

Information Technology Committee
A Sub-Committee of the Finance and Audit Committee
Terms of Reference

Role & Responsibility	<p>Role To provide expertise and advise on information technology (IT) and major IT-related projects as enablers of the hospital’s purpose. In addition to advising Management, the IT Committee acts in a preparatory role for the Finance & Audit Committee for all IT projects with a monetary value greater than \$10M, and where UHN serves as a Transfer Payment Agent for IT projects. Ensure that strategically aligned, cost effective, timely and organizationally valued projects and initiatives are delivered within Finance and Audit Committee approvals.</p> <p>Responsibilities</p> <ol style="list-style-type: none"> a) Provide private sector and/or international implementation and operations experience and advice b) Optimize opportunities for effectiveness and certainty for project deliverables of scope and function, capital and operating costs, schedule, quality, communication and risk management c) Monitor project performance and make recommendations with respect to: <ol style="list-style-type: none"> i. Reporting and progress updates ii. Risk mitigation strategies on project deliverables iii. Benefits realization and return on investment iv. Innovation and further intellectual property development opportunities d) Provide regular progress updates to the Finance and Audit Committee e) Advise on the capital strategy regarding required debt or alternate financing models, when appropriate f) Advise on UHN’s cybersecurity program and monitor progress of the implementation of the cybersecurity internal audit findings and recommendations.
Membership and Voting	<p>Independent Trustees (Voting)</p> <ul style="list-style-type: none"> • At least one member of the Board of Trustees appointed by the Finance and Audit Committee <p>Ex-Officio Trustees (Voting)</p> <ul style="list-style-type: none"> • President and CEO, UHN <p>Other (Voting)</p> <ul style="list-style-type: none"> • At least two industry experts <p>Ex-Officio (Non-Voting)</p> <ul style="list-style-type: none"> • Executive Vice President – Technology and Innovation, UHN • Executive Vice President and Chief Business Officer, UHN • Executive Vice President and Chief Medical Officer, UHN • Executive Vice President and Chief Operating Officer, UHN • Vice President and Chief Financial Officer, UHN

Chair	<p>Appointed by the Finance and Audit Committee, the Chair is responsible for reporting to the Finance and Audit Committee on matters considered by the IT Committee, its activities and compliance with its Terms of Reference and for making recommendations to the Finance and Audit Committee as appropriate.</p> <p>The Committee Chair is also responsible for the leadership of the IT Committee, including meeting schedules, the approval of agendas, presiding over meetings and determining committee work plans.</p>
Frequency of Meetings and Manner of Call	Meetings will be held quarterly or as necessary at the call of the Chair. To ensure alignment in discussions, IT Committee of the Board (IT CoB) meetings will be scheduled a few weeks in advance of the Finance & Audit Committee (F&A) meetings.
Quorum	Sixty six percent (66%) of Voting Members or 4 Voting Members, one of whom must be a Trustee of the Board.
Resources	Executive Vice President, Technology & Innovation
Reporting	The Finance and Audit Committee of the UHN Board of Trustees
Date of Last Review	February 5, 2018