

TECHNOLOGY COMMITTEE CHARTER

(Approved by the Board 12 May 2021)

1. INTRODUCTION

The purpose of this charter is to document the objectives, responsibilities, composition and administration of the Technology Committee (**Committee**) of the Australian Institute of Company Directors (**AICD**).

2. OBJECTIVES

The primary objective of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the overall role of technology in executing the business strategy of the AICD including, but not limited to the following matters:

- (a) The digital strategy, technology trends and operational performance;
- (b) Project and product delivery frameworks (including adoption of agile methodologies);
- (c) Significant project approvals and status reviews;
- (d) Data strategy and governance framework;
- (e) The AICD's technology risk management and security framework and its effectiveness.

3. RESPONSIBILITIES

The main duties and responsibilities of the Committee are to:

- (a) Review and recommend to the Board for approval, the AICD's technology plan and strategy within the overall strategy framework approved by the Board.
- (b) Monitor and evaluate existing and future trends in technology that may affect the AICD's business, operations or strategic plans, including monitoring of overall industry trends and expectations of members and learners. The responsibility for managing member and learner expectations is shared bilaterally with the National Education Advisory Committee (NEAC) to make recommendations to the Board as required.
- (c) Review and recommend to the Board for approval, significant project investments and expenditures.
- (d) Receiving reports from management on the portfolio status of projects including progress and post implementation reviews of all key projects.
- (e) Oversee the AICD's technology operations including, but not limited to, technical operations performance, technology architecture, strategic sourcing, digital maturity and performance benchmarking against external equivalents, and approving any related policies.
- (f) Oversee the AICD's data strategy and governance, including the use of data as a strategic asset.
- (g) Oversee the introduction, adoption and development of agile methodologies and practices.
- (h) Reviewing and making recommendations to the Board and Risk and Compliance Committee on information/data security policies, governance and the technology and cyber risk profile of AICD.
- (i) Reviewing and providing recommendations to the Risk and Compliance Committee the outcomes of any risk assessments conducted within operations and significant projects where there is a residual risk rating of High or Very High (including but not limited to sensitive, privacy related data or Cloud application),
- (j) Perform any other activities consistent with this Charter, the AICD's compliance framework and other delegated authorities by the Board of Directors.

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4. COMPOSITION AND MEETINGS

4.1 Membership and attendance at meetings

- (a) The Committee comprises at least three members appointed by the Board, all of whom are non-executive directors including:
 - (i) The Chair of the Committee; and
 - (ii) At least two other non-executive directors.
- (b) If the Chair of the Committee is unable to attend the meeting, the Chair will appoint an alternate Chair for the purposes of that Committee meeting, unless otherwise specified.
- (c) A quorum of the Committee is any two members of the Committee.
- (d) The Managing Director and Chief Executive Officer (MD&CEO) and Chief Digital and Information Officer (CDIO) may attend the Committee together with other AICD staff, by invitation.
- (e) From time to time, the Committee may invite external parties to attend Committee meetings as it considers necessary.
- (f) The secretary of the Committee is the Company Secretary or another person nominated by the Chair of the Board.

4.2 Meetings

- (a) The Committee will meet four times per year. Special meetings may be convened as required to fulfil the Committee's responsibilities. The Committee may also meet at the request of the Board, any Committee member, the MD&CEO or the Company Secretary.
- (b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- (c) The secretary, or other person nominated by the Chair, takes minutes of the proceedings of all meetings of the Committee. The minutes are provided to the Chair for review and then circulated to the Committee members for approval.
- (d) The Committee may pass a resolution without a meeting of the Committee if any two members of the Committee entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for this purpose and/or an electronic signature or assent may be used, if the wording of the resolution and the statement is identical in each case.

4.3 Authority

- (a) The Committee has no executive power over its findings and recommendations.
- (b) The Board delegates authority to the Committee, within the scope of its responsibilities, to:
 - (i) Obtain any information it requires from any employee or external party;
 - (ii) Obtain outside legal or other independent professional advice; and
 - (iii) Ensure the attendance of external parties with relevant experience and expertise.

4.4 Board reporting

The Committee Chair reports to the Board at each Board meeting, or more frequently as deemed necessary by the Committee. The papers and minutes of all Committee meetings are to be made available to the Board.

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4.5 Review of charter

The Committee is to:

- (a) Review this Charter at least annually (or other times deemed necessary), and
- (b) Conduct a self-evaluation to assess its performance against the Committee's responsibilities contained in this Charter.

Any proposed amendments to this Charter are recommended to the Board for approval.

4.6 Performance Review and Committee composition

The Board will review, on an annual basis:

- (a) The composition of the Committee, and
- (b) Performance of the Committee, with feedback provided to the Committee Chair.