THE INSTITUTE OF CHARTERED ACCOUNTANTS IN AUSTRALIA

ICT RENEWAL PROGRAMME SUB-COMMITTEE CHARTER

Organisation

This Charter governs the operations of the ICT Renewal Programme Sub Committee. A Code of Conduct for Committee Members including conflicts of interest disclosure, an evaluation process and policies and practices to be followed by Committee members is contained in the Committee Governance Manual. The Committee shall review and reassess the Charter at least annually and obtain the approval of the Board of Directors. The Committee shall be appointed by the Board of Directors and shall comprise at least 2 directors.

Statement of Policy

The ICT Sub Committee shall provide assistance to the Board of Directors in fulfilling their oversight responsibility to members relating to the Institute's ICT investments, which includes ICT Renewal Programme deliverables, NZICA collaboration activities, financial tracking, risks and issues. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee and management of both Institutes. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all programme schedules, reports, facilities and personnel of the Institute and the power to retain outside counsel or other experts for this purpose.

Meetings:

The Sub Committee will meet at least once a quarter. This meeting will be scheduled prior to the Institute's Board Meeting. The committee has the authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via teleconference. The committee will invite members of management or the Programme team to attend meetings and provide pertinent information, as necessary. Minutes will be prepared.

Quorum:

Two Sub Committee Board members and either the Institute's CEO or Deputy CEO; plus either the Institutes Head of ICT or the Renewal Programme Manager must be in attendance to enable a quorum for a meeting. Kevin Marlow GM Member Services and Support will be invited to meetings on behalf of the NZICA as an observer.

Responsibilities and Processes

1) To review ICT Renewal Programme and NZICA ICT collaboration reports and advise the Board on programme status and risks.
2) To review and recommend for Board approval any changes in scope that are outside limits set for CEO discretionary spend.
3) To ensure Institute Management have put in place appropriate strategies to manage identified risks and issues.
4) To review Renewal programme and NZICA ICT collaboration financial status to ensure programme stays within agreed budgets.
5) Help achieve an organization-wide commitment to ICT systems that are reliable, maintainable and support to the Institutes business objectives.

Approved by the Board June 2011