

Mission

The Innovation and Technology Committee (Committee) assists the Board of Directors (Board) of ISACA in its oversight of ISACA's internal information technology projects and initiatives as well as ISACA's development of new products and services. The Committee assists the Board in the review and evaluation of our major product lifecycle management and product development efforts. This can include technology plans and strategies, certifications, content development, and opportunities associated with our product/platform development investments.

In its capacity, the Committee shall review ISACA's overall capabilities and strategic direction in matters of innovation and technology, guiding investment in research and development and other technological initiatives, and to identify risks that could have a material impact on ISACA's long-term strategic goals to be shared with the Audit and Risk Committee.

Membership

The Committee shall be comprised solely of members of the Board (Directors) who are not employees of ISACA and shall have at least three members. Each member of the Committee shall meet the independence standards as provided in the Governance Principles of the Board. At least one member of the Committee should have experience as a Chief Technology Officer and at least one member of the Committee should have experience as a Chief Product Officer.

Committee members are appointed by the Board at the first Board meeting after the Annual General Meeting and serve one-year terms or until the new Committee is appointed. The Board will also select the Chair and Vice Chair of the Committee. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Board may appoint additional members to the Committee at its discretion or remove any member from the Committee at any time with or without cause.

Meetings

The Committee shall meet as often as it determines is appropriate, but not less than four

times per annum. Meetings may be in person or virtual. There must be at least three members of the Committee present to conduct a meeting. The Chair of the Committee or the Vice Chair (if the Chair is not available) shall preside at all meetings of the Committee and shall set the agenda.

The Committee will keep adequate minutes of its proceedings and shall report on actions taken and significant matters reviewed by the Committee to the Board at the next regularly scheduled Board meeting following a Committee meeting. In addition, summarized minutes from Committee meetings separately identifying monitoring activities from approvals shall be available to each Board member at least one week prior to the subsequent Board meeting. Committee members will be furnished with copies of the minutes of each meeting and may take any action by a majority vote of the members present for the meeting or by unanimous written consent, including by e-mail or other electronic means, of all members of the Committee.

The Committee shall provide the Board with regular reports of the Committee's activities and review with the Board any issues that arise with respect to ISACA's compliance with legal or regulatory requirements or any other matter the Committee determines is necessary or advisable to report to the Board.

Authority

The Committee has the authority to engage advisers when it deems appropriate, including approval of fees and terms of retention, with the prior permission of the Board, and shall be provided the necessary resources for such purposes. The Committee may ask for and obtain assistance from ISACA's legal counsel without prior approval from the Board or CEO.

Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of ISACA and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Duties and Responsibilities

The Committee shall provide governance and oversight, make recommendations, and offer advice to the Board and Staff on the following:

1. Provide oversight and guidance on ISACA's approach and effectiveness for technical and commercial innovation including research, development, content, certifications, engineering, program, and technological initiatives as well as innovation appetite, principles, and goals.
2. Review product development portfolio and roadmap quarterly.
3. Review the innovation and technology acquisition process to assure ongoing business growth.
4. Provide input to the Compensation Committee regarding the suitability of ISACA's workforce to lead its innovation and technology strategy and initiatives.
5. Review Research and Development and outside development partnerships.
6. Determine success by specifying the metrics and reporting that the innovation and technology program will be held against and review the metrics quarterly.
7. Review annually the product and technology investment plans.
8. Review key digital trust trends that may affect our strategic product plan.
9. Ensure the technologies, products, and other activities in which ISACA is investing are consistent with the overall strategy.
10. Periodically review the overall intellectual property strategy.
11. Assist the Board in its oversight of ISACA's investments in technology, including through acquisitions and other business development activities.
12. Report any new or emerging risks to the Audit & Risk Committee.

Charter Review

- The Committee will review, annually at a minimum, the Committee's Charter and recommend any proposed changes to the Nominating and Governance Committee for Board approval.

The Innovation & Technology Committee Charter was reviewed and endorsed by the Governance & Nominating Committee on July 13, 2022. The charter was approved by the ISACA Board on July 22, 2022.