

**CHARTER OF THE  
TECHNOLOGY AND INFORMATION SECURITY  
COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
HURON CONSULTING GROUP INC.  
ADOPTED AS OF July 28, 2020**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Technology and Information Security Committee (“the Committee”) of the Board of Directors (the “Board”) of Huron Consulting Group Inc. (the “Corporation”) is to oversee the Corporation’s (i) technology-related strategies and significant investments in support of such strategies and the performance and operational impacts of technology on the Corporation and (ii) technology and related risks, including information security, data protection, cybersecurity, vendor, fraud, and business continuity risks. The Committee will advise the Board on technology-related matters in coordination with the Audit Committee.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Formal action taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is in attendance. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate, but no less than one time per calendar year.

## **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

### ***A. Oversight of Technology-related Strategies and Operations***

The Committee shall have the following duties and responsibilities with respect to overseeing the Corporation's technology-related strategies and significant investments in support of such strategies and the performance and operational impacts of technology on the Corporation:

- (a) Review the Corporation's technology-related strategies and, as appropriate, make recommendations to the Board regarding scope, direction, quality, investment levels and execution of such strategies.
- (b) Monitor and evaluate existing and future trends in technology that may affect the Corporation's strategic plan.
- (c) Receive periodic reports from management related to the Corporation's significant technology-related initiatives, including technology investments and expenditures, benefits, risks, timelines and deployment plan, and performance.
- (d) Receive periodic reports from management concerning technology-related operations, including software development project performance, technical operations performance, technology architecture and technology investments.
- (e) Review the adequacy of processes, tools and leadership connected with the Corporation's technology-related strategies and ongoing technology operations.

### ***B. Oversight of Technology and Related Risks***

The Committee shall have the following duties and responsibilities with respect to overseeing the Corporation's technology and related risks:

- (f) Review the major technology and related operational risk exposure of the Corporation, including information security, data protection, cybersecurity, vendor, fraud, and business continuity risks and the steps management has taken to monitor and control such exposures.
- (g) Review or discuss, as and when appropriate, with management the Corporation's risk management and risk assessment guidelines and policies regarding technology and related operational risks.

### ***C. Coordination with Management and Other Board Committees***

The Committee shall coordinate with management and with the Audit Committee (which coordination may be through the Committee Chair) to ensure that the committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and any additional guidelines and policies deemed appropriate.

### ***D. Other Authority***

The Committee shall:

- (h) Review and assess the adequacy of this Charter on an annual basis.
- (i) Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.
- (j) Make such recommendations with respect to any of the above and any other matters as the Committee deems necessary or appropriate.

## **V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary.

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