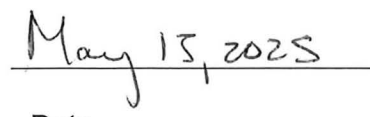


Memorandum of Understanding
Among
Minister of Health,
Chair of Ontario Health, and
Chair of Ontario Health atHome

January 2025

Signatures

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


Minister
Date

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

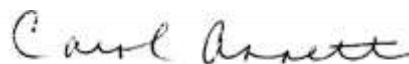
A handwritten signature in cursive script, appearing to read "Catherine", followed by a horizontal line.

Agency Chair

January 31, 2025

Date

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



Subsidiary Chair

January 28, 2025

Date

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The parties to this tripartite Memorandum of Understanding (MOU) 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 tripartite MOU acknowledge that Ontario Health (the Agency) and Ontario Health atHome (the Subsidiary) are part of the Government and are required to comply with legislation, Government directives, policies, and guidelines applicable to them. The Subsidiary is required to adhere to guidelines set out in the AAD. Further, the Agency and the Subsidiary 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.

2. Purpose

- a. The purpose of this tripartite Memorandum of Understanding (MOU) is to:
 - Establish the accountability relationships among the Minister of Health, the Chair of Ontario Health and the Chair of Ontario Health atHome;
 - Clarify the roles and responsibilities of the Minister, the Agency Chair, the Subsidiary Chair, the Deputy Minister, the Agency CEO, the Agency's Board, the Subsidiary CEO, and the Subsidiary's Board.
 - Clarify the operational, administrative, financial, staffing, auditing, and reporting arrangements among Ontario Health atHome, Ontario Health and the Ministry of Health.
- b. This tripartite MOU is an appendix to the Ministry-Agency MOU and should be read together with the *Connecting Care Act*. This tripartite MOU does not affect, modify, or limit the powers of the Agency or the Subsidiary as set out under the *Connecting Care Act*, or interfere with the responsibilities of any of its parties as established by law. In case of a conflict between this tripartite MOU and any act or regulation, the act or regulations prevail.
- c. This tripartite MOU is in addition to the MOU between the Ministry and the Agency; the roles, accountabilities, and reporting relationships in the Ministry-Agency MOU continue to apply to the Agency.

3. Definitions

In this tripartite MOU:

- a. “AAD” means the Agencies and Appointments Directive, issued by Management Board of Cabinet;
- b. “Agency” or “provincial agency” means the name Ontario Health (OH);
- c. “Agency Board” means the board of directors of Ontario Health;
- d. “Agency CEO” means the chief executive officer of the Agency;
- e. “Agency Chair” means the Chair of Ontario Health;
- f. “Annual Report” means the annual report referred to in section 12.2 of this MOU;
- g. “Applicable Government Directives” means the Government directives, policies, standards and guidelines that apply to the Agency and the Subsidiary;
- h. “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;
- i. “Business Plan” means the annual business plan described under section 12.1 of this MOU;
- 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. “Client provider” means a health service provider, including a health service provider within an Ontario Health Team (OHT), that is funded by the Agency under the *Connecting Care Act* to provide home and community care services to the provider’s patients and to which the Subsidiary provides operational supports;
- l. “Client services” means the following services provided by the Subsidiary:
 - The Home and Community Care Services that the Agency is funding the Subsidiary to provide in accordance with the *Connecting Care Act*;
 - Long-term care home placement co-ordination services as a placement coordinator designated by the Minister of Long-Term Care under the *Fixing Long-Term Care Act*;
 - Management of the placement of persons into supportive housing programs, complex continuing care and rehabilitation beds in hospitals, and programs and places where Home and Community Care Services are provided pursuant to funding under the *Connecting Care Act*;
 - Operational supports provided to Client Providers that include care coordination services, the assignment of care coordination employees to work under the direction of Client Providers, and shared services, i.e., administrative or business

support services that facilitate the management of service contracts with providers of Home and Community Care Services, and enablement and support of patient care technology platforms, and any other operational supports and shared services prescribed under the *Connecting Care Act*.

- m. "Conflict of Interest Rules" means the rules set out in Ontario Regulation 381/07 made under the PSOA or the rules approved by the Integrity Commissioner for the Subsidiary and published on the Integrity Commissioner's website as the case may be;
- n. "Connecting Care Act" means the *Connecting Care Act, 2019*, S.O. 2019, c.5, Sched. 1, as amended, including any regulations made under it
- o. "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;
- p. "Deputy Minister" means the Deputy Minister of Health
- q. "Designated Executive" means designated executive defined in the *Broader Public Sector Executive Compensation Act, 2014*, S.O. 2014;
- r. "Executive Council Act" means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- s. "FIPPA" means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended;
- t. "Fiscal Year" means the period from April 1 to March 31;
- u. "FLTCA" means the *Fixing Long-Term Care Act*, 2021, S.O. 2021, c.39, Sched. 1, as amended, including any regulations made under it;
- v. "Government" means the Government of Ontario;
- w. "Health service provider" or "HSP" is a health service provider as defined under subsection 1(2) of the *Connecting Care Act* which is funded by the Agency under section 21 of the *Connecting Care Act*;
- x. "Home Care Services" means the combination of Home and Community Care Services consisting of professional services, personal support services, homemaking services for which the HSP funded to provide those services is not permitted to charge or accept payment in accordance with the *Connecting Care Act* and Ontario Regulation 187/22, and the care coordination services for those services.
- y. "Home and Community Care Services" means home and community care services as defined under O. Reg 187/22 made under the *Connecting Care Act* and includes Home Care Services;
- z. "MBC" means the Management Board of Cabinet;
- aa. "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;
- bb. "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*;

- cc. "Ministry" means the Ministry of Health or any successor to the Ministry;
- dd. "Ministry-Agency MOU" means the memorandum of understanding signed by the Minister and the Agency Chair;
- ee. "MOU" means this tripartite memorandum of understanding signed by the Minister, the Agency Chair, and the Subsidiary Chair;
- ff. "OHT" means a person, entity or group of persons or entities that have been: (a) designated by the Minister under section 29 of the *Connecting Care Act*; or (b) authorized in writing by the Minister to use the title "Ontario Health Team" but which has not yet been designated under section 29 of the *Connecting Care Act*;
- gg. "OPS" means the Ontario Public Service;
- hh. "PHIPA" means the *Personal Health Information Protection Act*, 2004, S.O.2004, c.3, Sched. A, as amended;
- ii. "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*;
- jj. "PSC" means the Public Service Commission;
- kk. "PSOA" means the *Public Service of Ontario Act*, 2006, S.O. 2006, c. 35, Sched. A, as amended;
- ll. "Service Accountability Agreement" means the agreement between the Agency and the Subsidiary, required in accordance with section 22 of the *Connecting Care Act*;
- mm. "Service Contract" means a contract for the supply of a good or service or the performance of a service and may include the supply of parts or materials or the assignment of individuals to perform the service;
- nn. "Subsidiary" means the corporation without share capital under the name Ontario Health atHome as continued under section 27.2 of the *Connecting Care Act*;
- oo. "Subsidiary Board" means the board of directors of Ontario Health atHome;
- pp. "Subsidiary CEO" means the chief executive officer of Ontario Health atHome;
- qq. "Subsidiary Chair" means the Chair of Ontario Health atHome;
- rr. "Subsidiary Member" means an individual appointed to the Subsidiary Board by the Minister, but does not mean an individual employed or appointed by the Subsidiary as staff;
- ss. "TBS" means the Treasury Board Secretariat;
- tt. "TB/MBC" means the Treasury Board/Management Board of Cabinet;
- uu. "Tripartite Table" means the tripartite strategic partnership table composed of Ministry, Agency, and Subsidiary representatives.

4. Subsidiary's Legal Authority and Mandate

- a. The legal authority of the Subsidiary is set out in the *Connecting Care Act*. Under the Agency, the Subsidiary also provides operational services that align with the Agency's type and function.
- b. The Subsidiary also exercises powers and authority under FLTCA;
- c. As a Subsidiary of the Agency, the Subsidiary shall support transitions of Home Care Service provision to HSPs, including HSPs within OHTs; and
- d. The Subsidiary will actively offer French language services at all points of contact, ensuring that clients are informed of the availability of services in French from the initial interaction as required in accordance with the *French Language Services Act*.
- e. The Subsidiary's mandate is set out in the *Connecting Care Act*, which states the Subsidiary's objects:
 - Provide Home and Community Care Services to patients of the Subsidiary;
 - Provide the following operational supports to Client Providers as necessary to enable them to deliver Home and Community Care Services to their patients:
 - i. Care co-ordination services;
 - ii. The assignment of employees of the Subsidiary to work under the direction of a Client Provider to deliver care co-ordination services;
 - iii. Any of the following shared services:
 - Administrative or business support services that facilitate the management of service contracts with providers of Home and Community Care Services;
 - Enablement and support of patient care technology platforms;
 - Any other shared services that may be prescribed;
 - iv. Any other operational supports that may be prescribed;
 - Provide information to the public about, and referrals to, health and social services;
 - Provide placement management services to patients of the Subsidiary or to patients of other health service providers or OHTs; and
 - Any other objects that may be prescribed.

5. Subsidiary, Function and Public Body Status

- a. In accordance with the *Connecting Care Act*, the Subsidiary is a board-governed provincial agency and a subsidiary of the Agency with an operational service function under the AAD.

- b. The Subsidiary is prescribed as a public body in accordance with Ontario Regulation 146/10 under the PSOA, similarly to the Agency.

6. Corporate Status and Crown Agency Status

- a. The Subsidiary is a Crown agency within the meaning of the *Crown Agency Act* for all purposes unless regulations under the *Connecting Care Act* provide otherwise.
- b. The Subsidiary has the capacity, rights, power, and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the *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, and their subsidiaries, 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 provincial agency to Cabinet, the Legislative Assembly, and the people of Ontario. Accountability of the Minister for each provincial agency cannot be delegated. The Subsidiary Board acknowledges that it is accountable to the Minister of Health, through the Agency Board, for governance and oversight of the Subsidiary. The Subsidiary acknowledges that it is accountable to the Agency Board for carrying out its objects.

Every provincial agency and agency subsidiary complies with all applicable legislation and Ontario Public Service (OPS) directives and policies. Further, agencies and their subsidiaries 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:** Provincial agencies align their mandate and operations with Government priorities and direction. Open and consistent communication between provincial agencies and their responsible ministry helps ensure that Government priorities and direction are clearly understood and helps to manage risks or issues as they arise. Provincial agencies deliver a high standard of public service that meets the needs of the population that they serve.
- c. **Efficiency:** Provincial agencies and their subsidiaries use 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. The Minister and the Agency Board, through the Agency Chair, and the Subsidiary Board, through the Subsidiary Chair, are committed to empowering the Agency and the Subsidiary to fulfill their statutory mandates in relation to the Subsidiary efficiently and effectively. The

Subsidiary, Agency, and the ministry agree to avoid duplication of services and functions and will evaluate use of common Government procurement vehicles where feasible.

- d. **Sustainability:** Provincial agencies and their subsidiaries operate 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 and their subsidiaries 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.
- f. **Complementary Roles:** The Minister, Agency Chair, and Subsidiary Chair acknowledge and agree:
 - The Ministry is responsible for modernizing Home Care Services and long-term care home placement services, including the transition of accountability for Home Care Service provision to HSPs, including HSPs within OHTs, while the Agency is responsible for overseeing this work and the Subsidiary is responsible for planning and delivering these services.
 - The complementary roles require ongoing engagement and collaboration among the Ministry, Agency, and Subsidiary;
 - The Government, through the Minister, is responsible for setting policy direction for the provision of Home and Community Care Services in Ontario and for administering the legislative framework implementing such direction;
 - The Agency plays a foundational role in health system planning and oversight, including the transformation and modernization of home care, and contributes to the development and implementation of health care system policies for which it is responsible;
 - The Ministry, Agency, and Subsidiary will participate in strategic partnership tables and working groups as appropriate, including to advise on and support implementation of new models of Home Care Service delivery; and
 - The Ministry, Agency, and Subsidiary will work together in a mutually respectful manner.

8. Agency-Subsidiary Conduct and Management Oversight and Accountability

- a. The Agency's objects as set out in the *Connecting Care Act* include the provision of oversight of the Subsidiary in a manner consistent with the health system strategies set by the Ministry.
- b. The Subsidiary's Board is accountable to the Agency's Board for the Subsidiary's conduct and exercise of its mandate.

- c. In accordance with its authority under the *Connecting Care Act*, the Agency may also do any of the following to provide oversight of the Subsidiary and to support the further integration of Home Care Services within the broader health system:
- Issue directives to the Subsidiary in accordance with the *Connecting Care Act*, and the Subsidiary must comply with the directives, provided there is no conflict with any applicable law or rule of any applicable law or with a Minister's directive;
 - Require the Subsidiary to disclose to the Agency certain information relevant to the Agency exercising its powers and duties, in accordance with section 25 of the *Connecting Care Act*, and
 - Require the Subsidiary to disclose information to the Agency relating to Service Contracts between the Subsidiary and its contracted providers of Home Care Services, in accordance with section 27.16 of the *Connecting Care Act*.
- d. The Subsidiary is also a health service provider as defined in the *Connecting Care Act*. As with other health service providers, the Agency holds a Service Accountability Agreement with the Subsidiary under the *Connecting Care Act*.
- e. The Subsidiary is directly accountable to the Agency and indirectly accountable to the Minister through the Agency for forecasting and reporting.

9. Accountability Relationships

9.1 Minister

The Minister is accountable:

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

9.2 Agency Chair

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

- a. To the Minister for the Agency's performance in fulfilling its mandate of providing oversight over the Subsidiary, and for carrying out the roles and responsibilities assigned to the Agency Chair relating to that mandate by the *Connecting Care Act*, the Ministry-Agency MOU, this MOU, and Applicable Government Directives and policies; and for

- The Subsidiary's performance in (a) fulfilling its objects and (b) carrying out the roles and responsibilities assigned to the Subsidiary Board and the Subsidiary Chair by the *Connecting Care Act* and FLTCA, this MOU and Applicable Government Directives and policies.
- b. For regular reporting to the Minister, as requested, on the Agency's activities and the Subsidiary's activities related to the delivery of their respective mandates identified above, and the transition of accountability for Home Care Service provision to HSPs, including HSPs within OHTs, to confirm compliance with and Applicable Government Directives and policies, and accounting and financial policies. This includes having mechanisms for monitoring and reporting compliance with the *French Language Services Act*, through the submission of an annual report to the Agency and the Ministry detailing the measures taken to ensure the provision of services in French and any challenges encountered and continued compliance with reporting within the French Language Health Services Database tool.
- 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 and the Subsidiary.
- d. To the Minister to confirm the Subsidiary's compliance with legislation, Government directives, and applicable accounting, financial, and I&IT policies.

9.3 Agency Board of Directors

- a. The Agency Board is accountable, through the Agency Chair, to the Minister for the oversight of the Subsidiary and reporting on the governance, compliance of the Subsidiary as reported to the Agency in accordance with sections 9.4 and 9.5 below; setting goals, objectives and strategic direction for the Subsidiary as outlined in the Agency's letter of direction; and for carrying out the roles and responsibilities assigned to it by the *Connecting Care Act* the Ministry-Agency MOU, this MOU and applicable TB/MBC and other Government directives and policies.

9.4 Subsidiary Chair

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

- a. To the Agency Chair, acting on behalf of the Agency Board, for:
 - The Subsidiary's performance in fulfilling its mandate;
 - Carrying out the roles and responsibilities assigned to the Subsidiary Chair by the *Connecting Care Act* and FLTCA, this MOU, and all Applicable Government Directives and policies;
 - Confirming the Subsidiary's compliance with legislation and all Applicable Government Directives and policies.

- b. To the Agency Chair on matters related to its statutory mandate and for reporting to the Agency Board, as requested, on the Subsidiary's activities related to such matters.
- c. For ensuring timely communications with the Agency Chair regarding any issue that affects, or can reasonably be expected to affect, the Minister's or Agency Chair's responsibilities for the Subsidiary.

9.5 Subsidiary Board of Directors

The Subsidiary Board, through the Subsidiary Chair, is accountable:

- a. To the Agency Board, through the Agency Chair, for governance of the Subsidiary, including setting goals, objectives, and the strategic direction for the Subsidiary within its mandate and as aligned to direction from the Agency; and for carrying out its roles and responsibilities under the *Connecting Care Act*, FLTCA, this MOU, and applicable other Government directives and policies.

9.6 Deputy Minister

- a. The Deputy Minister reports to the Secretary of the Cabinet and is responsible for supporting the Minister in providing effective oversight of the Agency and its Subsidiary. The Deputy Minister is accountable for the performance of the Ministry in providing oversight of the Agency and its Subsidiary, and for carrying out the roles and responsibilities assigned by the Minister, the *Connecting Care Act*, this MOU, and applicable Government directives and policies.
- b. The Deputy Minister is also accountable for attesting to TB/MBC on the Agency and its Subsidiary's compliance with applicable directives to the best of their knowledge and ability.

9.7 Agency CEO

- a. The Agency CEO is accountable to the Agency Board as described in the Ministry-Agency MOU.

9.8 Subsidiary CEO

- a. The Subsidiary CEO is accountable to the Subsidiary Board for the management and administration of the Subsidiary, the supervision of Subsidiary staff, and carrying out the roles and responsibilities assigned by the Subsidiary Board, the *Connecting Care Act*, FLTCA, this MOU, and Applicable Government Directives and policies. The Subsidiary CEO works under the direction of the Subsidiary Chair to implement policy and operational decisions. The Subsidiary CEO reports the Subsidiary's performance results to the Subsidiary Board, through the Subsidiary Chair.

10. Roles and Responsibilities

10.1 Minister

The Minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Subsidiary.
- b. Reporting and responding to TB/MBC on the Agency and Subsidiary's performance and compliance with applicable directives, the Government's operational policies and policy directions, and recommending to TB/MBC the application of the OPS Procurement Directive.
- c. Carrying out parallel obligations relating to the Agency in accordance with the Ministry-Agency MOU.
- d. Meeting with the Agency Chair, along with the Subsidiary Chair as required, to discuss issues relating to the Subsidiary's fulfilment of its mandate, at least quarterly on: Government and Ministry priorities for the Subsidiary performance; emerging issues and opportunities; Subsidiary high risks and action plans including direction on corrective action, as required; and Subsidiary Annual 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 Subsidiary to be low-risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Subsidiary performance.
- e. Assessing the Subsidiary Chair and Subsidiary Board's performance.
- f. Informing the Agency Chair and the Subsidiary Chair of the Government's priorities and broad policy directions with respect to home care, applicable to each party, and setting expectations for the Agency and Subsidiary in the letter of direction to the Agency.
- g. Come to agreement with the Agency Chair on appropriate measures and mechanisms related to the performance of the Subsidiary, in accordance with oversight powers as outlined *the Connecting Care Act*.
- h. Reviewing the Agency Board recommendations for appointments to the Subsidiary Board.
- i. Designating a Subsidiary Chair and at least one vice-chair from among the Subsidiary Members.
- j. Making appointments and reappointments to the Subsidiary, pursuant to the process for Subsidiary appointments established by the *Connecting Care Act* and/or by MBC through the AAD.
- k. Determining at any time the need for a review or audit of the Subsidiary and recommending to TB/MBC any change(s) to the governance or administration of the Subsidiary, including recommendations from the Agency, resulting from any such review or audit.

- l. Signing the MOU into effect after it has been signed by the Agency Chair and Subsidiary Chair.
- m. Receiving the Agency's Business Plan, which will include the Subsidiary's Business Plan, and approving or providing suggested changes to the plan no later than 30 calendar days from receiving it.
- n. Tabling the Agency's Annual Report, including an evaluation of the Subsidiary's progress against the Agency's letter of direction priorities and the Subsidiary's accomplishments, activities, and financial results at year-end within 30 calendar days of approving the report.
- o. Approving the Agency's Annual Report which will include the Subsidiary's Annual Report within 60 calendar days of receipt.
- p. Recommending to TB/MBC any provincial funding to be allocated to the Agency, for the Subsidiary, to support the fulfillment of the Subsidiary's mandate and in accordance with *the Connecting Care Act*.
- q. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Subsidiary's administration or operations in accordance with the *Connecting Care Act*.
- r. Consulting, as appropriate, with the Agency Chair (and Subsidiary Chair as required) on significant new directions or when the Government is considering regulatory or legislative changes for the Subsidiary.
- s. Agree upon any amendments to this MOU with the Agency Chair and Subsidiary Chair, seeking TB/MBC approval as per section 1.8 of the AAD, and, signing such amendments after they have been signed by the Agency Chair and Subsidiary Chair.
- t. Recommending to TB/MBC the application of the OPS Procurement Directive.
- u. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Subsidiary.
- v. Recommending to TB/MBC the powers to be given to, or revoked from, the Subsidiary when a change to the Subsidiary's mandate is being proposed.

10.2 Agency Chair

In addition to its responsibilities outlined in the Ministry-Agency MOU, the Agency Chair is responsible to support the Agency Board by:

- a. Providing advice to the Government, by consulting with the Minister, regarding any activity which may have an impact on the Government and Ministry's policies, directives, or procedures, or on issues affecting the Agency's or the Subsidiary's mandate, operations, powers, or responsibilities as set out in the *Connecting Care Act*.
- b. Agreeing on any amendments to this MOU with the Minister and the Subsidiary Chair and signing the amendments on behalf of the Agency Board.
- c. Receiving an annual letter from the Subsidiary confirming the Subsidiary's compliance with all applicable legislation, directives, and accounting, financial

and I&IT policies and submitting to the Minister, as requested, within agreed upon timelines.

- d. Meeting with the Minister, along with the Subsidiary Chair as required, to discuss issues relating to the Subsidiary's fulfilment of its mandate.
- e. Meeting with the Minister at least quarterly on Government and Ministry priorities for the Subsidiary; Subsidiary performance; emerging issues and opportunities; Subsidiary 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 Subsidiary to be low-risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Subsidiary 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 Subsidiary.
- g. Informing the Minister on the Subsidiary's progress towards achieving the Government's priorities and broad policy directions as outlined in the Agency's letter of direction, including progress on achieving key performance measures.
- h. Agreeing with the Minister to develop appropriate measures and mechanisms related to the performance of the Subsidiary, in accordance with the *Connecting Care Act*.
- i. Cooperating with any review or audit of the Subsidiary.
- j. Requesting an external audit of the financial transactions or management controls of the Subsidiary, at the Agency's expense, if required.
- k. Advising the Minister and Deputy Minister, annually at minimum, on any outstanding audit recommendations/issues.
- l. Seeking strategic policy direction for the Subsidiary from the Minister.
- m. Signing the MOU on behalf of the Agency's Board, along with the CEO or equivalent.
- n. Receiving and submitting, on behalf of the Agency Board, the Agency's Business Plan and Annual Report which will include the Subsidiary's Business Plan, budget, and Annual Report, to the Minister in accordance with the timelines specified in the Applicable Government Directives and policies.
- o. Ensuring that the Subsidiary operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- p. Ensuring the Subsidiary is 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.

10.3 Agency Board of Directors

In addition to its obligations set out under the Ministry-Agency MOU, the Agency Board is responsible for:

- a. Providing oversight of the Subsidiary in a manner consistent with the health system strategies set by the Ministry.
- b. Directing the development of and approving the Agency’s Business Plan, which will include the Subsidiary’s Business Plan, for submission to the Ministry within the timelines agreed upon with the Ministry or set out in the Ministry-Agency MOU.
- c. Receiving progress updates from the Subsidiary Board regarding the fulfilment of its mandate and Government priorities, to include in the Agency’s Annual Report and providing that to the Minister.
- d. Ensuring that the ongoing risk reporting submitted to the Ministry includes risks as identified by the Subsidiary, where applicable to the exercise of the Subsidiary’s mandate, including in relation to transitions of accountability for Home Care Service provision to HSPs, including HSPs within OHTs.
- e. Cooperating with and sharing any relevant information with the Subsidiary Board on any risk-based or periodic review of the Agency or the Subsidiary, as it relates to the Agency Board’s oversight of the Subsidiary, as directed by the Minister or TB/MBC.
- f. Ensuring the Subsidiary is establishing robust performance measures, targets, and management systems, and monitoring and assessing the Subsidiary’s performance measures, targets and management systems.
- g. Ensuring that the Subsidiary has an appropriate risk management framework and risk management plan in place for managing risks in accordance with all Applicable Government Directives and policies.
- h. Directing corrective action, based on Ministry direction on the functioning or operations of the Subsidiary, if needed in accordance with the *Connecting Care Act*.
- i. Making recommendations to the Minister, through the Agency Chair, for the appointment or re-appointment of up to three (3) members to the Subsidiary Board pursuant to the *Connecting Care Act*.
- j. Making recommendations to the Minister, through the Agency Chair, to remove a Subsidiary Member recommended by the Agency for appointment, when appropriate.
- k. Establishing Agency Board committees as may be required to advise the Agency Board on effective oversight of the Subsidiary.
- l. Approving the Subsidiary’s by-laws, at the Agency’s discretion in accordance with section 27.14 of the *Connecting Care Act* and as described in section 9.5 of this MOU.
- m. Approving amendments to this MOU in a timely manner and authorizing the Agency Chair to sign such amendments on behalf of the Agency.

10.4 Subsidiary Chair

The Subsidiary Chair is responsible for:

- a. Providing leadership to the Subsidiary Board and ensuring that the Subsidiary Board carries out its fiduciary responsibilities for decisions regarding the Subsidiary alignment with applicable government directives and *Broader Public Service Accountability Act*.
- b. Providing governance oversight to the Subsidiary by working with the Subsidiary Board to set the goals, objectives, and strategic direction within its mandate and as outlined in the Agency's letter of direction, as well as monitor Subsidiary performance, in accordance with any direction provided by the Agency, to advance Government priorities.
- c. Consulting with the Agency Chair in advance regarding any activity which may have a significant impact on Government and Ministry policies, directives, or procedures, or on the Subsidiary's mandate, powers or responsibilities as set out in the *Connecting Care Act*.
- d. Agreeing on any amendments to this MOU with the Agency Chair and the Minister and signing it on behalf of the Subsidiary Board.
- e. Ensuring that the Subsidiary complies with legislative and TB/MBC policy obligations, including reporting requirements.
- f. Reporting to the Agency Chair as requested on the Subsidiary's activities within agreed upon timelines, including providing to the Agency:
 - An annual letter that confirms the Subsidiary's compliance with legislation and Applicable Government Directives and policies; and quarterly reports approved by the Subsidiary Board to confirm the Subsidiary's compliance with the *Broader Public Sector Accountability Act*.
- g. Meeting with the Minister, along with the Agency Chair as required, to discuss issues relating to the Subsidiary's fulfilment of its mandate, at least quarterly on: Government and Ministry priorities for the Subsidiary performance; emerging issues and opportunities; Subsidiary high risks and action plans including direction on corrective action, as required; and Subsidiary Annual Business Plan and capital priorities.
- h. Ensuring timely communications with the Agency Chair 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 Subsidiary including matters that are likely to be raised in the Legislative Assembly and/or the media.
- i. Ensuring timely communication with the Agency Board through the Agency Chair, regarding any issues or events that may concern, or can reasonably be expected to concern, the Agency Board in the exercise of its statutory obligations relating to the oversight of the Subsidiary in a manner consistent with the health system strategies set by the Ministry.

- j. Reporting to and advising the Agency Board, through the Agency Chair, on any matter related to the Subsidiary's mandate, including in relation to transitions of accountability for Home Care Service provision to HSPs, including HSPs within OHTs, as requested by the Agency Chair.
- k. Reviewing and approving claims for per diems and travel expenses for Subsidiary Members.
- l. Co-operating with any review or audit of the Subsidiary as directed by the Minister.
- m. Complying with any directive issued to the Subsidiary by the Agency or Minister in accordance with the *Connecting Care Act*.
- n. Providing the Agency Chair with a copy of the Subsidiary's audit report, including the Subsidiary's response and advising of any outstanding audit recommendations in the report.
- o. Sharing all audit engagement reports with the Minister, Deputy Minister, and Agency Chair (and when requested, with the President of the Treasury Board).
- p. Complying with information requests made by the Agency Chair including those made on behalf of the Minister or the Deputy Minister.
- q. Seeking strategic policy direction for Subsidiary from the Minister via the Agency Board Chair.
- r. Consulting, as appropriate, with stakeholders on the Subsidiary's goals, objectives, and strategic directions.
- s. Submitting the Subsidiary Board-approved Business Plan, the Subsidiary budget, the Subsidiary Board-approved Annual Report, and the Subsidiary financial reports, on behalf of the Subsidiary Board, to the Agency within timelines specified in the Agency-Subsidiary Service Accountability Agreement, and all Applicable Government Directives.
- t. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Subsidiary.
- u. Ensuring that the Subsidiary operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purposes intended with integrity and honesty.
- v. 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 fulfil the role outlined for "Provincial Agency heads or Equivalent" in the Responsible Use of AI Directive.
- w. Carrying out effective public communications and relations for the Subsidiary as required by the Communications Protocol.
- x. Appointing a Subsidiary CEO and setting performance objectives and remuneration terms linked to these objectives for the Subsidiary CEO which give due weight to the proper management, existing legislation, policies and directives and use of public resources.

- y. Evaluating the annual performance of the Subsidiary CEO against the performance criteria established by the Subsidiary Board.
- z. Chairing the Subsidiary Board meetings, including the management of the Subsidiary Board's agenda, in accordance with the by-laws of the Subsidiary.
- aa. Signing the MOU on behalf of the Subsidiary's Board, along with the Subsidiary CEO or equivalent.
- bb. Fulfilling the role of ethics executive for Subsidiary Members and the Subsidiary CEO, promoting ethical conduct, and ensuring that all members of the Subsidiary are familiar with the ethical requirements of the PSOA, and the regulations and the directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- cc. Ensuring that all Subsidiary Members are informed of their roles, responsibilities, and obligations, and receive the necessary training and orientation to carry out their responsibilities. This will include requiring that Subsidiary Members become knowledgeable of and adhere to the *Connecting Care Act* and all Applicable Government Directives and policies.
- dd. Apprising Subsidiary Members about the Government's current priorities and broad policy directions for the Subsidiary that may have a bearing on the Subsidiary Board's decisions.
- ee. Keeping the Minister and the Agency Chair informed of upcoming appointment vacancies on the Subsidiary Board and providing recommendations and advice to the Minister and the Agency Chair for appointments or re-appointments to the Subsidiary Board.
- ff. Ensuring that the Conflict of Interest Rules that the Subsidiary is required to follow are in place for Subsidiary Members and employees.
- gg. Where applicable, ensuring that Conflict of Interest Rules that the Subsidiary 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 Subsidiary Board and employees of the Subsidiary.

10.5 Subsidiary Board of Directors

The Subsidiary Board is responsible for:

- a. Establishing the goals, objectives, and strategic direction for the Subsidiary within its mandate set out in the Agency's letter of direction and the Service Accountability Agreement, consistent with the *Connecting Care Act* and Government directives and policies.
- b. Reporting on the strategic direction for the Subsidiary according to the Agency's letter of direction, the Service Accountability Agreement, the Subsidiary's Business Plan, directives to the Subsidiary, and the Subsidiary's Annual Report.
- c. Approving the Subsidiary's Annual Reports and Business Plans for inclusion in the Agency's Annual Reports and Business Plans.

- d. Governing the affairs of the Subsidiary to fulfil their responsibilities as set out in the *Connecting Care Act*, FLTCA and other applicable legislation, by-laws of the Subsidiary and the Subsidiary's approved Business Plan as described in section 12.1 of this MOU, considering the policy directions established and communicated in writing by the Minister, through the Agency Chair.
- e. Making decisions consistent with the Subsidiary's Business Plan and ensuring that the Subsidiary operates within its budget allocation.
- f. Reviewing and approving the Service Accountability Agreement between the Agency and Subsidiary subject to the Agency's rights under section 22 of the *Connecting Care Act*.
- g. Establishing Subsidiary Board committees or oversight mechanisms as may be required to advise the Subsidiary Board on effective management, governance, or accountability procedures for the Subsidiary.
- h. 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, existing legislation, policies and directives and use of public resources.
- i. Ensuring the CEO is fulfilling their responsibilities as outlined in this MOU and the AAD.
- j. Evaluating the annual performance of the Subsidiary CEO, against the performance criteria established by the Subsidiary Board.
- k. Providing a salary or other remuneration and benefits to the Subsidiary CEO within the ranges and parameters, if any, that the Minister fixes.
- l. Approving any amendments to this MOU in a timely manner and, as with this MOU, authorizing the Subsidiary Chair to sign any amendments to this MOU on behalf of the Subsidiary.
- m. Approving the Subsidiary's reports and reviews that may be requested by the Minister or Agency Chair from time to time for submission to the Minister, within agreed upon timelines.
- n. Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of the Subsidiary as needed.
- o. Establishing performance measures, targets, and management systems for monitoring and assessing the Subsidiary's performance.
- p. Directing corrective action on the functioning or operations of the Subsidiary, if needed.
- q. Cooperating with and sharing any relevant information on any risk-based or periodic review of the Subsidiary directed by the Minister, Agency Chair, or TB/MBC.
- r. Ensuring the development and maintenance of an appropriate system of internal corporate governance and control with respect to the day-to-day operation of the Subsidiary that considers any relevant legislation, including the *Connecting Care Act* and FLTCA, and all Applicable Government Directives and policies.

- s. Approving Subsidiary corporate policies and strategies, including those that would have a significant impact on the Subsidiary's operations, taking into consideration Government priorities and broad policy direction communicated by the Ministry or the Agency Board when it involves the Agency's oversight of the Subsidiary in a manner consistent with the health system strategies set by the Ministry.
- t. Providing compensation to its Designated Executives in accordance with any applicable executive compensation plan that is established pursuant to the *Broader Public Sector Executive Compensation Act, 2014* and any regulations made under that Act.
- u. Approving the budget for the Subsidiary.
- v. Making by-laws and passing resolutions regulating its proceedings and generally for the conduct and management of the affairs of the Subsidiary, subject to paragraph 10.5 aa of this MOU.
- w. Providing advanced notice to the Agency of any proposed by-laws and, where requested by the Agency, submitting proposed by-laws of the Subsidiary, to the Agency for approval.
- x. Meeting regularly throughout the year and in any event holding at least four (4) meetings in each calendar year. A majority of the Subsidiary Board shall constitute quorum for the conduct of business of the Subsidiary Board, if the number of Subsidiary Members at the meeting who were appointed by the Minister on the Agency's recommendation is equal to or less than the number of Subsidiary Members at the meeting who were appointed by the Minister without the Agency's recommendation, in accordance with the *Connecting Care Act* .
- y. In accordance with subsection 27.14(3) of the *Connecting Care Act*, the Subsidiary Board shall:
 - Establish by by-law the committees of the Board;
 - Appoint as members of those committees the persons who meet the qualifications, and
 - Ensure that those committees operate in accordance with the other requirements.
- z. Ensuring that its by-laws are consistent in all respects with the *Connecting Care Act*, this MOU, the AAD, the AAD Operational Policy, and with any other applicable legislation.
- aa. In accordance with subsection 27.14(4) of the *Connecting Care Act*, submitting a proposed by-law to the Agency as required, for approval before making such by-law.

10.6 Deputy Minister

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

In addition to the responsibilities set out in the Ministry-Agency MOU, the Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's oversight responsibilities

for the Subsidiary including informing the Minister of policy direction, policies, and priorities of relevance to the Subsidiary'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 Subsidiary.
- c. Attesting to TB/MBC on the Subsidiary'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 Agency Chair to the Minister to the best of their knowledge and ability.
- d. For the period up to and including August 12, 2027, and for procurement of consulting services of any value and any procurement of goods and non-consulting services valued \$10M and above, ensuring the Subsidiary's compliance with the requirements in the OPS Procurement Directive.
- e. Ensuring that the Agency has the capacity and systems for oversight of the Subsidiary in a manner consistent with the health system strategies set by the Ministry.
- f. Reporting/responding, within prescribed timelines, to TBS on compliance tracking including the Subsidiary's and the Ministry's compliance with the AAD.
- g. Informing the Agency CEO and Subsidiary CEO or equivalent, in writing, of new Government directives and any exceptions to, or exemptions in whole or in part from directives, Government policies, or Ministry administrative policies.
- h. Ensuring regular briefings and consultations between the Agency Chair, and Subsidiary Chair as required, and the Minister at least quarterly, and between the Ministry staff and the Agency and Subsidiary staff as needed.
- i. Meeting with the Subsidiary CEO, and Agency CEO as required, at least quarterly on matters of mutual importance, including emerging issues and opportunities, Government priorities and progress on the Agency's letter of direction in relation to the Subsidiary, Subsidiary Business Plans and results, and Subsidiary high risks and action plans.
- j. Meeting with the Agency CEO (and Subsidiary's CEO as required) or equivalent, as required to discuss Certificate of Assurance exceptions and fraud instances and their related action plans.
- k. Supporting the Minister in reviewing the performance targets, measures, and results of the Subsidiary.
- l. Advising the Minister on documents submitted by the Subsidiary to the Minister, through the Agency Chair, for review or approval, or both.
- m. Signing the MOU, acknowledging their responsibilities.
- n. Undertaking reviews of the Subsidiary as may be directed by the Minister.
- o. Cooperating with any review of the Subsidiary as directed by the Minister or TB/MBC.
- p. Requesting information and data as needed to fulfill obligations under the AAD.

- q. Giving notice to the Subsidiary Chair and the Agency Chair, in writing, of new Government directives, updates or revisions to existing directives, and any exceptions to, or exemptions in whole or in part from TB/MBC and Ministry of Finance directives, Government policies, or Ministry administrative policies.
- r. Co-chairing (or sending a designate to co-chair), with the Agency CEO (or designate) and Subsidiary CEO (or designate), a Tripartite Table composed of senior representatives from the Ministry, Agency, and Subsidiary to meet from time to time to address matters of mutual interest.
- s. Supporting Ministers and Minister's offices in monitoring and tracking upcoming and existing vacancies on boards, particularly where there is a legislated minimum number of members and to maintain quorum.
- t. Monitoring the Subsidiary, through the Subsidiary Chair and the Agency Chair, on behalf of the Minister while respecting the Agency and Subsidiary'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.
- u. Providing regular feedback to the Minister on the performance of the Subsidiary.
- v. Providing annual feedback to the Subsidiary Chair, on the performance of the Subsidiary and Subsidiary CEO.
- w. Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of the Subsidiary or any of its programs, or changes to the management framework or operations of the Subsidiary.
- x. Ensuring that the Ministry, Agency, and Subsidiary have an appropriate risk management framework and risk management plan in place, to ensure the Subsidiary is meeting its program or service delivery objectives, in accordance with the *Connecting Care Act*.
- y. Undertaking timely risk-based reviews of the Subsidiary, its management, or operations, as may be directed by the Minister or TB/MBC.
- z. 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).
- aa. Consulting with the Subsidiary CEO, and Subsidiary Chair, on matters of mutual importance including compliance on all Applicable Government Directives and policies.
- bb. Working with the Subsidiary CEO to address any significant issues that may arise and impact the Subsidiary's ability to deliver on its mandate.

10.7 Agency CEO

In addition to the responsibilities set out in the Ministry-Agency MOU, the Agency CEO is responsible for:

- a. Supporting the Subsidiary CEO, as appropriate, to translate home care goals, objectives, and strategic directions of the Agency Board into operational plans and

activities, in alignment with the approved Agency Business Plan.

- b. Meeting with the Subsidiary CEO as required, and maintaining a regular liaison as needed with the Subsidiary to discuss matters of mutual importance.
- c. Keeping the Agency Board, through the Agency Chair, advised on matters related to the Subsidiary's:
 - i. Provision of Client Services; and
 - ii. Support of home care modernization, including collaboration with OHTs, and HSPs in OHTs.
- d. Working with the Subsidiary CEO to support the establishment of Service Contracts between the Subsidiary and Client Providers for the Subsidiary's provision of operational supports.
- e. Co-chairing (or sending a designate to co-chair), with the Deputy Minister (or designate) and Subsidiary CEO (or designate), a Tripartite Table composed of senior representatives from the Ministry, Agency, and Subsidiary to meet from time to time to address matters of mutual interest.

10.8 Subsidiary CEO

- a. The Subsidiary CEO is accountable to the Subsidiary Board for the management and administration of the Subsidiary, the supervision of Subsidiary staff, and carrying out the roles and responsibilities assigned by the Subsidiary Board, the Subsidiary's constituting instrument, this MOU, and Government directives.

The subsidiary CEO is also responsible for:

- b. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Subsidiary subject to the supervision and direction of the Subsidiary Board in accordance with the *Connecting Care Act*, the Subsidiary's by-laws, the relevant provisions of the Agency's letter of direction, approved Agency Business Plan, Government directives and policies, accepted business and financial practices, the Service Accountability Agreement, and this MOU.
- c. Supporting the Subsidiary Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures, and guidelines.
- d. Advising the Subsidiary Chair on the requirements of and the Subsidiary's compliance with the AAD, as well as other Government directives and policies, the *Connecting Care Act*, Subsidiary by-laws, and policies, including annually attesting to the Subsidiary Chair on the Subsidiary's compliance with mandatory requirements.
- e. Supporting the modernization of home care and improvements to the delivery of Home Care Services as part of the Government's plan for integrated home care transformation.

- f. Developing with Client Providers and as approved by the Agency, a service model to support administration of Service Contracts for the Subsidiary's provision of operational supports to Client Providers.
- g. Ensuring that the Subsidiary meets the requirements of the AAD. If required, meeting with the Deputy Minister and Agency CEO or an approved delegate regularly and as required to discuss Certificate of Assurance exceptions and fraud instances and their related action plans.
- h. Meeting with the Deputy Minister (or delegate) as appropriate, to discuss matters of mutual importance.
- i. Keeping the Ministry, Agency Chair, and the Subsidiary Chair advised on issues or events that may concern the Minister, the Deputy Minister, and the Subsidiary Chair in the exercise of their responsibilities.
- j. Consulting with the Agency and, as appropriate, with stakeholders on the Subsidiary's goals, objectives, and strategic directions and translating the goals, objectives, and strategic directions of the Agency and Subsidiary Board, as set out in the Agency letter of direction and other directives, into operational plans and activities in accordance with the Subsidiary's approved Business Plan.
- k. Carrying out in-year monitoring of the Subsidiary's performance and reporting on results to the Subsidiary Chair.
- l. Undertaking timely risk-based reviews of the Subsidiary's management and operations.
- m. Cooperating with any periodic review directed by the Minister or TB/MBC.
- n. Signing the MOU, along with the Subsidiary Chair, on behalf of the Subsidiary Board.
- o. Establishing and applying a financial management framework for the Subsidiary in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies, and guidelines.
- p. Applying policies and procedures so that public funds are used with integrity and honesty.
- q. Ensuring that the Subsidiary has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- r. 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.
- s. Establishing and applying the Subsidiary's risk management framework and risk management plan in place as directed by the Subsidiary Chair and Subsidiary Board.
- t. Ensuring an effective working relationship with the Agency CEO and/or Agency Chief Operating Officer and meeting with the Agency CEO and/or the Agency Chief Operating Officer, as needed, on matters of mutual importance relating to the Subsidiary's mandate and management issues.
- u. Establishing and applying a system for the retention of the Subsidiary's records

and for making such records publicly available when appropriate, and for complying with the FIPPA and the *Archives and Recordkeeping Act* where applicable.

- v. Carrying out effective public communications and relations for the Subsidiary as its chief spokesperson and as required by the Communications Protocol.
- w. Fulfilling the role of ethics executive for Subsidiary employees.
- x. Supporting the development of Subsidiary information needed for inclusion in the Agency Annual Reports, the Agency Business Plans, and the Subsidiary's budget plans for approval by the Subsidiary Board.
- y. Preparing financial reports for approval by the Subsidiary Board.
- z. Preparing, for approval by the Subsidiary Board, a performance review framework for the Subsidiary staff and implementing the system.
- aa. Co-chairing (or sending a designate to co-chair), with the Deputy Minister (or designate) and Agency CEO (or designate), a Tripartite Table composed of senior representatives from the Ministry, Agency, and Subsidiary to meet from time to time to address matters of mutual interest.

10.9 Tripartite Table

- a. The Tripartite Table will serve as a time-limited venue for strategic discussions about the policy direction set by the Ministry, and on the Agency and Subsidiary's exercise of its mandate in accordance with the *Connecting Care Act* and FLTCA. Participants will convene on an as-needed basis, with the Tripartite Table serving as a vehicle for information-sharing among the Ministry, Agency, and Subsidiary to ensure common understanding that builds a positive and productive ongoing working relationship.
- b. The participants at the Tripartite Table are responsible for:
 - Providing advice related to home care policy and implementation issues, including integrated home care transformation.
 - Drawing linkages to home care as part of the broader health care system, including implementation of modernization activities.
 - Raising, discussing, and resolving issues including but not limited to funding/fiscal responsibilities, performance, operational challenges, and issues management.
 - Building relationships and rapport across stakeholder groups.

11. Ethical Framework

- a. The Agency is subject to the Ethical Framework as set out in the Ministry-Agency MOU.
- b. The Subsidiary Members are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations. The Subsidiary Members shall not use any information gained as a result of their appointment to or membership on the Subsidiary Board for personal gain or benefit.

A Subsidiary Member who has reasonable grounds to believe that they have a conflict of interest in a matter before the Subsidiary Board, or a committee of the Subsidiary Board, shall disclose the nature of the conflict to the Subsidiary Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Subsidiary Chair shall cause to be recorded in the minutes of meetings of the Subsidiary Board any declared conflicts of interest.

- c. The Subsidiary Chair, as the Ethics Executive for the Subsidiary Board, is responsible for ensuring that Subsidiary Members and the CEO, of the Subsidiary 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 Subsidiary.
- d. The Subsidiary CEO, as the Ethics Executive for the Subsidiary, is responsible for ensuring that employees of the Subsidiary 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 Subsidiary.

12. Reporting Requirements

12.1 Subsidiary Business Plan

- a. The Subsidiary Chair will provide the Subsidiary's Business Plan to the Agency Chair covering a minimum of three (3) years from the upcoming fiscal year, unless otherwise specified by TB/MBC in accordance with the deadline established in the Service Accountability Agreement. The Agency Chair shall submit it to the Minister as part of the Agency's Business Plan for approval by the Minister. The Subsidiary's Business Plan shall be in accordance with the requirements set out in the AAD.
- b. The Subsidiary's draft Business Plan is to be submitted to the Ministry's chief administrative officer or designated equivalent through the Agency's Business Plan, no later than 90 calendar days prior to the beginning of the Agency's fiscal year start, and the Board-approved Agency Business Plan is to be submitted to the Minister for approval no later than 30 calendar days prior to the beginning of the provincial agency's fiscal year.
- c. The Subsidiary Chair will ensure that the Subsidiary's Business Plan demonstrates the Subsidiary's plans in fulfilling the Government priorities set out in the Agency's letter of direction and as provided by the Agency. When the Subsidiary's Business Plan is submitted to the Minister through the Agency for approval, an attestation memo from the Subsidiary Chair must also be submitted that details how the Subsidiary plans to achieve each Government priority. The Agency will include this in their Business Plan to the Minister.
- d. The Subsidiary Chair is responsible for ensuring that the Subsidiary's Business Plan includes a system of performance measures and reporting on the achievement of the objectives set out in the Subsidiary's Business Plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.

- e. The Subsidiary Chair will ensure that the Subsidiary's Business Plan includes an inventory of staff assets, including current number of employees expressed as full-time equivalents and current number of executives.
- f. The Subsidiary Chair will ensure that the Subsidiary's 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 Subsidiary Chair will ensure that the Subsidiary's Business Plan includes an inventory of the Subsidiary's artificial intelligence (AI) use cases in accordance with requirements of the Responsible Use of AI Directive.
- h. The Subsidiary Chair will ensure that publicly posted Agency Business Plans, which will include Subsidiary 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 Subsidiary in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Subsidiary. 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 Subsidiary's Business Plan, as provided through the Agency's Business Plan, and will promptly advise the Agency Chair and Subsidiary Chair whether they concur with the directions proposed by the Subsidiary. The Minister may advise the Chairs where and in what manner the Subsidiary's plan varies from Government or Ministry policy or priorities as may be required, and the Subsidiary Chair, on behalf of the Subsidiary Board, will revise the Subsidiary's plan accordingly. Business Plans are only to be considered valid once the Minister has approved the plan and the approval has been expressed in writing.
- j. The Minister will approve or provide suggested changes to the Agency's 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 the Subsidiary.
- k. The parties acknowledge that TB/MBC may require the Minister to submit the Subsidiary's Business Plan as part of the Agency's Business Plan to TB/MBC for review at any time.
- l. The Subsidiary Chair, through the Subsidiary CEO, will ensure that the Minister approved Subsidiary 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 Subsidiary's website no later than 30 calendar days from Minister's approval of the plan.

12.2 Annual Reports

- a. The Subsidiary Chair shall provide the Subsidiary's Annual Report to the Agency Chair, in accordance with the deadline established in the Service Accountability Agreement. The Agency Chair shall submit it to the Minister as part of the Agency's Annual Report. The Annual Report shall be in accordance with the requirements set out in the AAD for each of the Agency and Subsidiary respectively.
- b. The Annual Report is to be submitted to the Ministry no later than 120 calendar days after the Agency's fiscal year-end or, no later than 90 calendar days from the Agency's receipt of the audited financial statement (where the Auditor General is the auditor of record).
- c. The Subsidiary Chair will ensure that its portion of the Agency's Annual Report includes an inventory of staff including number of employees expressed as full-time equivalents, and number of executives.
- d. Each 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 or Subsidiary in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency and Subsidiary.
- e. The Subsidiary Chair will ensure that its portion of the Annual Report demonstrates how the Subsidiary has fulfilled the expectations and Government priorities set out in the Agency's 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 Subsidiary Chair, through the Subsidiary 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 Subsidiary's 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).

12.3 Human resources and compensation

- a. The Subsidiary CEO will ensure that the Subsidiary provides workforce, compensation and operational data as set out in the AAD Operational Policy.
- b. The Subsidiary CEO will ensure that the Subsidiary 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 this MOU.

- c. The Subsidiary CEO will ensure that the Subsidiary provides any other additional workforce, compensation and operational data as requested by TBS.

12.4 Other Reports

The Subsidiary Chair is responsible on behalf of the Subsidiary Board for:

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

13. Public Posting Requirements

- a. *See Ministry – Agency MOU for the Agency's public posting requirements.*
The Subsidiary, through the Subsidiary Chair on behalf of the Subsidiary 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 Subsidiary's website no later than the specified timelines:
 - This MOU – 30 calendar days of signing by all parties
 - 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 shall 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 Subsidiary in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency or Subsidiary.
- c. The Subsidiary, through the Subsidiary Chair on behalf of the Subsidiary Board, will ensure that the expense information for appointees and senior management staff is posted on the Subsidiary or Ministry website, in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive.
- d. The Subsidiary, through the Subsidiary Chair on behalf of the Subsidiary 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 and Subsidiary is essential for the Minister to meet their responsibilities for reporting and responding to the Legislative Assembly on the Agency's and Subsidiary's affairs. The parties also recognize that it is essential for the Agency and Subsidiary Board to be kept informed of Government initiatives and broad policy directions that may affect the Subsidiary's mandate and functions.

The Minister and the Agency and Subsidiary Chairs on behalf of the Boards, therefore, agree that:

- a. The Tripartite Table (described in section 10.9) will be leveraged to address key issues and support strategic discussions.
- b. The Subsidiary Chair will keep the Agency Chair, and the Minister advised concurrently, 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.
- c. The Minister will consult with and advise the Agency Chair and Subsidiary Chair, and the Agency CEO and Subsidiary CEO as necessary, in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency or Subsidiary's mandate or functions, or which otherwise will have a significant impact on the Subsidiary.
- d. The Minister will advise the Agency Chair, and the Subsidiary Chair as necessary, and the Agency 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 Subsidiary's mandate and functions.
- e. The Deputy Minister, the Agency CEO, and the Subsidiary CEO, or equivalent, shall provide timely information and advice to each other concerning significant matters affecting the Subsidiary's management or operations.
- f. The Subsidiary, the Agency and the Ministry will comply with the Public Communications Protocol set out in Appendix 3 to this MOU for ongoing issues management, public communications, and paid advertising.

15. Administrative Arrangements

15.1 Applicable Government Directives

- a. The Subsidiary Chair, on behalf of the Subsidiary Board, is responsible for ensuring that the Subsidiary operates in accordance with all Applicable Government Directives and policies including those issued by TB/MBC, TBS, Minister of Finance as well as applicable Ministry direction. This includes, but is not limited to, the list of directives and policies found on the InsideOPS Directives and Policies page.

- b. The Subsidiary Chair, on behalf of the Subsidiary Board, will ensure alignment of its French language service policies with those of the Agency and the Ministry. This includes policies and provisions to ensure that Subsidiary employees are adequately trained to provide services in French through ongoing training and capacity-building initiatives and to engage French-speaking community stakeholders to solicit feedback and continuously improve on the quality and accessibility of French language services.
- c. The Minister will inform the Agency Chair of amendments or additions to legislation, Government directives, policies and guidelines that apply to the Subsidiary; however, the Subsidiary is responsible for complying with all legislation, Government directives, policies, and guidelines to which the Subsidiary is subject. Information on corporate direction is available on the InsideOPS Directives and Policies page.
- d. 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.
- e. Procurement: For the period commencing August 13, 2024, up to and including August 12, 2027 ("Approval Period"), the Subsidiary 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 the 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 Subsidiary'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.
- f. The Subsidiary 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. Subject to statutory requirements and Applicable Government Directives, the Subsidiary 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 Subsidiary Board shall ensure that any agreements that it enters into with third parties are consistent with all Applicable Government Directives and policies, the French Language Service Act Reg. 284/11 regarding the Provision of French Language Services on Behalf of Government Agencies, and the Subsidiary's objects.
- b. The Agency may require the Subsidiary to disclose to the Agency:

- i. plans, reports, financial statements, including audited financial statements, and other information, other than personal health information, that the Agency requires for the purposes of exercising its powers and duties, in accordance with section 25 of the *Connecting Care Act*; and
 - ii. information relating to Service Contracts between the Subsidiary and its providers of Home and Community Care Services, including confidential pricing and volume information, in accordance with section 27.16 of the *Connecting Care Act*.
- c. The Minister may direct the Agency to disclose information that it collects from the Subsidiary relating to agreements entered into by the Subsidiary with third parties in accordance with subsections 25(3) and 27.16(4) of the *Connecting Care Act*.

15.4 Legal Services

- a. The Subsidiary is responsible for the provision of its own legal services.
- b. The Subsidiary's retention of external legal counsel is not subject to the Ministry of the Attorney General's Corporate Operating Policy on Acquiring and Using Legal Services.

15.5 Creation, Collection, Maintenance and Disposition of Records

- a. The Subsidiary Chair, on behalf of the Subsidiary Board, is responsible for ensuring that a system is in place for the creation, collection, maintenance, and disposal of records.
- b. The Subsidiary Board, through the Subsidiary Chair, is responsible for ensuring that the Subsidiary complies with all Government legislation, directives and policies related to information and records management.
- c. The Subsidiary CEO, the Subsidiary Chair and the Subsidiary Board shall protect the legal, fiscal, and other interests of the Subsidiary by implementing reasonable measures to ensure the ongoing viability, integrity, preservation, and security of all official records created, commissioned, or acquired by the Subsidiary. This includes, but is not limited to, all electronic records, such as emails, information posted on the Subsidiary's website(s), database data sets, and all records stored on personal computers and shared drives.
- d. The Subsidiary Chair, on behalf of the Subsidiary Board, is responsible for ensuring measures are implemented requiring the Subsidiary's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies, and programs.
- e. The Subsidiary Board, through the Subsidiary Chair, is responsible for ensuring that the Subsidiary complies with the *Archives and Recordkeeping Act, 2006*, S.O. 2006, Chapter 34, Schedule A.

15.6 Cyber Security

- a. The Subsidiary is responsible and accountable for the ownership and management of cyber security risks and related impacts within their organization.
- b. The Subsidiary must ensure adequate policies, standards, systems, protocols, and procedures are established and maintained to ensure cyber resilience, recovery, and maturity.
- c. The Subsidiary's cyber security practices and protocols should be regularly reviewed and updated to address new and emerging cyber security threats.
- d. The Subsidiary must comply 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.
- e. The Subsidiary agrees to adopt and implement cybersecurity standards and practices in alignment with the NIST Cybersecurity Framework (CSF) 2.0. This includes adherence to its six core functions: Govern, Identify, Protect, Detect, Respond, and Recover. The Subsidiary further commits to:
 - Conducting regular assessments to ensure security of all its information assets and systems.
 - Establishing and maintaining effective cybersecurity measures, including risk management, incident response, and data protection strategies.
 - Implementing remediation plans to address any identification security risks, gaps, or vulnerabilities.
- f. The Subsidiary must operate cyber security controls and capabilities in alignment with the Ontario Health Cyber Security Operating Model.

15.7 Intellectual Property

- a. The Subsidiary Chair, on behalf of the Subsidiary 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 Subsidiary may enter with a third party that involves the creation of intellectual property.

15.8 Freedom of Information and Protection of Privacy

- a. The Subsidiary is designated as an institution under FIPPA. The Subsidiary is also a health information custodian under PHIPA.
- b. The Subsidiary Chair acknowledges that the Subsidiary shall be 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 Subsidiary CEO is the institution head for the purposes of the FIPPA.
- d. The Subsidiary Board recognizes that the sensitive nature of personal information and personal health information (collectively “Personal Information”) requires the Subsidiary to ensure careful and responsible management of that information, in accordance with FIPPA and PHIPA.
- e. The Subsidiary covenants that any Personal Information collected or held by it shall be collected, used, retained, and disclosed only as permitted or required by applicable law or judicial process and for no other purposes. The Subsidiary 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 Subsidiary Board will ensure that the Subsidiary 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 Subsidiary Board further recognizes its obligation to ensure that all arrangements or agreements entered into by the Subsidiary 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 Subsidiary 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 Subsidiary shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry, and the Ontario Public Service.
- b. The Subsidiary Chair will ensure that the Subsidiary delivers its services at a quality standard that reflects the principles and requirements of the OPS Service Directive.
- c. The Subsidiary shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*.
- d. The Subsidiary Chair will ensure that the Subsidiary 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.
- e. The Subsidiary will ensure the formal process established by the Subsidiary for responding to complaints about the quality of services received by clients of the Subsidiary is followed, consistent with the Government’s service quality standards.
- f. The Subsidiary’s Business Plan included in the Agency’s Annual Business Plan, will include performance measures and targets for client service and the

Subsidiary's response to complaints.

15.10 Diversity and Inclusion

- a. The Subsidiary, through the Subsidiary Chair on behalf of the Subsidiary Board, acknowledges the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Subsidiary.
- b. The Subsidiary Chair, on behalf of the Subsidiary Board, will support a diverse and inclusive workplace within the Subsidiary 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 Subsidiary Chair, on behalf of the Board, is responsible for ensuring that the Subsidiary 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 Subsidiary 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 Subsidiary 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 Subsidiary 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 Subsidiary'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 Subsidiary will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Subsidiary must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Subsidiary shall inform and discuss the changes with the Agency, who will discuss it with the

Ministry before the Subsidiary can make such changes.

- d. The Subsidiary will report to TBS when the Subsidiary 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 Subsidiary CEO shall be responsible for providing the Agency (and Ministry as required) with the necessary documentation to support the Subsidiary's expenditures.

16.2 Funding

- a. The Subsidiary shall maintain a bank account in its own name and manage its financial activities, including leasing, investment, and management of cash in accordance with the Ontario Financing Authority's policy directions.
- b. The Subsidiary is funded by the Government, 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.
- c. The Subsidiary CEO will prepare estimates of the Subsidiary's expenditures for inclusion in the Agency's estimates for inclusion in the Agency's Business Plan for presentation to the Legislative Assembly. The Agency Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.
- d. The estimates provided by the Agency Chair may, after appropriate consultation with the Chair, be altered as required. The parties acknowledged that TB/MBC has final decision-making authority.
- e. The Agency shall provide funding to the Subsidiary in accordance with the terms and conditions set out in the Service Accountability Agreement that the Agency considers appropriate and in accordance with the terms and conditions provided by the Ministry in the accountability agreement made between the Minister and the Agency under section 19 of the *Connecting Care Act*.
- f. Financial procedures of the Subsidiary must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other Applicable Government Directives.

16.3 Financial Reports

- a. The Subsidiary Chair, on behalf of the Subsidiary Board, will provide to the Agency the audited annual financial statements prepared in accordance with applicable Public Sector Accounting Standards. The Agency will include these, along with the audited financial statements it provides to the Minister as part of the Agency's Annual Report in accordance with section 12.2 of this MOU with instructions issued by the Office of the Provincial Controller Division.
- b. The Subsidiary will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the Agency, in accordance with the *Public*

Sector Salary Disclosure Act, 1996.

- c. The Subsidiary CEO and the Agency CEO will provide financial reports to the Ministry, which may include preliminary or interim financial data, to support time-sensitive decisions related to operational or service continuity.

16.4 Taxation Status: Harmonized Sales Tax (HST)

Collection/Remittance of HST

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

HST Recovery

- a. The Subsidiary **has made** an application to be added to Schedule “A” of the Canada-Ontario Reciprocal Taxation Agreement.
- b. If the Subsidiary’s application is accepted, then:
 - i. the Subsidiary would be 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 Subsidiary 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 Subsidiary 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.
- c. The Subsidiary is responsible for informing the Ministry of Finance, through the Agency, 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; or it ceases operations or is dissolved.

If the Subsidiary’s application is not accepted, then:

- i. The Subsidiary would not be entitled to claim HST Government rebates.
- ii. The Subsidiary would be expected to claim any refunds, input tax credits or other rebates under the *Excise Tax Act* (Canada) for which it is eligible.

16.5 Realty

- a. The Subsidiary Chair, on behalf of the Subsidiary Board, is responsible for ensuring that

the Subsidiary 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 Subsidiary 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 Subsidiary will align hybrid work policies with the OPS and, in consultation with the Agency, will identify and assess office optimization opportunities to reduce office realty footprint and find cost reductions in a manner that takes into consideration the reasonable requirements of both the Subsidiary and the Agency for the applicable offices.

17. Audit and Review Arrangements

17.1 Audits

- a. The Subsidiary is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act* or by the Ontario Internal Audit Division of Treasury Board Secretariat.
- b. The accounts and financial transactions of the Subsidiary will be audited annually by the Auditor General in accordance with subsection 27.23(1) of the *Connecting Care Act*.
- c. 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 Subsidiary;
 - ii. The Auditor General may, at any time, audit any aspect of the operations of the Subsidiary or conduct a value-for-money audit under the Auditor General Act; and
 - iii. The Ontario Internal Audit Division of Treasury Board Secretariat may carry out an internal audit.
- d. The Subsidiary can request the provision of internal audit services by the Ontario Internal Audit Division in accordance with the Internal Audit Directive
- e. Regardless of any previous or annual external audit, the Minister, or the Agency Chair (on behalf of the Agency Board) may direct that the Subsidiary be audited at any time. The results of such audit should be shared by the Subsidiary Chair to the Minister, Deputy Minister, and Agency Chair, in accordance with section 10.4.
- f. The Subsidiary will share all engagement reports, through the Agency, (including those prepared by their own internal audit function and/or those reported to the Subsidiary's Chair) with their Minister and Deputy Minister (and when requested, with the President of the Treasury Board). The Subsidiary will advise the Minister

and Deputy Minister annually, at a minimum, on any outstanding recommendations/issues.

- g. The Subsidiary will share its approved audit plan with their Minister and Deputy Minister (and when requested, with the President of the Treasury Board) through the Agency, to support understanding of Subsidiary risks.
- h. The Subsidiary Chair, on behalf of the Subsidiary Board, may request an external audit of the financial transactions or management controls of the Subsidiary, at the Subsidiary's expense.
- i. The Subsidiary Chair will promptly provide a copy of every report from an audit to the Agency Chair, the Minister, and the Minister of Finance/President of the Treasury Board. The Subsidiary Chair will also provide a copy of its response to the audit report and any recommendations therein. The Agency Chair, on behalf of the Subsidiary, will advise the Minister annually on any outstanding audit recommendations.

17.2 Other Reviews

The Subsidiary 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 Subsidiary that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Subsidiary, including finance, human resources/labour relations 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 Agency Chair, Agency Board, Subsidiary Chair, the Subsidiary Board, and the Minister, and how any other parties are involved.
- b. A mandate review of the Subsidiary will be conducted at least once every six years, or as directed by Treasury Board Secretariat. The date of the next review will be as directed by TBS.
- c. The Minister will consult the Agency Chair and Subsidiary Chair, as appropriate during any such review.
- d. The Chair, Board and CEO of each of the Subsidiary and Agency 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 Subsidiary to TB/MBC for consideration.

18. Staffing Appointments and Governance

18.1 Staffing Requirements

The Subsidiary CEO is appointed and employed by the Subsidiary under the *Connecting Care Act*.

- a. The Subsidiary Board may appoint an employee of the Subsidiary to act in the place of the Subsidiary CEO when they are absent or unable to act or the office of the Subsidiary CEO is vacant, and while so acting the employee has all the rights and powers and shall perform all the duties of the Subsidiary CEO.
- b. Pursuant to subsection 27.11(3) of the *Connecting Care Act*, the Subsidiary CEO shall not be an Agency Board member nor a Subsidiary Member and shall not be an officer of the Agency,
- c. The Subsidiary employees, other than the CEO, report to and are accountable to the CEO for their performance under the *Connecting Care Act*.
- d. The Subsidiary will provide to TBS workforce, compensation and operational data as set out in the AAD Operational Policy.

18.2 Designated Executives

The Subsidiary shall have an executive compensation plan for its designated executives, including the CEO, which sets out the salary, performance-related pay, or other elements of compensation that may be provided. The executive compensation plan shall be in accordance with the legislation, directives, policies, and guidelines applicable to the Subsidiary.

18.3 Appointments

- a. In accordance with subsection 27.9(2) of the *Connecting Care Act*, the Minister shall appoint no more than nine (9) members to the Subsidiary Board, no more than three (3) members of whom must be recommended by the Agency.
- b. The Subsidiary Chair and at least one vice-chair are designated by the Minister pursuant to subsection 27.9(6) of the *Connecting Care Act*.
- c. In accordance with subsection 27.9(10) of the *Connecting Care Act*, if the Minister has not designated a Subsidiary Chair or vice-chair, the Subsidiary Members may select a Subsidiary Chair or vice-chair from among the Subsidiary Members to hold office as provided for by by-law, until such time as the Minister makes a designation.
- d. The maximum number of Subsidiary Members is up to three (3) years, as set out in the *Connecting Care Act*, with further re-appointments allowable, each not exceeding three (3) years.
- e. A director, officer, or employee of the Agency is not eligible to be appointed as, or to remain a Subsidiary Member.
- f. The Subsidiary Chair must utilize the Subsidiary's skills matrix and recruitment strategy in advising the Minister of any competency skills gaps on the Subsidiary Board and providing any recommendations for appointments or re-appointments, including advising the Minister on appointee attendance and performance.

18.4 Remuneration

As set out in order in council OC 562/2024 and OC 48/2019, as may apply, the Subsidiary Chair is remunerated at a per diem rate of \$350 per day and the members are each remunerated at a per diem rate of \$200 per day.

- a. The Subsidiary Members shall receive the remuneration and reimbursement for reasonable expenses that the Lieutenant Governor in Council determines.
- b. Travel expenses of Subsidiary 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 Subsidiary 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, Agency and Subsidiary will meet to discuss Subsidiary high risks and action plans including direction on corrective action.

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

The Agency shall ensure that the risks the Subsidiary faces are addressed in an appropriate manner and included in the Agency report for the Ministry.

19.1.1 Artificial Intelligence Risk Management

The Subsidiary Chair, on behalf of the Subsidiary 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 Subsidiary shall implement AI risk management in alignment with the requirements outlined in Section 6.3 of the Responsible Use of AI Directive.
 - The Subsidiary shall ensure the management of technology risks in a documented and appropriate manner.
 - The Subsidiary will identify threats and risks, assess their potential impact, severity, and likelihood, and document the risks and actions taken to address them.
- b. The Subsidiary 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 Subsidiary shall publish a list of AI use cases as part of the Business Plan.

- d. The Subsidiary 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 Subsidiary 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 Subsidiary 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 Subsidiary 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 Subsidiary 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 Subsidiary shall provide the Agency with certificates of insurance, or other proof of insurance, from time to time, as may be requested by the Agency to be shared with the Ministry.

20. Compliance and Corrective Actions

- a. Open and consistent communication among the Subsidiary, the Agency 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 Subsidiary's non-compliance continues. The Ministry will document all actions and provide timely and clear communication to the Subsidiary Chair or senior executives relating to potential corrective actions. This may include letters of direction by the accountable 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, TB/MBC, no later than seven calendar days from being signed.
- c. Upon a change in Minister, Deputy Minister, Agency Chair, the Subsidiary Chair, Agency CEO or Subsidiary CEO (or equivalent) of a board-governed provincial 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.

A handwritten signature in black ink, reading "Deborah Richardson". The signature is written in a cursive style with a large initial 'D'.

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.



Agency CEO

January 31, 2025

Date

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

A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line.

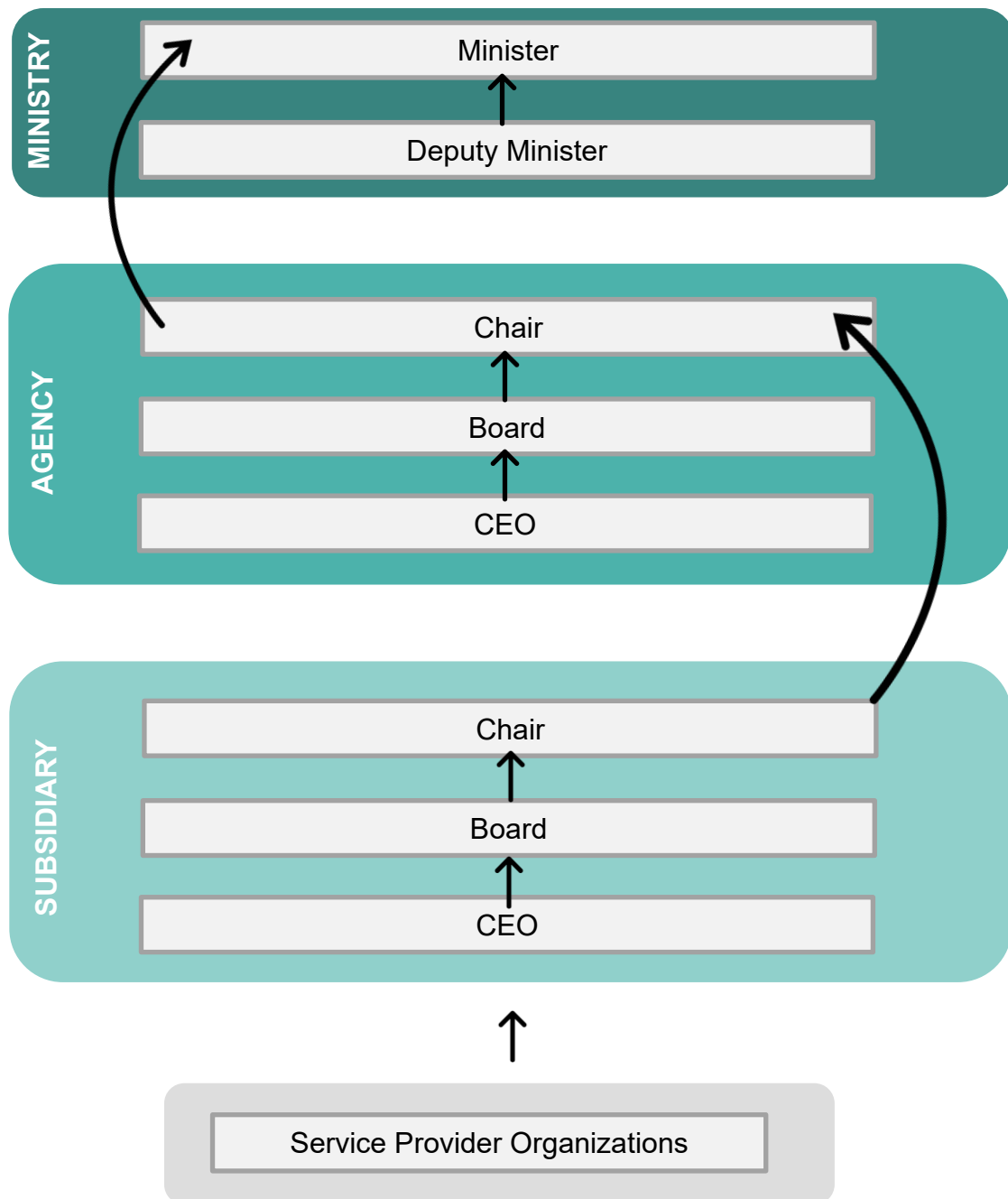
Subsidiary CEO

January 28, 2025

Date

Appendix 1: Agency, Subsidiary and Ministry Accountability and Reporting Structure

The Subsidiary will be directly accountable to the Agency. The Subsidiary is indirectly accountable to the Ministry; its control is primarily through the Agency. The relationship among the Subsidiary, the Agency, and the Ministry is depicted below:



Appendix 2: Public Communications Protocol

1. Purpose

The communications protocol sets out a framework for the Ministry of Health and the Agency and Subsidiary to collaborate on public communications opportunities. Clear and direct lines of communication between the Ministry, Agency, and Subsidiary are essential.

The communications protocol will support both the Agency's and Subsidiary's implementation of its legislated mandate and the promotion of the work. It will also support the Minister's accountability to the Legislative Assembly and to Cabinet for the same. The Subsidiary, Agency, and Ministry will adhere to the Public Communications Protocol, for ongoing communications and issues management.

2. Definitions

For the purposes of this Appendix 2: Public Communications Protocol the following words will have the following meanings:

“Agency Lead” means any individual the Subsidiary or the Agency identify as an Agency Lead for any particular purpose.

“Consultation” means any meeting with health system stakeholders and/or the public about the work involving the Subsidiary that may result in a contentious issue.”

A **“contentious issue”** is a matter that is, or may reasonably be expected to be, of concern to the Ontario Government 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 and/or service delivery partners and may involve one or more of the following:

- The Subsidiary or the Agency identifies as a concern to the Government of Ontario;
- The Subsidiary or the Agency believes may reasonably be expected to be of concern to the Government of Ontario;
- May result in negative inquiries being directed to the Minister or the Government of Ontario; or
- 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 Subsidiary.

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

“Media Materials” means any product targeted to news media, whether in oral, electronic, or printed form, and includes news releases; media backgrounders; and key messaging.

“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.

“Notice” means a communication given or required to be given pursuant to the Public Communications Protocol.

“Public communications” means any material that is communicated to the public, either directly or through the media in oral form, such as a speech or public presentation, printed form, such as a hard copy report or branded collateral (brochures), or electronic form, such as a posting to a website, for example:

- Any communications that are not Media Materials that are issued to the public (including patients) by any means, in oral, printed, or electronic form, but does not include communications made in the normal course to carry out the Subsidiary’s mandate, such as clinical communications to health care providers, or patients through their health care provider;
- Advertisements (for example, out of home ads, newspaper/magazine ads, radio/TV commercials); and
- All communications plans that support the work of the Subsidiary, by enhancing the Subsidiary’s, the Agency’s, or the Government of Ontario’s profile, or provide a local announcement opportunity for a Member of Provincial Parliament as determined by the Ministry or address internal audiences in relation to a significant Government event or Contentious Issue.

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

3. The Subsidiary will comply with the TB/MBC Visual Identity Directive, the Government Visual Identity system and related communications guidelines, the *Accessibility for Ontarians with Disabilities Act, 2005*, and any regulations, as amended, along with any applicable communications-related directives, and the Ontario Government’s procurement policy, and identify in all communications, media responses and news releases as an agency of the Government of Ontario. The Subsidiary shall also ensure compliance with the *French Language Services Act* (FLSA), ensuring that services are provided in French in accordance with the Act. This includes providing communications and services in French to the public and stakeholders in designated areas.
4. The Ministry, the Agency and the Subsidiary will appoint persons to serve as public communications “Leads”.
 - The Ministry Lead is the Director of Communications or designate.

- If other Ministry Leads are established to manage various areas of responsibility, the Ministry will provide Notice to the Subsidiary of the name, contact information, and area of responsibility for each Ministry Lead.
 - The Subsidiary Lead is the Subsidiary CEO, or delegate and the Agency Lead is the Agency CEO, or delegate.
 - If other Subsidiary and Agency Leads are established to manage various areas of responsibility, the Subsidiary and Agency will provide notice to the Ministry of the name, contact information, and area of responsibility for each lead.
 - The Agency Lead is the CEO or head of communications/public affairs.
5. For the purpose of this protocol, public communications are divided into three categories:
- a. **Managing media questions or communications products related to the routine business** of the Subsidiary, 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.
- The Subsidiary, the Agency, and the Ministry will manage all Media Questions regarding the Subsidiary according to the following plan:
 - As soon as the Subsidiary becomes aware of a Media Question, the Subsidiary Lead will provide concurrent Notice to the Ministry Lead and Agency Lead of:
 - Any information that the Subsidiary has about the Media Question;
 - The Subsidiary's proposed response to the Media Question; and
 - How the Subsidiary intends to manage the Media Question.
 - The Subsidiary may respond to the Media Question only if the Ministry approves the proposed response. The Ministry will approve and respond to the Subsidiary copying the Agency, in a timely manner in order to meet media deadlines.
 - In the event of disagreement with the Subsidiary's proposed response, the Ministry Lead, the Subsidiary Lead and Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for all parties.
 - The Subsidiary may issue the proposed response only if approved by the Ministry. Any response that makes reference to the Agency will be approved by the Agency as well as the Ministry.
 - The Ministry may choose to respond to the Media Question upon receiving Notice and will notify the Subsidiary and Agency accordingly.
 - Media responses, news releases or other communications products 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.

- **Note:** Funding related announcement 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 Subsidiary'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 three (3) business weeks 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. **Managing Contentious issues:** The Subsidiary, the Agency and the Ministry will manage contentious issues regarding the Subsidiary according to the following plan: **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.
- As soon as the Subsidiary becomes aware of a Contentious Issue, the Subsidiary Lead will provide concurrent notice to the Ministry Lead and Agency Lead that contains:
 - Any information that the Subsidiary has about the Contentious Issue;
 - The Subsidiary's response to the Contentious Issue; and
 - How the Subsidiary intends to manage the Contentious Issue.
 - The Ministry Lead may advise the Subsidiary and Agency Leads of Contentious Issues that require the Subsidiary's attention and exchange messaging for alignment and awareness.

- If the Contentious Issue is raised by a stakeholder, the Subsidiary Lead will provide concurrent notice to the Ministry and Agency Leads with the proposed responses prior to sending any response to the stakeholder. The Ministry Lead will flag the Contentious Issue within the Ministry and inform the Subsidiary and Agency Leads. of approval to proceed.
- In the event of disagreement with the Subsidiary's proposed response, the Ministry Lead and the Subsidiary Lead together with the Agency Lead shall discuss to find an agreement that is satisfactory.
- The Subsidiary may issue the proposed response only if approved by the Ministry.
- The Subsidiary Lead will notify the Agency Lead and Ministry Lead immediately upon becoming aware of the issue and will notify the Minister's office simultaneously. The Ministry Lead may also advise the Agency of contentious issues that require attention. The Subsidiary Lead will provide all required background information on the issue to the Ministry Lead, copying the Agency Lead. The Subsidiary will arrange to have a contentious issues note prepared.
- The Subsidiary copying 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. Advertising

- To deliver on the long-range demands of planning advertising, 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 two (2) weeks 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 ministry's MO.
- Final messaging and creative to be shared with the ministry at least two (2) weeks before going live.

7. Media Materials and Public Communications

The Subsidiary, the Agency, and the Ministry will manage all Media Materials and Public Communications regarding the Subsidiary (excluding those related to Contentious Issues) according to the following plan:

- The Subsidiary Lead will, at least 10 business days before the date on which the Subsidiary intends to issue Media Materials or a Public Communication (the “PC Deadline”), provide Notice to the Ministry and Agency Leads containing:
 - The Media Materials or Public Communication; and
 - The Public Communication Plans (the “**PC Plan**”), if applicable.
- The Ministry will review the Media Materials or Public Communication and the Public Communications plan and may do any of the following:
 - Provide Notice to the Subsidiary and Agency Leads that the Ministry has approved the Media Materials or Public Communication or the Public Communications plan, or all, in a timely manner;
 - Provide Notice to the Subsidiary and Agency Leads that the Ministry does not approve the Media Materials or Public Communication or the PC Plan, or all, in a timely manner; or
 - Provide Notice to the Subsidiary and Agency Leads that the Ministry requests the Subsidiary Lead to revise the Media Materials or Public Communication or the Public Communications plan, or all, in a timely manner.
- In the event of disagreement with the Ministry’s request to revise the Media Materials or Public Communication, or the PC Plan, or both, the Ministry Lead, Subsidiary Lead will discuss in an attempt to find an agreement that is satisfactory for all parties.
- The Subsidiary may issue the Media Materials or Public Communication only if the Ministry approves the Public Communication. Any reference to the Agency will need to be reviewed and approved in advance by the Agency.
- The Subsidiary may use the Public Communications Plan only if the Ministry approves such a plan.
- The Ministry Lead will provide Notice to the Subsidiary and Agency Leads of the Ministry’s intention to issue Public Communications pertaining to the Subsidiary, 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:
 - The Public Communication for; and/or
 - The plan that the Ministry creates related to the Public Communication.

8. Consultations

- The Subsidiary Lead will notify the Agency and Ministry Leads of upcoming Subsidiary Consultations as soon as they are known.

- The Subsidiary Lead will provide the Agency and Ministry Leads, in a timely manner, the results of such Consultations.

9. Market Research

The Agency and the Ministry will approve all Market Research for the Subsidiary according to the following plan:

- The Agency will approve all market research plans and the Subsidiary will submit to the Ministry Lead a business case that outlines the rationale and proposed research approach (“the MR Plan”).
- The Ministry will review the MR Plan before the proposed Market Research Deadline (“MR Deadline”) and either:
 - Provide Notice to the Subsidiary Lead, copying the Agency Lead, that the Ministry has approved the MR Plan;
 - Provide notice to the Subsidiary Lead, copying the Agency Lead, that the Ministry does not approve the MR Plan; and
 - Provide Notice to the Subsidiary Lead, copying the Agency Lead, to revise the MR Plan.
- In the event of disagreement with the Ministry’s decision on the MR Plan, the Subsidiary Lead and the Agency Lead will discuss with the Ministry in an attempt to find an agreement that is satisfactory for all parties.
- The Subsidiary may undertake the proposed MR Plan only if approved by the Ministry.
- Any market research undertaken by the Subsidiary will be carried out by a vendor of record of the Government.
- The Subsidiary and Agency will provide Notice to the Ministry in a timely manner of the results of any Market Research it undertakes for the Subsidiary, including reports of findings.
- The Ministry Lead will provide Notice to the Subsidiary Lead, copying the Agency Lead, of the Ministry’s intention to undertake Market Research pertaining to the Subsidiary’s work when the intention to undertake the Market Research is known.

10. Branding

The Subsidiary will engage in the practice of branding only in accordance with the Applicable Government Directives and policies and at the direction of the Ministry and the Agency. The Subsidiary will work with the Agency on the creation of their VI Guidelines; the Subsidiary will be responsible for adhering to the guidelines.