

Memorandum of Understanding

Between


Minister of Health and

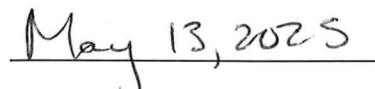
Chair of Ontario Health

January 2025

Signatures

I have read, understood, and concur with this MOU dated February 1st, 2025, and will abide by the requirements for this MOU and the AAD.


Minister


Date

I have read, understood, and concur with this MOU dated February 1st, 2025, and will abide by the requirements for this MOU and the AAD.



Agency Chair

January 31, 2025

Date

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The parties to this Memorandum of Understanding agree to the following:

1. Preamble

- a. Provincial agencies deliver important and valued services to the people of Ontario. In delivering these public services, provincial agencies are accountable to the Government through the responsible Minister.
- b. Provincial agencies must use public resources efficiently and effectively to carry out their mandates, as established by their respective constituting instruments and in alignment with the key priorities of the provincial Government. Their operations are guided by the key principles of the Agencies and Appointments Directive (AAD).
- c. The parties to this MOU acknowledge that the Agency is part of Government and is required to comply with legislation, Government directives, policies, and guidelines applicable to it. Further, the Agency may be required to ensure that its directives and policies adhere to certain Government directives, policies, and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.

2. Purpose

- a. The purpose of this Memorandum of Understanding (MOU) is to:
 - Establish the accountability relationships between the Minister of Health and the Chair of Ontario Health;
 - Clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, Agency's Chief Executive Officer (CEO) and the Agency's board of directors;
 - Clarify the operational, administrative, financial, staffing, auditing, and reporting arrangements between Ontario Health and the Ministry of Health.
- b. This MOU should be read together with the *Connecting Care Act, 2019*, S.O. 2019, c.5, Sch.1. This MOU does not affect, modify, or limit the powers of the Agency as set out under the *Connecting Care Act, 2019*, or interfere with the responsibilities of any of its parties as established by law. This MOU shall not limit in any way the ability, authority, and obligation of the Board to manage the Agency in accordance with the legal duties and responsibilities of the Board, including, any duties of care or fiduciary duties. In case of a conflict between this MOU and any act or regulation, the act or regulation prevails.
- c. The roles, accountabilities, and reporting relationships relating to the Subsidiary and the oversight of the Subsidiary by the Agency are set out in the Ministry-Agency-Subsidiary MOU ("Tripartite MOU") which is attached as Appendix 3 and forms part of this MOU. The Minister, Chair, Deputy Minister, the Agency's CEO and Board agree to uphold their obligations and accountabilities relating to the Subsidiary as set out in the Tripartite MOU.

- d. This MOU replaces the MOU between the parties dated December 2023.

3. Definitions

In this MOU:

- a. “AAD” means the Agencies and Appointments Directive, issued by Management Board of Cabinet;
- b. “Accountability Agreement” means the agreement between the Ministry and the Agency that contains terms and conditions which are in addition to the terms and conditions contained in the MOU as further described in section 12 of this MOU;
- c. “Agency” or “provincial agency” means Ontario Health (OH);
- d. “Annual Report” means the annual report referred to in section 11.2 of this MOU;
- e. “Applicable Government Directives” means the Government directives, policies, standards and guidelines that apply to the Agency;
- f. “Artificial intelligence system” means a machine-based system that, for explicit or implicit objectives, makes inferences, from the input it receives, in order to generate outputs such as predictions, content, recommendations, or decisions that can influence physical or virtual environments.
- g. “Board” means the board of directors of Ontario Health;
- h. “Business Plan” means the annual business plan described under section 11.1 of this MOU;
- i. “CEO” means the chief executive officer of the Agency;
- j. “Certificate of Assurance” means the annual process of providing assurance to the Deputy Minister (i.e., Management), Provincial Controller and Comptroller General that the province has maintained an effective system of internal controls to support their Public Accounts sign-offs for the Office of the Auditor General of Ontario;
- k. “Chair” means the Chair of Ontario Health;
- l. “Connecting Care Act” means the *Connecting Care Act, 2019*, S.O. 2019, c.5, Sched. 1, as amended, including any regulations made under it;
- m. “Consultant” means a person or entity that under an agreement, other than an employment agreement, provides expert or strategic advice and related services for consideration and decision-making;
- n. “Deputy Minister” means the Deputy Minister of Health;
- o. “Designated Executive” means designated executive defined in the *Broader Public Sector Executive Compensation Act, 2014*, S.O. 2014;
- p. “Executive Council Act” means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- q. “FIPPA” means the *Freedom of Information and Protection of Privacy Act*,

R.S.O. 1990, c.F.31, as amended;

- r. “Fiscal Year” means the period from April 1 to March 31;
- s. “Government” means the Government of Ontario;
- t. “LGIC” means Lieutenant Governor in Council;
- u. “MBC” means the Management Board of Cabinet;
- v. “Member” means an individual appointed to the Agency by the Lieutenant Governor in Council but does not mean an individual employed or appointed by the Agency as staff;
- w. “Minister” means the Minister of Health or such other person who may be designated from time to time as the responsible Minister in relation to this MOU in accordance with the *Executive Council Act*, R.S.O. 1990, c.E.25, as amended;
- x. “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*;
- y. “Ministry” means the Ministry of Health or any successor to the Ministry;
- z. “MOU” means this memorandum of understanding signed by the Minister and the Chair;
- aa. “OPS” means the Ontario Public Service;
- bb. “PHIPA” means the *Personal Health Information Protection Act, 2004*, S.O. 2004, c.3, Sched. A, as amended;
- cc. “President of the Treasury Board” means this President of the Treasury Board or such other person who may be designated from time to time under the *Executive Council Act*;
- dd. “PSOA” means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;
- ee. “Subsidiary” means the corporation without share capital under the name Ontario Health atHome as continued under section 27.2 of the *Connecting Care Act*;
- ff. “TBS” means the Treasury Board Secretariat;
- gg. “TB/MBC” means the Treasury Board/Management Board of Cabinet;

4. Agency’s Legal Authority and Mandate

- a. The legal authority of the Agency is set out in the *Connecting Care Act 2019*.
- b. The Agency’s objects as set out in the *Connecting Care Act* are:
 - 1. to implement the health system strategies developed by the Ministry;
 - 2. to manage health service needs across Ontario consistent with the Ministry’s health system strategies to ensure the quality and sustainability of the Ontario health system through,
 - i. health system operational management and co-ordination,

- ii. health system performance measurement and management, evaluation, monitoring and reporting,
 - iii. health system quality improvement,
 - iv. clinical and quality standards development for patient care and safety,
 - v. knowledge dissemination,
 - vi. patient engagement and patient relations,
 - vii. digital health, information technology and data management services, and
 - viii. support of health care practitioner recruitment and retention;
- 3. to provide oversight of the Subsidiary in a manner consistent with the health system strategies set by the Ministry;
- 4. to support, through its Mental Health and Addictions Centre of Excellence, the mental health and addictions strategy provided for under the *Mental Health and Addictions Centre of Excellence Act, 2019*;
- 5. to support or undertake any functions, powers or duties that may be conferred on the Agency, or an employee of the Agency, under the *Integrated Community Health Services Centres Act, 2023*;
- 6. to plan, co-ordinate, undertake and support activities related to tissue donation and transplantation in accordance with the *Gift of Life Act*;
- 7. to support the patient ombudsman in carrying out their functions in accordance with the *Excellent Care for All Act, 2010*;
- 8. to support or provide supply chain management services to health service providers and related organizations;
- 9. to provide advice, recommendations and information to the Minister and other participants in the Ontario health care system in respect of issues related to health care that the Minister may specify;
- 10. to promote health service integration to enable appropriate, co-ordinated and effective health service delivery;
- 11. to respect the diversity of communities and the requirements of the French Language Services Act in carrying out its objects; and
- c. Any other prescribed objects. the Agency also exercises powers and authority under PHIPA.

5. Agency Type, Function and Public Body Status

- a. The Agency is designated as a board-governed provincial agency with an operational service function under the AAD.
- b. The Agency is prescribed as a public body, in accordance with Ontario Regulation 146/10 under the PSOA.

6. Corporate Status and Crown Agency Status

- a. The Agency is a Crown agency within the meaning of the *Crown Agency Act*.
- b. 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 by the *Connecting Care Act*, this MOU, and/or limitations imposed by TB/MBC.

7. Guiding Principles

The parties agree to the following principles:

- a. **Accountability:** Provincial agencies deliver public services and are accountable to the Government through the responsible Minister. In delivering on their mandate, provincial agencies balance operational flexibility with the Minister's accountability for the Agency to Cabinet, the Legislative Assembly, and the people of Ontario. Accountability of the Minister for each provincial agency cannot be delegated.

Every provincial agency complies with all applicable legislation and Ontario Public Service (OPS) directives and policies. Further, agencies ensure that their directives and policies adhere to certain Government directives, policies, and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations. This includes applicable legislation and directives related to procurement.

- b. **Responsiveness:** The Agency aligns their mandate and operations with Government priorities and direction. Open and consistent communication between the Agency and their responsible Ministry helps ensure that Government priorities and direction are clearly understood and helps to manage risks or issues as they arise. The Agency delivers a high standard of public service that meets the needs of the population that they serve.
- c. **Efficiency:** The Agency uses public resources efficiently and effectively to carry out their mandates, as established by their respective constituting instruments. They operate in a cost-effective manner and pursue efficiencies throughout the agency's service delivery and administration.
- d. **Sustainability:** The Agency operates in a way so that their current form is sustainable over the long-term while delivering a high standard of service to the public.
- e. **Transparency:** Good governance and accountability practices for provincial agencies are complemented by transparency in the form of public posting of governance and accountability documents including the business plan, annual report, MOU, and expenses information.

8. Accountability Relationships

8.1 Minister

The Minister is accountable:

- a. To Cabinet and the Legislative Assembly for the Agency's fulfilment of its mandate and 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 direction, including directives and operational policies.
- c. To the Cabinet for the performance of the Agency and its compliance with the Government's operational policies and broad policy directions.

8.2 Chair

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

- a. To the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the *Connecting Care Act*, this MOU, and Applicable Government Directives and policies.
- 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 legislation, Government directives, and applicable accounting, financial, and I&IT policies.

8.3 Board of Directors

- a. The Board is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency as outlined in the annual letter of direction; and for carrying out the roles and responsibilities assigned to it by the *Connecting Care Act*, this MOU, and applicable other Government directives and policies.

8.4 Deputy Minister

- a. The Deputy Minister reports to the Secretary of the Cabinet and is responsible for supporting the Minister in the effective oversight of provincial agencies. The Deputy Minister is accountable 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, this MOU, and Applicable Government Directives and policies.
- b. The Deputy Minister is also accountable for attesting to TB/MBC on the Agency's compliance with applicable directives to the best of their knowledge and ability.

8.5 CEO

- a. Where the CEO is employed under the Agency's authority and not under Part III of the Public Service of Ontario Act, 2006, the CEO is accountable 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 Connecting Care Act, this MOU, and Government directives. The CEO works under the direction of the Chair to implement the Board's policy and operational decisions. The CEO reports the Agency's performance results to the Board, through the Chair. The Board and Chair are accountable to the Minister.
- b. The Agency shall provide a salary or other remuneration and benefits to its Designated Executives, including the CEO, in accordance with the legislation, directives, policies and guidelines applicable to them. The Board may appoint an employee of the Agency to act in the place of the CEO when the CEO is absent or refuses to act or the office of the CEO is vacant, and while so acting, the employee has all the rights and powers and shall perform all the duties of the CEO.

9. Roles and Responsibilities

9.1 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 Government Directives, the Government's operational policies and policy directions.
- c. Meeting with the Chair at least quarterly on: Government and Ministry priorities for the Agency; Agency, Board, Chair and CEO performance; emerging issues and opportunities; issues relating to the fulfillment of the Agency's mandate; Agency high risks and action plans including direction on corrective action, as required; and Agency Business Plan and capital priorities.
 - i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate minister or parliamentary assistant.
 - ii. If the Minister deems the Agency to be low-risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Agency, Board, Chair and CEO performance.
- d. Informing the Chair of the Government's priorities and broad policy directions for the Agency and setting expectations for the Agency in the annual letter of direction.
- e. Come to agreement with the Chair on appropriate measures and mechanisms related to the performance of the Agency.
- f. Reviewing the advice or recommendation of the Chair on candidates for

appointment or re- appointment to the Board.

- g. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for Agency appointments established by legislation and/or by MBC through the AAD.
- h. Determining at any time the need for a review or audit of the Agency, directing the Chair to undertake reviews or audits 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.
- i. Signing the MOU into effect after it has been signed by the Chair.
- j. Receiving the Agency's Business Plan and approving or providing suggested changes to the plan no later than 30 calendar days from receiving it.
- k. Receiving the Agency's Annual Report and approving the report no later than 60 calendar days from the Ministry's receipt of the report from the Agency.
- l. Ensuring the Annual Report is tabled no later than 30 calendar days from approval and then made available to the public.
- m. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- n. When appropriate or necessary, taking action, or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- o. 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.
- p. Recommending to TB/MBC the application of the OPS Procurement Directive.
- q. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.
- r. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed.
- s. Reviewing and endorsing any Broader Public Sector Executive Compensation Act (BPSECA) compensation related requests (e.g., executive compensation plans) for designated executives prior to seeking approval from the President of the Treasury Board.

9.2 Chair

The Chair is responsible to support the Board by:

- a. Providing leadership to the Board and ensuring that the Board carries out its fiduciary responsibilities for decisions regarding the Agency.
- b. Providing strategic leadership to the Agency by undertaking with the Board to set the goals, objectives and strategic directions as outlined in the annual letter of direction.
- c. Ensuring compliance with legislative and TB/MBC policy obligations.

- d. 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, financial and I&IT policies.
- e. Meeting with the Minister at least quarterly on: Government and Ministry priorities for the Agency; Agency, Board and CEO performance; emerging issues and opportunities; Agency high risks and action plans including direction on corrective action, as required; and Agency Business Plan and capital priorities.
 - i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate Minister or parliamentary assistant.
 - ii. If the Minister deems the Agency to be low-risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Agency, Board, Chair and CEO performance.
- f. 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 their responsibilities relating to the Agency.
- g. Ensuring the Agency is fulfilling the Government's priorities and expectations from the annual letter of direction and achieving its key performance measures.
- h. Informing the Minister on progress on achieving the Government's priorities and broad policy directions for the Agency as outlined in the annual letter of direction.
- i. Agreeing with the Minister to develop appropriate measures and mechanisms related to the performance of the Agency.
- j. Utilizing the Agency's skills matrix to advise the Minister of any competency skills gaps on the Board and provide recommendations for recruitment strategies, appointments, or re-appointments as needed, including advising the Minister on Member attendance and performance.
- k. Cooperating with any review or audit of the Agency.
- l. Requesting an external audit of the financial transactions or management controls of the Agency, at the Agency's expense, if required.
- m. Advising the Minister and Deputy Minister, annually at minimum, on any outstanding audit recommendations.
- n. Sharing all audit engagement reports (including those prepared by their own internal audit function and/or those reported to the Agency's Chair) with the Minister and Deputy Minister (and when requested, with the President of the Treasury Board).
- o. Seeking strategic policy direction for the Agency from the Minister.
- p. Signing the Agency's MOU on behalf of the Board, along with the CEO or equivalent.

- q. Submitting the Agency's Business Plan/attestation memo, budget, Annual Report/attestation memo and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the applicable Government directives and this MOU.
- r. Ensuring that the Agency operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- s. 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, powers or responsibilities as set out in the *Connecting Care Act*.
- t. Chairing Board meetings, including the management of the Board's agenda.
- u. Reviewing the performance of the CEO annually in consultation with the Board and Deputy Minister.
- v. Reviewing and approving claims for per diems and travel expenses for Board members.
- w. Ensuring appropriate management systems are in place (financial, information technology (including cyber security), human resources, procurement) for the effective administration of the Agency.
- x. Establishing and implementing artificial intelligence (AI) risk management in alignment with the principles of the Responsible Use of AI Directive and requirements in section 6.3, ensuring that they fulfill the role outlined for "Provincial Agency Heads or Equivalent" in the Responsible Use of AI Directive.
- y. Carrying out effective public communications and relations for the Agency as required by the Communications Protocol.
- z. Acknowledging the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Agency, and supporting a diverse and inclusive workplace within the Agency.
- aa. Ensuring that Board members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- bb. Ensuring that Members are informed of their roles and responsibilities and obligations and ensuring that all Members receive the necessary training and orientation to carry out their responsibilities.
- cc. Signing the Accountability Agreement after Board approval.

9.3 Board of Directors

The Board is responsible for:

- a. Managing and controlling the affairs of the Agency.
- b. Ensuring the agency is governed in an effective and efficient manner and 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 directives and policies.

- c. Ensuring the Agency is fulfilling the Government's priorities and expectations from the annual letter of direction and achieving its key performance measures in the establishment of goals, objectives, and strategic directions for the Agency.
- d. Establishing robust performance measures, targets, and management systems, and monitoring and assessing the Agency's performance measures, targets and management systems.
- e. Governing the affairs of the Agency in fulfilling the Government's priorities and expectations from the annual letter of direction as set out in its approved Business Plan as described in section 11.1 of this MOU, and the policy parameters established and communicated in writing by the Minister.
- f. Directing the development of, and approving the Agency's Business Plans for submission to the Minister within the timelines established by the AAD.
- g. Directing the preparation of, and approving the Agency's Annual Reports for submission to the Minister for approval for tabling in the Legislative Assembly, within the timelines established by the AAD.
- h. 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.
- i. Making decisions consistent with the Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.
- j. Ensuring the CEO, or equivalent, is fulfilling their responsibilities as outlined in this MOU and the AAD.
- k. Reviewing the performance of the CEO annually in consultation with the Chair and Deputy Minister.
- l. Ensuring the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Government Directives.
- m. Establishing the Agency's procurement policy with included procurement approval authority framework, and procurement processes and procedures, as appropriate under the OPS Procurement Directive and appendices.
- n. 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.
- o. Reviewing and approving the Agency's MOU, and any amendments to the MOU, subject to TB/MBC approval, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of the Agency.
- p. 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.
- q. Where applicable, ensuring that conflict of interest rules that the Agency is required to follow, as set out in Ontario Regulation 381/07 under PSOA (or as have been

approved and published by the Integrity Commissioner on the Commissioner's website), are in place for the members of the board and employees of the Agency.

- r. Directing corrective action on the functioning or operations of the Agency, if needed.
- s. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.
- t. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives, and strategic directions.
- u. Providing advice to the Government, through the Minister, on issues within or affecting the Agency's mandate and operations.
- v. Appointing a CEO and setting performance objectives and remuneration terms linked to these objectives for the CEO which give due weight to the proper management and use of public resources.
- w. Reporting on the strategic direction for the Agency according to the annual letter of direction, Agency's proposed Business Plan, and the Agency's Annual Report.
- x. Providing a salary or other remuneration and benefits to its Designated Executives in accordance with the legislation, directives, policies, and guidelines applicable to them.
- y. Ensuring that the responsibilities for the institution head are carried out as set out in Regulation 460 for the purposes of FIPPA.
- z. Complying with directions given to the Agency by the Minister.
- aa. Reviewing and approving the Accountability Agreement in a timely manner, and authorizing the Chair to sign the Accountability Agreement on behalf of the Agency.
- bb. Reviewing and approving a service accountability agreement framework for the Agency's relationships with delivery organizations
- cc. Meeting regularly throughout the year and in any event shall hold at least four meetings in each calendar year. A majority of the Board shall constitute quorum for the conduct of business of the Board.
- dd. Submitting a proposed by-law to the Minister (if required) for approval, and, if so, the Board shall not make the by-law concerned until the Minister approves it. Where the Minister requires the Board to submit a by-law for approval: (i) the by-law concerned ceases to be effective from the time that the Minister imposes the requirement until the Minister approves the by-law; (ii) anything the Board has done in compliance with the by-law concerned before the Minister imposes the requirement is valid; and (iii) the Board may do anything that, before the Minister imposes the requirement, the Board has agreed to do. The Agency shall give notice to the Minister of any proposed or proposed change to its by-laws.
- ee. Establishing:
 - By-law committees of the Board that include those the Minister, by regulation specifies;
 - appoint as members of those committees the persons who meet the qualifications, if any, that the Minister specifies in the regulation.

- ensure that those committees operate in accordance with the other requirements, if any, that the Minister specifies in the regulation.
- ff. Ensuring that by-laws are consistent in all respects with the *Connecting Care Act*, this MOU, and with any applicable legislation.

9.4 Deputy Minister

Deputy Minister responsibilities may be fulfilled by a delegate approved by the Secretary of Cabinet.

The Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's oversight responsibilities for the Agency, including administrative and fiscal oversight, and informing the Minister of policy direction, policies, and priorities of relevance to the Agency's mandate.
- b. Advising the Minister on the requirements of the AAD, ensuring governance and accountability documents accurately adhere to the requirements of the AAD, and other directives that apply to the Agency.
- c. Attesting to TB/MBC on the Agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable directives, the Government's operational policies and policy directions based on the annual letter of compliance from the Chair to the Minister to the best of their knowledge and ability.
- d. For the period up to and including August 12, 2027, in relation to the procurement of consulting services of any value and any procurement of goods and non-consulting services valued \$10M and above, ensure the Agency's compliance with the requirements in the OPS Procurement Directive.
- e. Reporting/responding, within prescribed timelines, to TBS on compliance tracking.
- f. Informing the CEO or equivalent, in writing, of new or amended Government directives and any exceptions to, or exemptions in whole or in part from directives, Government policies, or Ministry administrative policies.
- g. Ensuring regular briefings and consultations between the Chair and the Minister at least quarterly, and between the Ministry staff and the Agency staff as needed.
- h. Meeting with the CEO or equivalent at least quarterly on matters of mutual importance, including emerging issues and opportunities, Government priorities and progress on annual letter of direction, Agency Business Plans and results and Agency high risks and action plans.
- i. Meeting with the CEO or equivalent regularly and as required to discuss Certificate of Assurance exceptions and fraud instances and their related action plans.
- j. Supporting the Minister in reviewing the performance targets, measures, and results of the Agency.
- k. Signing the Agency's MOU, acknowledging their responsibilities.
- l. Undertaking reviews of the Agency as may be directed by the Minister.

- m. Cooperating with any review of the Agency as directed by the Minister or TB/MBC.
- n. Ensuring the review of and assessing the Agency's Business Plan and other reports.
- o. Requesting information and data as needed to fulfill obligations under the AAD.
- p. 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.
- q. Providing regular feedback to the Minister on the performance of the Agency.
- r. Providing annual feedback on the performance of the Agency and CEO to the Chair.
- s. Supporting Ministers and Minister's offices in monitoring and tracking upcoming and existing vacancies on the Board, particularly where there is a legislated minimum number of members and to maintain quorum.
- t. 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.
- u. Ensuring that the Ministry and the Agency have the capacity and systems in place for on- going risk-based management, including appropriate oversight of the Agency.
- v. 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.
- w. Undertaking timely risk-based reviews of the Agency, its management, or operations, as may be directed by the Minister or TB/MBC.
- x. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category, and for each business line (as applicable).
- y. Consulting with the CEO or equivalent, as needed, on matters of mutual importance including services provided by the Ministry and compliance with directives and Ministry policies.
- z. Working with the CEO to address any issue that may arise.
- aa. Advising the Minister on documents submitted by the Agency to the Minister for review or approval, or both.

9.5 Chief Executive Officer (CEO)

The CEO is responsible for:

- a. Being accountable to the Board, including where the CEO is appointed by the LGIC.
- b. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Agency in accordance with the mandate of the Agency, Government

directives and policies, accepted business and financial practices, and this MOU.

- c. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures, and guidelines.
- d. Advising the Chair on the requirements of and the Agency's compliance with the AAD, as well as other Government directives and policies, and Agency by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements.
- e. Attesting to the compliance of the Agency to Applicable Government Directives and supporting the Board to provide the attestation of compliance of the Agency.
- f. Ensuring that the Agency meets the requirements of the AAD.
- g. Meeting with the Deputy Minister at least quarterly (or per schedule approved by TB/MBC) on matters of mutual importance, including: emerging issues and opportunities; Government priorities and progress on annual letter of direction; Agency Business Plans and results; and, Agency high risks, the action plan and advice on corrective action as required.
- h. Meeting with the Deputy Minister or an approved delegate regularly and as required to discuss Certificate of Assurance exceptions and fraud instances and their related action plans.
- i. Keeping the Chair and Board informed of operational matters and the implementation of policy and the operations of the Agency.
- j. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister, and the Chair in the exercise of their responsibilities.
- k. Translating the goals, objectives, and strategic directions of the Board, as set out in the annual letter of direction, into operational plans and activities in accordance with the Agency's approved Business Plan.
- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board through the Chair.
- m. Undertaking timely risk-based reviews of the Agency's management and operations.
- n. Cooperating with a periodic review directed by the Minister or TB/MBC.
- o. Preparing the Agency's Annual Report and Business Plan as directed by the Board, and seeking Board approval.
- p. Establishing and applying systems to ensure that the Agency operates within its approved Business Plan.
- q. 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 Accountability Agreement, the *Connecting Care Act*, by-laws, and Applicable Government Directives.

- r. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies, and guidelines.
- s. Applying policies and procedures so that public funds are used with integrity and honesty.
- t. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- u. Providing information and reporting as requested by the Minister, Deputy Minister, Ministry and/or TBS, and within timelines set out by the Minister, Deputy Minister, Ministry and/or TBS.
- v. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Chair with Board approval.
- w. Seeking support and advice from the Ministry, as appropriate, on Agency management issues.
- x. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with PHIPA, FIPPA and the *Archives and Recordkeeping Act, 2006* where applicable.
- y. Carrying out effective public communications and relations for the Agency as required by the Communications Protocol.
- z. Fulfilling the role of ethics executive for employees of the Agency.
- aa. 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.
- bb. Preparing financial reports for approval by the Board.
- cc. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- dd. Exercising any powers and duties delegated to the CEO by the Board.
- ee. Ensuring the Agency provides appropriate training, education, and training to its employees.
- ff. Developing the Accountability Agreement with the Deputy Minister for review and approval by the Board.

10. Ethical Framework

- a. The members of the board who are appointed by the LGIC are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations.
- b. Board members shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. A

member who has reasonable grounds to believe that they have 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.

- c. The Chair, as the ethics executive for Members, is responsible for ensuring that 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.
- d. The CEO, as the ethics executive for individuals who are employed by the Agency, is responsible for ensuring that Agency 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.

11. Reporting Requirements

11.1 Business Plan

- a. The Chair will ensure that the Minister is provided annually with the Agency's Business Plan covering a minimum of three (3) years from the upcoming Fiscal Year, unless otherwise specified by TB/MBC, for approval by the Minister. The Business Plan shall also include the Subsidiary's Business Plan (approved by the Agency Board as set out in the Tripartite MOU) and be in accordance with the requirements set out in the AAD.
- b. The draft annual business plan is to be submitted to the Ministry's Chief Administrative Officer or designated equivalent no later than 90 calendar days prior to the beginning of the Agency's Fiscal Year start, and the Board-approved Business Plan is to be submitted to the Minister for approval no later than 30 calendar days prior to the beginning of the Agency's Fiscal Year.
- c. The Chair will ensure that the Business Plan demonstrates the Agency's plans in fulfilling the Government priorities set out in the annual letter of direction. When the Business Plan is submitted to the Minister for approval, an attestation memo from the Agency Chair must also be submitted that details how the Agency plans to achieve each Government priority.
- d. 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 plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- e. The Chair will ensure that the Business Plan includes a summary of HR impacts, including: current number of employees expressed as full-time equivalents and current number of executives.
- f. The Chair will ensure that the Business Plan includes a risk assessment and risk management plan. This will 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.

- g. The Chair will ensure that the Business Plan includes an inventory of the Agency's artificial intelligence (AI) use cases in accordance with requirements of the Responsible Use of AI Directive.
- h. 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. If necessary, this confidential information, included in the Minister-approved Business Plan, may be redacted in the publicly posted version.
- i. The Minister will review the Agency's Business Plan and will promptly advise the Chair whether or not they concur 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. The Board will reconsider the Business Plan, based on the Minister's comments, and direction, 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.
- j. The Minister will approve or provide suggested changes to the Business Plan no later than 30 calendar days from the Minister's receipt of the report. In certain circumstances, Minister approval may be given to only certain portions of a Business Plan as submitted by an Agency.
- k. The parties acknowledge that TB/MBC may require the Minister to submit the Agency's Business Plan to TB/MBC for review at any time.
- l. The chair, through the CEO, will ensure that the Minister approved Business Plan is made available to the public in an accessible format (to comply with the *Accessibility for Ontarians with Disabilities Act, 2005*), in both official languages (to comply with the *French Language Services Act*), on the Agency website no later than 30 calendar days from Minister's approval of the plan.

11.2 Annual Reports

- a. The Chair will ensure that the Ministry is provided annually with the Agency's Annual Report. The annual report shall also include the Subsidiary's Annual Report (as set out in the Tripartite MOU) and be in accordance with the requirements set out in the AAD.
- b. The Annual Report is to be submitted to the Ministry no later than 90 calendar days from the Agency's receipt of the audited financial statement from the Auditor General,
- c. The Chair will ensure that the Annual Report includes a summary of HR impacts, including: number of employees expressed as full-time equivalents, and number of

executives.

- d. 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 Agency.
- e. The Chair will ensure that the Annual Report demonstrates how the Agency has fulfilled the expectations and Government priorities set out in the annual letter of direction. When the Annual Report is submitted to the Minister for approval, an attestation memo from the Agency Chair must also be submitted that details how the Agency has achieved each Government priority.
- f. The Minister will approve the Annual Report no later than 60 calendar days from the Ministry's receipt of the report, and will table the report in the Legislative Assembly no later than 30 calendar days from approval.
- g. The Chair, through the CEO, will ensure that the Minister approved Annual Report is publicly posted in an accessible format (to comply with the *Accessibility for Ontarians with Disabilities Act, 2005*), in both official languages (to comply with the *French Language Services Act*), on the Agency website after the report has been tabled in the Legislature and no later than 30 calendar days from Minister's approval of the report.
- h. When distributing Annual Reports, digital formats and channels for distribution must be used unless otherwise required (e.g., by directive, legislation).

11.3 Human resources and compensation

- a. The CEO will ensure that the Agency provides workforce, compensation and operational data as set out in the AAD Operational Policy.
- b. The CEO will also ensure that the Agency reports on HR and compensation policies in its Business Plans and Annual Reports, in accordance with the requirements of the AAD, AAD Operational Policy, and sections 10.1 and 10.2 of this MOU.
- c. The CEO will also ensure that the Agency provides any other additional workforce, compensation and operational data as requested by TBS.

11.4 Other Reports

The Chair is responsible on behalf of the Board for:

- a. Ensuring that all required reports and documents, including those set out in the AAD and the Agency's constituting instrument, are submitted for review and approval by the Minister in accordance with the prescribed timelines.
- b. Supplying specific data and other information, at the request of the Minister or the Deputy Minister, (and when requested, with the President of the Treasury Board) that may be required from time-to-time.

12. Accountability Agreement

The Ministry and the Agency will enter into an Accountability Agreement which includes the following:

- a. performance goals and objectives for the Agency;
- b. performance standards, targets and measures for the Agency;
- c. requirements for the Agency to report on the performance of the Agency;
- d. a plan for spending the funding that Agency receives from the Minister, which spending shall be in accordance with the appropriation from which the Minister has provided the funding to the Agency;
- e. a progressive performance management process for the Agency;
- f. all other prescribed matters, if any.

13. Public Posting Requirements

- a. The Agency, through the Chair on behalf of the Board, will ensure that the following approved governance documents are posted in an accessible format (to comply with the *Accessibility for Ontarians with Disabilities Act, 2005*), in both official languages (to comply with to the *French Language Services Act*), on the Agency and/or Ministry website no later than the specified timelines:
 - MOU – 30 calendar days of signing by all parties
 - Annual letter of direction – no later than the corresponding annual Business Plan
 - 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 Agency.
- c. The Agency, through the Chair on behalf of the Board, will ensure that the expense information for Members and senior management staff are posted on the Agency website, in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive issued by MBC.
- d. The Agency, through the Chair on behalf of the Board, will ensure that any other applicable public posting requirements are met.

14. Communications and Issues Management

The parties to this MOU recognize that the timely exchange of information on the plans, strategies, operations, and administration of the Agency is essential for the Minister to meet their 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 Government initiatives and broad policy directions that may affect the Agency's mandate and functions.

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

- a. The Chair will keep the Minister advised, in a timely manner, of all planned announcements, events or issues, including contentious matters, that concern or can be reasonably expected to concern the Minister in the exercise of their responsibilities.
- b. The Minister will advise the Chair, and the CEO as necessary, in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact the Agency's mandate or functions, or which otherwise will have a significant impact on the Agency.
- c. The Minister will advise the Chair, and the CEO as necessary, and the Chair will consult with the Minister on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions as they relate to the Agency's mandate and functions.
- d. The Minister and the Chair will meet at least quarterly on: Government and Ministry priorities for the Agency; Agency, Board, Chair and CEO performance; emerging issues and opportunities; Agency high risks and action plans including direction on corrective action, as required; and Agency Business Plan and capital priorities.
 - i. As a best practice, meetings are to be quarterly or per schedule approved by TB/MBC. The Minister may delegate some of the meetings to an associate Minister or parliamentary assistant. The Minister should meet with the Chair at least twice per year, with one meeting focused on Agency, Board, Chair and CEO performance.
 - ii. The Deputy Minister (or designate) and the CEO (or designate) will co-chair a standing Strategic Partnerships Table composed of senior representatives from the Agency and Ministry, to meet from time to time to address matters of mutual interest.
 - iii. If the Minister deems the Agency to be low-risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on agency, board, chair and CEO performance.
- e. The Agency and Ministry will comply with the Public Communications Protocol set out in Appendix 1 and the Office of the Patient Ombudsman Public Communications Protocol set out in Appendix 2 to this MOU for ongoing issues management, public communications, and paid advertising.

15. Administrative Arrangements

15.1 Applicable Government Directives

- a. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with all Applicable Government Directives and policies. This includes, but is not limited to, the list of directives and policies found on the InsideOPS Directives and Policies page.
- b. The Ministry will inform the Agency of amendments or additions to legislation, Government directives, policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all legislation, Government directives, policies, and guidelines to which it is subject. Information on corporate direction is available on the InsideOPS Directives and Policies page.
- c. All agencies are part of Government and are required to comply with legislation, Government directives, policies, and guidelines applicable to them. Further, agencies may be required to ensure that their directives and policies adhere to certain Government directives, policies, and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.
- d. Procurement: For the period commencing August 13, 2024, up to and including August 12, 2027 ("Approval Period"), the Agency is partially designated as an Other Included Entity under the OPS Procurement Directive. During the Approval Period, the OPS Procurement Directive applies in part as an OIE for procurement of goods and non-consulting services for its own use valued below \$10M without having to seek TB/MBC approval, in accordance with the Agency's procurement policy. The OPS Procurement Directive applies in full for procurement of consulting services of any value and for any goods and non-consulting services procurements valued \$10M and above.
- e. Where the Agency is acting solely or primarily as an agent for another Government entity or broader public sector entity for the procurement of goods and non-consulting services which will not be used by the Agency for its own purposes, the Agency shall: (a) notify the Ministry; and (b) comply with the requirements of the procurement directive that applies to that entity.
- f. With direction from a Board approved framework, the CEO is responsible for ensuring that clear expectations are established for transfer payment recipients, and for ensuring effective diligence when setting up and monitoring transfer payment agreements to ensure public services are delivered, commitments are fulfilled, and the right controls are in place to ensure the prudent use of taxpayers' money.
- g. The Board is responsible for putting in place information technology (IT) governance and management structures and processes which satisfy the following four principles set out in the Governance and Management Information Technology (IT) Directive: resource optimization, risk optimization, benefits realization, and stakeholder accountability and transparency.

15.2 Administrative and Organizational Support Services

- a. All agencies are part of Government and are required to comply with legislation,

Government directives, policies, and guidelines applicable to them. Further, agencies may be required to ensure that their directives and policies adhere to certain Government directives, policies, and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.

- b. Subject to statutory requirements and Applicable Government Directives, the Agency may establish its own administrative, financial, procurement, human resources and operational policies and guidelines, exercising sound business acumen and operational flexibility.

15.3 Agreements with Third Parties

- a. The Agency shall ensure that any agreements that it enters into with third parties are consistent with all Applicable Government Directives and policies, Agency's procurement policy and the Agency's objects.
- b. On request, the Agency shall provide the Minister with copies of any written agreements entered into by the Agency, within the timelines set by the Minister and the Agency.

15.4 Legal Services

- a. The Agency is responsible for the provision of its own legal services. The Agency shall employ or retain, as appropriate, its own legal counsel. For greater certainty, lawyers employed by the Agency are its employees and are not employees of the Ministry of the Attorney General (MAG).
- b. The Agency's retention of external legal counsel is not subject to MAG's "Corporate Operating Policy on Acquiring and Using Legal Services".

15.5 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*, S.O. 2006, Chapter 34, Schedule A.

15.6 Cyber Security

- a. The Agency is responsible and accountable for the ownership and management of cyber security risks and related impacts within their organization.
- b. The Agency must ensure adequate systems, protocols and procedures are established and maintained to ensure cyber resilience, recovery, and maturity.
- c. The Agency's cyber security practices and protocols should be regularly reviewed and updated to address new and emerging cyber security threats.
- d. The Agency should align with any applicable policies and standards issued by the OPS, such as the Government of Ontario Information Technology Standards (GO-ITS) 25.0 and any other relevant GO-ITS standards, Corporate Policy on Information Sensitivity Classification, Corporate Policy on Cyber Security and Cyber Risk Management, Governance and Management of Information and Data Assets Directive, Governance and Management of Information Technology Directive.

15.7 Intellectual Property

- a. The Chair, on behalf of the Board, is responsible for ensuring that the legal, financial, and other interests of the Government related to intellectual property are protected in any contract that the Agency may enter with a third party that involves the creation of intellectual property.

15.8 Freedom of Information and Protection of Privacy

- a. The Agency is designated as an institution under FIPPA. The Agency is also subject to obligations under PHIPA.
- b. The Chair and the Minister acknowledge that the Agency is bound to follow the requirements set out in FIPPA and PHIPA in relation to the collection, retention, security, use, distribution, disclosure, access and correction and disposal of records.
- c. The Chair is the institution head for the purposes of the FIPPA.
- d. The Board recognizes that the sensitive nature of personal information and personal health information (collectively "Personal Information") requires the Agency to ensure careful and responsible management of that information, in accordance with FIPPA and PHIPA.
- e. The Agency covenants that any Personal Information collected or held by it shall be used and disclosed only as permitted or required by applicable law or judicial process and for no other purposes. The Agency further covenants that it shall have reasonable measures in place to maintain the security and confidentiality of Personal Information under its custody and control.
- f. The Board will ensure that the Agency implements policies and practices to protect the privacy of the individuals whose Personal Information it collects or accesses and to maintain the confidentiality of such Personal Information. All such policies and practices

shall comply with applicable law governing the collection, use, disclosure, retention, and disposal of Personal Information.

- g. The Board further recognizes its obligation to ensure that all arrangements or agreements entered into by the Agency with third parties shall adhere to the industry best practices with respect to privacy and confidentiality and shall be consistent with the provisions of FIPPA and PHIPA.
- h. The Agency shall prepare a Privacy Impact Assessment to accompany any proposals, whether for new initiatives or changes to existing initiatives, that may affect the privacy of individuals.

15.9 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 OPS.
- 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 Chair will ensure that the Agency designs, delivers and implements its digital services, whether internally built or procured, to reflect the principles and requirements outlined in the Digital and Data Directive, including Ontario's Digital Service Standard.
- d. The Agency has in place a formal process for responding to complaints about the quality of services received by clients of the Agency consistent with the Government's service quality standards.
- e. The Agency's Business Plan will include performance measures and targets for client service and the Agency's response to complaints.
- f. The Agency shall comply with the Accessibility for Ontarians with Disabilities Act, 2005.

15.10 Diversity and Inclusion

- a. The Agency, through the Chair on behalf of the Board, acknowledges the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Agency.
- b. The Chair, on behalf of the Board, will support a diverse and inclusive workplace within the Agency by:
 - i. Developing and encouraging diversity and inclusion initiatives to promote an inclusive environment free of workplace discrimination and harassment; and
 - ii. Adopting an inclusive process to ensure all voices are heard.
- c. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with the *Human Rights Code*, *Accessibility for Ontarians with Disabilities Act, 2005*, *French Language Services Act*, and *Pay Equity Act*.

16. Financial Arrangements

16.1 General

All financial procedures for the Agency shall be in accordance with applicable Government directives, Ministry and corporate financial and administrative policies and procedures.

- a. 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.
- b. 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 of Ontario 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 or President of the Treasury Board.
- c. 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 the changes with the Ministry before making such changes.
- d. The Agency will report to TBS when it has sought external advice on matters where: (i) the effectiveness of the advice depends on a particular accounting treatment or presentation in the financial statements; (ii) the outcome or consequences of the advice has or will have a material effect on the financial statements; and (iii) where there could be reasonable doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.
- e. The CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

16.2 Funding

- a. Subject to the Realty section of this MOU, the Agency shall maintain a bank account in its own name and manage its financial activities, including management of cash in accordance with the Ontario Financing Authority's policy directions.
- b. The Agency is funded by the Government of Ontario, out of the Consolidated Revenue Fund pursuant to an appropriation authorized by the Legislative Assembly, and is subject to adjustments made by the Minister, TB/MBC, or the Legislative Assembly. The Ministry will provide funding to the Agency pursuant to this MOU and the Accountability Agreement. The Agency shall use the funds only for the purpose of carrying out the roles and responsibilities defined in this MOU and the Accountability Agreement.

- c. The Accountability Agreement will recognize the Agency's responsibilities to make payments to transfer payment recipients for program delivery and that the Ministry will flow funds to the Agency to allow it to meet its obligations.
- d. The CEO will prepare estimates of the Agency's expenditures for inclusion in the Ministry's business plan for presentation to the Legislative Assembly. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister. The estimates provided by the Chair may, after appropriate consultation with the Chair, be altered as required. The parties acknowledged that TB/MBC has final decision-making authority. Financial procedures of the Agency must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable Government direction.

16.3 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 accordance with instructions issued by the Office of the Provincial Controller Division.
- b. The Agency will submit its salary information in accordance with the *Public Sector Salary Disclosure Act, 1996*.
- c. The CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

16.4 Taxation Status: Harmonized Sales Tax (HST)

Collection/Remittance of HST

- a. The Agency is responsible for complying with its obligations as a supplier under the federal *Excise Tax Act* to collect and remit HST in respect of any taxable supplies made by it.

Payment of HST

- a. The Agency is responsible for paying HST where applicable, in accordance with the *Excise Tax Act* (Canada).

HST Recovery

- a. The Agency, listed under Schedule "A" of the Canada-Ontario Reciprocal Taxation Agreement, is subject to the following:
 - i) the Agency is entitled to claim HST Government rebates in respect of any HST paid or payable by it, subject to any restrictions specified by Finance Canada.
 - ii) the Agency will not claim an HST Government rebate in respect of HST paid or payable by it for which it has claimed a refund, input tax credit or other rebate under the *Excise Tax Act* (Canada).
 - iii) the Agency is responsible for providing the Ministry of Finance and/or the Canada Revenue Agency, upon request, with any information necessary to determine the amount of an HST Government rebate.

- iv) The Agency is responsible for informing the Ministry of Finance within 30 days if its name is changed, it merges with another Agency, its mandate or major activities are significantly changed, it undergoes a significant reorganization or change to its legal structure, and if it ceases operations or is dissolved.

16.5 Realty

- a. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with the MBC Realty Directive.
- b. Appendix B of the Realty Directive sets out the Mandatory Office Space Standards and Office Space Planning Practices that must be complied with when acquiring space for accommodation and program purposes.
- c. The Chair recognizes that all lease agreements for provincial agencies without realty authority are under the administration and control of the Minister of Infrastructure.
- d. The Agency will align hybrid work policies with the OPS and identify and assess office optimization opportunities to reduce office realty footprint and find cost reductions.

16.6 Restrictions on General Powers

- a. The Agency shall not, except with the approval of the LGIC:
 - i. acquire, dispose, lease, mortgage, charge, hypothecate or otherwise transfer or encumber any interest in real property, except for leasing space that is reasonably necessary for the purposes of the Agency.
 - ii. borrow or lend money;
 - iii. invest its money;
 - iv. pledge, charge or encumber any of its personal property;
 - v. create a subsidiary;
 - vi. generate revenue or otherwise receive money or assets from any person or entity except the Crown in right of Ontario, with the exception of money or assets that are received pursuant to a transfer order under the *Connecting Care Act*;
- b. The Agency shall not, except with the approval of the Minister:
 - i. make charitable donations except as authorized by the *Connecting Care Act*;
 - ii. apply for or obtain registration as a registered charity under the *Income Tax Act* (Canada);
 - iii. conducting fundraising activities or acting in association with a person or entity that conducts any fundraising activities or programs, directly or indirectly, for the Agency or the Subsidiary;
 - iv. enter into an agreement with any person, entity or Government for the provision of services outside Ontario;
 - v. enter into an agreement with any government or Government agency outside Ontario, including the Government of Canada or the Government of a province or territory of Canada.

- c. The Agency shall not make any political donations.

17. Audit and Review Arrangements

17.1 Audits

- a. The accounts and financial transactions of the Agency will be audited annually by the Auditor General in accordance with subsection 17(1) of the *Connecting Care Act*.
- b. In addition to the requirement for an annual audit,
 - i. the Minister may, at any time, review or audit any aspect of the operations of the
 - ii. the Auditor General may, at any time, audit any aspect of the operations of the
 - iii. the Ontario Internal Audit Division of Treasury Board Secretariat may carry out an
- c. The Agency can request and/or must accept the provision of internal audit services by the Ontario Internal Audit Division in accordance with the Internal Audit Directive.
- d. The Agency will share all engagement reports (including those prepared by their own internal audit function and/or those reported to the Agency's Chair) with their Minister and Deputy Minister (and when requested, with the President of the Treasury Board). The Agency will advise the Minister and Deputy Minister annually, at a minimum, on any outstanding recommendations/issues.
- e. The Agency will share its approved audit plan with their Minister and Deputy Minister, (and when requested, with the President of the Treasury Board) to support understanding of Agency risks.
- f. The Chair will promptly provide a copy of every report from an audit to the Minister and the Minister of Finance/President of the Treasury Board. The Chair will also provide a copy of its response to the audit report and any recommendations therein. The Chair will advise the Minister annually on any outstanding audit recommendations.
- g. 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.

17.2 Other Reviews

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, including finance, human resources/labour relations, procurement, and agency processes.

- a. 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.

- b. A mandate review of the Agency will be conducted at least once every six years. The date of the next review will be 2031.
- c. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.
- d. The Chair and CEO and board will cooperate in any review.
- e. 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.

18. Staffing and Appointments

18.1 Staffing Requirements

- a. Pursuant to subsection 11(1) of the *Connecting Care Act*, the CEO may appoint such employees as are considered necessary for the proper conduct of the affairs of the Agency.
- b. The Agency will provide to TBS workforce, compensation and operational data as set out in the AAD Operational Policy.

18.2 Designated Executives

- a. The Agency shall provide total compensation to its designated executives, including the CEO, in accordance with the legislation, directives, policies and guidelines applicable to them.

18.3 Appointments

- a. The Members of the Agency are appointed by the LGIC on the recommendation of the Minister pursuant to subsection 8(1) of the *Connecting Care Act* for a term of up to 3 years and may be reappointed for any number of terms of up to 3 years, but for no more than 6 years total. A Member who is designated as Chair after serving a term of at least three years as a Member may be appointed for one further term of up to three years while designated as Chair.
- b. The Chair and the vice-chairs are designated by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to subsection 8(6) of the *Connecting Care Act*.
- c. If the LGIC has not designated a Chair or vice-chair, the Members may select a Chair or vice-chair from among the Members to hold office as provided for by by-law, until such time as the Lieutenant Governor in Council makes a designation.
- d. The maximum number of Members is 15, as set out in the *Connecting Care Act*.
- e. The Chair must utilize the Agency's skills matrix and recruitment strategy in advising the Minister of any competency skills gaps on the Board and providing any recommendations for appointments or re-appointments, including advising the Minister on appointee attendance and performance.

18.4 Remuneration

- a. Remuneration for Members is set by the Lieutenant Governor in Council.
- b. As set out in order in council OC 48/2019, as may apply, the chair is remunerated at a per diem rate of \$350 per day and the members are each remunerated at a per diem rate of \$250 per day.
- c. Provincial agencies, including Members, must comply with the Travel, Meal and Hospitality Expenses Directive issued by MBC. Legitimate authorized expenses incurred during the course of Government business shall be reimbursed. Expenses for Members under the Directive are subject to requirements for public disclosure of expense information.

19. Risk Management, Liability Protection, and Insurance

19.1 Risk Management

Ministers and ministries are accountable for working with their provincial agencies to ensure effective management of risks. The Ministry and Agency will meet to discuss agency high risks and action plans including direction on corrective action.

The Chair, on behalf of the Board, is responsible for ensuring that a risk management strategy is developed and in place for the Agency, in accordance with the AAD and the OPS Enterprise Risk Management Directive and Risk Management process.

The Agency shall ensure that the risks it faces are addressed in an appropriate manner.

19.1.1 Artificial Intelligence Risk Management

The Chair, on behalf of the Board, is responsible for ensuring that artificial intelligence (AI) risk management is undertaken in alignment with the principles and requirements of the Responsible Use of AI Directive.

- a. The Agency shall implement AI risk management in alignment with the requirements outlined in Section 6.3 of the Responsible Use of AI Directive.
 - The Agency shall ensure the management of technology risks in a documented and appropriate manner.
 - The Agency will identify threats and risks, assess their potential impact, severity, and likelihood, and document the risks and actions taken to address them.
- b. The Agency shall ensure that a business process exists for accountable executives to document their ongoing efforts to treat (resolve, mitigate, or accept) risks throughout the technology lifecycle.
- c. The Agency shall publish a list of AI use cases as part of the Business Plan.
- d. The Agency shall track and report quarterly on IT threats and technology risks and vulnerabilities, and associated risk treatment efforts. This includes reporting on AI use cases and associated risk management.

- e. The Agency shall ensure that IT systems can meet the confidentiality, integrity, and availability requirements of all information and that systems can adequately safeguard or dispose of information according to its sensitivity level.

19.2 Liability Protection and Insurance

- a. The Agency shall not give an indemnity under section 46 of the *Not-for-Profit Corporations Act, 2010* to any person unless the indemnity has been approved in accordance with section 28 of the *Financial Administration Act*.
- b. The Agency is not covered under the Province's Protection Program and will purchase commercial general liability insurance, or the equivalent, including but not limited to directors' and officers' liability insurance, in order to protect itself against claims that might arise from anything done or omitted to be done by the Agency or its directors, officers, employees or agents, 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.
- c. The Agency shall provide the Ministry with certificates of insurance, or other proof of insurance, from time to time, as may be requested by the Ministry.

20. Compliance and Corrective Actions

- a. Open and consistent communication between provincial agencies and the Ministry helps ensure that Government priorities and direction are clearly understood and helps to manage risks or issues as they arise.
- b. Situations may arise through the course of monitoring where corrective action is required. Corrective action refers to the steps taken to remedy non-compliance with the AAD. Corrective action supports agencies in delivering on desired outputs and/or outcomes, and meeting the terms and conditions established by the AAD.
- c. If the Ministry initiates corrective action, it will be progressive in nature and in proportion to the risk associated with the degree of non-compliance. The degree of corrective action should only be increased if the Agency's non-compliance continues. The Ministry will document all actions and provide timely and clear communication to the Agency Chair or senior executives relating to potential corrective actions. This may include letters of direction by the Minister and/or the President of the Treasury Board as required.

21. Effective Date, Duration and 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 ("Original Effective Date") 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, no later than seven calendar days from being signed.
- c. Upon a change in Minister, Deputy Minister, Chair or CEO (or equivalent) of the Agency, the newly appointed individual must review and sign this MOU no later than four months from the new appointment.

Signatures

I acknowledge my role and the requirements as set out in this MOU and the AAD.



Deputy Minister
Ministry of Health

March 28, 2025

Date

I acknowledge my role and the requirements as set out in this MOU and the AAD.



January 31, 2025

Agency CEO

Date

Appendix 1: Public Communications Protocol

1.0 PURPOSE

The communications protocol sets out a framework for the Ministry and Agency to collaborate on public communications opportunities led by the Agency.

The communications protocol applies to both the Agency's implementation of its legislated mandate and the promotion of the work it does. It will also support the Minister's accountability to the Legislative Assembly and to Cabinet for the same.

2.0 DEFINITIONS

For the purpose of this Appendix 1, the following words will have the following meanings:

- a. "Agency Lead" means any individual the Agency identifies as an Agency Lead for any particular purpose.
- 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, or is likely to result in inquiries being directed to the Minister or Government.
Contentious Issues may be raised by:
 - Members of the Legislative Assembly
 - The public
 - Media
 - Stakeholders
 - Service delivery partners.
- c. "Consultation" means any meeting with health system stakeholders and/or the public about the work involving the Agency that may result in a Contentious Issue.
- d. "Market Research" means marketing and public or health care provider opinion research to be carried out by a third party that is directly related to the Agency.
- e. "Media Materials" means any product targeted to news media, whether in oral, electronic, or printed form, and includes:
 - Media responses;
 - News releases;
 - Media backgrounders; and
 - Key messaging;
- f. "Media Questions" means questions submitted by a person who collects, writes, and/or distributes news or other information to the public for a publication or broadcast platform.
- g. "Ministry Lead" means any person the Ministry identifies as a Ministry Lead for

any particular purpose.

- h. "Notice" means a communication given or required to be given pursuant to Appendix 1.
- i. "Other Report" means material that the Agency produces to inform the health care sector, including materials that present findings and recommendations, but not clinical communications to health care providers or through health care providers to their patients such as technical fact sheets, referral guidance or quality standards or, Market Research, Media Questions, Media Materials or Public Communication.
- j. "Public Communications" means any new information or product that is communicated or accessible to the general public, and not a part of direct or routine health service or patient care delivery either directly or through the media in:
 - Oral form, such as a speech or public presentation or interview to be broadcast;
 - Printed form, such as a hard copy report;
 - Electronic form, such as a posting to a website; and
 - Paid advertising, such as digital or print campaign.

Any capitalized terms that are used in this Public Communications Protocol between the Ministry and the Agency which are not defined in this Protocol shall have the meaning ascribed to them in this MOU.

3.0 The Agency will comply with the TB/MBC Visual Identity Directive.

4.0 The Ministry and the Agency will appoint persons to serve as Public Communications "leads".

- The Ministry Lead is the Director of Communications or designate.
 - The Agency Lead is the CEO, or delegate.
- The Ministry:
- a. May establish Ministry Leads to manage various areas of responsibility;
 - b. Will provide Notice to the Agency of the:
 - i. Name of each Ministry Lead;
 - ii. The contact information for each Ministry Lead; and
 - iii. The area of responsibility for each Ministry Lead.

The Agency:

- a. May establish Agency Leads to manage various areas of responsibility;
- b. Will provide Notice to the Ministry of the:
 - i. Name of each Agency Lead;
 - ii. The contact information for each Agency Lead; and
 - iii. The area of responsibility for each Agency Lead.

5.0 For the purpose of this protocol, Public Communications are divided into the following three categories:

- a. **Media responses** of the Agency and its programs that **do not** have direct implications for either the Ministry or the Government, or could not be considered a Government priority.
 - Media responses, web content, news releases, statements are to be shared with the Ministry Lead on an appropriate and timely cadence who will circulate as appropriate to other individuals within the Ministry.
 - **Note:** Funding related announcements are not considered routine business and must be escalated to category B. Contentious Issues must be escalated to category C.
- b. **Communications products and/or plans where provincial or ministerial messaging on Government priorities would enhance the Agency's or the Government's profile**, or would provide opportunities for local Government announcements.
 - **For all non-contentious items that might generate media interest**, the Agency Lead will notify the Ministry Lead of upcoming communications plans and products a minimum of fifteen (15) business days in advance.
 - **For non-contentious items which provide Government messaging opportunities** or involve funding announcements, the Agency must request approval of communications products seven (7) business days prior to the date required.
 - **Final approval** is required from the Minister's office and will be sought via the Ministry Lead. If the Agency were not to receive comments or approval from the Minister's office or Ministry Lead within forty-eight (48) hours of the date on which the item is to be issued, the Agency should escalate a follow-up, noting that they will proceed accordingly.
 - **Non-contentious media responses** are to be shared with the Ministry Lead on an appropriate and timely cadence (i.e., daily) who will circulate as appropriate to other individuals within the Ministry. Contentious media responses follow the process below.

- c. **Contentious issues, media responses, and news releases** that may have direct implications for either the Ministry or the Government or are likely to result in inquiries being directed to the Minister or Government.
- The Agency Lead will notify the Ministry Lead immediately upon becoming aware of the issue. The Ministry Lead will then notify the Minister's office promptly. The Ministry Lead may also advise the Agency of Contentious Issues that require attention. The Agency will provide all required background information on the issue to the Ministry Lead, who will arrange to have a Contentious Issues note prepared.
 - The Agency must obtain Ministry approval prior to issuing media responses or news releases in this category. The Agency Lead will provide the media response or news releases to the Ministry Lead who will initiate the approval process within the Ministry.
 - Final approval on media responses and news releases in this category is required from the Minister's office.

6.0 ADVERTISING

- To deliver on the long-range demands of planning advertising (e.g., promotion of cancer screening or organ donation), the Agency will provide the Ministry with its annual marketing plan three (3) months in advance of its start date (on the Agency's fiscal year).
- Agency to share campaign briefs with the Ministry a minimum of ten (10) business days in advance of briefing creative/media (Agency) partners. Ministry to ensure alignment on campaign objectives and messaging.
- Advertising materials and campaigns can be reviewed by the Minister's Office.
- Final messaging and creative to be shared with the Ministry at least two (2) weeks before going live.

7.0 MEDIA MATERIALS

- 7.1 In addition to complying with the TB/MBC Visual Identity Directive and other Applicable Government Directives, when issuing Media Materials, the Agency will comply with:
- a. The *French Language Services Act*; and
 - b. The *Accessibility for Ontarians with Disabilities Act, 2005*.
- 7.2 **Managing Media Materials.** The Agency and the Ministry will manage all Media Materials according to the following plan:
- a. The Agency Lead will:

- i. Ten (10) business days before the date on which the Agency intends to issue the Media Materials (the “**MM Deadline**”), provide Notice to the Ministry Lead of the Agency’s intention to issue Media Materials;
 - ii. 7 business days before the MM Deadline, provide Notice to the Ministry Lead containing the Media Materials and the Agency’s plan to manage Media Materials (the “**MM Plan**”);
- b. The Ministry will review the Media Materials, in a timely manner, and the MM Plan and may do any of the following:
 - i. Provide Notice to the Agency Lead that the Ministry has approved the Media Materials or the MM Plan, or both;
 - ii. Provide Notice to the Agency Lead that the Ministry does not approve the Media Materials or the MM Plan, or both; or,
 - iii. Provide Notice to the Agency Lead that the Ministry requests the Agency to revise the Media Materials or the MM Plan, or both.
- c. In the event of disagreement with the Ministry’s request to revise the Media Materials or the MM Plan, or both, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
- d. The Agency may issue the proposed Media Materials only if approved by the Ministry.
- e. The Agency may act on the proposed MM Plan only if approved by the Ministry.
- f. The Agency will be identified in its Media Materials as Ontario Health, an agency of the Government of Ontario.
- g. The Ministry Lead will:
 - i. Provide Notice and seek Consultation from the Agency Lead of the Ministry’s intention to issue Media Materials pertaining to the work of the Agency, when the intention to issue the Media Materials is known; and
 - ii. Provide a draft of the Media Materials to the Agency Lead for fact check, up to 7 days, a minimum of two (2) days, before the date when the Media Materials are to be posted.

8.0 PUBLIC COMMUNICATIONS

8.1 **Comply With.** In addition to complying with the TB/MBC Visual Identity Directive and other Applicable Government Directives, when issuing a Public Communication, the Agency will comply with:

- a. The *French Language Services Act*;

- b. The *Accessibility for Ontarians with Disabilities Act, 2005*; and
- c. The *Government Advertising Act, 2004*.

8.2 **Managing Public Communications.** The Agency and the Ministry will manage all Public Communications, excluding those related to Contentious Issues which will be governed by section 3.2 of Appendix 2, according to the following plan:

- a. The Agency Lead will, at least 10 business days before the date on which the Agency intends to issue a Public Communication (the “**PC Deadline**”), provide Notice to the Ministry Lead containing:
 - i. The Public Communication; and
 - ii. The Agency’s Public Communication Plans (the “**PC Plans**”), if applicable.
- b. The Ministry will review the Public Communication and the PC Plan and may do any of the following:
 - i. Provide Notice to the Agency Lead that the Ministry approves the Public Communication or the PC plans, or both;
 - ii. Provide Notice to the Agency Lead that the Ministry does not approve the Public Communication or the PC Plans, or both; or
 - iii. Provide Notice to the Agency Lead that the Ministry requests the Agency to revise the Public Communication or the PC plans, or both.
- c. In the event of disagreement with the Ministry’s request to revise the Public Communication, or the PC Plans, or both, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
- d. The Agency may issue the Public Communication only if the Ministry approves the Public Communication.
- e. The Agency may use the PC Plans only if the Ministry approves the PC Plans.
- f. The Agency will be identified in its Public Communications as Ontario Health, an agency of the Government of Ontario.
- g. The Ministry Lead will provide Notice to the Agency Lead of the Ministry’s intention to issue Public Communications pertaining to the work of the Agency, when the intention to issue the Public Communication is known, and will make reasonable efforts to ensure advanced notice is provided. This will contain either:
 - i. The Public Communication for; and/or
 - ii. The plan that the Ministry creates related to the Public Communication.

8.3 **Comply With.** In addition to complying with the MOU, and other Applicable Government Directives including the TB/MBC Visual Identity Directive, when issuing any Other Report, the Agency will comply with:

- a. the *French Language Services Act*;

- b. the *Accessibility for Ontarians with Disabilities Act, 2005*;
- c. Any regulations, as amended, along with any applicable communications-related directive, and the Ontario Government's procurement policy.

9.0 CONSULTATION

- 9.1 **Notice.** The Agency will notify the Ministry Lead of upcoming Consultations as soon as they are known.
- a. The Agency Lead will provide the Ministry Lead, in a timely manner, the results of such Consultations.

10.0 MARKET RESEARCH

- 10.1 **Market Research.** The Agency and the Ministry will manage all Market Research according to the following plan:
- a. the Agency Lead will submit to the Ministry Lead a business case that outlines the rationale and proposed research approach ("the MR Plan").
 - b. The Ministry will review the MR Plan before the proposed Market Research Deadline ("MR Deadline"), and may do any of the following:
 - i. Provide Notice to the Agency Lead that the Ministry has approved the MR Plan;
 - ii. Provide Notice to the Agency Lead that the Ministry does not approve the MR Plan;
 - iii. Provide Notice to the Agency Lead to revise the MR Plan;
 - c. In the event of disagreement with the Ministry's decision on the MR Plan, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
 - d. The Agency may undertake the proposed MR Plan only if approved by the Ministry.
 - e. Any Market Research undertaken by the Agency will be carried out by a vendor of record of the Government.
 - f. The Agency will identify itself as Ontario Health, an agency of the Government of Ontario.
 - g. The Agency will provide Notice to the Ministry in a timely manner of the results of any Market Research it undertakes, including reports of findings.
 - h. The Ministry Lead will provide Notice to the Agency Lead of the Ministry's intention to undertake Market Research pertaining to the work of the Agency when the intention to undertake the Market Research is known.

11. BRANDING

- 11.1 **Branding.** The Agency will engage in the practice of branding only in accordance with the Applicable Government Directives and at the direction of the Ministry.

Appendix 2: Office of the Patient Ombudsman Public Communications Protocol

PREAMBLE

The Office of the Patient Ombudsman Public Communications Protocol is modeled on the Public Communications Protocol between the Ministry and the Agency and reflects the patient ombudsman's unique role and the importance of their compliance with the principles of an ombudsman office. These principles are set out in the Statement of Ethical Principles of the Forum of Canadian Ombudsman and the Venice Principles, an internationally accepted set of standards which set out the fundamental principles essential to the establishment of independent and impartial ombudsman institution. They include:

- Independence
- Impartiality
- Fairness
- Confidentiality, and
- Credibility

1.0 DEFINITIONS

1.1 **Definitions.** For the purpose of this Appendix the following words will have the following meanings:

“Agency” means Ontario Health.

“Agency-Ministry MOU” means the memorandum of understanding between the Chair of Ontario Health and the Minister of Health.

“Contentious Issue” is an issue that falls into one or more of the following categories:

- a. Office of the Patient Ombudsman (OPO) identifies as a concern to the Government of Ontario;
- b. OPO believes may reasonably be expected to be of concern to the Government of Ontario;
- c. may result in inquiries being directed to the Minister or the Government of Ontario; or
- d. relates to any funding or grant announcement.

“Market Research” means marketing and public or health care provider opinion research to be carried out by a third party that is directly related to the Office of the Patient Ombudsman.

“Media Materials” means any product targeted to media outlets as news

or public information, or with the potential to result in media attention, whether in oral, electronic, or printed form, and includes, but is not limited to:

- a. News releases;
- b. Media backgrounders;
- c. Op-eds
- d. Key messaging; and
- e. Accompanying communications plans.

“Ministry” means the Ministry of Health.

“Ministry Lead” means any person the Ministry identifies as a Ministry Lead for any particular purpose.

“Notice” means a communication given or required to be given pursuant to Appendix 2.

“OPO” means the Office of the Patient Ombudsman.

“OPO Lead” means any individual the OPO identifies to serve as Lead for any particular purpose.

“Public Reports” means any report that is actively promoted to the public at large. Investigations summaries are not considered public reports.

“Publications” means any publication that is not a Public Report or Media Material, including, but not limited to, articles in trade publications, magazines, and/or newsletters and blog posts.

- 1.2 Any capitalized terms that are used in this Public Communications Protocol between the Ministry and the OPO which are not defined in this Protocol shall have the meaning ascribed to them in the Agency-Ministry MOU.

2.0 LEADS

2.1 Ministry Leads. The Ministry:

- a. May establish Ministry Leads to manage various areas of responsibility;
- b. Will provide Notice to the OPO of the:
 - i. Name of each Ministry Lead;
 - ii. The contact information for each Ministry Lead; and
 - iii. The area of responsibility for each Ministry Lead.

2.2 OPO Leads. The PO:

- a. May establish OPO Leads to manage various areas of responsibility;
- b. Will provide Notice to the Ministry of the:
 - i. Name of each OPO Lead;

- ii. The contact information for each OPO Lead; and
- iii. The area of responsibility for each OPO Lead.

3.0 CONTENTIOUS ISSUES

3.1 **Comply With.** In addition to complying with the Applicable Government Directives, when responding to a Contentious Issue, OPO will comply with:

- a. The *French Language Services Act*; and
- b. The *Accessibility for Ontarians with Disabilities Act, 2005*.

3.2 **Managing Contentious Issues.** OPO and the Ministry will manage all Contentious Issues according to the following plan:

- a. As soon as OPO becomes aware of a Contentious Issue, or is planning to release information that OPO may consider contentious for the Ministry to media, the public or stakeholders, the OPO Lead will provide Notice to the Ministry Lead that contains:
 - i. Any information that OPO has about the Contentious Issue that the OPO is not otherwise prohibited by law, including by applicable privacy legislation, from disclosing;
 - ii. OPO's Response to the Contentious Issue e.g., prepared Qs & As or any other format the OPO has prepared);
 - iii. How OPO intends to manage the Contentious Issue (e.g., OPO Communications Plan or any other format the OPO has prepared); and
 - iv. Media responses to issues contentious to the Ministry, noting that not all media responses are subject to Ministry notification.
- b. The Ministry Lead may provide Ministry feedback in response to a Contentious Issue and may also advise OPO of Contentious Issues relating to the work of the OPO that require the OPO's attention.

4.0 PUBLIC REPORTS

4.1 **Comply with.** In addition to complying with the TB/MBC Visual Identity Directive and other Applicable Government Directives, when issuing a Public Report or Publication, OPO will comply with:

- a. The *French Language Services Act*;
- b. The *Accessibility for Ontarians with Disabilities Act, 2005*; and
- c. The *Government Advertising Act*.

4.2 **Issuing a Public Report.** OPO and the Ministry will manage all Public Reports according to the following:

- a. The OPO Lead will provide Notice for the Ministry's awareness to the Ministry Lead at least thirty (30) business days prior to the public, media and/or stakeholder release, containing:
 - i. A copy of the Public Report; and
 - ii. A briefing note (including details of the communications approach).
- b. The Ministry will review the Public Report and will endeavour to provide any feedback to the OPO Lead within 30 business days of receipt.

If OPO does not receive comments from the Ministry Lead by the deadline, OPO will provide a final email Notice to the Ministry Lead that they are proceeding to release the Public Report.

5.0 MEDIA MATERIALS AND PUBLICATIONS

- 5.1 **Comply with.** In addition to complying with the Applicable Government Directives, when issuing Media Materials and Publications (except for those related to Contentious Issues, which shall be governed by section 3), OPO will comply with:
 - a. The *French Language Services Act*; and,
 - b. The *Accessibility for Ontarians with Disabilities Act, 2005*.
- 5.2 **Managing Media Materials and Publications.** OPO and the Ministry will manage all Media Materials and publications according to the following plan:
 - a. the OPO Lead will:
 - i. At least ten (10) business days before the date on which OPO intends to issue Media Materials or Publications, provide Notice for the Ministry's awareness to the Ministry Lead of OPO's intention to issue Media Materials or Publications;
 - ii. At least seven (7) business days before the issue date, provide the Media Materials and the plan to manage the Media Materials or Publications to the Ministry Lead.
 - b. The Ministry will review the Media Materials or Publications within an agreed upon timeframe.
 - c. If OPO does not receive comments from the Ministry Lead before the issue date, PO will provide a final email Notice to the Ministry Lead that the OPO is proceeding to release the Media Materials or Publications.
 - d. Media Responses are not typically subject to notification. The PO Lead will notify the Ministry Lead of Media Responses that are considered contentious for the Ministry same day, by providing a copy or summary of Media Response.

6.0 MARKET RESEARCH

- a. **Market Research.** OPO is subject to, and will comply with, the same Market Research and procurement guidelines that apply to the Agency as set out under section 10.0 of the Public Communications Protocol attached as Appendix 1 to the Agency-Ministry MOU.

7.0 NOTICES AND INFORMATION

- 7.1 The Ministry Lead will provide Notice to the OPO Lead of the Ministry's intention to issue Public Communications pertaining to the work of the OPO, when the intention to issue the Public Communication is known, and will make reasonable efforts to ensure advanced Notice is provided. This will contain either:
 - a. The Public Communication for; and/or
 - b. The plan that the Ministry creates related to the Public Communication.

8.0 BRANDING

- 8.1 **Branding.** OPO will engage in the practice of branding only in accordance with the Applicable Government Directives.
 - a. Unique identifier (logo). OPO will employ the unique identifier approved by Treasury Board/Management Board of Cabinet (TB/MBC)

Appendix 3: Tripartite Memorandum of Understanding