

Digital Transformation Committee Terms of Reference

Committee Purpose

The purpose of the Digital Transformation Committee (DTC) is to:

1. Assist the Board of Directors of TOLive in fulfilling its oversight responsibilities. The DTC will monitor, evaluate, and approve actions related technology risk, cybersecurity, and prioritization of major digital projects.
2. Assist the management team of TOLive by providing industry expertise to the digital transformation strategy and initiatives.

Committee Goals

1. To ensure alignment of digital initiatives to the current and future strategic direction of TOLive.
2. To minimize technology and investment risk.
3. To make recommendations related to funds budgeted for digital transformation initiatives.

Organization and Membership

The Board of Directors of TOLive shall appoint the DTC Chair and Members, and fill any vacancies as they occur

The DTC shall consist of 3-9 members, and will include a mix of Board of Directors of TO Live Members, and members from the general public ("Outside Members").

Outside members should have professional backgrounds representing TOLive's interests, the ability to contribute to TOLive's digital transformation strategy, and the capacity to address decision-making matters within the scope of the Committee's authorities. Additionally, the DTC may invite to its meetings any relevant parties that it deems appropriate to sufficiently carry out its mandate.

In its current iteration, DTC membership shall be comprised of the following individual members:

Committee Responsibilities

Strategy:

- Recommend the digital transformation strategy and roadmap.
- Provide strategic advice and guidance to the Board on initiatives in place.

Risk:

- Monitor and evaluate technology or investment risk as it relates to digital transformation initiatives
- Monitor risk management metrics.

Investment/Portfolio:

- Recommend the target investment mix to the Board.
- Recommend programs to fund based on the approved TO Live budget.

Project:

- Review major obstacles to project completion.

- Review feasibility studies and formulate alternative solutions for high risk/high investment projects.

Meeting Management

1. DTC committee meetings will be held as needed at the request of the committee Chair.
2. Meetings will be conducted in accordance with the Procedures By-law for the Board of Directors of TO Live.
3. Participants will be expected to have read and reviewed all documentation prior to the meeting, and should be prepared with questions to be asked during the meeting.
4. The committee may establish task forces and/or subcommittees to focus on a particular business process or technology.