



WATERFRONTToronto

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WATERFRONT TORONTO

DIGITAL STRATEGY ADVISORY PANEL

MANDATE AND OPERATING PROTOCOLS

1.0 BACKGROUND AND MISSION

Toronto Waterfront Revitalization Corporation (Waterfront Toronto) recognizes the importance of policy development and digital governance issues involved with its innovation and intelligent community initiatives. Waterfront Toronto is committed to working closely with government stakeholders, the public, academia and industry experts to establish and maintain the required policy and accountability frameworks that will be critical to the success of these initiatives.

1.1 Background

The Waterfront Toronto Digital Strategy Advisory Panel (the Panel) was formed in 2018 by Waterfront Toronto as an independent body to guide and inform the revitalization of the Toronto waterfront on issues of digital governance. The Panel is advisory to Waterfront Toronto management.

1.2 Mission Statement

The mission of the Panel is to provide objective, professional advice to ensure that ethical use of technology, accountability, transparency, protection of personal privacy, data governance, cyber security together with the opportunity for broad and equitable benefits to be accrued from the intellectual property and data, are addressed in a robust way to encourage innovation and economic development and preserve the public good.

2.0 PANEL COMPOSITION

2.1 Scope

Panel members are expected to advise Waterfront Toronto on matters related to the following scope, which may be expanded as new initiatives come forward:

- Ethical Use of Technology
- Privacy
- Cybersecurity
- Data Governance
- Intellectual Property
- Shared Benefits/Business Models
- Commercial and Operating Agreements
- IT Architecture and Platforms

(Collectively, “**Digital Strategy**”)

2.2 Panel Members

The Panel will consist of at least eight (8) individuals who are recognized as leaders or experts in their fields and are from a cross-section of society. The Panel will aim to include members with relevant experience drawn from the following groups or sectors:

- early stage companies or venture capital
- the civic technology space
- the Bar of Ontario or other jurisdiction
- larger companies
- academia
- government or public sector (including regulatory authorities)
- the broader community
- other representation considered appropriate from time to time.

2.3 Quorum

To ensure a fair and consistent review process, a quorum of 50% of appointed Panel members will be required for any Panel to convene.

If Panel members who are in attendance have a conflict of interest for a particular matter and must recuse themselves for that item, they shall still be counted for purposes of quorum for the Panel meeting.

2.4 Designees

The Waterfront Toronto CEO will appoint one Representative to the Panel, who is the primary point of contact between the Panel and Waterfront Toronto but is not a member of the Panel. The Waterfront Toronto Representative (or their designated staff) will be responsible for managing the administrative operations of the Panel, as well as setting the agenda for each Panel meeting in consultation with the Chair. The Representative will also be responsible for producing minutes of the meetings, which will become the official record of the Panel's deliberations and decisions, upon their review and approval by the Panel.

2.5 Selection of Members

Appointment of Panel members will take into consideration the individual's qualifications and demonstrated capabilities in relationship to Digital Strategy, their representation of segments of society, and other criteria determined by Waterfront Toronto from time to time.

The inaugural panel will be appointed by Waterfront Toronto.

As vacancies arise, Waterfront Toronto will solicit applications from qualified individuals. Panel members will be appointed by Waterfront Toronto in consultation with the Chair of the Panel.

2.6 Appointment of Panel Chair and Vice Chair

The Chair and Vice Chair of the Panel will be appointed by Waterfront Toronto from the members of the Panel. In the event that the Chair is not able to attend a Panel meeting, the Vice Chair will lead the meeting.

2.7 Duration of Appointments

Members will be appointed for terms of up to two years, subject to any earlier termination by Waterfront Toronto and may be re-appointed up to three times at the discretion of Waterfront Toronto, in consultation with the Panel Chair.

2.8 Attendance

Panel Members are expected to make best efforts to attend all Panel meetings throughout the year in person or, when appropriate, through fully-functioning video conferencing. Panel members may not miss more than two (2) consecutive meetings or more than three (3) meetings per year, or they may be removed from the Panel by Waterfront Toronto.

2.9 Compensation

Panel members will be compensated in the form of a per-meeting fee, as determined by Waterfront Toronto.

Travel expenses for those members residing outside of the GTA are reimbursed at a rate consistent with Waterfront Toronto's expense reimbursement policies and will be set out in writing at the time of appointment.

Panel members are not employees of Waterfront Toronto.

2.10 Indemnification

Panel members will be entitled to be indemnified by Waterfront Toronto, as permitted by law, for their actions as members of the Panel which will be supported by Waterfront Toronto's Directors' and Officers' Liability Insurance program.

2.11 Code of Conduct, Conflict of Interest and other Policies

Panel members will be required to comply with relevant Waterfront Toronto policies, including the Panel Code of Conduct and Conflict of Interest Procedures, and provide annual written certification of such compliance.

2.12 Confidentiality

As indicated in the Panel Code of Conduct and Conflict of Interest Procedures, Panel members will have a duty of confidentiality with respect to the activities and discussions of the Panel and any confidential information received in the course of their involvement with the Panel. Panel members will sign such documents and do such things as may reasonably be requested by Waterfront Toronto for purposes of maintaining confidentiality.

2.13 Board Liaison

A Board Liaison will be selected to serve as the primary point of contact between the Board and the Panel and will meet with Panel Chair on at least a quarterly basis. The Board Liaison is not a member of the Panel.

3.0 ROLES AND RESPONSIBILITIES

3.1 Policy Development

The Panel is formed, initially, to advise on developing policies and to make recommendations to Waterfront Toronto concerning Digital Strategy related to the Sidewalk Toronto initiative.

The Panel may provide advice relating to other initiatives that are consistent with the mandate of Waterfront Toronto, as set out in the *Toronto Waterfront Revitalization Corporation Act*, 2002, and that are within the Designated Waterfront Area.

3.2 Project Reviews

The Panel is expected to review a wide range of projects and initiatives, including:

- Telecommunications network proposals (including, but not limited to, fibre deployments, 5G deployments, public WiFi, etc.)
- Sensor deployments and other data-gathering efforts
- Infrastructure software, including middleware and identity management systems
- Waterfront-wide and location specific digital applications
- Pilot initiatives of new/emerging technologies

3.3 Other Activities

In addition to project reviews, the Panel will act as an advisor to Waterfront Toronto on related issues, such as requests for proposals, innovation procurement, contracts and scopes of work, charrettes and workshops, pilots and temporary installations or events. The Panel may provide advice in the following areas:

3.3.1 Review of related initiatives applications circulated by other stakeholders

The Panel may be asked to review relevant digital initiatives being considered for implementation in the Designated Waterfront Area by government stakeholders.

3.3.2 Advice on proposal calls

The Panel will provide advice to Waterfront Toronto on the innovation/digital/data components of requests for proposals calls, either as part of the initial developer selection process or upon selection of a development team, as requested.

3.3.3 Knowledge Sharing

Waterfront Toronto may bring information items, such as corporate strategies and communications plans, to the Panel for their information and/or review as deemed appropriate by Waterfront Toronto staff. Similarly, Panel members may share information items, such as the results of work they have been involved in, with the Waterfront Toronto for consideration in its policies and long-range visioning.

3.4 Conditions and Limitations

The critical input, comments and recommendations of the Panel are not binding on Waterfront Toronto. The Panel will provide recommendations to Waterfront Toronto for consideration in their decision-making process.

While the Panel may make suggestions and offer guidance on issues, it is not intended to generate alternative plans or solutions of its own. The Panel should in no way produce proposals in competition with those being prepared by other consultants and/or partners of Waterfront Toronto.

Waterfront Toronto shall not ask the Panel to act as a pro-bono consulting service, either for original work or to fill in gaps in the work of others.

The Panel is expected perform their work in a timely and appropriate manner that facilitates the work of Waterfront Toronto.

3.5 Administration

Waterfront Toronto will provide administrative support for the Panel. Waterfront Toronto will ensure that minutes and reports are drafted and circulated in a timely manner.

The activities of the Panel are funded by Waterfront Toronto. This includes administrative costs associated with: renting meeting space and equipment; producing materials for review sessions; travel and related expenses for out-of-town members of the Panel or invited guests; advertising of meeting times and locations; and administrative activities associated with writing meeting minutes, reports, letters, etc. on behalf of the Panel. Any expenditures relating to the Panel's activities will require prior approval by Waterfront Toronto through the Representative.



3.6 Meetings

3.6.1 Public Meetings

Except as provided in Section 3.6.2, meetings of the Panel shall be open to the public.

3.6.2 Closed Meeting Matters

Section 6.1 of By-Law No. 2 of Waterfront Toronto, (as it may be amended from time to time) applies to meetings of the Panel, with necessary modifications.

The Panel is permitted to conduct portions of its meetings in closed session (where members of the public are not present) only in circumstances where Section 6.1 of By-Law No. 2 would permit meetings of Waterfront Toronto to be held in closed session. These circumstances include where the subject matter being addressed by the Panel involves any of the following:

- (a) The security of the property of Waterfront Toronto;
- (b) Personal matters about an identifiable individual, including Panel members or employees of Waterfront Toronto;
- (c) A proposed or pending acquisition or disposition of land;
- (d) Labour relations or employee negotiations;
- (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Panel, or the Corporation;
- (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) Educating or training of the Panel if, at the Meeting, no Panel member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Panel;
- (h) Any matter in respect of which Waterfront Toronto is authorized under legislation other than the Act to conduct a Meeting or a portion of a Meeting on a closed basis;
- (i) Information explicitly supplied in confidence to Waterfront Toronto or to the Panel by Canada, a province or territory, a municipal government or an agency of any of them;
- (j) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to Waterfront Toronto or to the Panel, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;

- (k) A trade secret or scientific, technical, commercial or financial information that belongs to Waterfront Toronto and has monetary value or potential monetary value;
- (l) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of Waterfront Toronto;
- (m) The consideration of whether any subject matter involves a matter referred to in (a) to (l) and whether to exclude the Public from the discussion of such matters; or
- (n) A request under the Waterfront Toronto's Freedom of Information Policy, or under any applicable freedom of information legislation that may apply to Waterfront Toronto or any similar policy or legislation that may apply to the Panel.

Scheduled meetings will be posted on Waterfront Toronto's website, and meeting locations will be selected to accommodate members of the public. The public will not participate in the review process discussion unless specifically requested to do so by the Chair.

4.0 RECORDING AND REPORTING OF PROCEEDINGS

Official written records will be made of all public Panel proceedings. The primary vehicle for recording the proceedings will be meeting minutes. However, the Panel may also write letters with specific recommendations for Waterfront Toronto.

4.1 Meeting minutes

Published meeting minutes will serve as the official record of the Panel's deliberations. The minutes will be structured as a reference guide to issues and/or decisions made at the meeting, not a transcription of the proceedings.

4.2 Letters to Waterfront Toronto

The Panel may choose to submit specific comments, recommendations, or concerns to Waterfront Toronto management staff or the Board Liaison in writing when it deems necessary. Similarly, Waterfront Toronto management staff or the Board Liaison may request comments, recommendations or clarifications of the Panel in writing when it feels it is in the best interests of Waterfront Toronto to do so.

5.0 COMMUNICATIONS AND MEDIA RELATIONS

The spokesperson for the Panel is the Panel Chair. No other Panel members should have direct contact with the media regarding the Panel, except in the instance where they are asked to clarify a comment made during the public meeting or directed to do so by Waterfront Toronto staff.

From time to time, Waterfront Toronto may be called on to clarify or comment on issues before the Panel. In that case, only the President and CEO, the Vice President of Innovation, Sustainability & Prosperity, and the Vice President of Communications and Public Engagement at Waterfront Toronto will be available for comment.

Only these spokespeople will participate in any discussions with regard to the Panel outside of the formal Panel meetings.

To ensure clarity in the work and communication of the work of the Panel to the public and to governments, Panel members will seek to coordinate any public comments that they may wish to make on matters relating to the work of the Panel with the Panel in advance.

Panel members are not permitted to engage with interested parties outside of the formal Panel review process, and likewise, Proponents are not permitted to engage with Panel members outside of the Panel review process, on any matters related to projects coming before the Panel. No Panel member may make representations on behalf of the Panel or Waterfront Toronto, without the prior consent of the Panel and Waterfront Toronto.

6.0 CONFLICT OF INTEREST PROCEDURES

Because of its public mandate, it is critically important that Waterfront Toronto preserve public confidence, trust and accountability. Accordingly, Waterfront Toronto expects that it, and all persons dealing with Waterfront Toronto in any manner, will conduct themselves in accordance with principles of fair and honest dealings and in the absence of actual or perceived Conflicts of Interest. Panel members are expected to meet both the letter and the spirit of the Conflict Procedures.

6.1 Definitions

For the purpose of these Conflict Procedures:

- (a) “Conflict of Interest” means any personal or pecuniary interest, condition, connection, relationship, activity or circumstances as a result of which you are or might reasonably appear to be unable or potentially unable to provide an impartial and objective opinion, recommendation or assessment of facts in any circumstance and includes any other circumstance in which your individual interests might be taken to conflict with your duties to Waterfront Toronto.
- (b) A “Material Interest” exists in any case in which a reasonable, well-informed person might fairly conclude that a person’s interest in another entity or organization could affect the person’s performance of a duty on behalf of Waterfront Toronto.

6.2 Conflict of Interest

You are responsible for taking all appropriate action to prevent a real, potential or apparent Conflict of Interest when carrying out your duties as a

Panel member.

You are required to make full and timely disclosure with respect to any potential Conflict of Interest. Conflicts of Interest may arise because you:

- (i) are a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto;
- (ii) are a party to a contract, proposed contract, project, proposed project or relationship with a third party who has or seeks a contractual relationship with Waterfront Toronto;
- (iii) are a director or officer of any entity or organization that is a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto;
- (iv) hold a Material Interest in any entity or organization that is a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto; or
- (v) have any other interest that might be perceived as creating a conflict with your duty to act solely in the best interests of Waterfront Toronto.

6.2.1 Material Effect

If, in the opinion of the Panel Chair, a Conflict of Interest may exist in principle, but it is not of such a nature as might be likely to have or fairly be perceived to have any material effect on the execution of your duties as a Panel member, the Panel Chair may permit the condition to continue on such terms and conditions as may be specified. Any permission of this sort must be in writing, or properly recorded in relevant meeting minutes, to be effective.

6.2.2 Suspected Conflicts of Interest

All reported or suspected Conflicts of Interest will be investigated initially by the Panel Chair. In order to resolve the matter, the Panel Chair may seek the advice of any or all of the Waterfront Toronto Representative, the Ethics Advisor and internal and external counsel. If it is determined that a Conflict of Interest exists, the conflicted Panel Member will be notified immediately by the Panel Chair.

6.2.3 Participation in the Panel Review

You may not participate in any aspect of the review of a contract, proposed contract, project, proposed project, matter or relationship with which you have a Conflict of Interest (subject to any permission granted under section 6.2.1).

6.2.4 Attendance at Panel Meetings

You may not attend any of the portions of a Panel meeting during which any contract, proposed contract, project, proposed project, matter or relationship with which you have a Conflict of Interest is being reviewed (subject to any permission granted under section 6.2.1). Conflicted Panel Members must leave the room until the review of the item is concluded.

6.3 Breach of Conflict of Interest Procedures

Any breach of these Conflict Procedures will be treated very seriously and

may result in removal from the Panel or other necessary action being taken.

6.4 Where to Seek Clarification

If you require advice on a potential conflict, or if you suspect improper activities, you should seek clarification from the Panel Chair. In addition, the Ethics Advisor and Waterfront Toronto's internal and external legal counsel are available to speak with you, at the expense of Waterfront Toronto, about the Conflict Procedures and how they apply to you.

6.5 Examples of Potential Conflicts of Interest that Should be Disclosed

Relevant Conflicts of Interest include legal conflicts, business conflicts, personal and relationship conflicts and any other circumstances as a result of which the public may lose confidence in the Panel or Waterfront Toronto.

The following are examples of potential Conflicts of Interest:

- Influencing a decision of the Panel with respect to a company or firm in which the Panel Member, a member of his or her immediate family or a person with whom there exists, or has recently existed, an intimate personal relationship, has a financial interest.
- Accepting gifts, benefits or favours from individuals or firms involved, in any way, in presentations to the Panel, with the exception of minor gifts as token courtesies.
- Using for personal gain, or advantage of any kind, any information acquired as a result of the Panel Member's activities on the Panel which is not available to the general public;

These examples are not exhaustive.

7.0 REVIEW PROCEDURES AND POLICIES HANDBOOK

Waterfront Toronto may develop a Review Procedures and Policies Handbook that provides further direction on the types of projects to be reviewed, the specific issue areas to be considered in those reviews, as well as the structure of the review process itself. If developed, the Panel will adopt such a Review Procedures and Policies Handbook. The Review Handbook may be updated from time to time to reflect evolving practices of the Panel.