BOARD OF DIRECTORS' INFORMATION TECHNOLOGY ADVISORY GROUP

TERMS OF REFERENCE

wsib
cspaat
ONTARIO

1. PURPOSE

Reporting through the Governance Committee, the Information Technology Advisory Group (the "Advisory Group") advises and assists the Board of Directors (BOD) in fulfilling its duty of care in issues relating to information technology.

2. SCOPE

As a dedicated resource to the Board of Directors, the IT Advisory Group will deliver advice on the current IT Strategy and on existing plans for developing and acquiring IT to support the WSIB's strategic plan, particularly with respect to technology flexibility and robustness.

3. COMPOSITION

The Advisory Group will comprise of up to six members:

> 3.1   Three independent members, including the Chair of the BOD

> 3.2   Three external experts.

The Advisory Group will have a Chair.

The Executive Sponsor for the Advisory Group will be the Chief Technology and Innovation Officer.

4. SKILLS, COMPETENCIES AND QUALIFICATIONS OF EXTERNAL EXPERTS

The external experts must be persons who are recognized and respected in the information and communication technology community for their expertise and experience.

In accordance with the Corporate Governance Policy, Appendix B Appointment of an External Advisor to the BOD or BOD Committee, a shortlist shalll be developed, and a panel comprising the Chair of the BOD, the Advisory Group Committee Chair and the Executive Lead shall interview the candidates and decide on nominees. The Governance Committee shall review and recommend to the BOD the appointment of the Advisory Group.

In collaboration with the Advisory Group Chair, the Corporate Secretary and the Chief Information Officer will recommend to the Governance Committee the terms and conditions of the appointments for endorsement and approval by the Board of Directors.

5. FREQUENCY OF MEETINGS

The Advisory Group will meet a minimum of two times per year, and more frequently as circumstances dictate.

The Corporate Secretary will work with the Chairs of the Governance Committee and the Advisory Group to establish meeting dates.

6. QUORUM

The majority of BOD members appointed to the IT Advisory Group and a minimum of two external advisors constitute a quorum for transaction of business.

7. ROLE OF THE ADVISORY GROUP CHAIR

The Chair provides leadership and direction in carrying out the Advisory Group's responsibilities and duties. The Chair also fosters relationships among the Advisory Group participants to support an effective and cohesive operating culture. The Chair encourages full participation, facilitates consensus, and ensures clarity. In addition, the Chair shall:

7.1   Lead and manage the Advisory Group to ensure its effectiveness

7.2   Ensure that members of the IT Advisory Group are acquainted with, and knowledgeable about, the WSIB to the extent needed and expected for them to perform their duties

7.3   Create the best possible working conditions for members of the IT Advisory Group, individually and collectively

7.4   Maintain communications with the Chair of the Board of Directors , ensuring that the Chair is kept apprised of issues and concerns of the Advisory Group

7.5   Ensure that the expertise and skill of each member of the Advisory Group is used in the best possible manner to benefit the WSIB

7.6   Promote good and constructive relations among members of the Advisory Group.

8. RESPONSIBILITIES

The specific responsibilities of the Advisory Group are to:

8.1.   Assess technology choices and directions to deliver business outcomes and remain up-to-date and sustainable

8.2.   Endorse proposed IT performance measures and benchmarks to ensure IT resources and services are managed effectively

8.3.   Deliver advice on IT risk management, specifically on:

8.3.1   The completeness of IT and IT-related risks that could impact fulfillment of the WSIB's objectives

8.3.2   The appropriateness of mitigation plans to manage these risks

8.3.3   The relevance of risk information to monitor these risks

8.4   Ensure technology architecture aligns with strategic business directions.

9. SUNSET PROVISION

A review of this Advisory Group shall be undertaken in June 2019 to assess its effectiveness and to determine whether an ongoing need for the IT Advisory Group exists.