CRITICAL INFRASTRUCTURE COMMITTEE

TERMS OF REFERENCE

> **The 2010 Consolidated Statutes of Trinity College Dublin and the University of Dublin, Chapter on Governance, Schedule 2 (12):**
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> **12. Critical Infrastructure Committee**
> (1) There shall be a Critical Infrastructure Committee, which shall be a Principal Committee of Board, operating under delegated authority from Board pursuant to section 3(5)(a) of the Chapter and the Principles of Delegation shall apply.
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> (2) The Critical Infrastructure Committee shall be responsible for advising Board on all matters of policy and oversight (in accordance with its terms of reference as approved by Board) relating to critical infrastructure in the College including physical sites and digital infrastructure.

1. Objectives

The Critical Infrastructure Committee is a Principal Committee of Board with responsibility for all matters relating to critical infrastructure in the University including physical sites and digital infrastructure, and for providing timely advice to Board on areas within its remit. This will include areas such as the Library, areas relating to Information Technology, Information Management, Digital, Data and Cyber (collectively the "Invisible Infrastructure") including Trinity's Digital and IT strategies, and major capital, construction or refurbishment initiatives of the University.

The Committee is responsible for:
- maintaining oversight of the strategic management of the University's land and infrastructure including long-term maintenance, with the aim of providing an environment that will facilitate high-quality learning and teaching, and research and enterprise;
- ensuring that plans for infrastructure development are aligned with the core values and serve the strategy of the University including for net zero carbon and sustainability;
- ensuring all major activities relating to physical and digital assets requiring strategic or capital investment are aligned to the overall University strategy;
- assisting the Board by
  - providing advice on how to make the best use of the University estate including procurement, upkeep, management and disposal of land and buildings and associated services, within the University's estate strategy and long-term strategic plan.
  - providing advice on matters relating to IT, including opportunities to leverage technology to support the University's strategic plans.

2. Membership of the Committee

2.1 The Committee shall comprise no less than 14 members as follows:

   a. A Chairperson
   b. If the Chairperson is not a member of Board, then a member of Board shall be appointed as an ordinary member
   c. The Bursar (who will be secretary to the Committee)
   d. The Chief Operating Officer
   e. The Dean of Research
   f. A Faculty Dean or their nominee
   g. The Director of Campus Infrastructure
   h. The Director of IT Services or their nominee
   i. The Librarian and College Archivist or their nominee
   j. The Treasurer/Chief Financial Officer or nominee thereof
   k. One undergraduate and one postgraduate student
   l. No fewer than one and no more than three external members
   m. Three members of University staff of whom at least one shall be an academic member and at least one a member of the Professional, Technical, Administrative and Support Staff.

   To support and guide the Committee in the execution of these terms of reference, the Committee shall have at least one external member that has extensive IT and data management experience as well as the Senior IT officer of the University (Director of IT Services) and the Chief Operating Officer.

2.2 Every reasonable effort will be made to ensure that no more than 60% of the Committee will be of any one gender, and the gender balance of the Committee will be monitored annually.

2.3 The Chairperson of the Committee shall be appointed by Board and will normally be a Board Member. In the absence of the Chairperson, members present at the particular meeting will nominate a Chairperson by simple majority. The Chairperson, with the support of the Committee Secretary, will be responsible for:

   - providing assurance to Board that robust, evidence-based decision-making has been undertaken by the Committee;
   - overseeing reporting to Board;
   - ensuring Committee members receive agendas and papers in a timely fashion;
   - maintaining attendance records including members' appointment and termination/renewal dates;
   - communicating decisions of the Committee onwards as appropriate;
   - ensuring absent Committee members are adequately briefed.

2.4 In appointing members, consideration shall be given to the skills, competencies and independence of members and their relevant infrastructure (architecture, planning, construction or facilities management) and digital technology experience, taking account of the full range of the Committee's activities. The Chairperson, with the support of the Committee Secretary, will ensure all members are aware of the responsibilities of their role including a full understanding of the Terms of Reference and any working procedures of the

Committee. The role requirements will be clearly communicated to potential members at the outset including time commitments and an indication of frequency of meetings.

2.5 Membership of the Committee shall be reviewed annually by the Chairperson in consultation with the Registrar and changes as required shall be recommended to the Board at that time. A member may resign by letter addressed to the Board. The Board shall reserve the right to remove any member from the Committee at any time.

2.6 A member of the Committee who is absent for three (3) consecutive meetings may be requested to resign membership unless due to illness, protected leave, or if the absence is approved by the Chair.

2.7 Membership of the Committee shall normally be for an initial term of three (3) years, with the possibility of an extension of a further three (3) years. The general aim is to change the membership from time to time to ensure an appropriate balance between continuity and fresh perspectives.

2.8 The Bursar shall act as secretary to the Committee and be responsible for the preparation and distribution of the agenda, papers, minutes and reports following consultation with the Chairperson of the Committee. Agenda and papers will normally be circulated one week in advance of each meeting.

3. Meetings and Quorum

3.1 The Committee shall meet on at least five (5) occasions per annum. Other meetings as required shall be convened by the Chairperson. Committee meetings shall be scheduled approximately three (3) weeks prior to the next Board meeting. The Chairperson may convene additional meetings as they deem necessary. Joint formal meetings with other Principal Committees of Board may be convened as business requires.

3.2 The quorum for meetings shall be 50% of the membership plus one. At least one external and one internal member is required for the quorum to be satisfied.

3.3 The Committee may also invite any other person to attend meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.

3.4 The meeting agendas for all Committee meetings shall include an item requiring members to declare any potential conflict of interest with items on the agenda. Where deemed appropriate by the Chairperson, the relevant member should leave the room for the duration of the discussion and/or not take part in any decisions or discussions relating to the matter. Any such conflict should be noted in the minutes of the meeting.

3.5 Each question at a meeting of the Committee shall be determined by consensus, but where in the opinion of the Chair consensus is not possible, the question shall be decided by a simple majority of the members present voting on the question and, in the case of an equal

division of votes, the Chair shall have a second and casting vote. All votes taken shall be referred to the Board for noting via the minutes.

3.6 If approved by the Chairperson, decisions between meetings may be made by written or email resolution following circulation of documents, and shall be minuted.

3.7 The Committee may from time to time establish advisory groups or taskforces from the user communities or may arrange for subgroups to consider specialist issues and bring forward recommendations to the Committee.

3.8 The draft minutes of the Committee, together with a high-level executive summary, shall be circulated to the Board as soon as possible for noting and/or discussion as necessary. Items, if any, of concern to Board will be noted in the minutes. The Chairperson or Board Representative of the Committee shall be available to report orally to the Board on key aspects of the proceedings of the Committee as required.

3.9 There may be occasions when the Committee's business is designated reserved (confidential and/or commercially sensitive). On such occasions, with the approval of the Chairperson, any person in attendance may be asked to withdraw from the meeting during consideration of a reserved item of business. The record of matters with which the Chairperson and the Committee are satisfied should be dealt with on a reserved basis and will be recorded separately.

4. Duties

4.1 Agree a Programme of Work and reporting dashboard on an annual basis and submit this to Board. The Secretary's Office will set a deadline for this to enable the Board to create its annual work programme.

4.2 Assist Board in the formulation, co-ordination and implementation of policies relating to physical and digital infrastructure, and review such policies on a regular basis in order to make recommendations of changes to Board on the basis of relevance and efficacy.

4.3 Advise Board of legislative and regulatory requirements applicable to the University in the areas of the Committee's remit, and oversee and monitor the management of plans and actions to ensure these requirements are met. This will include The Public Spending Code.

4.4 Review, challenge and oversee the content of and approach to the University's strategies involving areas within the Committee's remit including any Estates Strategy or Masterplan or any University Digital Strategy, ensuring alignment with the University's Strategic Plan. Regularly review and consider the integration of the estates-related and digital strategies of the University. Oversee related management frameworks including in relation to practices, procedures, systems, action plans and communications. Monitor progress through regular reporting, and providing steering, guidance or recommendations to ensure strategic objectives are met.

4.5 Review and recommend to Board initiatives within the Trinity digital strategy and priorities, including the allocation of strategic funding, that have been fully considered and approved by the Digital Oversight Group.
Review new proposals and the performance of Programme Management Office (PMO) governed programmes and project initiatives underway that have a significant Information Technology, Digital, or Data focus. Recommend to Board any remediations or variations to approved initiatives.

4.6 Review the University's property portfolio on a regular basis, and monitor the delivery against business plans for major infrastructure projects as determined by Board.

4.7 Monitor a culture of efficient space and technology usage across all of the University's sites, providing steering, guidance or recommendations to promote this objective.
Review and recommend to Board on the effective and efficient use of the University's IT resources.

4.8 Review risk registers for areas within the Committee's remit and identify necessary action. Promote a strong risk culture by overseeing adherence to appropriate thresholds and risk indicators. Advise the Risk and Compliance Committee of Board on material risks identified. Review the University risk register and the risk registers of major infrastructure projects from the Committee's perspective enabling considered, transparent and risk-aware decisions to be made. Review and endorse any section of the University's annual internal audit or risk plans related to areas within the Committee's remit. Ensure that lessons learned from adverse events are communicated effectively and embedded in practice.

4.9 Oversee the University's strategic management of its IT operating model including operations and data governance, and IT-related risk including cyber-security matters. Oversee, review and assess the effectiveness of Federated IT structures in supporting a collegiate governance model and the University's obligations, responsibilities and ambitions relating to IT, Digital and Data.

4.10 Review statements and reports published by the University on matters within the Committee's remit including content in annual or financial reports.
Receive updates on behalf of the Board on institutional and unit external review recommendations relating to IT and data management. Receive reports from the Provost's Digital Disruption Group to inform their recommendations to Board.
The Chair of the CIC to prepare, on behalf of the Board, the annual IT and Data compliance statements.

4.11 Advise Board on significant resource issues in relation to areas within the Committee's remit including ensuring adequate and appropriate reporting and communications to facilitate operating and strategic governance.

4.12 Monitor trends in national, European, and international policies, strategies and developments in relation to matters within the Committee's remit and advise Board accordingly. In the context of major infrastructure projects, provide steering on national and

international stakeholder engagement including with relevant authorities and experts. The Committee will be briefed and stay informed on emerging sectoral trends in technology, digital and data management that are relevant to Trinity.

4.13 Review strategies, policies, large-scale projects and initiatives of the University from perspectives within the Committee's remit, and where necessary make recommendations to promote good practice in these areas. Review new proposals and the performance of Programme Management Office (PMO) governed programmes and project initiatives underway that have a significant Information Technology, Digital, or Data focus. Recommend to Board any remediations or variations to approved initiatives.

In relation to construction projects with a budget of greater than €3 million to review the planned development to ensure that it is in line with the University Estates Strategy and governance processes prior to the submission of a planning permission application.

4.14 Oversee the management of the University's heritage collections including preservation, accommodation and access.

4.15 Implement a programme of regular updates to be received from sub-committees of the Committee and management, advisory or working groups in the University related to areas within the Committee's remit including the Capital Review Group.
Receive updates from the Chief Risk Office, Internal Auditor, Quality Officer, Data Protection Officer and Information Security Manager relating to data protection, cyber security and disaster recovery to provide assurance to the Board or recommend mitigation and remediations.

Review the performance of all technology functions within the University's federated IT model, including key performance indicators, relevant survey results, vendor performance, service level agreements, compliance, budgets and resourcing and progress towards environmental goals.

4.16 Assist Board in establishing, reviewing and disestablishing sub-committees of the Committee including changes to memberships and Terms of References, making recommendations to Board as the Committee sees fit.

4.17 Report at least annually to Board on its activities. The report will include:
- an executive summary outlining significant decisions made and issues dealt with on behalf of Board;
- confirmation that an annual review of the Committee's Terms of Reference and those of its subcommittees has been carried out, including a summary of any changes to be adopted;
- confirmation that all functions outlined in the Committee's Terms of Reference have been carried out;
- the Committee's assessment of progress made on the University's strategies within the Committee's remit;

- the Committee's assessment on its own performance and operations, including a summary of the performance and operations of its sub-committees.

5. Authority

5.1 The Committee shall operate under delegated authority from the Board, which is ultimately responsible for all matters relating to Critical Infrastructure including physical sites and digital infrastructure. Board may expressly:

a) Delegate to the Committee such functions as it thinks fit (the Principles of Delegation shall apply);

b) Grant to the Committee the authority to exercise such functions on its behalf as it thinks fit (the Principles of Agency shall apply);

c) Entrust to the Committee such other functions as it thinks fit and the Committee may take such decisions as are necessary to exercise such authority, functions and duties.

In particular, the Committee shall:
- consider, review or investigate any activities within its Terms of Reference, calling on whatever resources and information it considers necessary to do so;
- approve the University's strategies within the Committee's remit for onward submission to the Board for consideration and final approval;
- receive and recommend to Finance Committee and Board significant infrastructure-related acquisitions or proposals which underpin and facilitate delivery of the University's Strategic Plan and strategies within the Committee's remit for the final approval of Board;
- approve University-level partnerships and collaborations with external parties involving areas within the Committee's remit and submit to the Board for consideration and final approval;
- approve the naming of buildings and other campus sites and features for onward submission to Board for final approval;
- approve implementation and action plans falling within the Committee's remit and monitor implementation of same;
- review Risk Management plans and University-level risk registers from the perspective of areas within the Committee's remit;
- approve statements and reports to be published by the University involving areas within the Committee's remit including submissions or responses to the government or local authorities;
- establish and approve terms of reference and membership for sub-committees and submit to Board for final approval;
- obtain outside legal or other independent professional advice or expertise if it considers this necessary, at the reasonable expense of the University and subject to budgets agreed by Board.

5.2 The remits of the Board Principal committees (Audit, Finance, Risk and Compliance, Environment and Sustainability, People and Culture, Critical Infrastructure) are intended to operate as an integrated matrix, providing a comprehensive governance framework for the Board. Through alignment of the relevant Terms of Reference and Work Programmes for

each of the Committees, gaps or unnecessary duplication will be avoided in their collective function. For the avoidance of doubt, it is noted that:

- All matters relating to new capital initiatives fall within the remit of this Committee. Associated financial matters will also fall within the remit of the Finance Committee, and associated sustainability issues will also fall within the remit of the Sustainability Committee.

Where there is a perceived overlap of responsibilities between the Committee and any other Committee of the Council, the respective Committee Chairs shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

5.3 The Committee is authorised to seek any information it requires from any employee of the University, its subsidiaries or its campus companies, to enable it to discharge its responsibilities and shall have made available to it on a timely basis all information requested from any employee in a clear, concise and well-organised manner.

5.4 The Committee shall act as a channel of communication between the Board and management, and shall report to the Board with its recommendations where it considers action or improvement is needed in any area under its remit.

5.5 The Committee shall carry out such other functions and take such other decisions as may be delegated to it from time to time by the Board.

5.6 The Committee, through the Chair or representative Board member, will bring to Board's attention those matters which it believes necessary for the Board to consider or deliberate upon directly.

5.7 In addition to these Terms of Reference, the Committee may also draw up its own working procedures.

6. Performance Evaluation

6.1 The Committee shall, at least once a year, review its own performance and its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Board. The attendance record of Committee members shall be considered as part of the self-evaluation process and shall inform the annual review of the membership of the Committee by the Chairperson and the Registrar as outlined under Section 2.5 above.

Noted by Board: 18th October 2023