

THE UNITED BASALT PRODUCTS LIMITED

# **Information Technology Committee Charter**



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## 1. INTRODUCTION

The Board of Directors of The United Basalt Products Limited ('UBP') acknowledges the need for an IT Governance Framework as recommended in the Code of Corporate Governance of Mauritius (the 'Code').

The Code provides in Principle 4 that "The Board is responsible for the governance of the organisation's information strategy, information technology and information security". The Board should monitor and evaluate significant Information Technology ('IT') investments and expenditure, as well as ensuring that information assets are managed effectively.

The Code further states that "The Board should ensure that IT policies and strategy be in place and effective. It is recommended that the information governance system adhere to the standards set by internationally recognised bodies (e.g., ISACA) and frameworks (e.g., COBIT). The Board should consider receiving independent assurance concerning the effectiveness of its information, information technology and information security governance systems."

## 2. PURPOSE

The Audit & Risk Committee ('A&RC') should assist the Board in carrying out its IT responsibilities as prescribed by the Code. IT should form an integral part of the company's risk management and the relevant structure should be established to fulfil the legal requirements and ensure compliance.

## 3. IT GOVERNANCE FRAMEWORK

The implementation of the IT governance framework is the responsibility of management. This framework should apply to:

- UBP Head Office
- UBP Operations ('BU's')
- UBP Subsidiaries & sub-subsidiaries – with ownership from 50% to 100% ('GC's')
- Any company or operation which is under UBP's management, subject to their respective Board or other governing bodies' approval.

This framework should ensure that:

- IT internal controls are adequate. Independent assurance on the effectiveness of the IT internal controls is provided by the Internal services and External Auditors.
- IT strategy should be aligned to the business strategy and the Board may identify opportunities and solutions to be implemented throughout the Group as a global IT improvement strategy.
- Qualified and experienced Chief Transformation & Innovation Officers ('CT&IO')/Chief Information Officers ('CIO')/Head of Technology/IT Managers are duly appointed by the relevant CEO/COO/GM.
- IT goals and metrics are defined and communicated. The performance of IT processes and practices are monitored against the agreed objectives and reported regularly.
- The optimal investment is made in IT, the capital and operational costs are managed and the return on investment is measured, as far as possible, by the relevant boards and oversight committees at BU's and GC's level. Where applicable synergies between IT initiatives are enabled and IT choices are in the best interest of the organisation as a whole.



- Cybersecurity risks and other IT risks are identified and adequately addressed in line with UBP Risk Management framework. UBP ensures that it has adequate business resilience arrangements in place for disaster recovery and assurance has been provided to the Board.
- IT resources are sourced optimally and legitimately.
- Processes and procedures are in place to ensure that UBP's IT Assets are managed, maintained, replaced and disposed effectively and are in accordance to applicable IT policies.
- Infrastructure, systems, and policies are in place for the management of information which includes information security and information privacy.

## **4. RESPONSIBILITIES OF THE INFORMATION TECHNOLOGY COMMITTEE**

The design, implementation and management of the IT governance framework is delegated to the Information Technology Committee ('ITC'). The terms of reference of the ITC are summarised as follows:

### **4.1 AUTHORITY**

- Assessment of the BU's and GC's IT maturity and governance frameworks
- Set priorities for IT Governance Policy/Charter development
- Serve as the steering committee for key decisions within the development and implementation of the IT Governance Policy/Charter
- Steer formulation of policies and procedures that support the IT Governance Policy/Charter
- Review and approve IT Governance Policy/Charter
- Provide consistent direction to achieve the IT governance framework objective/s by establishing achievable targets
- Ensure that adequate resources are available to meet the IT governance framework objective/s
- Provide governance and decision making on IT risk mitigation
- Set up sub committees as required to respond to specific governance aspects
- Develop and implement an IT Project Governance Framework, including the categorisation, prioritisation, and validation of all projects having a digital component. All such projects must follow the established process and be assessed using a standardised scorecard.

### **4.2 PROJECT OVERSIGHT AND ADVOCACY**

- Oversee execution of projects identified as strategic for the Group
- Provide change leadership for the successful implementation of the Digital Transformation Programme
- Capture opportunities and reinforce the Digital transformation programme as a learning organisation, reflecting upon and improving on its performance on the basis of experience to date
- Appointment of any consultant or advisor to undertake any specific project or assignments at Group level in relation to the Digital Transformation Programme



#### **4.3 COMMUNICATION & REPORTING**

- Communicate goals and objectives of IT governance framework to BU's and GC's
- Ensure the objectives and policies associated to the IT governance framework are clear and understood by all
- Review reports on the status of the IT governance and risk profile
- Report to the Board on:
  - Progress of initial information technology assessment exercise
  - Departures from policies resulting from an «apply or explain» governance principle
  - Strategic technological projects
  - Technology related critical risks and issues

### **5. COMPOSITION OF THE INFORMATION TECHNOLOGY COMMITTEE**

#### **5.1 MEMBERSHIP OF THE INFORMATION TECHNOLOGY COMMITTEE**

- A non-executive director from the Audit & Risk Committee, conversant with the subject of technology & transformation (Chairperson of ITC)
- An independent director from the Audit & Risk Committee
- The Group Chief Executive Officer (Group CEO)
- The Group Chief Transformation & Innovation Officer (Group CT&IO)

Heads of Business Units and other experts of business processes or technologies may be invited as needed to provide specialised input or advice.

#### **5.2 QUORUM FOR MEETINGS**

The quorum for a meeting shall consist of three members. and ideally including the Chairperson and the Group CT&IO.