



Technology Committee Terms of Reference

Approved by the Board on June 21, 2018

Purpose & Authority

Struck by the Board of Directors, the Technology Committee (TC) supports the delivery of the Board's mandate by providing oversight of MEC's systems projects and other technology-related issues.

Composition

The TC consists of a minimum of three directors, including a Committee Chair, and they are appointed by the Board annually.

Meetings

The Committee meets approximately five times per year and has authority to convene additional meetings as required. Committee members are expected to attend all meetings in person or by teleconference and quorum is simple majority. The Chair sets the agenda and works with other Committee members, the CEO, CIO, CFO, and Chief Governance Officer to ensure agendas and appropriate materials are circulated one week in advance of a meeting. The Board Chair serves as an ex-officio member, the CEO, CIO, CFO and other members of Management attend upon request of the Committee, and the Chief Governance Officer serves as advisor and secretary, ensuring minutes are taken and procedural matters are addressed. The Committee can also, subject to Board endorsement, appoint external advisory support as required.

End date

The Committee is intended to be an *ad hoc* tool of the Board rather than a permanent standing committee. The existence of the Committee will be reviewed at the end of each Board year.

Responsibilities

Committee Operations

- Annually review the Committee terms of reference and work plan with any proposed amendments to be presented to the Board for approval;
- Ensure Committee members have the resources and materials available to them to discharge their duties.

Technology and Business Systems Oversight

- Monitor progress and expenditure on the execution of MEC's systems projects, primarily the Enterprise Resource Planning (ERP), Human Capital Management (HCM) and data architecture and integration projects;
- Receive updates on progress on MEC's information security focus areas and longer-term information security strategy;
- Inform the Finance and Audit Committee of issues arising from systems projects that may have a material impact on MEC's finances;
- In collaboration with Management, regularly report to the Board on MEC's systems projects execution, disclosing material risk and performance matters as required;
- Provide oversight to MEC's broader IT strategy in support of business objectives;
- Receive periodic reports from Management on other material technology matters as required.