToR) is to set out the purpose, composition, roles and responsibilities, and operating arrangements of the [entity] to enable appropriate governance of the endeavour.

## Document control

### Author

Position	Name	Contact number

### Revision history

Version	Issue date	Author/editor	Description/Summary of changes

### Reviewed by

Version	Issue date	Name	Review date

## Approvals

Version	Issue date	Name	Approval date

## 1. Purpose of the [entity]

The purpose of the [entity] is to take a strategic role in authorising, directing, overseeing, and supporting the endeavour to ensure that:

- the endeavour meets its objectives and the expectations of stakeholders
- the endeavour remains aligned with the intent and organisational strategy
- understanding of problems faced by the endeavour is shared
- commitment to the endeavour is shared and maintained both within the endeavour and within the organisation
- both the [entity] and the endeavour are fit-for-purpose
- the [entity] provides a balance between governance and support for action within the context of the organisation
- the [entity] provides guidance to the management team of the endeavour
- the endeavour meets applicable obligations, regulatory and ethical requirements

*Purpose may include provision of guidance to lower order entities that meet the needs of the organisational structure.*

## 2. Authority

*The [entity] will normally be positioned at the departmental/corporate level. The authorising body decides what the [entity] is authorised to do, recognising the organisational governance structure and influenced by the primary purpose of the [entity]. Accountability of the [entity] reflects this authorisation.*

The [entity]:

- Is established by... *(e.g. CEO)*
- Is authorised by... *(e.g. authorising body, record of investment decision/mandate, contract, CEO)*
- Is authorised to... *(e.g. capital expenditure, hiring, ability to prioritise resources, etc. – may be limited by other organisational governance policies)*
- Limits of authority, if relevant... *(e.g. approval of change requests where a Change Control Board (or equivalent) exists, funding increases from all members of the [entity], decisions that impact stakeholders whose views and interests are not represented on the [entity], termination of the endeavour or parts of the endeavour)*
- May be changed or disbanded by .... *(e.g. authorising body)*

### 3. Membership and reporting

The [entity]:

- Reports to the authorising body, being: ... *(name of authorising body)*
- Represents the views and interests of... *(list stakeholders)*
- Interfaces with other governance bodies, including... *(e.g. Change Control Board, Project Management Office, internal assurance group.)*
- Membership will be at the discretion of the ... *(e.g. authorising body, sponsor for the term of the endeavour or as otherwise specified).*

*The [entity] will ideally include a diverse representation of key stakeholders including those involved in the endeavour and product lifecycle. The [entity] structure should be reflective of the size, complexity, and risk of the endeavour. Diversity and alignment with the endeavour risk profile should determine [entity] member selection.*

*Frequency of status and other formal reporting to the authorising body would be expected to be in line with meeting frequency (see Section 6) unless otherwise requested.*

*The [entity] should include a manageable number of people (general practice and rule of thumb suggests no more than seven). In selecting the individuals who will be members of the [entity], consideration should be given to:*

- *Level of authority – members should have the authority to make decisions, prioritise resources and resolve issues*
- *Availability – members should have capacity to perform the role*
- *Knowledge of the work, operational environment, and/or relevant subject matter – members should have an informed view*
- *Risk – high risk may warrant additional governance and cost (number of members, specialisation, seniority)*
- *Networks and connections that may be useful to the progress of the endeavour*
- *Knowledge and experience in steering temporary endeavours*

Members:

- Chair *(this may be the Project Sponsor)*
- Members *selected in the best interest of the endeavour, including representation of:*
  - *User representative, product owner, client, customer, operator*
  - *Funding providers*
  - *Delivery organisation (internal or external)*
  - *Other key stakeholders*

Permanent attendees:

- Project manager(s)  
*If multiple endeavours or organisations are involved, then the managers of these endeavours may be included as permanent attendees*
- Support function (s) *if relevant and required*