

Charter of the Privacy and Security Committee

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This Charter sets out:

1. The purpose of the Privacy and Security Committee (“**Committee**”).
2. The structure and operations of the Committee.
3. The membership of the Committee.
4. The duties and responsibilities of the Committee.
5. The position description for the Chair and/or Co-Chair of the Committee.
6. The position description for the PO.
7. The position description for the CISO.

1. PURPOSE

Dialogue Health Technologies Inc (“**Dialogue**”). and the Committee has ongoing responsibility for the stewardship of privacy and security of the organization.

The Committee holds general accountabilities and operational duties to ensure that Personal Information, including Personal Health Information, is adequately protected and processed by Dialogue, in accordance with Applicable Privacy Legislation and Provincial Health Privacy Legislation. Anything material discussed or decided at the Committee is then reported in the privacy and security updates made to the executive leadership of Dialogue by the PO and the CISO .

2. STRUCTURE AND OPERATIONS

Scheduled regular Committee meetings will be circulated by the Secretary of the Committee to the Members. Special meetings may be called, as required.

A quorum at any meeting of the Committee shall be a simple majority of Members then in office of such greater or less number as the Members may from time to time determine. If the number of Members is fewer than (3), all such Members shall constitute a quorum.

At least annually, the Committee will review this Charter and approve changes as required.

3. MEMBERSHIP

The Committee is composed of Members of the organization's executive leadership as well as the organization's stakeholders who are involved in the Processing and the protection of Personal Information and Personal Health Information. As such, the following roles are represented in the Committee:

- PO and Senior Privacy Counsel (Co-Chair)
- CISO (Co-Chair)
- Chief Financial Officer
- Chief Technology Officer
- Medical Director
- Vice President, Applications
- Vice President, Product

- Vice President, Engineering, Platform
- General Counsel
- Legal Affairs and Corporate Governance Associate (Secretary of the Committee)
- Director, Platform Engineering
- Director, IT & Security
- Director, Risk Management
- Clinical Quality, Healthcare Regulatory Compliance Specialist
- Senior IT & Security Compliance Specialist
- Privacy Manager

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee's primary purpose is to fulfill the organization's oversight responsibilities with respect to the organization's privacy and security obligations, including but not limited to data governance, data protection standards, jurisdictional and provincial legislation, compliance and security.

The Committee supports the PO in ensuring the respect of the organization's obligations as Information Manager, under the IMA's signed with Custodians. These include:

- Ensuring that Custodians are well informed about the measures in place to administer compliance with applicable provincial Personal Health Information legislation, such as the Alberta HIA, and their regulation;
- Coordinating efforts required to obtain the endorsement of Custodians for certain compliance activities, as listed in the IMA;
- Facilitating the review, by Custodians, of any material changes to the relevant policies;
- Overseeing the quality and effectiveness of the organization's policies and procedures with respect to its IT systems to ensure that all privacy and security requirements are considered and data is adequately protected in accordance with the classification and Processing/hosting location of the same;
- Managing and facilitating discussions among Custodians and between Custodians and supporting staff; and
- Reporting to Custodians on compliance with the IMA, at least once annually.

5. POSITION DESCRIPTION FOR THE CHAIR AND/OR CO-CHAIR OF THE COMMITTEE

The PO and CISO serve as Co-Chair of the Committee and share responsibility for managing the affairs of the Committee so as to assist the other Members in carrying out their responsibilities and to enhance the effectiveness of the Committee as a whole. The Co-Chairs set the Committee agenda, chair the Committee meetings and ensure that there is adequate time at

Committee meetings for discussion of relevant issues. In absence of both of the Co-Chair's, the Co-Chair's duties will be performed by the most senior member present at the meeting.

6. POSITION DESCRIPTION FOR THE PO

The PO's primary purpose is to assist in fulfilling the organization's Privacy Program, and for overseeing the organization's compliance with Applicable Privacy Legislation. The PO also supports Custodians in complying with their duties and obligations under Applicable Provincial Health Privacy Legislation.

The PO has the following responsibilities:

- Developing and managing a Privacy Program including all policies, procedures, guidelines, practices, processes, training, monitoring/auditing, documenting, evaluating and reporting. On an annual basis and as required, review and approve any changes to the Privacy Program to ensure for compliance with the Custodians requirements under Applicable Privacy Legislation;
- Demonstrating compliance of the program with Applicable Privacy Legislation, including Personal Health Information legislation such as the Alberta HIA a, contractual engagements (including the IMA), internal policies, protection of corporate reputation and values as well as protecting customers, employees, Members, and other individuals and demonstrate how the program is being managed throughout the organization;
- Establishing and implementing privacy controls;
- Coordinating with others responsible for related functions involving the use of Personal Information across the organization;
- Ensuring the ongoing assessment and revision of privacy program controls;
- Representing the organization in the event of a complaint investigation by a Privacy Regulators;
- Advocating privacy within the organization itself;
- Ensure that all staff (including contractors) employed by Dialogue are aware of their responsibilities and duties under Applicable Privacy Legislation and Personal Health Information legislation;
- Representing the Custodian and other health services providers, as well as the Platform in dealings with applicable Privacy Regulators.
- Ensuring that PIAs are completed, reviewed, updated and submitted to applicable Privacy Regulators in accordance with Applicable Privacy Legislation and Personal Health Information legislation. If a PIA needs to be reviewed, the PO will submit a recommendation to the Committee, who will then confirm whether there are significant changes that needed to be addressed through a PIA amendment or new PIA;
- Investigating and managing any Privacy Incidents. Overseeing the incident management Process and ensuring that all factors relating to an assessment of whether there is risk of harm are appropriately incorporated into the process;
- Recording, maintaining and reporting on required metrics as they related to these incidents, to either executive leadership, the Board of Directors or appropriate body internally or externally; and
- Coordinating and delivering applicable privacy employee training and education, including continuing education as a PO.

In addition to the aforementioned, the PO may delegate some of his/her responsibilities to others to act on his/her behalf.

The PO shall secure the necessary support and engagement from the organization's executive leadership, to create an exemplar privacy culture within the organization s. The PO shall report to the organizations Board of Directors on the Privacy Program, as appropriate.

7. POSITION DESCRIPTION FOR THE CISO

The CISO's primary purpose is to assist in fulfilling the organization's information, cyber and technology security and for developing, implementing and enforcing security policies to protect critical data.

The CISO has the following responsibilities:

- Developing, implementing and managing a strategic, comprehensive organization information and IT risk management program, including all policies, procedures, guidelines, practices, processes, training, monitoring/auditing, documenting, evaluation and reporting. On an annual basis and as required, review and approve any changes to the information security and IT risk management program;
- Facilitating risk assessment and risk management processes;
- Partnering with the organizations stakeholders across the organization to raise awareness of risk management concerns;
- Assisting with the overall organization's technology planning, providing a current knowledge and future vision of technology and systems; and
- Coordinating and delivering applicable information security and IT training and education, including continuing education as a CISO.

In addition to the aforementioned, the CISO may delegate some of his/her responsibilities to others to act on his/her behalf.

The CISO shall secure the necessary support and engagement from the organization's executive leadership, to create a security respectful culture within the organization and endorsement of information, cyber and technology security controls. The CISO shall report to the organizations Board of Directors, as appropriate.

Version History:

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1	March 1, 2023	January 16, 2023	Amy McHenry, Privacy Manager Sukhi Ram, Privacy Officer
2	August 1, 2024	August 1, 2024	Dominique Payette, Privacy Officer