TERMS OF REFERENCE

Knox City Council

INFORMATION COMMUNICATION TECHNOLOGY (ICT) GOVERNANCE COMMITTEE

Directorate	**Strategy, People, Culture, Technology and Transformation**
Responsible Officer	**Executive Manager Strategy, People, Culture, Technology and Transformation**
Committee Type	**Advisory**
Approval Date:	**28 August 2017**
Review Date:	**28 August 2021**

1. PURPOSE

The Knox City Council ICT Governance Committee ("ICTGC") is an Advisory Committee of Knox City Council. The Committee's purpose is to evaluate, recommend and monitor IT-enabled projects regarding future investment in changed or new IT capability in accordance with AS/NZS 8016:2013 (Governance of IT-enabled Projects).

2. OBJECTIVES

The objectives of the ICTGC are to:

- Oversee the implementation of the Digital Strategy, the ICT Strategy and ICT Roadmap.

- Evaluate and recommend IT-enabled projects regarding future investment in changed or new IT capability, via a review of project briefs and/or business cases demonstrating strategic alignment, IT solution options, risk management plans, and return on investment predictions and making recommendations to Council.

- Provide guidance and recommendations regarding strategic investment priorities, decision making responsibilities and project methodologies, and provide strategic advice to project teams via their Project Steering Committee.

- Provide oversight and monitor the implementation of the approved IT program of work including key risks and dependencies and review budget, and schedule and scope changes to ensure the organisation realises benefit and value from its IT investments.

- Provide oversight and support the principles of IT governance as detailed in AS ISO/IEC 38500:2016 and the Knox City Council IT Governance Model.

- Provide recommendations to inform the decision making process of Council (the governing body) regarding investment in IT-enabled projects.

- Report to Council all recommendations as determined by the ICTGC, and any other matter or issue considered appropriate and within the ICTGC's Terms of Reference.

3.   MEMBERSHIP, PERIOD OF MEMBERSHIP AND METHOD OF APPOINTMENT

The membership of the Committee shall comprise:

- Mayor
- Two Councillors
- Three Independent external members

Independent external members will have a background in the ICT industry and/or governance. An awareness of local government would be an advantage.

Any Councillor, not appointed to the Committee, may attend the meeting and will not have any voting entitlement.

3. 1. METHOD OF APPOINTMENT OF COUNCILLORS TO THE COMMITTEE

Councillors will be appointed to the Committee through Council's annual Committee appointment process.

3. 2. METHOD OF APPOINTMENT OF INDEPENDENT MEMBERS TO THE COMMITTEE

The appointment of independent members will be by way of public expression of interest process. The evaluation of potential members will be undertaken by the Mayor, or Councillor nominated by the Mayor, Chief Executive Officer and the Executive Manager Strategy, People, Culture, Technology and Transformation using appropriate selection criteria. The appointment of independent members will be recommended following evaluation, through a report to Council.

3. 3. TERM OF APPOINTMENT OF INDEPENDENT MEMBERS

The term of an independent member will be for a maximum period of three years from the date of appointment following which the Council may reappoint the member or advertise for expressions of interest to appoint a new member.

Where an independent member has not been in attendance for two consecutive meetings, without submitting an apology or been granted a leave of absence, a casual vacancy will be created.

Where a casual vacancy is created with the departure of an independent member from the Committee the position will be filled using the independent member's appointment process, except where a casual vacancy occurs within 12 months of an expression of interest (EOI) process. In this case, a direct appointment can be made by Council from the shortlisted candidates from the most recent EOI process.

3. 4. INDEPENDENCE OF MEMBERS

Any Committee member can submit an issue to the Executive Manager Strategy, People, Culture, Technology and Transformation for placement on the Agenda for the next appropriate meeting of the ICTGC Committee, where the Committee Member may be afforded the opportunity to address the meeting. In addition, the Chairperson may submit any report prepared by the Committee to be tabled at the next Ordinary meeting of the Council.

3. 5. INDUCTION OF INDEPENDENT MEMBERS

Council shall provide a detailed independent member induction that will highlight the current issues that are applicable to the ICTGC within Council and detailed written reference material.

4. DELEGATED AUTHORITY AND DECISION MAKING

Advisory Committees act in an advisory capacity only and have no delegated authority to make decisions as if they were the Council. Advisory Committees provide advice to Council and staff to assist them in their decision making.

The ICTGC, by resolution, may request to meet with other Council Committees or external parties in consideration of a specific matter before the ICTGC.

5. MEETING PROCEDURES

- The Committee will meet a maximum of six times per annum. A schedule of meetings will be developed and agreed to by the members at the first meeting each year.

- Due to the sensitive nature of the material routinely considered by the (ICTGC) Committee meetings are not open to the public and all meeting agendas, minutes and proceedings are deemed confidential.

- Extra meetings may be scheduled on request of the Chairperson or any three members of the Committee after consultation with the Executive Manager Strategy, People, Culture, Technology and Transformation.

- The Committee can request through the Executive Manager Strategy, People, Culture, Technology and Transformation other staff members or any other person if deemed necessary to attend meetings as may be required.

- Where practicable, the responsible Director or Manager will be present for tabling of a business case for a proposed IT-enabled projects.

- Other Council staff may attend meetings at the CEO's request where issues require clarification.

- The quorum for each meeting is a majority of members.

6. CHAIR

The members of the Committee will appoint a Chairperson annually at the commencement of the first meeting each calendar year. The Chairperson is to be an independent member of the Committee. The members of the Committee may also appoint a Deputy Chairperson who is to be an independent

Committee member, to undertake the duties of the Chairperson where the elected person may not be able to undertake their duties.

When appointing the Chairperson, the Committee should consider a candidate's relevant professional and personal skills required to undertake this role.

7. AGENDAS AND MINUTES

Minutes will be taken of each Committee meeting and will include issues discussed, general outcomes of discussions and formal resolutions of the Committee. The attendance of Committee members and Council officers will be recorded.

Minutes will be presented for formal endorsement at the next meeting of the Committee.

The endorsed minutes of each meeting will be made available to all Councillors as soon as practicable after the meeting.

8. VOTING

When the ICTGC is unable to determine a matter by consensus, the matter will be determined by a vote.

Councillor and independent members have voting rights.

Staff provide support and advice to the Committee only and have no voting rights.

In the event of an equality of votes the Chairperson has a second, casting vote.

9. CONFLICT AND INTEREST PROVISIONS

Committee members are subject to the provisions of S76D (Misuse of Position) and S79 (Conflict of Interest) of the Local Government Act. Independent members of the Committee are also required to submit Primary or Ordinary Returns (reference: S81, Local Government Act).

In performing the role of a Committee member, a person must:

- act honestly;
- exercise reasonable care and diligence;
- not make improper use of their position; and
- not make improper use of information acquired because of their position.

10. REPORTING

The ICTGC will provide an annual report to the Council on its activities and achievements in accordance with the objectives stated in these Terms of Reference.

11. ADMINISTRATION SUPPORT

Administration support will be provided by the Strategy, People, Culture, Technology and Transformation Directorate.

12. CONTACT WITH THE MEDIA

Contact with the media by members of the Committee will be conducted in accordance with the Councillor and Staff Media Policies.

13. REVIEW DATE

The Terms of Reference will be reviewed within four (4) years of the date of adoption.

14. MEALS

The provision of refreshments will be in accordance with the Meals and Sustenance Policy.

15. ADMINISTRATIVE UPDATES

From time to time, circumstances may change leading to the need for minor administrative changes to these Terms of Reference (ToR). Where an update does not materially alter the ToR, such a change may be made administratively. Examples of minor administrative changes include changes to names of Council departments or positions, change to names of Federal or State Government departments or a minor amendment to legislation that does not have material impact. Where any change or update may materially change the intent of the ToR, it must be considered by Council.