



DATA AND DIGITAL GOVERNANCE COMMITTEE CONSTITUTION

1. Establishment

- 1.1. The Data and Digital Governance Committee (the Committee) is a Committee of the University Council (Council). It was established on 13 March 2024 by resolution of Council (Resolution C 37/24).
- 1.2. The Committee has been established to oversee the governance of the University's data and digital systems and processes.
- 1.3. Rule No. 1 – Made Pursuant to Statute No 7 – Council Standing Orders 2007 (Standing Orders) applies to meetings of the Data and Digital Governance Committee.

2. Functions

- 2.1 The primary function of the Committee is to oversee the governance of the University's data and digital systems and processes.
- 2.2 The Committee will provide independent and objective advice and oversight to Council on the matters listed in rules 2.3 to 2.6.
- 2.3 Data and Digital Strategy and Planning including:
 - (a) an annual review and setting of the Data and Digital Governance strategies including alignment with the University's strategic projects and objectives;
 - (b) oversight and governance of the University's Digital Roadmap;
 - (c) review and note the Data and Digital Strategic Projects;
 - (d) annually review and approve the Data Governance Plan;
 - (e) annually review and approve the Cyber Security Strategy.
- 2.4 Data and Digital Risk Management including;
 - (a) review of the adequacy, integrity and effectiveness of the University's Data and Digital Risk Framework setting out key systems of control (including risk appetite) to address:
 - (i) cyber risks and data breaches;
 - (ii) privacy and ethical use of data;
 - (iii) data and digital business continuity and resilience;
 - (iv) data and digital critical incident management.
- 2.5 Data and Digital Funding including:
 - (a) the review on an annual basis of the Digital Investment Plan, in particular in relation to strategic technology direction and choice, including significant sourcing decisions;
 - (b) data governance and digital related significant funding proposals within the Digital Investment Plan;
 - (c) review of strategic procurement of digital operations of the University, specifically in relation to performance of key suppliers and partners; and

- (d) provide advice to the Finance Committee for decisions in relation to the above items, as appropriate from time to time; and
 - (e) for clarity, the Committee does not have the remit to approve the budget and/or expenditure for any funding proposal on behalf of the University.
- 2.6 Data and Digital monitoring and oversight, including considering reports from management on:
 - (a) implementation of the Data and Digital Governance strategies, including priorities;
 - (b) data and digital operational matters including reporting on the performance and implementation of the Data Governance Plan, Digital Roadmap and the Digital Investment Plan;
 - (b) data and digital governance improvements;
 - (c) cyber incidents; and
 - (d) data breaches.
- 2.9 In relation to any issue under the Data and Digital Governance Committee remit, the Chair of the Committee is authorised to refer, report and liaise with any other committee of Council as appropriate.
- 2.10 For the purposes of this section;
 - (a) “significant” is defined as committing (or likely to commit) the University to expenditure in aggregate, over the term of the contract, in excess of \$20 million (excluding GST); and
 - (b) “strategic procurement” is defined as procurement that is committing (or likely to commit) the University to expenditure in aggregate, over the term of the contract in excess of \$250,000 (excluding GST).

3 Powers

- 3.1 For the purpose of carrying out its functions and duties, the Committee is authorised to obtain or request:
 - (a) outside legal advice, working with Curtin’s legal services team where appropriate.
 - (b) independent professional advice from external parties with relevant experience and expertise.

4 Membership

- 4.1 The Committee will comprise the following:
 - (a) up to three members of Council appointed by Council, one of whom will be the Chair;
 - (b) the Vice-Chancellor, *ex officio*; and
 - (c) up to three external expert members appointed by Council.
- 4.2 Council will appoint a Chair and the Committee will elect a Deputy Chair from one of its members appointed under section 4.1(a). The Deputy Chair will chair meetings of the Committee in the absence of the Chair.

- 4.3 The term of office of the Chair and all members of the Committee shall be up to two years concluding on 31 March of the relevant anniversary year, or upon the conclusion of the member's term on the Council, whichever occurs first. Appointments should be staggered where possible to ensure continuity and succession. At the end of a term of office, the Chair and members may be reappointed, subject to eligibility criteria.
- 4.4 The Committee is committed to gender balance and diversity of membership. The Council will work towards achieving gender balance (40% women; 40% men and 20% of either, and/or other genders) on average across all its standing committees assessed over a reasonable period of time, noting that this may not be possible at all times due to the composition of Council and the skills and experience required by the Committee.
- 4.5 The Chief Operating Officer will be the Executive Officer for the Committee.

5 Meetings

- 5.1 The Committee shall meet at least four times a year, as necessary to conduct the business of the Committee, and otherwise as the Chair shall require.
- 5.2 Subject to section 6 of the Standing Orders, the quorum for a Committee meeting is not less than one-half of the total number of members of the Committee.
- 5.3 The Secretary of the Committee is the Council Secretary, or such other person appointed by the Council Secretary.

6 Material Personal Interests

- 6.1 Members of the Committee:
- (a) are required to declare any material personal interest including any actual, perceived or potential for conflict they have in any matters listed in the Agenda for any Committee meeting in accordance with Part 5 of the Standing Orders and the Corporate Governance Statement;
 - (b) must at all times act in accordance with the duties contained in Schedule 1A of the Curtin University Act 1966 which includes but is not limited to, acting honestly, exercising care and diligence, acting in the best interests of the University and not making improper use of information or their position; and
 - (c) under the *WA Statutory Corporations (Liability of Directors) Act 1996* have a fiduciary relationship with the University, and the same duties to act with loyalty and in good faith as a director of a company incorporated under *the Corporations Act 2001*, even though the *Corporations Act 2001* does not specifically apply.
- 6.2 The Committee will determine the appropriate course of action necessary to address any disclosed material personal interest by a Member of the Committee.

7 Reporting

The Committee will:

- (a) report to the Council by way of its minutes and provide a verbal update when deemed necessary by the Chair in consultation with the Committee;
- (b) immediately escalate to Council any Significant or material matters of concern; and
- (c) provide a report to Council annually, containing those matters which it considers should be drawn to Council's attention.

8 Review

The Committee shall, annually:

- (a) review this Constitution. Any revisions will be recommended to the Council for approval; and
- (b) perform an evaluation of the Committee's performance to determine whether it is functioning effectively by reference to its functions and report the outcomes to Council.

9 Induction

Committee Members will receive an induction on the functions, powers and duties of the Committee and on University Operations.

10 Version Control

Revision Ref. No.	Approved/ Rescinded	Date	Committee/ Board	Resolution Number	Notes
1.	Approved	13 March 2024	Council	C 37/24	Attachment A to Item 7.4
2.	Approved	16 October	Council	C 161/25	Amendments to clarify Committee's role
3.					