

**MEMORANDUM OF UNDERSTANDING
2021**

**Memorandum of Understanding
Between**

**Minister of Economic Development, Job Creation and Trade
and
The Chair of Invest Ontario**

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Preamble

This Memorandum of Understanding (MOU) outlines the mandates, roles, expectations, interdependencies and accountabilities between the Ministry of Economic Development, Job Creation and Trade and Invest Ontario, a provincial agency mandated to identify, attract and secure strategic business investments that advance the government's economic development priorities, support job creation and economic growth in Ontario.

Invest Ontario will work within the government's broader oversight and accountability framework to deliver an exceptional investor experience and deploy a new set of investor services and capabilities and anchored in the following:

- i. Providing a customer-centric investor experience through a single point of contact and strong, seamless access to government services, supports and programs.
- ii. Operating at the pace and mode of business by streamlining processes and efficient decision-making;
- iii. Lead customized investment opportunity structuring, anchored in bespoke supports and services focused to address investor needs
- iv. Proactively target strategic investments of highest and sustained return, aligned with government priorities and direction.
- v. Work in cooperation with the Ministry, provincial government, domestic and international business community, all levels of government and other agencies to support strategic investment attraction to Ontario.
- vi. Demonstrate a strong commitment to transparency and accountability to the Minister, Government and people of Ontario

Invest Ontario will work in collaborative partnership with the Ministry to leverage the full complement of supports and services the province provides to promote Ontario's overall economic competitiveness, and co-ordinate a streamlined investment experience for strategic business investors. In addition to this MOU, individual service agreements will be put in place for services to be provided by the Ministry to Invest Ontario, as appropriate.

The parties to this memorandum of understanding agree to the following:

1. Purpose

- a. The purpose of this memorandum of understanding is to:
 - Establish the accountability relationships between the Minister of Economic Development, Job Creation and Trade and the Chair of Invest Ontario on behalf of the Agency.
 - Clarify the roles and responsibilities of the Minister, the Chair, the Deputy minister, CEO, and the Agency's board of directors.
 - Clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between the Agency and the Ministry.
- b. This MOU should be read together with the Act. This MOU does not affect, modify or limit the powers of the Agency as set out under the Act or interfere with the responsibilities of any

of its parties as established by law. In case of a conflict between this MOU and any act (including the Invest Ontario Act) or regulation, the act or regulation prevails.

2. Definitions

In this MOU:

- a. “AAD” means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive;
- b. “Act” means *Invest Ontario Act, 2021*, as may be amended from time to time and “Constituting instrument” has the same meaning;
- c. “Agency” or “provincial agency” means Invest Ontario;
- d. “Applicable Government Directives” means all Government directives, policies, standards and guidelines that apply to the Agency, as may be amended or replaced from time to time.
- e. “Appointee” means a member appointed to the Agency by the Lieutenant Governor in Council, but does not mean an individual employed or appointed by the Agency as staff;
- f. “Board” means the board of directors, including the Chair, of the Agency;
- g. “CEO” means the chief executive officer of the Agency;
- h. “Chair” means the chair of the Agency’s Board;
- i. “Deputy minister” means the Deputy Minister of the Ministry;
- j. “Executive Council Act” means the *Executive Council Act*, as may be amended from time to time;
- k. “FIPPA” means the *Freedom of Information and Protection of Privacy Act*, as may be amended from time to time.
- l. “Fiscal Year” means the period from April 1 to March 31;
- m. “Government” means the Government of Ontario;
- n. “Letter of Direction” means policies and directives in writing to the Board on matters relating to the exercise of its powers or duties, pursuant to section 22 of the Act;
- o. “MBC” means the Management Board of Cabinet;
- p. “Member” means a member of the Board;
- q. “Minister” means the Minister of Economic Development, Job Creation and Trade or such other person who may be designated from time to time as the responsible minister in accordance with the Executive Council Act;
- r. “Minister of Finance” means the Minister of Finance or such other person who may be designated from time to time under the Executive Council Act;
- s. “Ministry” means the Ministry of Economic Development, Job Creation and Trade or any successor to the ministry;

- t. “MOU” means this memorandum of understanding signed by the Minister and the Chair;
- u. “PSC” means the Public Service Commission;
- v. “PSOA” means the *Public Service of Ontario Act, 2006*, as may be amended from time to time;
- w. “TBS” means the Treasury Board Secretariat;
- x. “TB/MBC” means the Treasury Board/Management Board of Cabinet;

3. Agency’s Legal Authority and Mandate

- a. The legal authority of the Agency is established by the Invest Ontario Act, which states the Agency’s objects are:
 - to secure private sector strategic business and capital investments that support economic development, resiliency and job creation in Ontario by,
 - proactively identifying and cultivating potential investors or investments (generating leads), and implementing a sales-driven approach, pursuing an investment strategy that includes sector-specific strategies to attract investment opportunities that support the growth of firms in Ontario,
 - identifying and developing relationships with potential investors within key sectors identified by the Minister for the purposes of encouraging and securing investment in Ontario,
 - providing customized services to assist investors with selecting a physical location for a potential investment (site selection) and navigating the province’s regulatory environment and permitting requirements,
 - providing a co-ordinated and streamlined investment experience that gives companies access to business development teams and a set of tools, services, credits, incentives and supports customized to address investor needs, whether provided by the Crown, the government, a ministry, a Crown agency or board, commission, authority or unincorporated body of the Crown, or a regional partner as defined in the Act,
 - leveraging the expertise of the business community, regional partners and other levels of government to inform the Corporation and the Minister on investment priorities to enhance co-ordination with regional partners on investment opportunities in Ontario,
 - providing financial assistance and incentives to promote Ontario’s overall economic competitiveness and to promote growth in Ontario,
 - focusing efforts on attracting investments to Ontario that offer the greatest sustained benefits and that are aligned with government priorities,

- ensuring that the results and benefits of Invest Ontario’s activities are publicly reported in a transparent manner, and
- co-operating with the domestic and international business community, other levels of government, ministries, Crown agencies and boards, commissions, authorities and unincorporated bodies of the Crown, and regional partners in order to benefit Ontario;
- to conduct such further activities, consistent with its objects, as are described in any policies or directives issued by the Minister or as set out in any agreement with the Minister;
- to receive, hold, sell, invest and otherwise deal with its assets in carrying out its objects; and
- to carry out such other objects as are prescribed by the regulations.

4. Agency Type and Public Body Status

- a. The Agency is designated as a board governed provincial agency under the AAD.
- b. The Agency is prescribed as a public body, in accordance with Ontario Regulation 146/10 under the *Public Service of Ontario Act, 2006*. It is not organizationally part of the Ministry, but it is considered to be within Government.

5. Corporate Status and Crown Agency Status

- a. The Agency is a Crown agent for all purposes as set out in s. 4 of the Act.
- b. The Agency is a corporation without share capital.
- c. The Agency has the capacity, rights, power and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the Act and any limitations imposed by TB/MBC.
- d. Pursuant to s. 12 of the Act, the Agency cannot borrow or manage financial risks (collectively, the “Activity”) unless:
 - (i) A by-law of the Agency authorizes the Activity and the Minister and Minister of Finance have approved the by-law; and
 - (ii) Subject to any other written direction from the Minister of Finance, the Ontario Financing Authority coordinates and arranges the Activity.
- e. Pursuant to subs. 14(1) of the Act, sections 132 (conflict of interest), subsection 134 (1) (standards of care) and section 136 of (indemnification) of the *Business Corporations Act* apply, with necessary modifications, to the Agency and to the members of the Board.

f. Pursuant to s. 14(2) of the Act , the *Corporations Information Act* does not, apply to the Agency.

6. Guiding Principles

The parties agree to the following principles:

- a. The Minister and the Board, through the Chair are committed to a strong Agency that is empowered to efficiently and effectively fulfill its legislative objects and mandate, including to secure private sector strategic business and capital investments that support economic development, resiliency and job creation in Ontario.
- b. The Agency and the Ministry will work together in a mutually respectful manner.
- c. The Ministry and the Board share the goal of establishing and maintaining a co-operative relationship that facilitates the efficient administration of the Agency and fulfillment of the Agency's mandate and legislative responsibilities.
- d. The Board acknowledges that it is accountable, through the Minister, to the Legislative Assembly to fulfill the Agency's legislative objects, in advancement of the policy priorities established and communicated in writing by the Minister.
- e. The Minister recognizes that the Agency plays a meaningful role in providing information and feedback to support the development of the policies and programs of the Government, as well as in the implementation of those policies and delivery of programs consistent with its objects and mandate.
- f. As a part of government, however, not organizationally part of the Ministry, the Agency maintains operational flexibility in its day to day functions. The Minister recognizes that the Agency exercises powers and performs duties in accordance with its objects under the Constituting Instrument.
- g. Accountability is a fundamental principle to be observed in the management, administration and operations of the Agency. The Board acknowledges that it is accountable to the Minister, through the Chair, for governance and oversight of the Agency.
- h. The Agency will conduct itself according to the management principles of the Government. These principles include ethical behaviour; prudent, effective and lawful use of public resources; fairness; high quality service to the public; and openness and transparency to the extent allowed under the law.
- i. The Agency and the Ministry agree to avoid duplication of services wherever possible. Each will support the other in fulfilling its respective mandate and agree to share pertinent information and expertise in order to both avoid duplication of effort and cost and to ensure a coordinated, seamless and efficient experience for business investors.
- j. The Agency shall ensure regular reporting and communications are provided to the Ministry on the timelines set by this MOU.

- k. It is acknowledged and understood by both parties that nothing in this MOU shall be constructed as limiting the Minister's discretionary authority under the Constituting Instrument and that in accordance with this authority, the Minister may amend, limit, revoke, or rescind any Letter of Direction to the Agency under section 22 of the Act and/or issue additional Letters of Direction to the Agency at any time.

7. Accountability Relationships

7.1 MINISTER

The Minister is accountable:

- a. To Cabinet and the Legislative Assembly for the Agency's fulfilment of its objects and mandate, its compliance with Government policies, and for reporting to the Legislative Assembly on the Agency's affairs.
- b. For reporting and responding to TB/MBC on the Agency's performance and compliance with Government's applicable directives and applicable operational policies.
- c. To Cabinet for the performance of the Agency and its compliance with the Government's applicable directives, applicable operational policies and broad policy directions.

7.2 CHAIR

The Chair, acting on behalf of the Board, is accountable:

- a. To the Minister for the Agency's performance in fulfilling its objects and mandate, and for carrying out the roles and responsibilities assigned to the Chair by the Act, this MOU, and applicable TB/MBC, PSC and Government directives.
- b. For reporting to the Minister, as requested, on the Agency's activities.
- c. For ensuring timely communications with the Minister regarding any issue that affects, or can reasonably be expected to affect, the Minister's responsibilities for the Agency.
- d. To the Minister to confirm the Agency's compliance with applicable legislation, directives, and accounting and financial policies.

7.3 BOARD OF DIRECTORS

The Board is accountable, through the Chair, to the Minister for:

- a. The oversight and governance of the Agency.
- b. Setting goals, objectives and strategic direction for the Agency within its objects and mandate in furtherance of the policy priorities established and communicated by the Minister and Ministry.
- c. Approving for recommendation to the Minister proposals for fiscal concessions and incentives that fall within the Minister's delegated authority.

- d. Approving for recommendation to TB/MBC, through the Minister, proposals for fiscal concessions and incentives.
- e. Carrying out the roles and responsibilities assigned to it by the Act, this MOU, and applicable TB/MBC, PSC and other Government directives.

7.4 DEPUTY MINISTER

- a. The Deputy Minister is accountable to the Secretary of the Cabinet and the Minister for the performance of the Ministry in providing administrative and organizational support to the Agency and for carrying out the roles and responsibilities assigned by the Minister, the Constituting Instrument, this MOU, and applicable TB/MBC, PSC and Government directives.
- b. The Deputy Minister is also accountable for attesting to TB/MBC on the Agency's compliance with applicable TB/MBC directives.

7.5 CHIEF EXECUTIVE OFFICER

The CEO is accountable:

- a. To the Board for the management and administration of the Agency, the supervision of Agency staff, and carrying out the roles and responsibilities assigned by the Board, the Act, this MOU and Applicable Government Directives. The CEO works under the direction of the Chair and the Board to implement policy and operational decisions. The CEO reports the Agency's performance results to the Board, directly or through the Chair.
- b. To the Board for and providing the Deputy Minister and Minister with regular operational updates detailing the status of the Agency's work performed in accordance with the permissive authority granted under the Act and Letters of Direction, if any, and in an effort to ensure the Minister is apprised of the Agency's activities.

8. Roles and Responsibilities

8.1 MINISTER

The Minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Agency.
- b. Reporting and responding to TB/MBC on the Agency's performance and compliance with applicable TB/MBC directives, the applicable Government operational policies and policy directions.

- c. Recommending to TB/MBC, where required, the merger, any change to the legislative objects, or dissolution of the Agency.
- d. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate or objects are being proposed.
- e. Meeting with the Chair and CEO, as needed, to discuss issues relating to the fulfilment of the Agency's objects and mandate.
- f. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency.
- g. Reviewing the advice or recommendation of the Chair on candidates for appointment or reappointment to the Board.
- h. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for the Agency appointments established by legislation and/or by TB/MBC through the AAD.
- i. Endeavouring to recommend a Board whose composition reflects Ontario's diversity and regional representation. In this regard, Minister will endeavour to recommend 30% of the Board's members as those residing outside the Greater Toronto Area.
- j. Determining at any time the need for a review or audit of the Agency, directing the Chair to undertake reviews of the Agency on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of the Agency resulting from any such review or audit.
- k. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- l. For receiving the Agency's annual report and approving the report within 60 calendar days of receiving it.
- m. For tabling the annual report within 30 calendar days of approving it.
- n. For ensuring that the Agency's annual report is made available to the public after it is tabled and within 30 calendar days of approving it.
- o. Informing the Chair of the Government's priorities and broad policy directions for the Agency, in writing.
- p. Consulting, as appropriate, with the Chair (and others) on significant new directions or when the Government is considering regulatory or legislative changes for the Agency.
- q. Developing the Agency's MOU with the Chair, as well as any amendments to it, and signing the MOU into effect after it has been signed by the Chair.
- r. Reviewing and approving the Agency's human resource and compensation plan.
- s. Reviewing and approving the Agency's annual business plan.
- t. Recommending to TB/MBC any provincial funding to be allocated to the Agency.

- u. Outlining the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the agency mandate letter.
- v. Approving all by-laws of the Agency in accordance with the Act, including those with respect to borrowing, temporary investments, and management of financial risks, prior to the Agency obtaining approval from the Minister of Finance
- w. Issuing Letters of Direction to the Agency, including annual Letters of Direction with respect to investment deals and/or other deals based on the Government of Ontario's multi-year plan and/or other policy or fiscal decision, including the form for each deal. Providing Letters of Direction to the Agency in a timely manner.
- x. Leveraging the Ministry to work with partner ministries with respect to investment deals and seeking appropriate approvals to commit funds.
- y. Delegating, where appropriate, to the Deputy Minister any of the activities of the Minister in this MOU and advising the Agency of any such delegation.
- z. Providing to the Board, through the Chair, the approved investment framework and scorecard to be applied when assessing investment opportunities

8.2 CHAIR

The Chair is responsible to support the Board for:

- a. Providing leadership to the Agency by working with the Board to set the goals, objectives and strategic directions within the Agency's objects and policy priorities established and communicated in writing by the Minister and ensuring the implementation of actions that support them.
- b. Providing leadership to the Board, monitoring the Board's performance, and ensuring that the Board carries out its responsibilities for decisions regarding the Agency.
- c. Ensuring that the Board carries out its responsibilities for making recommendations on financial incentives to support investment attraction opportunities in a timely manner.
- d. Chairing Board meetings, including the management of the Board's agenda.
- e. Reviewing and approving claims for per diems and travel expenses for Board members.
- f. Seeking strategic policy direction for the Agency from the Minister.
- g. Ensuring timely communications with the Minister regarding any issues or events that may concern or can reasonably be expected to concern the Minister in the exercise of his/her responsibilities relating to the Agency.
- h. Consulting with the Minister in advance regarding any activity which may have an impact on the Government and Ministry's policies, directives or procedures, or on the Agency's mandate, legislative objects, powers or responsibilities as set out in the Act.

- i. Monitoring the performance of the Agency.
- j. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter confirming the Agency's compliance with all applicable legislation, directives, and accounting and financial policies.
- k. Ensuring that the Agency operates within its approved budget allocation in fulfilling its legislative objects and mandate, and that public funds are used for the purpose intended with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and Applicable Government Directives.
- l. Developing the Agency's MOU with the Minister, as authorized by the Board, and signing it on behalf of the Board.
- m. Submitting the Agency's business plan, budget, annual report and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in Applicable Government Directives.
- n. Providing both the Minister and the Minister of Finance and President of Treasury Board with a copy of every audit report, a copy of the Agency's response to each report, and any recommendation in the report.
- o. Advising the Minister annually on any outstanding audit recommendations per direction of the Board.
- p. As ethics executive, the Chair is responsible for ensuring that Board members are informed of the ethical rules to which they are subject, including the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.
- q. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Agency.
- r. Carrying out effective public communications and relations for the Agency as its chief spokesperson.
- s. Cooperating with any review or audit of the Agency directed by the Minister or TB/MBC.
- t. Ensuring compliance with applicable legislative and TB/MBC policy obligations.

8.3 BOARD OF DIRECTORS

The Board of directors is responsible for:

- a. Establishing the goals, objectives, and strategic directions for the Agency within its legislative objects and mandate as defined by the Constituting Instrument, Applicable Government Directives as appropriate, Letters of Direction, and any policy parameters established and communicated in writing by the Minister and this MOU.
- b. Governing the affairs of the Agency within its mandate and legislative objects and its approved business plan as described in section 10.1 of this MOU, and the policy parameters

established and communicated in writing by the Minister.

- c. Directing the preparation of and approving the Agency's annual reports for submission to the Minister for approval for tabling in the Legislative Assembly, no later than 120 days after the end of the fiscal year, as required under the Act.
- d. Making decisions consistent with the business plan approved for the Agency and ensuring that the Agency operates within its budget allocation.
- e. Ensuring that the Agency uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and TB/MBC directives.
- f. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with applicable TB/MBC directives.
- g. Establishing such Board committees or oversight mechanisms as may be required to advise the board on effective management, governance or accountability procedures for the Agency.
- h. Approving the Agency's MOU, and any amendments to the MOU, in a timely manner and authorizing the chair to sign the MOU, or any amendments to the MOU, on behalf of the Agency.
- i. Approving the Agency's reports and reviews that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines.
- j. Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of the Agency as needed.
- k. Where applicable, ensuring that conflict of interest rules that the Agency is required to follow, as set out in Ontario Regulation 381/07 made under the PSOA (or as have been approved and published by the Conflict of Interest Commissioner on the Commissioner's website), are in place for the members of the Board and employees of the Agency.
- l. Establishing performance measures, targets and management systems for monitoring and assessing the Agency's performance.
- m. Directing corrective action on the functioning or operations of the Agency, if needed.
- n. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.
- o. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives and strategic directions.
- p. Providing advice to the Government, through the Minister, and providing advice to the Minister, through the Chair, on issues within or affecting the Agency's mandate and legislative objects and operations.

- q. Setting and reporting on the strategic direction for the Agency according to its legislative objects, mandate letter, Letters of Direction, proposed business plan and annual report.
- r. Recommending financial supports to prospective opportunities to the Minister, in writing, in a manner consistent with the investment framework and scorecard approved for the Agency.
- s. Evaluating the performance of the CEO based on performance criteria established by the Board, and notifying the Minister of the results of the evaluation.
- t. Ensuring the CEO has a robust and appropriate performance system in place to manage the performance of the executive team directly reporting to the CEO, and notifying the Minister of the performance of the executive team.
- u. Establishing by-laws governing the operations of the Agency, subject to the approval of the Minister and the Minister of Finance, if required.
- v. In accordance with the Constituting Instrument, implementing policies and directives regarding matters relating to the Agency's exercise of its powers or duties, received pursuant to the Constituting Instrument, including any Letters of Direction.

8.4 DEPUTY MINISTER

The Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's responsibilities for the Agency, including informing the Minister of policy direction, policies and priorities of relevance to the Agency's mandate and legislative objects.
- b. Advising the Minister on the requirements of the AAD, and other directives that apply to the Agency.
- c. Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of the Agency or any of its programs, or changes to the management framework or operations of the Agency.
- d. Facilitating regular briefings and consultations between the Chair and the Minister, and between the Ministry staff and the Agency staff as needed.
- e. Attesting to TB/MBC on the Agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable TB/MBC directives, the Government's operational policies and policy directions based on the annual letter of compliance from the Chair to the Minister.
- f. Ensuring that the Ministry and the Agency have the capacity and systems in place for ongoing risk-based management, including appropriate oversight of the Agency.
- g. Ensuring that the Agency has an appropriate risk management framework and a risk management plan in place for managing risks that the Agency may encounter in meeting its program or service delivery objectives.

- h. Undertaking timely risk-based reviews of the Agency, its management or operations, as may be directed by the Minister or TB/MBC.
- i. Establishing a framework for reviewing and assessing the Agency's business plans and other reports.
- j. Supporting the Minister in reviewing the performance targets, measures and results of the Agency.
- k. Advising the Minister on documents submitted by the Agency to the Minister for review or approval, or both.
- l. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category.
- m. Undertaking reviews of the Agency as may be directed by the Minister.
- n. Cooperating with any review of the Agency as directed by the Minister or TB/MBC.
- o. Monitoring the Agency on behalf of the Minister while respecting the Agency's authority, identifying needs for corrective action where warranted, and recommending to the Minister ways of resolving any issues that might arise from time to time.
- p. Negotiating a draft MOU with the Chair of the Agency, as well as any amendments to the MOU, as directed by the Minister.
- q. Consulting with the Agency's CEO and Chair, as needed, on matters of mutual importance including services provided by the Ministry and compliance with TB/MBC directives and Ministry policies.
- r. Meeting with the Chair and CEO as needed or as directed by the Minister, or on the request of the Chair and CEO.
- s. Arranging for administrative, financial and other support to the Agency, as specified in this MOU.
- t. Reporting to TBS on the Agency and Ministry's compliance with the AAD, as required.
- u. Informing the Chair and CEO in writing, of new Government directives and any exceptions to, or exemptions in whole or in part from TB/MBC directives, Government policies, or ministry administrative policies.
- v. When required, submitting a report to the Secretary of TB/MBC on the wind-down of the Agency, following the disposition of any assets, completion of any outstanding responsibilities by the Agency, and the termination of any appointments.

8.5 CHIEF EXECUTIVE OFFICER

The CEO is responsible for:

- a. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Agency in accordance with the mandate and legislative objects of the Agency, applicable

TB/MBC and Government directives, accepted business and financial practices, and this MOU.

- b. Advising the Chair on the requirements of and the Agency's compliance with the AAD, as well as other applicable TB/MBC and Government directives and policies, and Agency by-laws and policies, including annually attesting to the chair on the Agency's compliance with mandatory requirements.
- c. Applying policies and procedures so that public funds are used with integrity and honesty.
- d. Providing leadership and management to the Agency staff, including human and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the Agency's Constituting Instrument, and Applicable Government Directives.
- e. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- f. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's approved business plan.
- g. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- h. Keeping the Board either directly or through the Chair, informed with respect to implementation of policy and the operations of the Agency.
- i. Establishing and applying systems to ensure that the Agency operates within its approved business plan.
- j. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Board.
- k. Supporting the Chair and Board in meeting its responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board directly or through the Chair.
- m. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister or the Chair in the exercise of their responsibilities.
- n. Seeking support and advice from the Ministry, as appropriate, on Agency management issues and the government's broad policy priorities.
- o. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with the *Freedom of Information and Protection of Privacy Act* and the *Archives and Recordkeeping Act, 2006* where applicable.
- p. Undertaking timely risk-based reviews of the Agency's management and operations.

- q. Consulting with the Deputy Minister and Minister as needed, on matters of mutual importance, including administrative and organizational support services provided by the Ministry, and on TB/MBC and Government directives and Ministry policies.
- r. Cooperating with a periodic review directed by the Minister or TB/MBC.
- s. Promoting ethical conduct and ensuring that all members of the Agency are familiar with the ethical requirements of the PSOA and the regulations and directives made under that act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- t. Keeping the Board, directly or through the Chair, informed about operational matters.
- u. Preparing the Agency's annual reports and business plans as directed by the Board.
- v. Preparing financial reports for approval by the Board.
- w. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- x. Attesting to the compliance of the Agency to applicable directives and policies and support the Board to provide the statement of compliance of the Agency to the Minister.
- y. Complying with all collective agreements between the agency and bargaining agent and corresponding legislation.

9. Ethical Framework

- a. Agency is required to follow the conflict of interest rules for ministries that are set out in Ontario Regulation 381/07 under the PSOA.
- b. Pursuant to the PSOA Section 58 (1) (5), Ontario Regulation 381/07 applies to the Agency, with necessary modifications. To ensure compliance with Ontario Regulation 381/07 as it applies to the Agency, the Agency is required to identify senior positions in the Agency that are "designated senior positions" for the purposes of Ontario Regulation 381/07 as it applies to the Agency and are identified in Appendix 1 of this MOU.
- c. The Chair, as the ethics executive for the Agency, is responsible for ensuring that Board appointees and the Agency's employees are informed of the ethical rules to which they are subject, including the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.
- d. Board appointees are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations.
- e. Board appointees shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. A Board appointee who has reasonable grounds to believe that he or she has a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first opportunity and shall refrain from further participation in the consideration of the

matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflicts of interest.

10. Reporting Requirements

10.1 BUSINESS PLAN

- a. The Chair will ensure that the Minister is provided annually with the Agency's business plan covering a minimum of five (5) years from the upcoming fiscal year, which includes a financial budget and a risk assessment and management plan, for approval by the Minister. The annual business plan shall be in accordance with the requirements set out in the AAD and the Act
- b. As noted in Appendix 3, in addition to submitting the annual business plan to the Minister for approval, a copy of the annual business plan is to be given to the Ministry's chief administrative officer or designated equivalent in accordance with the requirements set out in the AAD.
- c. The Chair is responsible for ensuring that the Agency's business plan includes a system of performance measures and reporting on the achievement of the objectives set out in the business plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The Chair will ensure that the business plan includes a risk assessment and risk management plan to assist the ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- e. The Chair will ensure that publicly posted business plans do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- f. The Minister will review the Agency's annual business plan and will promptly advise the Chair whether or not [he/she] concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plan varies from Government or Ministry policy or priorities as may be required, and the Chair, on behalf of the Board, will revise the Agency's plan accordingly. Business plans are only to be considered valid once the responsible Minister has approved the plan and the approval has been expressed in writing.
- g. In addition, TB/MBC may require the Minister to submit the Agency's business plan to TB/MBC for review at any time.
- h. The Chair, through the CEO and Ministry, will ensure that the Minister approved business plan is made available to the public in an accessible format, in both official languages, on the Agency's website within 30 calendar days of Minister's approval of the plan.

10.2 ANNUAL REPORTS

- a. The Chair is responsible for ensuring that the Agency's annual report is prepared and submitted to the Minister for approval within 120 calendar days after the Agency's fiscal year. The annual report shall be in accordance with the requirements set out in the AAD and the Act.
- b. The Chair, through the CEO, will ensure that the annual report is prepared in the format specified in the AAD.
- c. The Chair will ensure that publicly posted annual reports do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the.
- d. The Minister will receive and review the provincial Agency's annual report to confirm adherence with AAD requirements, and will approve the report within 60 calendar days after the day of receipt.
- e. The Minister will, within 30 calendar days of approval, table the report in the Legislative Assembly.
- f. The Chair, through the CEO, will ensure that its annual report is publicly posted in an accessible format, in both official languages, on the Agency's website after the report has been tabled in the Legislature and within 30 calendar days of Minister approval.

10.3 OTHER REPORTS

The Chair is responsible on behalf of the Board for:

- a. Ensuring that the reports and documents set out in Appendix 3 to this MOU are submitted for review and approval by the Minister in accordance with the timelines set out in Appendix 3.
- b. Supplying specific data and other information, at the request of the Minister or the Deputy Minister, that may be required from time-to-time for the purpose of the Ministry's administration.

11. Public Posting Requirements

- a. The Agency, through the Chair on behalf of the Board, and the Ministry will ensure that the following approved governance documents are posted in an accessible format, in both official languages, on the Agency's website within the specified timelines:
 - MOU and any letter of affirmation – 30 calendar days of signing by both parties
 - Agency mandate letter – To be issued by October 1st annually.
 - Annual business plan – 30 calendar days of Minister's approval

- Annual report – 30 calendar days of Minister’s approval (the report must first be tabled in the Legislature).
- b. Posted governance documents should not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets or scientific information, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the provincial Agency
- c. The Agency, through the Chair on behalf of the Board, and the Ministry will ensure that the expense information for appointees and senior management staff are posted on the Agency website, in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive.
- d. The Agency, through the Chair on behalf of the Board, will ensure that any other applicable public posting requirements are met.

12. Communications and Issues Management

The parties to this MOU recognize that the timely exchange of information on the operations and administration of the Agency is essential for the Minister to meet his/her responsibilities for reporting and responding to the Legislative Assembly on the affairs of the Agency. The parties also recognize that it is essential for the Chair on behalf of the Board to be kept informed of the Government initiatives and broad policy directions that may affect the Agency’s mandate, legislative objects, and functions.

The Minister and the Chair on behalf of the Board and CEO, therefore, agree that:

- a. The Chair will keep the Minister advised, in a timely manner, of all events or issues, including contentious matters and decisions or opinions of the Board, that concern or can be reasonably expected to concern the Minister in the exercise of [his/her] responsibilities. The Chair will inform the Minister of any public communication or response relating to contentious matters and work to ensure messaging is aligned.
- b. The Minister will consult with the Chair in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency’s mandate, objects, or functions, or which otherwise will have a significant impact on the Agency.
- c. The Minister and the Chair will consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.
- d. The Minister and the Chair will meet at least quarterly, or as requested by either party, to discuss issues relating to the fulfillment of the Agency’s mandate, objects, management and operations.
- e. The Deputy Minister and the CEO and Chair will meet at least annually, or as requested by either party, to discuss issues relating to the delivery of the Board’s mandate, objects, and

the efficient operation of the Agency. The Deputy Minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting the Agency's management or operations.

- f. The Agency and Ministry will adhere to the "no surprises" basis of day-to-day business and the Public Communications Protocol set out in Appendix 3 to this MOU.

13. Administrative Arrangements

13.1 APPLICABLE GOVERNMENT DIRECTIVES

- a. The Ministry confirms the agency's status as an Other Included Entity and is subject to the OPS Procurement Directive in part.
- b. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with Applicable Government Directives (e.g. financial and accounting).
- c. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all directives, policies and guidelines to which it is subject.
- d. Without derogating from the above, in addition to complying with the MBC Realty Directive, the Agency shall comply with the Ministry of Government and Consumer Services' Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes. The Ministry will inform the Agency about any updates to this policy; however, the Agency is responsible for complying with all directives and policies to which it is subject. The Ministry will ensure that the Agency has access to all applicable government directives.
- e. The Ministry will make best efforts to work with central agencies to allow for flexibility within applicable directives where necessary. If any of the applicable directives are prohibitive to the mandate and operations of the Agency, the Agency will submit an appropriate business case in support of exemptions for the Ministry's consideration and approval.

13.2 ADMINISTRATIVE AND ORGANIZATIONAL SUPPORT SERVICES

- a. The Deputy Minister is responsible for ensuring that the Ministry provides the Agency with the interim administrative and organizational support services listed in Appendix 4 to this MOU. The Ministry will negotiate with Ontario Shared Services the provision of these services, as appropriate. The Deputy Minister will ensure that the administrative and organizational support services provided to the Agency are of the same quality as those provided to the Ministry's own divisions and branches.
- b. Following the Agency's initial set-up phase and once the Agency is established with a CEO and Board of Directors, the Ministry and the Agency may, on mutual consent, negotiate agreements with TBS, the Ministry of Government and Consumer Services or other ministries of the Government of Ontario for the continued provision of some or all of the administrative and organizational support services listed in Appendix 4.

- c. Without limiting paragraph (b), this section and Appendix 4 may be reviewed and updated at any time at the request of either party.

13.3 AGREEMENTS WITH THIRD-PARTIES

CEO is responsible for managing, monitoring and evaluating the performance of the contracts of consultants, professional service providers or others who are engaged by the Agency to provide professional, technical or other assistance.

13.4 LEGAL SERVICES

- a) The Chair, the Board and the CEO will ensure that the Board's practices and operations comply with the laws of the Province of Ontario and the federal laws of Canada.
- b) The Chair will promptly inform the Minister or delegate of all significant potential legal exposures or liabilities for the Agency, the Government or the Minister that is within the knowledge of the Chair, the CEO or the Agency's legal advisors.
- c) The CEO shall consult with the Board and Deputy Minister before preparing a legal response where the liability of the Government or the Minister may be an issue.
- d) Legal services will be provided to the agency by the Ministry of the Attorney General (MAG) until the Board passes a resolution to acquire legal services outside MAG in accordance with paragraph (f) below.
- e) Until such time, legal services will be provided in accordance with MAG's Operating Policy on Acquiring and Using Legal Services. This policy provides that legal work done on behalf of the Government by ministries and specified agencies must be performed by Government legal counsel or, in certain specific cases, by private sector lawyers whose retentions have been approved by MAG. The retention of a private sector lawyer may be approved where, for example, due to the nature and scope of the government initiative, the legal work is complex and requires specialized expertise.
- f) Prior to bringing forward a resolution to the Board to acquire legal services other than from MAG, the agency and MAG will meet within a reasonable period of time to assess their arrangement. The CEO will work with MAG through the Legal Services Director and Deputy Minister with a view to identifying options to address any concerns and determine what is required to implement and ensure a smooth transition to a new approach.

13.5 CREATION, COLLECTION, MAINTENANCE AND DISPOSITION OF RECORDS

- a. The Chair, on behalf of the Board, is responsible for ensuring that a system is in place for the creation, collection, maintenance and disposal of records.
- b. The Board, through the Chair, is responsible for ensuring that the Agency complies with all Government legislation, directives and policies related to information and records management.

- c. The CEO, the Chair and the Board shall protect the legal, fiscal and other interests of the Agency by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by the Agency. This includes, but is not limited to, all electronic records, such as emails, information posted on the Agency's website(s), database data sets, and all records stored on personal computers and shared drives.
- d. The Chair, on behalf of the Board, is responsible for ensuring measures are implemented requiring the Agency's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs.
- e. The Board, through the Chair, is responsible for ensuring that the Agency complies with the *Archives and Recordkeeping Act, 2006*.

13.6 INTELLECTUAL PROPERTY

- a. The Minister will Inform the Chair of the Government's priorities for the Agency, in writing, including priorities related to the generation and ownership of intellectual property. The Chair will ensure that the agency aligns its decision-making processes to these priorities where possible and consistent with its objects.
- b. When it is consistent with its objects, the Agency shall be responsible for ensuring that it furthers the government's priority to generate intangible assets that can be commercialized for the long-term economic benefit of Ontario, and that any investment opportunity that involves the creation, development, ownership, or transfer of intellectual property results in a benefit to Ontario.

13.7 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY

- a. The Chair and the Minister acknowledge that the Agency is required to follow the requirements set out in the FIPPA in relation to the collection, retention, security, use, distribution and disposal of records, including any records containing personal information.
- b. The Minister is the prescribed institution head for the purposes of the FIPPA, pursuant to Regulation 460 under the FIPPA.

13.8 SERVICE STANDARDS

- a. The Agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry and the Ontario Public Service.
- b. The Chair will ensure that the Agency delivers its services at a quality standard that reflects the principles and requirements of the OPS Service Directive.
- c. The Agency will develop a formal process for responding to complaints about the quality of services received by members of the public consistent with the Government's service quality standards.
- d. The Agency's annual business plan will include performance measures and targets for client service and the Agency's response to complaints.

- e. The provincial Agency shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*.

14. Financial Arrangements

14.1 GENERAL

- a. All financial procedures for the Agency shall be in accordance with applicable TB/MBC and Ministry of Finance directives and guidelines, Ministry corporate financial and administrative policies and procedures, and other Government guidelines, directives and policies.
- b. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to Section 16.4 of the *Financial Administration Act*, the Agency shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- c. Pursuant to Section 28 of the *Financial Administration Act*, the Agency shall not enter into any financial arrangement or commitment, guarantee, indemnity or similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government without the written approval of the Minister of Finance and/or the President of the Treasury Board. The Minister's approval is required before seeking statutory approval from the Minister of Finance.
- d. The CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

14.2 FUNDING

- a. The Agency maintains bank accounts in its own name and manages its financial activities in accordance with its own policies and procedures.
- b. The CEO will prepare estimates of the Agency's expenditures for its Annual Business Plan, and for inclusion in the Ministry's Multi Year Planning Process. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.
- c. These estimates provided by the Agency may, after appropriate consultation with the Chair, be altered as required.
- d. Financial procedures of the Agency must be in accordance with Applicable Government Directives.
- e. The Agency's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Minister. The Agency will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss this with the Ministry before making such changes.

- f. The CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

14.3 FINANCIAL REPORTS

- a. The Chair, on behalf of the Board, will provide to the Minister audited annual financial statements, and will include them as part of the Agency's annual report. The statements will be provided in a format that is in accordance with the province's stated accounting policies issued by the Office of the Provincial Controller Division.
- b. The Agency will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996*.

14.4 TAXATION STATUS: HARMONIZED SALES TAX (HST)

- a. The Agency is responsible for paying Harmonized Sales Tax ("HST") where applicable, in accordance with the federal *Excise Tax Act*.
- b. The Agency pays HST directly to suppliers and subsequently claims Government rebates on the HST that was paid.

15. Audit and Review Arrangements

15.1 AUDITS

- a. The Agency is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act* or by the Ontario Internal Audit Division of Treasury Board Secretariat.
- b. The Ontario Internal Audit Division may also carry out an internal audit, if approved to do so by the Ministry's Audit Committee or by the Corporate Audit Committee.
- c. Regardless of any previous or annual external audit, the Minister may direct that the Agency be audited at any time.
- d. The Agency will promptly provide a copy of every report from an audit to the Minister and the Minister of Finance/President of Treasury Board. The Agency will also provide a copy of its response to the audit report and any recommendations therein. The Agency will advise the Minister annually on any outstanding audit recommendations.
- e. The Chair, on behalf of the Board, may request an external audit of the financial transactions or management controls of the Agency, at the Agency's expense.

15.2 OTHER REVIEWS

- a. The Agency is subject to periodic review initiated at the discretion and direction of TB/MBC or the Minister. The review may cover such matters relating to the Agency that are

determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Agency.

- b. In requiring a periodic review, the Minister or TB/MBC shall determine the timing and responsibility for conducting the review, the roles of the Chair, the Board, and the Minister, and how any other parties are involved.
- c. A mandate review of the Agency will be conducted at least once every seven years. The date of the next review will be 2027.
- d. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.
- e. The Chair and CEO and Board will cooperate in any review.
- f. In the event of a review initiated at the direction of the Minister, the Minister shall submit any recommendations for change that are developed from the results of the review regarding the Agency to TB/MBC for consideration.

16. Staffing and Appointments

16.1 STAFFING REQUIREMENTS

- a. The Agency may employ or otherwise engage persons it considers necessary for the proper conduct of business of the Agency.
- b. The Agency's employees are employed in accordance with the Constituting Instrument.

16.2 DESIGNATED SENIOR POSITIONS

For the purposes of applying post-service conflict of interest rules to former public servants of public bodies, the Agency shall identify all designated senior positions. Such designated senior positions are set out in Appendix 1, which encompass the senior public body positions equivalent to those so designated for the ministries in Section 14 of PSOA Reg. 381/07.

16.3 APPOINTMENTS

- a. The members of the Board are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 6 of the Constituting Instrument.
- b. Of those members, the Chair and Vice-Chair are designated by the Minister pursuant to section 6(2) of the Constituting Instrument.
- c. The Board shall be composed of up to 13 members, as set out in the Constituting Instrument.

16.4 REMUNERATION

- a. Remuneration for Board members is set by the Lieutenant Governor in Council and established by Order in Council.

17. Risk Management, Liability Protection and Insurance

17.1 RISK MANAGEMENT

- a. The Chair, on behalf of the Board, is responsible for ensuring that a risk management strategy is developed for the Agency, in accordance with the OPS Risk Management process.
- b. The Agency shall ensure that the risks it faces are addressed in an appropriate manner.

17.2 LIABILITY PROTECTION AND INSURANCE

- a. The Board, as represented by the Chair, acknowledges that the Agency shall (i) receive indemnification from the Government under Section 28 of the *Financial Administration Act*; or (ii) maintain liability.
- b. protection and insurance for the period during which this MOU is in effect. The Agency's liability and insurance policy would be with insurers that are licensed to write in Ontario insurance coverage, which is satisfactory to the Ministry.
- c. If required, the Agency will purchase third-party liability insurance coverage to protect itself against claims that might arise from anything done or omitted to be done by the Agency or its directors, officers, employees and from anything done or omitted to be done where bodily or personal injury, death or property damage, including loss of use thereof, is caused. The amount, type and cost of the insurance should be specified, and evidence of insurance shall be provided to the Ministry annually if requested.
- d. The Agency may, subject to Section 28 of the Financial Administration Act and in accordance with Government agency practice, indemnify its directors from liability incurred in the proper exercise of their duties.

18. Effective Date, Duration and Periodic Review of the MOU

- a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it and continues in effect until it is revoked or replaced by a subsequent MOU signed by the parties.
- b. A copy of the signed MOU and any successor MOU must be provided to the Secretary, Treasury Board/Management Board of Cabinet.
- c. Upon a change in the Minister or Chair, both parties must affirm by letter that this MOU will continue in force without a review (and attach the signed letter to the MOU); or alternatively, they may agree to revise it and sign a new MOU within six (6) months of the change.

- d. A copy of the letter of affirmation, or a new MOU between the Minister and Chair must be provided to the Secretary, Treasury Board/Management Board of Cabinet within six months of the new party or parties' commencement.
- e. Without affecting the effective date of this MOU, either the Minister or the Chair, on behalf of the Board, may initiate a review of this MOU by written request to the other.
- f. If either of the parties deems it expedient to amend this MOU, they may do so only in writing. Any amendment shall only be effective after approval by the parties.
- g. A full review and replacement of this MOU will be conducted in a timely manner in the event of a significant change to the Agency's mandate, powers or governance structure as a result of an amendment to the Act.
- h. At a minimum, this MOU will be reviewed at least once every 5 years, or upon change in Chair or Minister, to ensure it is current and consistent with Government expectations.

Appendix 1 - Designated Senior Positions

The following Agency positions are classified as “designated senior positions” under this MOU:

- CEO
- Other positions might be added as the Agency’s structure is developed and approved by the Board of directors.

Appendix 2 - Public Communications Protocol

1. Definitions:

- a. “Public communications” means any material that is communicated to the public, either directly or through the media in:
 - i. Oral form, such as a speech or public presentation;
 - ii. Printed form, such as a hardcopy report; and
 - iii. Electronic form, such as a posting to the Agency’s website, social or other digital media.

 - b. A “contentious issue” is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, which may have direct implications for the Agency, the Ministry or the Government, or is likely to result in inquiries being directed to the Minister or Government. Contentious issues may be raised by:
 - i. Members of the Legislative Assembly;
 - ii. The public;
 - iii. Media;
 - iv. Stakeholders; and/or
 - v. Service delivery partners.
2. The Agency will comply with the TB/MBC Visual Identity Directive and identify itself in all media responses and news releases as an Agency of the Government.

 3. The Ministry and the Agency will each identify a person as public communications “leads”:
 - i. The Ministry lead is the Director of the Communications Branch and
 - ii. The Agency lead is the CEO.

 4. The Chair, the CEO, and the Ministry shall operate in accordance with Section 9 of this MOU (Roles and Responsibilities) as it relates to communication and liaison between the Agency and the Ministry.

 5. For the purpose of this protocol, public communications are divided into two categories:
 - a. Day-to-day business of the Agency: The Agency is responsible for all communications in relation to its day-to-day operations as an arms-length agency of the Ministry. The Agency will operate on a “no-surprises” basis with the Ministry in accordance with Section 12 of the MOU.

- c. Contentious issues:
 - i. For all contentious issues, the Agency lead will notify the DMO, the MO and the Ministry lead immediately upon becoming aware of the issue.
 - ii. The Ministry lead will notify the appropriate staff in the responsible branch name (or any successor), the ADMO and the Ministry's Communications Branch. The Ministry lead may also advise the Agency of contentious issues that require attention.
 - iii. The Agency lead will provide the required non-commercially sensitive information on the issue to the Ministry lead, and/or commercially sensitive information as set out in transfer payment agreements.
 - iv. The Agency will liaise with the Ministry and the MO on the approach to any public communication in relation to a matter in this category.

With respect to public communications, the Agency will assume full responsibility for all communications, marketing or public relations work or services from third parties.

Appendix 3 - Summary of Agency Reporting Requirements

Due Date	Report/Document	Names
	Estimates The Agency will prepare estimates of its expenditures to be included in the Ministry's business plan	
Submitted annually to the Ministry by such date specified by the Minister in accordance with the Act and AAD.	Annual Business Plan <ul style="list-style-type: none"> • Prepares • Approved • Provides to Minister 	<ul style="list-style-type: none"> • Agency Staff • Board • Chair
Submitted annually to the Minister within 120 days of the Agency's fiscal year end.	Annual Report <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • Agency Staff • Board • Chair
Submitted annually to the Minister within 120 days of the Agency's fiscal year end	Audited Year-End Financial Statements <ul style="list-style-type: none"> • Prepares • Audit and Sign-Off • Provides to Minister 	<ul style="list-style-type: none"> • Agency Staff • Auditor of Record • Chair
Submitted quarterly to the Board	Quarterly Financial Reports <ul style="list-style-type: none"> • Prepares • Reviews • Approves 	<ul style="list-style-type: none"> • Agency Staff • IvO Audit and Risk Committee • Board
Reviewed at least once every 5 years or when a new Chair/Minister is appointed	MOU <ul style="list-style-type: none"> • Prepares • Approves 	<ul style="list-style-type: none"> • Agency Staff • Board, Chair, Minister
Submitted annually to the Ministry's Corporate Services Division within agreed upon timelines	Letter of Compliance to the Minister <ul style="list-style-type: none"> • Prepares • Provides Attestation • Provides to Minister 	<ul style="list-style-type: none"> • Agency Staff • CEO, followed by Chair • Chair

Appendix 4 – Administrative and Organizational Support Services

The Deputy Minister is responsible for ensuring that the Ministry provides the following interim administrative and organizational support services to the Agency throughout the initial set up phase. The Ministry will also negotiate with Ontario Shared Services considering such services as appropriate. These initial administrative and organizational support services include:

- Financial Administration
- Human Resource Services
- Legal Services
- Internal Audit
- Information Technology and Telecommunications (“I&IT”) Services
- Accommodation Planning
- Freedom of Information Services and Protection of Privacy Program Services
- French Language Services
- Communications
- Program Support
- Marketing Services

The expenses for shared operating expenses as outlined above to the Agency will be covered under the Service Agreements and/or Transfer Payment Agreement with the Ministry.