

# Bylaws of the Information Technology Strategy Board

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## ARTICLE I - NAME; PURPOSE; MEMBERSHIP.

**Section 1: Name.** The name of the organization shall be the “Information Technology Strategy Board,” also referred to as the “IT Strategy Board” or “Board.”

**Section 2: Creation.** The North Carolina General Assembly created the Information Technology Strategy Board by Session Law 2019-200, s. 11 and made effective 21 August 2019.

**Section 3: Purpose.** The purposes of the Information Technology Strategy Board are to advise the State Chief Information Officer (State CIO) and the NC Department of Information Technology (NC DIT) on information technology initiatives for the State and to exercise its powers and duties provided in G.S. § 143B-1337(b).

**Section 4: Reporting.** The IT Strategy Board is required by G.S. §143B-1337(d) to submit periodic reports on projects that have been recommended, the status of those projects, and the most recent version of its five-year prioritization plan to the Joint Legislative Oversight Committee on Information Technology and the Fiscal Research Division on or before January 1 of each year.

**Section 5: Membership.** The Information Technology Strategy Board members are appointed as provided in G.S. §143B-1337(a).

**Section 6: Removal of Information Technology Strategy Board Members.** The Governor or the member of the General Assembly who appointed an IT Strategy Board member may remove that member for using improper influence in accordance with G.S. §143B-13(c). The Governor may remove any member of the Information Technology Strategy Board for misfeasance, malfeasance, or nonfeasance in accordance with G.S. §143B-13(d).

**Section 7: Vacancies.** All members of the Information Technology Strategy Board shall remain in office until their successors are appointed and qualified. A vacancy in an appointment made by the Governor shall be filled by the Governor for the remainder of the unexpired term. A vacancy in an appointment made by the General Assembly shall be filled in accordance with G.S. §120-122. A person appointed to fill a vacancy must qualify in the same manner as a person appointed for a full term.

## ARTICLE II - POWERS AND DUTIES; MEETINGS.

### Section 1: Information Technology Strategy Board Powers and Duties

The IT Strategy Board shall have the following powers and duties as defined by G.S. §143B-1337(b):

- (1) To advise the State CIO on policies and procedures to develop, review, and update the State Information Technology Plan.
- (2) To establish necessary committees to identify and share industry best practices and new development and to identify existing State information technology problems and deficiencies.

- (3) To establish guidelines regarding the review of project planning and management, information sharing, and administrative and technical review procedures involving State-owned or State-supported technology and infrastructure.
- (4) To establish ad hoc technical advisory groups to study and make recommendations on specific topics, including work groups to establish, coordinate, and prioritize needs.
- (5) To assist the State CIO in recommending to the Governor and the General Assembly a prioritized list of enterprise initiatives for which new or additional funding is needed.
- (6) To recommend business system technology projects to the Department and the General Assembly that meet the following criteria:
  - a. A defined start and end point.
  - b. Specific objectives that signify completion.
  - c. Designed to implement or deliver a unique product, system, or service pertaining to business system technology.
- (7) To develop and maintain a five-year prioritization plan for future business system technology projects.

**Section 2: Service of IT Strategy Board Members.** Members of the Board shall faithfully exercise their powers and duties. Board members must not be employed by, or serve on the board of directors or other corporate governing body of, any vendor providing information systems, computer hardware, computer software, or telecommunications goods or services to the State.

**Section 3: Compensation.** The members of the Information Technology Strategy Board shall receive no salary for their services, but may receive subsistence and travel allowances in accordance with G.S. §138-6 and the Office of State Budget and Management Budget Manual.

**Section 4: Oath.** As the holder of an office, each member of the Information Technology Strategy Board must take the oath required by Section 7 of Article VI of the North Carolina Constitution before assuming the duties of a Board member.

**Section 5: Terms.** Members of the Board appointed by the Governor shall serve terms of four years with the initial term expiring January 1, 2021. Members of the Board appointed by the General Assembly shall serve terms of two years with the initial term expiring January 1, 2021. This provision may be modified or superseded by any Act of the General Assembly establishing term limits or terms of appointment.

**Section 6: Chair and Vice-Chair.** The IT Strategy Board Chair shall be the State CIO or designee as provided by G.S. §143B-1337. The Board shall select a vice-chair annually from the appointed members by simple majority vote. The vice-chair term of office shall be one year.

**Section 7: Designees.** Only ex-officio members of the Board that serve by virtue of their official position may designate other persons to attend meetings on their behalf. Individual persons appointed by the Governor or the General Assembly may not designate others to participate in meetings on their behalf.

**Section 8: Conduct of Business.** The IT Strategy Board may use any appropriate communication technology to conduct its business, including, but not limited to, audio conferencing, video conferencing, electronic mail, or internet-based applications. All meetings will be conducted in conformance with the open meetings laws and public records laws of the State. Meetings may be conducted in an informal manner by the IT Strategy Board Chair, but Robert's Rules of Order (newly revised) may be invoked at any time by the Chair upon request of a majority of the members present.

**Section 9: Meetings.** The Board shall meet at least quarterly. These Bylaws govern the meeting procedures of the IT Strategy Board.

**Section 10: Special Meetings.** Special meetings may be called by the Board Chair or by a majority vote of the Board members. Special meetings of the Board require at least forty-eight (48) hours' notice by electronic mail.

**Section 11: Notice.** The Information Technology Strategy Board Chair shall notify Board members of the dates of regular Board meetings. Additional notice shall be given to each Board member by electronic mail at least ten (10) days prior to regular meetings.

**Section 12: Quorum.** A quorum shall consist of a simple majority of the IT Strategy Board members, exclusive of vacancies, before business can be transacted or motions made or passed.

**Section 13: Voting.** It shall be the responsibility of every IT Strategy Board member to vote on every item called for a vote unless the member has a conflict of interest. Each voting member shall have one (1) vote on each issue that comes before the Board. A designee who is representing an ex-officio IT Strategy Board member may participate in discussion but shall not have a vote on any issues that come before the Information Technology Strategy Board. A simple majority of the votes cast on any issue, except amendment of these Bylaws, will establish the Board's decision.

**Section 14: Conflict of Interest.** If any member of the IT Strategy Board is interested either directly or indirectly, or is an officer or employee of or has an ownership interest in any firm or corporation, not including units of local government, or is interested directly or indirectly in any State contract discussed by the Board, the member must disclose the interest to the Board. The Board must set forth the disclosure in the minutes of the meeting. The member having an interest may not participate in the discussion, review or consultation regarding any relevant contract contemplated by the State.

**Section 15: Clerical Services and Records.** Clerical and other services required by the Board will be provided by NC DIT pursuant to GS §143B-1337(a). NC DIT's staff shall also be responsible for keeping records of IT Strategy Board activities, overseeing the taking of minutes at all Board and Committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that Board records are maintained.

### **ARTICLE III – COMMITTEES.**

**Section 1: Committees.** The IT Strategy Board may establish necessary committees to identify and share industry best practices and new development, and to identify existing State information technology problems and deficiencies. Committees may be established by the Chair or by majority vote of the Board.

**Section 2: Chairs and Vice-Chairs.** The IT Strategy Board Chair shall appoint all Committee Chairs and Vice-Chairs, if needed.

**Section 3: Membership.** Committees shall have a minimum of one (1) voting members of the IT Strategy Board. Any Committee may also include persons who are not IT Strategy Board members at the discretion of the Committee Chair and upon approval of the IT Strategy Board Chair. Non-Board members of committees may be selected from agencies of the State or from the public having if they have particular subject matter knowledge and expertise. The Information Technology Strategy Board may give public notice of its desire to select non-Board members and may seek recommendations for such members from the Chair. The Committee Chairs shall forward names of individuals from the public who are interested in serving as non-Board members to the Information Technology Strategy

Board Chair for approval. Non-Board committee members may not participate in official votes of any Committee, unless such privilege is granted by the IT Strategy Board Chair.

**Section 4: Meetings.** Committee chairs shall call meetings in a timely manner to complete the business of their Committees. NCDIT staff shall be responsible for securing a location and providing all Committee members with notices of meetings and meeting materials.

**Section 5: Reporting.** The Chair of each Committee or designee shall report to the IT Strategy Board if there are items for discussion from their Committee or for decision making by the Board at each Board meeting. The majority opinion of the Committee shall be reported to the IT Strategy Board. Committee recommendations, if presented for action by the Board, shall not require a second prior to discussion or vote on the recommendation.

#### **ARTICLE IV – TECHNICAL ADVISORY GROUPS.**

**Section 1: Technical Advisory Groups.** The IT Strategy Board may establish Ad Hoc Technical Advisory Groups to study and make recommendations on specific topics, including work groups to establish, coordinate, and prioritize information technology needs. Advisory Groups shall be created by the Chair or by majority vote of the Board.

**Section 2. Membership.** The membership of Ad Hoc Technical Advisory Groups may include IT Strategy Board members, staff of NCDIT, industry stakeholders, subject matter experts, and members of the public having an interest in information technology initiatives or projects relevant to the Advisory Group.

**Section 3: Reporting.** Ad Hoc Advisory Groups shall report to the IT Strategy Board if there are items for discussion at each Board meeting. The majority opinion of the Advisory Group shall be reported. Advisory Group recommendations, if presented for action by the IT Strategy Board, shall not require a second prior to discussion or vote on the recommendation.

#### **ARTICLE V - AMENDMENTS.**

**Section 1: Amendments.** These Bylaws may be amended by a two-thirds majority vote of the IT Strategy Board. Proposed amendments must be submitted in writing to the Chair at least thirty (30) days prior to a vote on said amendment to be sent out with regular Information Technology Strategy Board announcements.

These Bylaws were approved at a meeting of the Information Technology Strategy Board North Carolina on [insert date].

By:     The North Carolina Information Technology Strategy Board