



BOARD OF TRUSTEES CYBER AND INFORMATION TECHNOLOGY COMMITTEE CHARTER

1 Introduction

- 1.1 The Cyber and Information Technology Committee is a committee of the Board of Trustees of Western Sydney University.
- 1.2 The Committee provides advice and makes recommendations to the Board (or, as appropriate, the Vice Chancellor) on matters concerning the University's digital strategy, information technology and data analysis, and cyber security, to ensure compliance and to align with the University's strategic plan.

2 Appointment and composition

- 2.1 Members of the Committee are appointed by the Board of Trustees.
- 2.2 The Committee is to have the following composition:
 - (a) two members of the Board of Trustees who are external members of the Board;
 - (b) if the Board so resolves, one or more additional members of the Board (who do not have to be external Board members);
 - (c) the Vice-Chancellor and President; and
 - (d) up to seven other external members.
- 2.3 In accordance with clause 7 of Schedule 1 of the *Western Sydney University Act 1997*, at any meeting of a committee constituted by the Board of Trustees:
 - (a) a member of the Board appointed by the Board is to preside; or
 - (b) if no member is appointed or in the absence of the appointed member, a Board member elected by and from the Committee members present is to preside; and
 - (c) the Chancellor, if present, is entitled (but is not required) to preside.
- 2.4 All external Committee are to have appropriate business or public sector qualifications or experience, including cyber security, digital and information technology and develop a good understanding of the higher education sector.
- 2.5 The University's *Gender Equality Policy and Procedures and Guidelines* apply with respect to achieving gender balance on the Committee.
- 2.6 Subject to clause 2.9, the term of office for all appointed members (except members of the Board of Trustees) is two years. Members are eligible for reappointment.
- 2.7 Members of the Board of Trustees appointed to the Committee remain members for the length of their term of office as Board of Trustees members subject to clause 2.8.

- 2.8 A person ceases to be a member of the Committee if that person:
- (a) resigns from that Committee;
 - (b) if appointed from the Board of Trustees, ceases to be a member of the Board;
 - (c) if appointed under clause 2.2 (d), subsequently becomes an employee of the University; or
 - (d) is removed for any reason by resolution of the Board.
- 2.9 If a casual vacancy occurs, the Board is to appoint another person to fill that casual vacancy, which may be for the balance of the previous member's terms or for a new term of two years.

3 Role of Committee

- 3.1 The role of the Cyber and Information Technology Committee is to:

Digital Strategy:

- (a) provide strategic guidance on the development of, and oversight of performance against, the University's overall cybersecurity, information technology and digital strategy/strategies, in alignment with the University's strategic plan;
- (b) provide strategic guidance and advice as to best practice in relation to cyber, information technology and digital matters; and
- (c) strategic oversight of the adequacy and effectiveness of resourcing levels to deliver on the cyber, information technology and digital remediation, rebuild and strategies, within the agreed timeframes;

Technology and data:

- (d) oversee cyber security, information technology and digital governance frameworks and processes (including policies and procedures) to ensure it reflects good governance and industry standards;
- (e) monitor compliance with industry standards, frameworks and policies and ensure adequate and appropriate reporting and communications to facilitate operating and strategic governance;
- (f) oversee the quality and effective of controls regarding digital and information technology systems, network security and data security; and
- (g) consider and challenge any major technology related funding requests (including in relation to cybersecurity) before submission to the Board
- (h) oversee cyber security, information technology and digital training and awareness;

Cyber security:

- (i) oversee compliance with relevant cyber requirements and industry standards;
- (j) oversee the University's critical incident management, disaster recovery, business continuity and resilience capability in relation to cyber security;
- (k) regularly engage with the Audit and Risk Committee to ensure a whole of

institution approach to governing cybersecurity.

- 3.2 The Committee also considers any matters referred to it by the Board or the Vice-Chancellor.
- 3.3 Except as set out in this Charter or as delegated by the Board, the Committee does not exercise any executive power, delegated authority or supervisory function in relation to operational matters.

4 Meetings and procedures

- 4.1 The Committee will meet at least four times a year. Additional meetings may be held as required. The Chair is required to convene a meeting if requested to do so by another Committee member or by the Board of Trustees.
- 4.2 The quorum will be as specified generally by the Board of Trustees for its committees in the Board's *Standing Orders*.
- 4.3 Meetings of the Committee shall be conducted in accordance with the procedures set out in the Board's *Standing Orders*. Meetings of the Committee shall be attended by:
 - (a) the Senior Vice-President and Chief Operating Officer or that person's representative; and
 - (b) any other staff member the Committee or the Vice-Chancellor considers appropriate to enable direct discussion of issues related to the Committee's role.
- 4.4 The Committee will work collaboratively with the other Board Committees and, as appropriate, may hold joint extraordinary meetings with one or more other Board Committees to consider and decide on issues which jointly and intrinsically relate to the jurisdiction of those Committees.

5 Conflicts of interest

- 5.1 Committee members should register their interests and must declare any conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic. Details of any perceived conflicts of interest should be appropriately minuted.
- 5.2 Where members or observers at Committee meetings are deemed to have a real or perceived conflict of interest in relation to a matter before the Committee, it may be appropriate to excuse them from Committee deliberations of the matter.

6 Performance reviews

- 6.1 The Chair of the Committee, in consultation with the Vice-Chancellor will initiate a review of the performance of the Committee at least once every two years. The review will be conducted on a self-assessment basis, as well as in consultation with the internal and external auditors, management and any other relevant stakeholders, as determined by the Chair.



7 Review of Charter

- 7.1 The Committee will review this Charter at two yearly intervals to ensure it remains relevant and effective and will advise the Board of Trustees on any recommended changes.