

Technology and Investment Committee Charter

Objectives

The objectives of the Technology and Investment Committee (**Committee**) are to assist the Airservices Australia Board (**Board**) to discharge its responsibilities by:

- providing oversight in relation to technology, systems engineering and information technology (**IT**) strategies and policies of Airservices;
- providing oversight in relation to the strategic direction and policies relating to business systems, operational technology, technology based services offerings and IT security;
- providing oversight in relation to the development and delivery of Airservices capital investment program, including prioritisation, benefits management and performance against budget;
- providing an avenue for focused discussion and consideration of matters relating to technology, including project and programme investment, and the impact on Airservices operations and effectiveness; and
- increasing awareness within Airservices of key technology changes and innovations in the marketplace including services and commercial models.

Membership

The Board will appoint up to three (3) independent non-executive Board Members to the Committee, with one appointed as the Committee Chair. In addition, the Board Chair and the Chief Executive Officer will be ex-officio members of the Committee.

The Executive General Manager Aviation Rescue and Fire Fighting, Executive General Manager Air Navigation Services, the Chief Information Officer and the Chief Financial Officer have standing invitations to attend meetings of the Committee but may be asked to leave at any time. Other attendees may be invited as required or at the discretion of the Board or Committee Chair.

The Board Secretary is the secretary of the Committee.

Meetings

The Committee will meet (except where the Board determines otherwise) not less than three times each year. A special meeting of the Committee may be convened by a member of the Committee at any time by written request to the Board Secretary, 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).

The quorum for any meeting of the Committee is two non-executive Board Members.

Ex-officio members of the Committee will have the same rights as the other members of the Committee, including the right to vote. Ex-officio members of the Committee will also be counted in determining whether or not a quorum is present.

The agenda for Committee meetings will be determined by the Committee Chair. Minutes will be prepared for each Committee meeting and will be made available to the Board.

Responsibilities

To assist the Board, the Committee will:

- consult and provide advice to the Board and Airservices management in relation to technology, systems engineering, telecommunications and IT;
- review and recommend to the Board strategies relating to technology and their alignment to Airservices' planning processes to support growth, overall strategy and objectives;
- provide advice and support to the Board and Airservices management on capability development, project definition, procurement and through-life support for major new technology proposals;
- consult and provide advice to the Board and Airservices management in relation to the development of Airservices capital investment program and its alignment with Airservices overall strategy and objectives;
- review and provide advice to the Board in relation to capital investment proposals that require board approval;
- increase awareness of key technology changes and innovations in the marketplace;
- review post-implementation reports, audits and health checks on major technology projects and programs of work;
- review and monitor the effectiveness of the Group Risk Profile for capital investment and technology (including advising the Board Audit and Risk Committee on matters of technology risk and security); and
- consider such matters related to the above responsibilities as they are referred to the Committee by the Board and / or other Board committees.

The Committee will perform such other activities related to this Charter as are requested by the Board.

Powers and authority

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.

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

- obtain information from Airservices management;
- have access to Airservices management and employees; and
- obtain external, independent advice as considered necessary, at the cost of Airservices.

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

Reporting

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.

Evaluating performance

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.

Review of Charter

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

Approved by the Board: 1 December 2016

Effective: Immediately