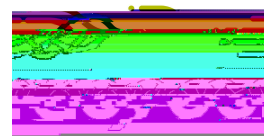


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- v. such other information regarding the third-party vendor, the products and/or services or the procurement process as CYBERA and SRNET may determine.
- (d) The Member understands and agrees that CYBERA and SRNET may require a minimum level of participation by its Members in order for CYBERA and SRNET to enter into or maintain a Master Agreement in a cost-effective manner. If CYBERA and SRNET determine that there are fewer Members participating under a Master Agreement than are necessary for it to obtain the applicable products and/or services thereunder in a cost-effective manner it will not proceed with a Project.
- (e) All Projects are governed on an opt in/opt out basis. If the Member does not indicate in writing that it wishes to opt into a Project by the applicable deadline, or if the Member advises CYBERA and SRNET that it declines an opportunity to opt in, then the Member will have no right to participate in the Project or the related Master Agreement unless the Member is subsequently added as a participant under the terms of the Master Agreement.
- (f) CYBERA and SRNET will provide each Member an opportunity for the Member to participate in CYBERA's and SRNET's working groups and evaluations committees as a Participating Procurement Member for the procurement undertaken;
- (g) CYBERA and SRNET will provide to each Participating Procurement Member:
 - i. an RFx or other competitive bid process documentation for the Participating Members;
 - ii. management of the procurement process for the products and/or services to be provided under the Master Agreement, including responses to inquiries during the RFx process;
 - iii. an inclusion of the right for the Participating Member to participate under the Master Agreement; and
 - iv. negotiation of the Master Agreement.
- (h) CYBERA and SRNET will provide to each Participating Member:
 - i. management of the Master Agreement to ensure that the third-party provider fulfills its obligations thereunder;
 - ii. monitoring of all service level commitments made by the third-party provider, including implementing escalation procedures as necessary;
 - iii. lifecycle management of the Master Agreement including regular provider meetings, performance evaluations; and
 - iv. a description of the Services being secured.
- (i) The Participating Procurement Member is responsible to:
 - i. fully cooperate with CYBERA and SRNET in collaboration with other Participating Procurement Members to facilitate the RFx process and reaching a Master Agreement;
 - ii. review all of the RFx documentation and provide applicable feedback, prepared in collaboration with other Participating Procurement Members;
 - iii. provide information on a timely basis which is reasonably requested by CYBERA and SRNET, and participate in evaluation of submissions;

iv. ensure that the ShareIT RFX Evaluator Non-Disclosure Agree

For purposes of the MOU, "Loss" means: any loss liability, action, suit, claim, demand, damage, charge, fine, penalty or assessment including the costs and expenses of any action, suit, claim, demand, damage, charge, or assessment, judgement, settlement or compromise and all interest, fines, penalties and reasonable professional fees and disbursements; but excluding any indirect, special, punitive or consequential losses or damages.

Each Member shall be responsible for the greater of the following:

- (a) the Loss that was caused by the Member;

Information is for the benefit of CYBERA and SRNET, and their Members, and remains the property of CYBERA and SRNET at all times.

The Member may disclose the Confidential Information to its Permitted Representatives on a "need to know" basis as provided in the **Confidentiality Schedule** in Section 1 (Subsequent Disclosure) and will (a) inform all Permitted Representatives of the restrictions on the use and disclosure of the Confidential Information; (b) direct all Permitted Representatives to keep the Confidential Information in the strictest confidence and to use such information only for the purpose of assisting or advising in connection with the procurement process.

The Member shall use best efforts to resist or limit disclosure or minimize the extent of disclosure of the Confidential Information.

The Member also agrees that, during a procurement process, and there time

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any defense in proceedings regarding the granting of an injunction or specific performance based on the availability to CYBERA and/or SRNET of other remedies.

(11.7) No Warranties

CYBERA and SRNET do not make any representation or warranty as to the accuracy or completeness of the Confidential Information it has disclosed, and all Confidential Information is provided "AS IS". CYBERA and SRNET hereby disclaim all liability for any direct, indirect, special, incidental or consequential damages, however caused, pertaining to the Confidential Information or the



The Participating Member u

Mailing address

105F - 111 Research Drive
Saska



obligations (without regard to, or impact upon, any agreements between CYBERA, SRNET and Vendors);

Q. "Permitted Repres

Confidentiality Schedule

1 Subsequent Disclosure

~~1. The information contained in this document is confidential and intended only for the individual named. If you have received this document in error, please notify the sender immediately by email at [redacted]@[redacted].~~

4. Notification for Unauthorized Us

ShareIT Committees - Terms of Reference

Oversight Committee

Introduction:

The ShareIT Oversight Committee is a standing committee responsible for overseeing the entirety of ShareIT, Alberta's and Saskatchewan's Shared IT Services program rather than individual services.

Purpose:

The purpose of the committee is to be responsible for the viability of the entire program.

Each post-secondary institution has the right to appoint one representative on the Oversight Committee

LEQ
The University of Alberta and SRMIT's CEO will have one seat and one vote

Each Oversight Committee Member has one vote

Members are the sponsors/advocates for ShareIT within each of their institutions

CS2f
This committee is the decision-makers on all shared procurement and collaboration initiatives for ShareIT

Roles and Responsibilities

Setting direction and prioritizing ShareIT Procurement and Collaboration initiatives;

Setting the ShareIT Program's annual budget and related membership fees;

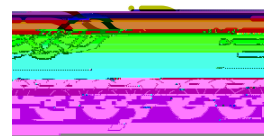
Providing leadership to the ShareIT team by practicing responsible, sustainable and ethical decision making;

Ensuring

Seogrme

Quorum

A quorum at any meeting of the Oversight Committee is 50



As a representatives of ShareIT, the Advisory Committee will provide recommendations to the Oversight Committee, act as an Advisor to the ShareIT Team and Manager, and support CYBERA's and SRNET's CEO with the touchpoint and relationship with their respective Ministries of Advanced Education.

Composition of the Advisory Committee

The Advisory Committee will consist of a minimum of three to a maximum of five Advisors, on a volunteer basis

- Fair representation across Alberta's universities, polytechnics, and colleges
- Annual rotation of one/two Advisory Committee Member(s)
- The Chair of the Oversight Committee will be an ex-officio member of this Advisory Committee

Roles and Responsibilities

Facilitate transparent and open communication between Oversight Committee members, Cybera and SRNet

Provide advice and direction on specific issues, initiatives, or operational challenges

Provide input to Cybera and SRNet on ShareIT staff performance.

Provide support and advisement with issues requiring further escalation i.e. executive sponsorship/advocacy

Advise on, and approve, all agenda and content for Oversight Committee Meetings

Provide recommendations to the Oversight Committee on any issues requiring decisions

Each advisor is responsible for:

- o Attending all regularly scheduled meetings of the Advisory Committee and the committees on which they serve, and being prepared for such meetings by reviewing materials provided in advance;
- o Acting honestly, ethically, and in good faith, with a view to the best interests of the ShareIT program;
- o Provide input to ShareIT Manager for insights of value for ShareIT program from external committees: activities, findings, and recommendations
- o Attend and preside over all Oversight Committee meetings (approximately every quarter)
- o Meet Bi-weekly with ShareIT Manager and Team

Procurement Committee

Introduction

The ShareIT Procurement Committee, a standing advisory committee of the ShareIT Program, is responsible for the business oversight of individual shared IT procurement projects from inception until retirement

Purpose

The committee reports to the ShareIT Services Oversight Committee, to Cybera and to SRNet regarding shared IT projects that serve the strategic objectives and benefit of the general membership.

Roles and Responsibilities

The committee will:

- Oversee each shared IT project in an advisory capacity throughout the procurement phase;
- Provide advice and reception

Four or more PSI representatives who are ShareIT members, participating in one or more shared services

Additional Management Entity staff as ex-officio members (as appropriate)

Key personnel in the procurement practice from ShareIT member institutions make up the core of the committee. The committee members should have a clear understanding of the IT related hardware, licensing and services needs for their campus.

Term

Membership terms are for three (3) years and are renewed annually at the Annual General Meeting.

Meetings

The Procurement Committee will meet semi-annually or at the request of the Management Entity, or a Procurement Committee representative(s) for urgent business.

An Annual General Meeting will be held in April or May of each year.

Quorum

A quorum at any Meeting of the Procurement Committee is 50% plus one (1) of the Procurement Committee members, or their proxies.

Provide requirement specifications;
Analyze collected requirements;
Prepare requirement documentation;
Assess overall service benefits given the approved requirements (build);
Actively participate in the preparation of the technical portions of the RFX documentation;
Interpret, evaluate, and score vendor submissions;

Management Entity

Introduction:

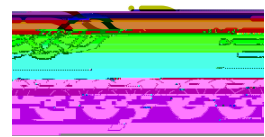
The ShareIT Management Entity manages the ShareIT program as a neutral entity on behalf of Alberta's and Saskatchewan's post-secondary institutions.

Purpose

The Management Entity manages all phases of shared procurement service delivery lifecycles, including contract management for all Master Agreements.

Roles and Responsibilities

- Project manage all shared procurement initiatives
 - Conduct and execute opportunity identification for shared procurements
 - Form working groups with Participating Members
 - Develop requirement gathering approaches and templates
 - Lead the prioritizing and selection of service requirements
 - Develop all RFX documents
 - Lead and facilitate the evaluation and selection activities
 - Manage the acquisition process for all RFXs
 - Evaluate the pricing models submitted by providers
 - Negotiate Master Agreements on behalf of the ShareIT members
 - Lead all contract management activities for Master Agreements
 - Report to ShareIT members on a quarterly basis all aggregate KPIs from Master Agreements
- Manage and facilitate formal collaboration meetings
 - Oversight Committee
 - Advisory Committee
 - Procurement Committee
 - Working Groups
- Manage the ShareIT document repos



Host professional development and training sessions (workshops and webinars)
Communicates the value of collaboration externally, (develop strategic communications to external stakeholders) highlighting the value of the ShareIT program
Provides yearly budget (expenses/revenue) to the ShareIT Oversight Committee for approval
Contractually - decision-making authority and therefore the liability of the ShareIT program lies with the Management Entity's Executive Officers and its Board of Directors
Management Entity CEOs, CFOs, and operations team oversee all legal and contract-related matters
Cybera's CEO and SRNet's CEOs each hold one seat and one vote on the ShareIT Oversight Committee