



Quayside Committee Meeting – January 17, 2018
Item 6.c) – Quayside Digital Governance Advisory Panel
Meg Davis, Chief Integration Officer

Agenda Item	6.c) Quayside Digital Governance Advisory Panel Mandate
Purpose	For Information and discussion. This item will involve a review and discussion of Mandate for the Quayside Digital Governance Advisory Panel proposed by Management.
Key Message	The Digital Governance Advisory Panel will provide advice based on international best practices for the digital governance of the Quayside Project.
Areas of note/ Key issues	Given the breadth of scope for this project, a structure must be established that captures all work involved in developing the MIDP and achieving project objectives, and which facilitates necessary oversight from the WT/SWL leadership. A structure and process(es) must ensure sufficient integration between work streams, effectively identifying key dependencies in a timely manner.
Expected Outcome	Quayside Committee will review and provide feedback to Management.
Key Takeaways/ Next Steps	Implementation project structure and process(es).

TORONTO WATERFRONT REVITALIZATION CORPORATION

Quayside Digital Advisory Panel Mandate

1. Role and Responsibilities

The role of the Digital Strategy Advisory Panel (the “**Panel**”) is to assist the management and Board of Directors (the “**Board**”) and Quayside Committee of the Board of Directors (the “**Quayside Committee**”) of the Toronto Waterfront Revitalization Corporation (the “**Corporation**”) in fulfilling its oversight responsibilities with respect to Quayside Matters specific to the digital strategy of the project (as defined below). The Panel will conduct their duties in accordance with the laws of Canada and Ontario.

The Panel is responsible for ensuring that international best practices are considered by Management as the project proceeds and that the project proceeds in a manner which preserves and protects the public good. It will provide advice on communicating and consulting with governments, the public and other stakeholders about the digital issues under consideration. The Panel will provide insight and advice for both policy and business term development.

(a) Quayside Matters

The Panel will provide independent strategic review and advice for recommendation to Management on:

- (i) the arrangement(s) with or relating to the Innovation and Funding Partner (“IFP”) selected by the Corporation under Request for Proposals 2017-13 (“RFP”) with regard to specific elements regarding the digital strategy of the project, including, but not limited to:
 - a. Privacy – management of personally identifiable information, consent, opt-out, third party data sharing
 - b. Cybersecurity – platform, device and individual.
 - c. Data – including storage, access, standards, open versus private data, third party sources and provisioning, data sovereignty, data monetization.
 - d. Intellectual Property – data and solution ownership, inclusion of research parties, patent and copyright, revenue sharing, digital/non-digital integration considerations.
 - e. Architecture – open data and APIs, redundancy, alternate solutions/failsafe methodologies

- f. Service Levels – solution levels, warranties, resolution pathways for highly innovative solutions

which are referred to collectively hereinafter as “Quayside Digital Matters”.

(a) **Governance Framework and Protocols**

The Panel will provide independent strategic review and advice for recommendation to the Management on appropriate digital strategy framework(s) and protocols for oversight of Quayside Matters (the “Digital Governance Framework and Protocols”). Without limitation, the Governance and Framework Protocols will address:

- (i) consultation with the Innovation and Funding Partner to gain a fulsome understanding of their approaches to the Quayside Digital Matters;
- (ii) the process to select third parties to be engaged in connection with Quayside Digital Matters.
- (iii) Interfacing with the appropriate government departments and ministries to advance the local, provincial and national policy discussions on the digital strategy matters defined above.
- (iv) the process to establish sub-panels on an ad hoc basis to consider specific elements of the Quayside project.

(b) **Policy**

For greater certainty, the Panel will independently review and evaluate for recommendation to Management and the Board, the policies relating to the Quayside Digital Matters or to any adjacent business arrangements proposed by the Corporation’s management as required by the Digital Strategy Framework and Protocols; and

(c) **Core Principles/Risk Management**

The Panel will:

- (i) provide strategic review and advice concerning core principles and activities relevant to this Mandate; and
- (ii) provide advise on risk related tasks assigned to it by the Board’s Finance, Audit and Risk Management Panel as communicated to the Chair(s) of the Advisory Panel by Management.

(d) **Assessment**

The Panel will as and when desirable or necessary and at least annually, review this Mandate and the performance of this Panel in relation to the Mandate.

2. Authority

- (a) The Quayside Committee of the Board authorizes Management to:
 - (i) Carry out its responsibilities as set out in this Mandate without limitation including, the following:
 - (ii) Invite any others it deems to have relevant experience and expertise, to attend, or participate in, its meetings and proceedings; and
 - (iii) Communicate expectations and the nature, timing and extent of the Panel's informational needs to the Board, the IFP, and Governments as appropriate.
- (b) The Quayside Committee of the Board authorizes the Panel to:
 - (i) Carry out its responsibilities as set out in this Mandate;
 - (b) The Panel may recommend to Management and the Quayside Committee, in cooperation with the Board's Finance, Audit and Risk Management Panel, engagement of third party consultants or other experts to examine or consider a specific matter or area or to perform a supplemental review or audit.

3. Composition and Procedures

- (a) The Panel will be appointed by the [Quayside Committee/Management] or as the Board directs and include no less than one member of the Board. The Panel will be chaired by a person or persons appointed by the Panel (the "**Panel Chair**" or "**Panel Co-Chairs**" as the case may be). The Corporate Secretary of the Board will be the Secretary of the Panel.
- (b) Each member will serve at the pleasure of the [Quayside Committee/Management].
- (c) The [Quayside Committee/Management] may fill vacancies in the Panel. If a vacancy exists on the Panel, the remaining members may exercise all Panel powers so long as a quorum remains.
- (d) The Panel will meet as frequently as may be required.
- (e) The Panel Chair or Panel Co-Chairs or any two members of the Panel may call meetings.
- (f) Unless waived by all members, notice of each meeting of the Panel confirming the date, time, place and agenda of the meeting, together with any supporting materials, must be given to each member at least two (2) business days before the date of the meeting.

- (g) The Panel Chair or Co-Chairs, in consultation with the Chair(s) of the Quayside Committee where appropriate, shall review and approve the agenda for each meeting of the Panel as proposed by management.
- (h) A quorum for a meeting of the Panel is a majority of members present in person or by teleconference. In the absence of the Panel Chair or Panel Co-Chairs, the other members of the Panel may appoint one of their members to chair the meeting.
- (i) The powers of the Panel may be exercised at a meeting where a quorum is present. Decisions of the Panel shall be made by consensus.
- (j) The Chair of the Board or a Board member, if not a member of the Panel, may attend any meeting of the Panel in an ex-officio capacity and will not vote.
- (k) The Chief Executive Officer and Vice President Innovation, Sustainability and Prosperity will be invited to all meetings of the Panel.
- (l) External Legal Counsel may be invited to participate in the Panel discussions by Management as appropriate.
- (m) The Secretary of the Panel will prepare and keep minutes of each Panel meeting. Minutes will be available to each Panel member and to any other Director who may properly request them.
- (n) The Panel Chair or Co-Chairs will report to the Quayside Committee, as appropriate, following meetings of the Panel either directly or through Management as appropriate and consistent with the established protocols.