

1. PURPOSE

As part of its Technology and Information Governance structure, the Metair Board of Directors has established a Technology and Information Steering Committee to promote and support the effective use of technology and information across the organisation. The primary purpose of this committee is to improve alignment between IT and business strategy, accountability for IT decisions in five critical areas: investments, projects, risk, services, data and finally value generation through ongoing evaluation of IT value and performance of IT services to ensure that Metair's technology and information initiatives and proposed projects help the organisation achieve its strategic goals and objectives through identifying, prioritising and proposing tactical and strategic technology and information initiatives leading to faster decision-making time, and better quality decisions and outcomes.

2. SCOPE OF MANDATE

The Technology and Information Steering Committee will focus on risk and strategic matters as these relate to the use of technology and information across the business and will not be involved in operational technology and information issues. Therefore, the committee's scope of authority is limited to:

- 2.1. Assisting the Board in its tasks of directing, evaluating and monitoring of the technology and information function.
- 2.2. Developing an understanding of the underlying dynamics that govern changes and risk in technology and how such changes and risk have the potential to alter Metair's economic outlook and balancing the organisation's short-term business needs with long-term technology and information investments.
- 2.3. Taking a holistic view of the organisation within the context of IT capacity and its systems architecture, including external service providers, when considering resource investment and allocation.
- 2.4. Ownership. The business units represented on the steering committee have ultimate ownership over the larger technology and information strategic decisions since those decisions will impact their processes.

3. RESPONSIBILITIES AND FUNCTIONS

- Responsibility in terms of Technology and Information Governance
 - 3.1. Approval of technology and information policies and standards as required – significant guidance frameworks/policies. Minimum requirements.
 - 3.2. Review and guidance of significant strategic projects as aligned to the technology and information strategy / goals / objectives as well as monitoring for benefits realisation. Authority levels included in the addendum attached.
 - 3.3. Monitor ethical and responsible use of technology and information.
 - 3.4. Monitor compliance with relevant laws including data privacy and information security.
 - 3.5. Monitor and assess key technology and information projects in terms of progress (scope, cost, quality) and whether they have achieved their stated objectives.
 - 3.6. Review of the strategic and operational technology and information risks utilising a global IT risk register and development of appropriate remediation controls and activities
 - 3.7. Assess that appropriate technology and information disaster recovery processes and backup systems are in place.
 - 3.8. Review the performance of and risks associated with third party and outsourced service providers.
 - 3.9. Responsible disposal of obsolete technology and information (environmental impact and information security).
 - 3.10. Provide guidance in terms of new IT developments.
 - 3.11. Assessments to be done from time to time in terms of cost competitiveness.
- Reporting
 - Feedback from the Technology and Information Steering Committee is presented to the Audit and Risk Committee.

4. MEMBERSHIP

- 4.1. The Technology and Information Steering Committee will be chaired by a Metair Executive Director to ensure alignment between the Metair Board and Business.
- 4.2. The chairperson will assume responsibility for Technology and Information Governance within Metair and will be formally appointed by the Board.
- 4.3. The chairperson of the committee shall report to the Board through the Audit and Risk Committee on matters dealt with within the ambit of the committee's area of responsibility.

4.4. Membership of the committee shall comprise of a mix of key business and technology and information personnel in the group and shall comprise at least 3 members. Members will be appointed by the chairperson.

4.5. Invitees may be invited to the meeting by the chairman and may include:

- Employees/Directors of subsidiaries
- Internal or External Audit
- External Service providers.

4.6. All permanent members of the committee must be familiar with the technology and information department's policies, procedures and practices.

5. MEETINGS OF THE COMMITTEE

The committee shall meet as often as is necessary for the effective performance of its duties but at a minimum of at least once a quarter. If any member is unable to attend the majority of committee meetings, then the committee chair will designate a replacement. If the committee chair is unable to attend the majority of meetings, then the committee itself will designate a replacement.

6. APPROVAL

This terms of reference is approved as follows:

Approved by the Audit and Risk Committee on 30 October 2018.

Updated by the IT Steering Committee on 10 April 2019.

Approved by the Audit and Risk Committee on 26 August 2019.

Approved by the Metair Board on 25 September 2019.