

12585. RESOLUTION 26-23 – ESTABLISHES AN AD HOC INFORMATION TECHNOLOGY GOVERNANCE COMMITTEE (“ITGC”)

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is a body politic and an agency of the State of Delaware and the State of New Jersey; and

WHEREAS, the Authority was created in 1962 by a Compact between the States of Delaware and New Jersey with the consent of Congress; which Compact was amended in 1990; and

WHEREAS, the terms the Compact authorize the Authority to adopt By-Laws to govern the conduct of its Board of Commissioners; the Authority exercised said authority through the adoption of its current By-Laws by Resolution 04-16, with subsequent amendments to adopted by Resolution 05-21 and Resolution 08-31; and

WHEREAS, the Authority periodically reviews its corporate governance to ensure it is accountable, meets the objectives for which the Authority was created and is in the best interest of the public; and

WHEREAS, Article VIII, Section 8.1, “the Chairperson, in consultation with the Vice-Chairperson, may establish additional standing committees or may appoint such ‘ad-hoc’ committees as deemed desirable”; and

WHEREAS, the Chairperson and Vice-Chairperson have determined that it is in the Authority’s best interest to establish an ad-hoc Information Technology Governance Committee (“ITGC”) to exercise oversight to ensure alignment between IT initiatives and operations to the current and future strategic objectives of the Authority.

NOW, THEREFORE, BE IT RESOLVED, an ad hoc Information Technology Governance Committee is created as follows:

The Ad Hoc ITGC shall consist of six (6) members; three from each State. The ITGC:

- (a) shall have oversight of the Authority’s IT policy framework, systems implementation and governance process
- (b) shall, in conjunction with the Budget and Finance and Governance and Audit Committees, align IT needs and associated risks with the Authority’s overall mission and strategic plan.
- (c) shall be dissolved upon direction of the Chairperson upon notice of said dissolution in the minutes of a regularly scheduled board meeting.

Resolution 26-23 was moved by Commissioner Ratchford, seconded by Commissioner Wilson "as amended to reduce the number of members from three (3) from each State to one (1) from each State", and was approved by a roll call vote of 11-0.

Resolution 26-23 - Executive Summary Sheet

Resolution: Establishes an Ad Hoc Information Technology Governance Committee (“ITGC”)

Committee: N/A

Committee Date: N/A

Board Date: April 21, 2026

Purpose of Resolution: Establishes an ad hoc IT Governance Committee to ensure alignment of IT initiatives and operations to current and future strategic objectives of the Authority.

Background for Resolution:

The Authority desires to establish an ad hoc IT Governance Committee to ensure that the Authority is prepared to meet next generation technology challenges including but not limited to open road tolling, AI, data privacy and increased prevalence of global cybersecurity threats