



WATERFRONT TORONTO DIGITAL STRATEGY ADVISORY PANEL

MEETING #3 - MINUTES
August 16, 2018 - 1:00pm - 4:00pm
Waterfront Toronto, Boardroom
20 Bay Street, Suite 1310
Toronto, Ontario

PRESENT: Charles Finley
Kurtis McBride
Saadia Muzaffar
Carlo Ratti
Jutta Treviranus
Kevin Tuer
Mark Wilson

VIA REMOTE Michael Geist (Chair) (video conference)
Alaina Aston (video conference)
Andrew Clement (video conference)
Dave Dame (video conference)
Teresa Scassa (video conference)

ABSENT: Darin Graham
Pamela Robinson

IN ATTENDANCE Michael Nobrega (Interim President & CEO, WT)
Kristina Verner (VP, Innovation, Sustainability & Prosperity, WT)
Sameer Akhtar (Senior Legal Counsel, Waterfront Toronto)
Claudia Landres-Hansen (Admin Assistant, Waterfront Toronto)
Chantal Bernier (External Legal Counsel, Dentons)
George Takash (External Legal Counsel, McCarthy-Tétrault)

1. Opening Session

a) Welcome & Introductory Remarks

Michael Geist delivered the opening remarks.

Top goal that we have is that the panel is to resolve the issues of the mandate.

Meeting called to order @ 01:03pm

Appointment of Meeting Chair - Mark Wilson will serve as chair

b) CEO's Remarks

Michael Nobrega provide some context with regard to his arrival to Waterfront Toronto as interim CEO as 2 | Page well as an overview of his background.

To date, with regard to the Sidewalk Toronto project, there is no physical development currently underway, but the planning can go in every way. However, there needs to be a business case to support the work that is currently underway in order to move forward.

Question from Kurtis McBride: What do you want from this group? What is the mandate? How can we best serve Waterfront?

Michael Nobrega: Let's step back - Who are we (Waterfront Toronto) in respect to this project?

- We are sponsors - Waterfront Toronto has soft-power.
- Those with soft-power, have the role of persuasion - help convince hard power that what needs to be done gets sufficient support.
- "We would like your help to convince hard power, that is, City Council, that what needs to be done gets sufficient support."
- Who has the hard power? City Council. They are going to rely on public perception and the input from this Panel to provide their expertise during their deliberations on the overall project.
- Given his past experience in the digital area, as Chair of the Ontario Centres of Excellence, he sees a lot of advantages of the global companies coming to Toronto.
 - For example, last year at OCE they created 10,000 jobs through SME's, startups, campus accelerators, etc.

Carlo Ratti - What are the metrics for success?

- Michael Nobrega: Let's believe it has to have a capital back-end, \$4 - \$5 Billion in investment, justifiable rate of return, at least 10%, and a larger scale than what Quayside will provide in order for any of the economies of scale to kick in.
- Question regarding the broader geography and investment

Carlo Ratti: The initial response did not answer the question

- This project is not just a real estate transaction
- What are the measures for success beyond finance?

Mark Wilson: This is the type of work that WT has been doing for years

- Real estate rate of return is a necessary baseline but the purpose of this project was more than that
- For him the motivation was really two fold:
 - 1) there was an opportunity to move the needle in terms of quality of life and sustainability

- 2) Align with global players and create economic opportunity

Michael Nobrega: Created OMERS Ventures - big supporter of the new economy

- WT needs to attract a large amount of private sector capital.
- Patient money is required to get this thing right
- Question is, who has the patient money?

Kurtis McBride: Jobs are often a proxy in the innovation economy. However, this is not necessarily the right proxy - the jobs are mobile. The greater opportunity is the IP value of the market share of the digital architecture of the City of the Future.

Kristina Verner:

- Across each of the pillars working on Sidewalk Toronto the metrics that are going used to measure success are currently being developed. This includes the public policy goals with regard to digital/ data and IP elements. For example:
 - IP sharing and rethinking private-public partnerships to ensure how the public can benefit in the long term.
 - Looking for ways for Canadians to get involved in opportunities at the ground level.
 - Rethinking the social/cultural aspects related to the digital divide.
- There are broader economic impacts that relate to this project becoming a catalytic force.
- There is urgency that as we to embrace that opportunity to help determine the path that these critical conversations will take.

Charles Finley:

- a project such as this is complex, and will require a complex evaluative framework with intersecting KPI's and that the work of this panel is that we can help WT prioritize and resolve KPI inconsistencies or conflicts with regard to the subject areas of our mandate.

Carlo Ratti:

- There are an abundance of metrics and there is a need to prioritize and create mechanisms to be able to measure this.
- Metrics can also be in conflict.

George Takach:

- Priority to ensure protocol standards do not foster monopolies, and we do not lose sight of the public objectives.
- Granularity of these issues will continue, but alliances and cooperation are what allow panel to tackle these from a broader perspective.
- The Panel will, in some ways serve as the 'conscience' of Sidewalk Toronto on these issues.

Kristina Verner:

- We need to be conscious of the other metrics that are important to stakeholders, metrics that need to be added due to the original scope and ambitions of the RFP.

-----18-minute break to resolve technical issues with feedback-----

Michael Nobrega Departure

2:01 - Return to session after technical break

Saadia Muzaffar :

- If you define the 8 pillars equally that makes it very difficult, these issues are not peers
- need to have a defined locus of values are non-negotiable and the driving forces behind other important components
- To me personally, the non-negotiable components are:
 - public interest and safety
 - stickiness of success metric used to encourage innovation (# of jobs? # of companies?), local revenue generation

2. Declarations of Conflict of Interest

- Alaina Aston: Her company is in direct communication with Sidewalk Labs, not aware of formal agreements.
- Carlo Ratti: His organization has done work with Sidewalk Labs as well (dynamic pavement in 307 Lab)
- Kurtis McBride: His company is also having conversations with Sidewalk Labs
- Charles Finley: Code for Canada also in communication with SWL. Question: At what point should we disclose a conflict?

Mark Wilson: If there is a conflict of interest related to agenda items then there is qualification for direct conflict of interest.

Kristina Verner: When a conflict is raised, be sure to do so in the context of the agenda, to ensure that materials are appropriately distributed in light of those conflicts.

Sameer Akhtar: It is always better to be closer to the side of disclosure.

George Takach: Once we get into specifics then this will need to be discussed

3. Approval of Minutes from Last Meeting

- Minutes are on workroom, shows comments and how they have been resolved.

- Need approval of the previous minutes posted in the G-suite workroom.
- Kristina: we would like to review meeting minutes earlier in the process between meetings and will be sent earlier.
- Make living notes available to the public (Saadia Muzaffar).
- Confirmed that both the living notes, and draft minutes will be made available to the public after review from the group.

Andrew Clement (Action):

- To confirm meeting Minutes and changes made by Kristina.
- They are not fully satisfactory because he wasn't able to check them.

Mark Wilson: we will defer approval of minutes until the next meeting when we will approve two sets of minutes.

Kristina Verner (Action) to add the changes to previous notes and re-distribute.

4. Panel Mandate

Michael Geist:

- 3 buckets to consider:
 - 1: Who are we as a panel. Are we a board, panel? What has Waterfront Toronto asked of this group.
 - 2: How will we function?
 - 3: Confidentiality. How will we address this and we need to cover the choices for ways to address this issue?

Kristina Verner:

- Mandate revision and comments that were submitted prior to the meeting were accepted and redistributed. However, the mandate issues need to be resolved to be able to move forward.

Mark Wilson:

- Confirming where the major changes have been made

Kristina Verner:

- Andrew Clement's recommendations in section 1.3. need to be reviewed and resolved as these are either inconsistent with the role of the panel or dealt with in subsequent sections of the document.

- The Panel does not have a relationship to Sidewalk Labs and they should not be noted in the mandate document. They are a proponent that would be deputing only. They do not have special standing.
- Consistency is very important, and the panel is what advises management, not a separate entity.
 - We already work with external groups, we wanted this to be advisory to Waterfront Toronto as part of its governance.

Andrew Clement:

- Motivation for changes:
 - His understanding was panel would represent the public interest perspective consistent with WT's mandate, and independent so views expressed would be recognized as independent.
 - If we are seen as an arm of WT, the power of what we express may be diminished.
 - Should not be seen as agents of WT. Concerned about inability to express independent views.

Chantal Bernier:

- As a point of clarification that this is to be seen in a governmental context related to Waterfront Toronto. As per the mandate that was distributed to Panelists when they were invited to participate, their role is to provide objective professional advice in the same way that public servants are apolitical and provide professional expert advice. Those in power have the ability to follow advice or not, which is inherent in the democratic process.
- Members were chosen for their deep expertise.

Charles Finley:

- These are important questions that inform how we participate in this Panel.
- The body is constituted by Waterfront Toronto, the body does not constitute itself.
- We are not representative of the public but of our own professional expertise.
- Suggested some middle ground: understanding the panel can provide individual and independent advice, knowing they are still a part of Waterfront Toronto's governance.

Mark Wilson:

- There is no restriction on the panel to make recommendations, but Waterfront Toronto reserves the right to make decisions.

Charles Finley:

- Concern still remains that there is confusion that the panel is representative of the public interest.

Saadia Muzaffar:

- Clarification regarding ownership of consultation process and exclusivity.

Kristina Verner:

- Clarified that as per the Plan Development Agreement, Waterfront Toronto is the lead on the public consultation process.

Kevin Tuer:

- Understood that he would be providing advice, but not executing.
- Dangerous if an advisory panel gains the responsibility for execution.
- He understands that his role is to provide advice, but does not speak on behalf of WT.
- Expected Waterfront Toronto to come to them with the mandate of what they want, which was provided initially, and is a bit confused/concerned about the co-creation feel that has evolved.

Kristina Verner:

- Clarification that current suggestions for amendment to the mandate amendment would place the Panel in this execution role, which is not the intent.

Mark Wilson:

- While the activities of the Panel will continue to evolve since this is a living process, Panelists agreed to serve on the basis of the initial mandate that was provided by Waterfront Toronto.

Andrew Clement:

- Acknowledges role for advice, but believes panel needs more independence to fulfill its role in reflection of democracy.
- We are trying to represent public interest in our expertise.
- We are not in the business of engaging in new actions, but hasn't yet seen substantial opportunities for public engagement that address digital governance.
- Suggesting making proposals to WT on where there are gaps in terms of the round tables and acknowledging the gaps in digital governance. (significant interference).

Teresa Scassa:

- Appreciates the value of identifying the role, however there is concern about the delay in providing even the minutes to the public.

- We need to find way to move through preliminary issues so that we can get into the more substantial matters.

Michael Geist:

- Agreement with Teresa about the time that has been spent on mandate.
- We need to be a bit higher level as a panel.

Mark Wilson:

- Suggestion: Waterfront review suggestion and send out for confirmation from the Panel.

Kristina Verner:

- All recommendations will be reviewed and a clean document will be circulated that will govern the Panel's activities.

Mark Wilson:

- The mandate should not include work program items, which is where there can be more variation.

Kristina Verner:

- Sought confirmation from the panelists if they were comfortable with this approach.

Panelists confirmed that this approach was acceptable to them.

Kristina Verner clarified the instances when confidential materials may be shared that would require a Confidentiality Agreement. As a common practice, all information that initially is treated as confidential would be moved into a public conversation as early as feasible and tracked on the confidential material log.

1. Pre commercialized/First-of-its-kind pilot technologiesThe Panel may be asked proactively assess these before they are market-ready to ensure Waterfront Toronto is considering the broader implications of these technologies. It is important to remember that the Panel serves as an advisor to Waterfront Toronto and not these companies.

2. Privileged and Confidential Information

- For example, legal agreements that are still under negotiation. This includes information that is strategically important to Waterfront Toronto and could

compromise the negotiating position of the corporation if it is prematurely released. This recently arose with the Plan Development Agreement, where Waterfront Toronto sought the Panel's feedback on the relevant schedules.

- This material was then made public once the agreement was released.

3. Draft information that will be made available publicly.

- For example, Waterfront Toronto would like to share the appropriate sections of the early drafts of the Master Innovation & Development Plan with the Panel for feedback that can inform the document.

Kurtis McBride:

- His concern is around signing a blanket NDA for theoretical companies that may or may not come in front of panel.

Kristina Verner continued:

- Waterfront Toronto has proposed three options for the Panelists to be able to proceed working through potential confidential material:
 - a. An overarching confidentiality agreement that covers all matters (some panelists have already executed one of these)
 - b. A specific item confidentiality agreement for each matter being considered in closed session (e.g. the method some panelists opted for in order to review the PDA). It was noted that this would also provide a mechanism for declaring conflicts of interest. you can declare the conflict of interest
 - c. Opt out - Panelists who choose not to enter into a confidentiality agreement would need to recuse themselves from closed session items. While this would limit their contributions to the discussion, it remains an option to ensure that all Panelists are comfortable moving forward.
- Kristina also reinforced that Waterfront Toronto remains open to "tweaks" to the documents for the first two options for individual panelists in order to address concerns. Panelists should contact Sameer Akhtar directly for these changes.

Mark Wilson

- Kurtis' concern could perhaps be dealt with through a specific Confidentiality Agreement that excluded category A (product information) but covered the other items. Category A could be dealt with on a case by case basis

George Takach:

- It is important that Panelists also are aware that, even if they are in a session bound by a Confidentiality Agreement, it is important to manage conflicts of interest. Panelists

should be aware that they can leave the room “on the fly” if needed. This will be noted in the minutes.

Carlo Ratti:

- Noted that we are likely miles away from reaching items about products that would fall into the degree of novelty contemplated.
- Suggestion: structure the discussion that encourages open conversation, but has the ability to adapt when moments come forth that could impact confidential issues. We can move into closed session if that becomes necessary

Chantal Bernier:

- Point of information: Waterfront Toronto is currently not bound under FIPPA, but does have a Freedom of Information policy that it adheres to.
- The categories described and contemplated are protected in a manner consistent with legislation.

Kevin Tuer:

- Suggestion: Ask presenters to not include anything that could be confidential, bring in your concepts but leave the confidential information at the door.

5. Panel Work Plan

- Kristina Verner walked the panelists through the initial work plan which will be revised for the next meeting. (See attached).
- While the next scheduled meeting is October 18, there has been a request for a September meeting from Sidewalk Labs to consider products and concepts that will be relevant to the MIDP.

Mark Wilson:

- Clarification about MIDP public consultation

Kristina Verner asked Carol Webb from Waterfront Toronto’s Communications team to comment:

- Carol Webb: The November roundtable will focus on the MIDP component and site plan.

Saadia Muzaffar:

- Clarification about Sidewalk Labs’ motive for proposed September meeting.

Kristina Verner:

- Sidewalk Labs indicated a need to bring forward technologies that they are piloting and could be useful for the development of the MIDP (e.g. Replica)

Saadia Muzaffar:

- Would like to see more education first before discussion and movement on replica.
- There has been no revision based on two public meetings to the Responsible Data Use Framework

Carlo Ratti:

- We first must phrase the precise question from Waterfront Toronto, then have discussion internally (i.e. Panel + Waterfront Toronto).

-

Mark Wilson:

- We need to have a robust discussion about the data framework before it is taken to the public. We should have this occur at the next meeting.

Charles Finley:

- Are the digital principles Waterfront Toronto's or just for the project?

Kristina Verner:

- The principles started as Waterfront Toronto's and then were negotiated into the Plan Development Agreement. These principles are being used to guide the development of the MIDP.

6. Sidewalk Toronto Update:

c) Process Moving Forward

Civic Labs

- Kristina Verner provided an overview:
- Series of 3 conversation engagements around the digital issues/governance.
- Structured around main issues/themes (~3 hours)
 - *Digital Principles (1)*
 - *Privacy, Algorithmic Transparency and broader ethical issues (2)*
 - *Data Ownership, Business Models, and IP (3)*
- Format not yet finalized as they would like input from the Panel
- Ryerson has offered to host #2 (Pamela Robinson)
- focus on facilitating public education for increased feedback
 - broader education around the issues for increased engagement

Charles Finley:

- The public does not perceive the round tables as Waterfront Toronto, rather Sidewalk Labs events.
- The Civic Labs are Waterfront Toronto's chance to move to the forefront.

Jutta Treviranus:

- Rather than discussing semantics, we need to start looking at examples and tangibles to ground the discussion.

Charles Finley:

- These tangible examples should help guide the public engagement. The engagement should not be abstract.

Saadia Muzaffar:

- Should explore earlier education opportunities that go beyond the digital realm and allow residents in Toronto to engage in a neutral public space like public libraries. Where they can learn the basics about what constitutes a "smart city". For example, what is the Internet of Things? How do sensors work? What can cameras capture? And for this to not be a Sidewalk Labs show and tell, but be backed by Canadian SMEs, who can share the products they make in this arena.
- Educating before the "labs" concept can work in the Civic Labs.

Kristina Verner:

- We are also looking for a companion digital piece for community engagement. Please provide any suggestions you may have directly to her.
-

Jutta Treviranus: We should focus on concrete scenarios rather than discussion of principles. Hard to get traction in the wording.

Kurtis McBride:

- Canadian SMEs need to benefit from project
- Pending definition of "public", we may wish to engage in SMEs
- Offered to help connect with this group.

Saadia Muzaffar:

- Suggested that the Civic Labs are a public event that is informational and not a Sidewalk Labs sales pitch.

7. Other Business

Key takeaways from the meeting as well as reflections from the Sidewalk Toronto Roundtable sessions for those that attended.

Charles Finley:

- Take away from Tuesday Roundtable: The Panel must engage in and be aware of the Sidewalk Toronto project as a whole to understand the complexities, not just the areas that cover our mandate.
- Attending the Roundtables helps with comprehending the ideas. *[Note added during review: these sessions are also streamed live to provide for remote viewing]*
- The Roundtable helped to explain how the digital layers integrate into the physical environment. *(CF addition that I remember noting)*. Though issues of data and privacy are paramount, the panel should also concern itself with the digital experience of citizens/residents of the project, who owns and manages the technology stack and how it integrates into the physical environment.
- Interested in engaging in the Civic Labs that were announced at the session.

Saadia Muzaffar:

- Uncomfortable with the digital check-mark in the Public Roundtable #3 presentation that implied, both through verbal confirmation and optics that “we talked about data” as though it was complete and sufficient. It is not. There was no mention of the fact that the Responsible Data Use Framework that was released a couple of days before Public Roundtable Meeting #2 is a Sidewalk Labs framework, not a Waterfront Toronto +Sidewalk Labs document. This ought to be revised consistent with the principles in the Plan Development Agreement.
- It is incumbent on us to put the right question in front of the public → if the public is asked their opinion on timber, we will get their opinion on timber, and that is not responsible leadership from WT if we want to truly address concerns from public.
- People are worried about the data, surveillance, collective aggregation, monetization and there should not be a continuation of presenting the frills while clarity on these worrisome issues are outstanding

Jutta Treviranus:

- Hopes the Panel can push the boundaries and breakthrough the barriers to enable technology.
- We should go beyond the standard topics that appease public, but rather engage in this discussion.

Kevin Tuer:

- The media narrative is negative from outsider's perspective.
- We need to start moving the ball on this topic.
- The Panel should demonstrate that these issues are being worked on.

Carlo Ratti:

- We need to move past having talks about having talks.
- Data is at the centre of this exercise. If we want to push the boundary here, then we can push it worldwide.
- We need to have precise questions about this.
- We need to move from the monetization of data narrative → to the open data and civic/social benefit.
 - There are concerns around the privatization
 - Framing precise questions about data collection and how it can be dealt with is an important discussion point for the next meeting

Kurtis McBride:

- The branding at the Roundtable was very Sidewalk Labs.
- Insight from Sidewalk labs staff: In the past, no one has cared about the work they have done in previous jobs, the way they care about the work they are doing here. Now they are under a large microscope and there is enormous pressure.
- The narrative resulting from their [Sidewalk Labs'] silence on these issues is causing serious public relations issues.
- They are alienating the various stakeholder groups
 - They should explain "who is we", to engage in and expand the stakeholder network that is concerned.
 - While here are no answers, Sidewalk Labs cannot keep being the "punching bag" for concerns.

Alaina Aston:

- We are in unique position for a unique project and the timing is ideal.
- There is a strong importance to stay engaged

Andrew Clement:

- Advised that he has accepted the changes in the minutes and will do the same with the mandate
- He was concerned with CEO remarks for Panel's mandate, which seemed to be to "support WT in selling the project to those with more power and money."
- We would like to have more from Michael Nobrega on this discussion rather than just the business model.

Michael Geist:

- Agreed with Andrew Clement about the CEO's comments and the scope of them in reference to the panel's responsibilities.
- We must get the distance participation technology sorted for the next meeting.

Teresa Scassa:

- Encouraged by Civic Labs initiative
- Agrees with technology issue comments

Mark Wilson:

- It's time to start talking about the substance of the matters.
- There needs to be equal conversation about business/economic models because this is a big component around the MIDP.
- We should not "polish" the data piece at the cost of some other components.
- Data piece is not complete, and there needs to be discussion around all of the aspects involved in data.

Kristina Verner

- Thanked those Panelists that were able to attend the roundtables
- echoed the need to move beyond about talking about talking, and excited about forthcoming discussions about the important topics.
- the time is finally right to start having these conversations
- Asked Panelists to please respond to poll for September date.

The remainder of the agenda will be carried forward into a September meeting which will be scheduled for the Panel.

8. Adjournment

Meeting adjourned @ 4:15pm