

DIGITAL GOVERNANCE COUNCIL

Charter and Terms of Reference

CONSEIL DE
GOUVERNANCE
NUMÉRIQUE



DIGITAL
GOVERNANCE
COUNCIL

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Overview

The Digital Governance Council is Canada's not-for-profit member-led organization that acts as a cross-sector neutral convener for Canada's executives to share best practices, identify digital governance issues and prioritize collective action. More specifically, the Council leads an Executive Forum for Council members, sets standards through the Digital Governance Standards Institute and certifies organization in the management of the effective and efficient use of digital technologies.

Promise

Build trust in Canada's digital economy.

Purpose

To strengthen the trust and confidence of Canadian people, business and government in Canada's digital economy.

Mission

To convene Canada's executives from across the public, private and non-profit sectors to collaboratively identify, prioritize and act on the critical digital governance challenges and opportunities facing Canadian people and organizations in the digital economy.

Value Model

The Digital Governance Council will deliver value to members as:

1. An executive forum for members to collaborate, share, explore, and learn from each other and from by invitation-only experts as they steer their organizations through significant digital transformations and work to address national digital governance gaps.
2. A neutral convener bringing the public, private and non-profit sectors together to address our members' most urgent challenges, validate ideas and explore solutions to identified problems.
3. A partner with various organizations to access and direct funding – public, private and in-kind – for proving out technologies and delivering proofs of concept and common building blocks.
4. Canada's only accredited standards development body solely focused on digital technology and management through the Digital Governance Standards Institute.
5. A conformity assessment body certifying organizations and providing Canadians with confidence in the responsible design, architecture and management of digital technologies.

Executive Forum

The Digital Governance Council convenes an Executive Forum for Members to identify governance gaps, share best practices and prioritize action by:

1. Providing a neutral environment for Canadian executives to collaboratively identify and address Canada's critical digital governance challenges and opportunities.
2. Enabling executive peers and subject-matter experts to engage in dialogue and to learn from shared experiences, insights, innovations, and ideas; and
3. Advancing digital governance to inform, educate and provoke dialogue, innovation, and action.

The Executive Forum meets at minimum quarterly and is comprised of the Member Organizations. Executive Forum meetings constitute meetings of the Members. The first Executive Forum meeting in a new fiscal year shall serve as the Annual General Meeting.

Executive Forum meetings are jointly chaired by the Chair of the Digital Governance Council and the Chair of the Digital Governance Standards Institute.

Executive Forum meetings are held mainly in Toronto, with the provision to move to other cities as the agenda dictates. The Chief Executive Officer and chairs may invite third parties and/or guests to meetings, as required. Members may request topics for meetings and third parties and/or guests to the Chief Executive Officer. Members are responsible for their own travel and accommodation costs.

Members are entitled to receive notice of, attend and signal its support on priorities and initiatives at all meetings of the Members.

During the intervals between Executive Forum meetings the Executive Committee, and Policy and Advisory Committee(s) exercise their powers in guiding the management and direction of the affairs and business of Digital Governance Council in such a manner as they deem best for the interest of the Council.

Membership

Membership to the Council limited to organizations operating in Canada. Each Member Organization shall appoint an executive to represent the Member Organization at meetings of Council.

Members provide unbiased advice and direction to the Digital Governance Council based on their professional expertise and are expected to comply with Council policies and focus on the broader objectives of Digital Governance Council, including when attending Council and Executive Forum meetings.

The membership year is one year from the date the Member Organization joins the Council.

Unless otherwise determined by the Executive Committee, Membership participation fees of \$20,000 CAD plus applicable taxes are payable on an annual basis from the date the Member Organization joins the Council.

Members are entitled to participate in the Executive Forum, any Advisory Committees, and on the Standards Policy Committee of the Digital Governance Standards Institute. The Standards Policy Committee, chaired by the Digital Governance Standards Institute, governs the Institute's standardization policies, sets standardization priorities and is responsible for:

1. Coordinating standards development activities by establishing, dissolving, and assigning responsibility to technical committees, approving new technical work, and handling complaints of a procedural nature, by meeting or through correspondence.
2. Determining priorities, review cycles and the withdrawal of technical work.
3. Maintaining the Institute's standards policies, procedures and other rules for the technical work.

Executive Committee

The Digital Governance Council and Digital Governance Standards Institute are chaired by a prominent business leader of the private sector and a public sector executive leader. The Chairs comprise the Executive Committee and are expected to act in the best interests of the Council and shall declare any potential conflict of interest.

The Executive Committee is responsible for appointing and advising a Chief Executive Officer and Executive Director, and delegates to them full power to manage and direct the business and affairs of Digital Governance Council and Digital Governance Standards Institute, and to employ and discharge agents and employees of the organization.

Either Chair of the Digital Governance Council or the Digital Governance Standards Institute may step down following a change in position or otherwise and advise the Chief Executive Officer on a future appointment. The Chief Executive Officer, in consultation with the presiding Chair, appoints a new Chair.

The Executive Committee is responsible for the approval of the Council Charter and Terms of Reference.

The Executive Committee meets as needed.

Advisory Committee(s)

Advisory Committee(s) are established by the Chief Executive Officer and comprise Members to provide advice and guide the direction and implementation of specific Digital Governance Council initiatives.

An "Advisory Committee" may be designated as either a "Steering Committee" or "Working Group", as suitable.