

Transformation Board Terms of Reference

Section 1 - Establishment

(1) The Transformation Board provides governance and oversight of all transformational digital initiatives proposed and implemented at the University.

Section 2 - Functions and Responsibilities

(2) The Transformation Board will provide decision-making, guidance, recommendations and governance over a range of matters relating to the prioritisation and delivery of the programs of digital transformation work across the University, including, but not limited to the following:

- a. Oversight and monitoring of major information technology (IT) projects;
- b. Consider and approve, as part of the budget process, all significant IT initiatives each year;
- c. Monitor the progress and performance of significant IT initiatives, e.g. major projects;
- d. Note progress of all other IT initiatives;
- e. Approve the Digital Technology Solutions Maturity Action Plan and monitor its implementation; and
- f. Receive and consider proposals from DTS targeted at transformation in technology use, service delivery models, and processes generally.

Section 3 - Membership

(3) Membership of the Transformation Board will comprise:

- a. Vice-Chancellor (Chair);
- b. Provost; and
- c. Vice-President Corporate and Chief Financial Officer.

(4) The Chair may co-opt additional members as deemed necessary.

(5) Other persons may be invited by the Chair as required depending on the risk and issues for consideration.

(6) The Chief Information and Digital Officer has a standing invitation as a guest.

Section 4 - Chair

(7) The Vice-Chancellor will be Chair of the Transformation Board.

Section 5 - Secretary

(8) The Chair will nominate a secretary for the Transformation Board.

Section 6 - Terms of office

(9) Members of the Transformation Board shall serve for terms consistent with their tenure in their respective positions.

Section 7 - Quorum

(10) At a meeting of the Transformation Board, quorum is constituted as two thirds of members of the Transformation Board.

Section 8 - Meetings

(11) The Transformation Board will meet at least bi-monthly, and the Chair may call additional meetings if necessary.

(12) Matters requiring a resolution or recommendation by the Transformation Board are to be determined by simple majority. In the event of a tied vote, the Chair will have a casting vote.

Section 9 - Agenda

(13) The agenda is to be distributed with supporting documentation normally at least seven (7) days prior to the meeting date.

Section 10 - Minutes

(14) Meeting minutes and action items will be made available within two weeks of the meeting.

(15) The minutes will detail the item under discussion, the main points of the discussion, the resolution reached and the primary reasons for reaching that determination.

Section 11 - Conflicts of interest

(16) Where a member has an actual, potential or perceived conflict of interest regarding an agenda item, they must declare this to the Chair at the commencement of discussion of the item, and be prepared to excuse themselves from the discussion, or the room, if required, as per the terms of the [Conflicts of Interest Policy](#).

Section 12 - Non-Compliance

(17) Non-compliance with governance documents is considered a breach of the [Code of Conduct - Employees](#) or the [Code of Conduct - Students](#), as applicable, and is treated seriously by the University. Reports of concerns about non-compliance will be managed in accordance with the applicable disciplinary procedures outlined in the [Charles Darwin University and Union Enterprise Agreement 2025](#) and the [Code of Conduct - Students](#).

(18) Complaints may be raised in accordance with the [Complaints and Grievance Policy and Procedure - Employees](#) and [Complaints Policy - Students](#).

(19) All staff members have an individual responsibility to raise any suspicion, allegation or report of fraud or corruption in accordance with the [Fraud and Corruption Control Policy](#) and [Whistleblower Reporting \(Improper Conduct\) Procedure](#).

Status and Details

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Glossary Terms and Definitions

"University" - Charles Darwin University, a body corporate established under section 4 of the Charles Darwin University Act 2003. The University is comprised of the various faculties, CDU TAFE, organisational units, and formal committees, including the governing University Council and Academic Board.