



Date: 23 June 2016

## TERMS OF REFERENCE

### INFORMATION TECHNOLOGY GOVERNANCE COMMITTEE

#### 1 Purpose of the Information Technology Governance Committee (ITGovCom)

The Information Technology Governance Committee is responsible for the governance of all aspects related to information technology at the NWU.

#### 2 Responsibilities of the IT Governance Committee

- 2.1 The IT Governance Committee is responsible for information technology governance and ensuring that Council fulfils its role as the overall governing body for information technology governance. The Information Technology Governance Committee will oversee the implementation of an IT governance framework by the NWU IT management.
- 2.2 The IT Governance Committee ensures the alignment of IT with the performance and sustainability objectives of the NWU, taking due cognisance of resource limitations.
- 2.3 The IT Governance Committee monitors and evaluates significant IT investment and expenditure.
- 2.4 The IT Governance Committee ensures that IT is an integral part of the NWU's risk management.
- 2.5 The IT Governance Committee monitors that IT assets are management effectively.
- 2.6 The IT Governance Committee ensures that adequate IT policies and strategies are in place;
- 2.7 The mandate of the Committee includes any relevant aspects of information technology insofar as it pertains to IT governance;
- 2.8 The Committee monitors the implementation of IT policies in accordance with criteria and measures as approved by Council;
- 2.9 The Committee receives and evaluates reports from management on IT governance issues, including compliance with statutory requirements.

#### 3 Authority

The IT Governance Committee is a Council committee as per paragraph 6(4) of the NWU Statute. The Regulations for Reporting by Public Higher Education Institutions (37726, 9 Junie 2014) prescribes the existence of such a committee as a Council Committee.

#### 4 Membership

##### 4.1 Composition

- Two external members of Council (of which one is to be appointed by Council as as chairperson)
- One internal member of Council
- Two independent external experts nominated by the committee, considered by Council EXCO and approved by Council.
- Vice-Chancellor
- Institutional Registrar who is the ex officio secretary.
- Deputy Vice-Chancellor: Research, Innovation and Technology who is in attendance to elucidate on Information Technology matters.
- Chief Director: Information Technology who is in attendance to elucidate on Information Technology matters.
- Secretariat who is a member in attendance.

## 4.2 Appointment and administration of members

- 4.2.1 Term of office – ITGovCom members are nominated for a period that coincides with their membership on the NWU Council.
- 4.2.2 Council appoints Council members (two external and one internal) to serve on the ITGovCom, upon recommendation of the Council EXCO.
- 4.2.3 Council approves the appointment of two independent external experts upon the recommendation of Council EXCO, for an office of three years.
- 4.2.3 Members are appointed after nomination by official letter from the office of the Institutional Registrar, after the nomination has been confirmed at an ordinary meeting of Council.
- 4.2.4 Upon appointment, members will be contacted by the Secretariat for the general administrative purposes. Members will also receive a meeting schedule, and other relevant documentation.

## 4.3 Appointment of Chairperson and deputy Chairperson

A Chairperson is appointed by Council. The committee does not have a standing deputy chairperson. Should the Chairperson not be able to chair a meeting, the other external council member will be requested to chair the relevant meeting.

## 4.4 Observers, visitors and members in attendance

- 4.4.1 Only members of ITGovCom may attend ITGOVCOM meetings, provided that the Vice-Chancellor or Chairperson of ITGovCm invite persons to attend a meeting or meetings of the ITGovCom as observers.
- 4.4.2 No substitutes for ITGovCom members are allowed.
- 4.4.3 The Committee will retain its balance by having two external, one internal member and two independent external experts.
- 4.4.7 The expert advice of an Information Technology Consultant could be sought on an ad-hoc basis.

## 4.5 Voting rights of members

All members have voting rights. Observers, visitors and members in attendance do not have voting rights.

## 4.6 Expiry and termination of membership

Membership of the ITGovCom expires with membership on Council.

Any member may elect to terminate his membership of the ITGovCom at any stage during his term as Council member by providing the Chairperson of the ITGovCom and the secretary of the ITGovCom with a written notification of termination of membership. Terminating membership of the ITGovCom does not automatically terminate membership of Council.

Upon expiry or termination of membership, the process as described in 4.2.2 above follows.

## 4.7 Secretariat

Secretariat services are provided by Corporate and Information Governance Services.

## 5 Meeting arrangements

The following meeting arrangements apply:

<b>Frequency</b>	The ITGovCom meets at least once every semester at a place and time determined by the ITGovCom
<b>Extraordinary meetings</b>	The Chairperson may at any time convene an extraordinary meeting of the ITGovCom stating the purpose of the meeting.  No matters other than those stated in the notice of an extraordinary meeting are dealt with at such a meeting, unless all the members present consent thereto.
<b>Quorum</b>	The quorum of the meeting will be half (50%) plus one of all the members, excluding vacant positions.

	<p>If, for any meeting, there is no quorum, the meeting is adjourned to a date not more than 7 days later, at which meeting the members present constitute a quorum.</p>
<b>Notice of the meeting</b>	<p>At least 14 days before the meeting date, the Secretariat electronically notifies of the time and place where the meeting is to be held.</p> <p>The minutes of the previous meeting will be enclosed and members are requested to provide the Secretariat with any inputs on the minutes at least 48 hours prior to the meeting. Should no response be received by this time it will be assumed that the member agrees with the record.</p>
<b>Agenda</b>	<p>At least 7 days prior to the meeting, the Secretariat provides the complete agenda pack electronically to all members.</p>
<b>Attendance register</b>	<p>An attendance register will be circulated by the Secretariat at the beginning of each meeting. Every ITGovCom member present must sign the attendance register. The attendance register is proof of attendance for purposes of minuting and payment of honorariums.</p>
<b>Minutes</b>	<p>An ordinary meeting, after being constituted and opened, commences with confirming of the minutes of the previous meeting(s).</p> <p>Any objection to the minutes is raised and disposed of before the minutes are confirmed.</p> <p>The minutes may be regarded as read if a copy of the draft minutes was provided to members prior to the meeting.</p> <p>Minutes will be a true reflection of the ITGovCom meeting, and will contain all views expressed under the heading "noted". Decisions made by ITGovCom will be reflected under the heading "resolved".</p>
<b>Decision-making process</b>	<p>Matters are decided by means of general consensus. The Chairperson might however decide when a decision should be taken by means of a voting procedure.</p>
<b>Conflict of Interest</b>	<p>A member may not take part in the discussion of or vote on any matter in which the member has a direct financial or other interest, unless the members first discloses the nature and extent of the interest and obtains the leave of the meeting to take part in the discussion or to vote.</p> <p>All Council members must indicate any conflict of interest at the agenda point allocated therefor and must also indicate a conflict of interest on the attendance register by indicating the agenda item where the conflict arises in writing next to his/her name.</p>
<b>Disrespectful / Disorderly conduct</b>	<p>Anyone attending a meeting who, after having been requested to refrain from disrespectful or disorderly conduct, continues to disobey a ruling from the Chairperson, must be requested to leave the meeting.</p>
<b>Apology</b>	<p>An apology will be noted when a member electronically submits it to the Secretariat and/or the Chairperson, at least one day prior to the meeting.</p> <p>Members absent from the meeting without above mentioned apology are noted as "absent".</p> <p>The views of a member who is unable to attend a meeting may be submitted in writing but may not count as a vote of such member.</p>
<b>Recording of meeting</b>	<p>ITGovCom meetings are recorded.</p> <p>The audio file is saved for archival/historical purposes, but does not constitute a record of the meeting after the minutes have been signed.</p>
<b>Round Robin Process</b>	<p>The Chairperson may electronically submit urgent matters in between scheduled meetings. The Secretariat will assist in this process.</p> <p>At least two thirds of the members have to electronically confirm their involvement in the process by giving feedback, approval or non-approval. When a majority of members reaches agreement, it is taken as a resolution.</p>

	Such resolution is equivalent to a resolution of the committee and must be recorded in the minutes of the next meeting.
<b>Resources and Budget</b>	<p>A centralised budget regarding the matters of this committee is managed within the Department Corporate and Information Governance Services.</p> <p>The travel and accommodation costs of external ITGovCom members will be paid according to the approved "Guidelines for Travel and Accommodation of Council members.</p> <p>Honorariums are paid twice a year.</p>
<b>Records management</b>	<p>All records of ITGovCom meetings are kept by the Secretariat in accordance with the Records Management Policy of the NWU. ITGovCom records are archived in the Archives of the NWU in hard copy. Soft copies of all ITGovCom records are kept on the access controlled network drive of the Department Corporate and Information Governance Services.</p> <p>The file reference for ITGovCom records are 1.3.39.</p>
<b>Access to records of the NWU Council</b>	<p>ITGovCom members have automatic access to all records of the ITGovCom. All other interested parties must complete a request form in terms of the Promotion of Access to Information Act, which will be assessed in terms of the prescriptions contained in the Act.</p> <p>ITGovCom records are regarded as confidential.</p>
<b>Voting</b>	<p>All matters are decided by majority of votes cast.</p> <p>The Chairperson or the meeting may decide that voting must be by secret ballot, provided that voting for persons must always be by secret ballot. (Para 9(16) of the NWU Statute).</p> <p>The Chairperson has an ordinary vote, but must in addition exercise a casting vote in the event of an equality of votes on any matter.</p> <p>The number of votes in favour of or against any proposal is not recorded in the minutes, unless the meeting so decides. (Para 9(4) of the NWU Statute).</p> <p>At the request of a member the chairperson may direct that the vote of such member be recorded (Para 9(5) of the NWU Statute).</p> <p>The views of a member who is unable to attend a meeting may be submitted in writing but may not count as a vote of such member. (Para 9(19) of the NWU Statute.)</p>

## 6 Reporting and standing agenda items

### 6.1 Reporting

ITGovCom reports to Council twice a year in June and November.

### 6.2 Standing agenda items and reports

The agenda will include the following standing items:

- 6.2.1 Information Technology Reports covering the main focus areas of IT.
- 6.2.2 Risk and Compliance

## 7 Approval and review

The following document guides the operations of this committee:

Document	Status	Authority	Date
NWU Statute (Chapter 2 - paragraphs 3 to 10)	Approved	Government	8 August 2005

Guidelines for the transport and accommodation of Council members	In process – referred back by the Council meeting of 18 September 2015	Council	18 September 2015
Code of Conduct for Council members	Approved	Council	19 June 2014
Regulations for Reporting by Public Higher Education Institutions	Published and effective	Government	9 June 2014
King III Report on Corporate Governance	Published	IODSA	2009

File reference: 1.3.13.1