
**Corporate governance of information
technology**

Gouvernance des technologies de l'information par l'entreprise

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Foreword

ISO (the International Organization for Standardization) and IEC (the International Electrotechnical Commission) form the specialized system for worldwide standardization. National bodies that are members of ISO or IEC participate in the development of International Standards through technical committees established by the respective organization to deal with particular fields of technical activity. ISO and IEC technical committees collaborate in fields of mutual interest. Other international organizations, governmental and non-governmental, in liaison with ISO and IEC, also take part in the work. In the field of information technology, ISO and IEC have established a joint technical committee, ISO/IEC JTC 1.

International Standards are drafted in accordance with the rules given in the ISO/IEC Directives, Part 2. The main task of the joint technical committee is to prepare International Standards. Draft International Standards adopted by the joint technical committee are circulated to national bodies for voting. Publication as an International Standard requires approval by at least 75 % of the national bodies casting a vote.

Attention is drawn to the possibility that some of the elements of this document may be the subject of patent rights. ISO and IEC shall not be held responsible for identifying any or all such patent rights.

ISO/IEC 38500 was prepared by Standards Australia (as AS8015:2005) and was adopted, under a "fast-track procedure", by Joint Technical Committee ISO/IEC JTC 1, *Information technology*, in parallel with its approval by national bodies of ISO and IEC.

ISO/IEC 38500 is a high level, principles based advisory standard. In addition to providing broad guidance on the role of a governing body, it encourages organizations to use appropriate standards to underpin their governance of IT.

At the time of publication of this standard, JTC1 is continuing efforts to develop further documents relating to governance of Information Technology. These documents, which are likely to be released in the future as ISO/IEC Technical Reports and, possibly, as Standards, are expected to address a range of topics including:

- Governance of Projects involving IT Investment
- Governance of IT used in ongoing Business Operations

Introduction

The objective of this standard is to provide a framework of principles for Directors to use when evaluating, directing and monitoring the use of information technology (IT) in their organizations.

Most organizations use IT as a fundamental business tool and few can function effectively without it. IT is also a significant factor in the future business plans of many organizations.

Expenditure on IT can represent a significant proportion of an organization's expenditure of financial and human resources. However, a return on this investment is often not realized fully and the adverse effects on organizations can be significant.

The main reasons for these negative outcomes are the emphasis on the technical, financial and scheduling aspects of IT activities rather than emphasis on the whole business context of IT use.

This standard provides a framework for effective governance of IT, to assist those at the highest level of organizations to understand and fulfil their legal, regulatory, and ethical obligations in respect of their organizations' use of IT. The framework comprises definitions, principles and a model.

This standard is aligned with the definition of Corporate Governance that was published as a Report of the Committee on the Financial Aspects of Corporate Governance (the Cadbury Report) in 1992. The Cadbury Report also provided the foundation definition of Corporate Governance in the OECD Principles of Corporate Governance in 1999 (revised in 2004). Users of this standard are encouraged to familiarise themselves with the Cadbury Report and the OECD Principles of Corporate Governance.

Governance is distinct from management, and for the avoidance of confusion, the two concepts are clearly defined in the standard.

While this standard is addressed primarily to the governing body, which may in turn direct that certain actions be taken by the management of the organization, it also allows that, in some (typically smaller) organizations, the members of the governing body may also occupy the key roles in management. In this way, it ensures that the standard is applicable for all organizations, from the smallest, to the largest, regardless of purpose, design and ownership structure.

The standard is also intended to inform and guide those involved in designing and implementing the management system of policies, processes, and structures that support governance.