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Terms of Reference
Physical and Digital Infrastructure Committee

The Board of Regents shall appoint a Physical and Digital Infrastructure Committee in accordance with the following terms:

Mandate

The Physical and Digital Infrastructure Committee shall provide oversight, stewardship, and strategic direction of the University's physical and digital infrastructure.

The Committee will ensure that best practices are reflected in the planning and development of Memorial University's campus property and infrastructure, taking into account the environmental, economic, cultural, and societal implications of such developments.

Responsibilities

The Physical and Digital Infrastructure Committee shall be responsible for the following:

1. To provide advice and information with regard to campus planning and development to the Board in fulfilling its obligations pursuant to the applicable sections of the *Memorial University Act*.
2. To oversee the integrity and adequacy of the University's digital and physical assets and infrastructure in supporting strategic objectives, evaluate their environmental, economic, cultural, and societal impacts on the University community, and ensure compliance with relevant occupational health and safety legislative requirements in all applicable projects.
3. To provide oversight of key Information Technology (IT) related areas such as:
    a. data management and governance.
    b. privacy and protection of personal and sensitive information.
    c. cyber and data security and information technology system controls.
    d. disaster recovery and incident response planning.
4. To ensure that long-range planning is undertaken to enable informed decisions on property and building renovations, construction, space management, IT infrastructure updates, and maintenance matters.

5. To consider for recommendation to the Board of Regents proposals for major capital projects, IT investments, general planning for physical facilities and digital assets, acquisitions, and sale of real property, ensuring alignment with the University's strategic priorities and risk appetite.
6. To initiate the process leading to major capital projects by recommending to the Board of Regents a prioritized list of capital projects in response to existing and anticipated program needs.
7. To monitor and oversee the governance of major capital projects and advise the Board to ensure that such projects are on schedule, on budget, and meet the needs of stakeholders. Governance for the successful delivery of major capital projects can be delegated to a sub-committee (e.g., Core Science Facility Capital Project Governance Sub-Committee), which reports to this Committee on a regular basis.
8. To advise the Board on facilities use and occupancy in response to present and future needs extending at least five years into the future as delineated in Campus Plan(s) and based on institutional plans and their needs.
9. To make recommendations to the Board respecting the naming of buildings and other properties.
10. Seek optimal return on those core lands and facilities not currently required for the University's teaching and research mission.

Composition

The Physical and Digital Infrastructure Committee of the Board shall be composed of:

Voting Members

- At least Six (6) members from the Board of Regents to be appointed by the Chair of the Board, who shall designate one (1) member to be Chair and one (1) member to be Vice-Chair;
- The Chair of the Board of Regents;
- The President and Vice-Chancellor;
- The Provost and Vice-President (Academic).

Non-Voting Ex-Officio Members

- Executive Director, Office of the Board of Regents;
- General Counsel;
- Other individuals invited by the Committee Chair as necessary.

The Office of the Board of Regents will assign a non-voting secretary to the Committee.

The appointed members shall serve for two years.

Quorum

Quorum shall be a majority of voting members.

Meetings

The Committee shall normally meet in advance of each regular meeting of the Board.

Special meetings of the Committee shall be held as agreed by the Committee or as called by the Chair of the Committee or of the Board.

Delegated Authorities

- Exercise authority delegated to the Committee by the Board with regard to the implementation of individual construction and ongoing capital renewal, including approval of site selection, the appointment of relevant professional service providers (i.e., Architectural services) and consultants, and approval of design, tendering and awarding of contracts.

Reporting and Deliverables

- Reviewing annually reports on relevant strategic plans and related documents.
- Reviewing annually reports on the implementation of multi-year and other operational plans to address the University's physical and digital infrastructure renewal, including deferred and ongoing capital renewal and maintenance.
- Receive regular reporting:
    - on approved capital projects and monitor progress.
    - February, April, September and December -- the Informational IT Project Portfolio Report (summary, key project updates, compliance updates, appendix of all projects).
    - April: Cybersecurity Update from the OCIO's Director Information Protection & Security.
    - June: Annual OCIO Report (operational review, delivered projects, key benefits, priorities for the new fiscal year).
- Receive updates related to significant accessibility and sustainability initiatives.
- Report any relevant policy and sustainability needs related to the areas of Physical and Digital Infrastructure to the Executive Committee for consideration.