Board Technology Committee

Charter

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Version 5

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OFFICIAL

Prepared:	Deputy Board Secretary – Christopher Dalton
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Change summary

Version	Date	Change description
1	2 July 2019	Initial Document Centre published version of Charter, replacing all previous unpublished versions.
2	4 December 2020	Minor updates to member obligations and standing invitees.
3	31 March 2021	Amendment to Committee's membership composition.
4	9 December 2021	Amendments to Committee responsibilities.
5	14 November 2023	Amendments to Committee responsibilities.

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Table of contents

1 Objectives....3
2 Membership....3
3 Responsibilities....4
4 Meeting Arrangements....4
5 Powers and authority....5
6 Reporting....5
7 Evaluating performance....5
8 Review of Charter....5

1 Objectives

1.1. The objectives of the Board Technology Committee (**Committee**) are to assist the Airservices Board (**Board**) to discharge its responsibilities by:

a) providing oversight in relation to technology, systems engineering, cyber security and information technology (IT) strategies and policies of Airservices;

b) providing oversight in relation to the strategic direction and policies relating to business systems, operational technology, technology based services offerings and cyber security;

c) providing oversight in relation to the strategic asset management of Airservices;

d) providing an avenue for focused discussion and consideration of matters relating to technology, including project and program investment, and the impact on Airservices operations and effectiveness; and

e) increasing awareness within Airservices of key technology changes and innovations in the marketplace including services and commercial models.

2 Membership

2.1 The Committee will consist of:

a) a Chair, who will be a non-executive Board Member, appointed by the Board;

b) at least two non-executive Board Members, appointed by the Board;

c) ex officio, the Board Chairperson; and

d) ex officio, the Chief Executive Officer.

2.2 Appointments to the membership of the Committee will be reviewed by the Board on a biennial basis.

2.3 The members, taken collectively, will have a broad range of skills and experience relevant to the operations of Airservices. At least two members of the Committee should have a high level of relevant technological expertise. At least two members of the Committee should have a high level of relevant commercial or investment expertise.

2.4 The Board will have regard to the Airservices objectives on equity and diversity, and the need for both continuity and regular renewal, in making appointments to the Committee.

2.5 Committee members are required to:

a) understand and observe legislative requirements under the *Air Services Act 1995,* the *Public Governance, Performance and Accountability Act 2013 and* the *Public Governance, Performance and Accountability Rule 2014*;

b) adhere to the Board's Code of Conduct and Conflict of Interest Protocol;

c) possess appropriate qualifications, knowledge, skills and experience;

d) apply appropriate analytical skills, objectivity and judgement; and

e) express opinions constructively and openly, raising issues that relate to the Committee's responsibilities and pursuing independent lines of enquiry.

3 Responsibilities

3.1 To assist the Board, the Committee will:

a) consult and provide advice to the Board and management in relation to technology, systems engineering, telecommunications, cyber security and cyberattack preparedness (including in respect of the safety dimensions of these matters);

b) review and recommend to the Board strategies relating to technology and their implementation and alignment to Airservices planning processes to support growth, overall strategy and objectives;

c) provide advice and support to the Board and management on capability development, project definition, procurement and through-life support for major new technology proposals;

d) review and provide advice to the Board in relation to organisational policies and capital investment proposals, relevant to the Committee's responsibilities, that require Board approval;

e) increase awareness of key technology changes and innovations in the marketplace;

f) review post-implementation reports, audits and health checks on major technology projects and programs of work (including in respect of safety);

g) review and monitor the effectiveness of the risk profile for technology, systems engineering, telecommunications, cyber security and cyberattack preparedness; and

h) consider such matters related to the above responsibilities, or otherwise, as they are referred to the Committee by the Board and / or other Board committees.

4 Meeting Arrangements

4.1 The Committee will meet (except where the Board determines otherwise) not less than four times each year.

4.2 A special meeting of the Committee may be convened by a member of the Committee at any time by written request to the Board Secretariat, stating the reason for calling the special meeting. Special meetings will be held within twenty-one days of receipt of such a request, with not less than seven days' notice being provided to all Committee members (except where all Committee members consent to a shorter notice period).

4.3 The agenda for Committee meetings will be determined by the Committee Chair.

4.4 Meetings can be held in person, by telephone or by videoconference.

4.5 The quorum for any meeting of the Committee is 50 per cent of current members of the Committee.

4.6 The following Airservices officers have standing invitations to attend meetings of the Committee, but may be asked to leave at any time:

a) members of the Executive (as relevant to their accountabilities), and,

b) Board Secretary and Deputy Board Secretary.

4.7 Other attendees may be invited as required or at the discretion of the Committee or Committee Chair.

4.8 The Board Secretariat will provide secretariat support to the Committee, and will ensure:

a) the agenda and papers for each meeting are circulated, after approval by the Committee Chair and at least 7 days before the meeting. Copies of the agenda and meeting papers will be provided to all members of the Board via the Board Portal; and

b) the minutes of the meetings are prepared. Draft minutes will be reviewed by the Committee Chair and circulated to Committee members for consideration following each meeting.

5 Powers and authority

5.1 The Committee has no power to make decisions in respect to Airservices' business or affairs except as expressly delegated to the Committee by the Board. As at the date of approval of this Charter, the Board has not delegated any decision-making powers to the Committee.

5.2 The Board has authorised the Committee to do the following things for the purposes of enabling the Committee to discharge its responsibilities:

a) obtain information from management;

b) have access to management and employees; and

c) obtain external, independent advice as considered necessary, at the cost of Airservices.

5.3 Any request by the Committee for external advice will be noted in the minutes of the Committee meeting.

6 Reporting

6.1 In addition to providing the Board with the minutes of Committee meetings, the Committee, through its Chair, will report at Board meetings about the Committee's activities and prepare draft resolutions for the Board's consideration.

7 Evaluating performance

7.1 The Committee will assess its performance against this Charter on an annual basis and seek appropriate input from the Board and other relevant stakeholders as determined by the Board. The Committee will report to the Board on its assessment.

8 Review of Charter

8.1 The Board will review this Charter on an annual basis, after receiving advice about the adequacy of the Charter from the Committee.