

**Memorandum of Understanding**  
**Between**  
**Minister of Health**  
**and**  
**Chair of Ontario Health**

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

## 1. Purpose

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

## 2. Definitions

In this MOU:

- a. "AAD" means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive;
- b. "Accountability Agreement" means the agreement between the Ministry and the Agency that contains terms and conditions which are in addition to the terms and conditions contained in the MOU as further described in section 11 of this MOU;
- c. "Agency" means the corporation without share capital under the name Ontario Health as continued under the *Connecting Care Act*;
- d. "Annual Business Plan" means the annual business plan described under section 10.1 of this MOU;
- e. "Annual Report" means the annual report referred to in section 10.2 of this MOU;
- f. "Applicable Government Directives" means the Government directives, policies, standards and guidelines that apply to the Agency, as may be amended or replaced from time to time, and includes those listed in Appendix B to this MOU;
- g. "Appointee" means a Member, but does not mean an individual employed or appointed by the Agency as staff;
- h. "Board" means the board of directors of Ontario Health;
- i. "CEO" means the Chief Executive Officer of the Agency;

- j. "Chair" means the Chair of Ontario Health;
- k. "Connecting Care Act" means the *Connecting Care Act, 2019*, S.O. 2019, c.5, Sched. 1, as amended;
- l. "Deputy Minister" means the Deputy Minister of Health;
- m. "Designated Executive" means designated executive defined in the *Broader Public Sector Executive Compensation Act, 2014*, S.O. 2014, c. 13, Sched. 1;
- n. "Executive Council Act" means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- o. "FIPPA" means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended;
- p. "Fiscal Year" means the period from April 1 to March 31 of the following year;
- q. "Government" means the Government of Ontario;
- r. "MBC" means the Management Board of Cabinet;
- s. "Mandate Letter" means the letter from the Minister to the Agency establishing the Agency's priorities for the coming Fiscal Year'
- t. "Member" means a person appointed to the Board of Ontario Health by the Lieutenant Governor in Council;
- u. "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;
- v. "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*;
- w. "Ministry" means the Ministry of Health or any successor to the Ministry;
- x. "MOU" means this Memorandum of Understanding signed by the Minister and the Chair;
- y. "PHIPA" means the *Personal Health Information Protection Act, 2004*, S.O.2004, c.3, Sched. A, as amended;
- z. "President of Treasury Board" means the President of Treasury Board or such other person who may be designated from time to time under the *Executive Council Act*;
- aa. "PSOA" means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;
- bb. "TBS" means the Treasury Board Secretariat;
- cc. "TB/MBC" means the Treasury Board/Management Board of Cabinet.

### 3. Agency's Legal Authority and Mandate

- a. The legal authority of Ontario Health is set out in the *Connecting Care Act*.
- b. The Agency's objects as set out in the *Connecting Care Act* are:
  1. to implement the health system strategies developed by the Ministry;
  2. to manage health service needs across Ontario consistent with the Ministry's health system strategies to ensure the quality and sustainability of the Ontario health system through,
    - a. health system operational management and co-ordination,
    - b. health system performance measurement and management, evaluation, monitoring and reporting,
    - c. health system quality improvement,
    - d. clinical and quality standards development for patient care and safety,
    - e. knowledge dissemination,
    - f. patient engagement and patient relations,
    - g. digital health, information technology and data management services, and
    - h. support of health care practitioner recruitment and retention;
  3. to support, through its Mental Health and Addictions Centre of Excellence, the mental health and addictions strategy provided for under the *Mental Health and Addictions Centre of Excellence Act, 2019*;
  4. to plan, co-ordinate, undertake and support activities related to tissue donation and transplantation in accordance with the *Gift of Life Act*;
  5. to support the patient ombudsman in carrying out their functions in accordance with the *Excellent Care for All Act, 2010*;
  6. to support or provide supply chain management services to health service providers and related organizations;
  7. to provide advice, recommendations and information to the Minister and other participants in the Ontario health care system in respect of issues related to health care that the Minister may specify;
  8. to promote health service integration to enable appropriate, co-ordinated and effective health service delivery;
  9. to respect the diversity of communities and the requirements of the *French Language Services Act* in carrying out its objects; and
  10. any other prescribed objects.
- c. The Minister may give the Board directions on matters and the Board shall comply with those directions relating to the exercise of the Agency's rights and powers and the

performance of the Agency's duties.

#### **4. Agency Type and Public Body Status**

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

#### **5. Corporate Status and Crown Agency Status**

- a. The Agency is a Crown Agency within the meaning of the *Crown Agency Act*.
- b. The Agency has the capacity, rights, power and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it by the *Connecting Care Act*, this MOU, and/or limitations imposed by Treasury Board/Management Board of Cabinet.

#### **6. Guiding Principles**

The parties agree to the follow principles:

- a. The Minister recognizes that the Agency exercises powers and performs duties in accordance with its legal mandate under the *Connecting Care Act*.
- b. The Board acknowledges that it is accountable, through the Minister, to the Legislative Assembly in exercising its mandate. Accountability is a fundamental principle to be observed in the management, administration and operations of the Agency. The Board acknowledges that it is accountable to the Minister, through the Chair, for governance and oversight of the Agency.
- c. As an agency of the Government of Ontario, the Agency conducts itself according to the management principles of the Government of Ontario. These principles include ethical behaviour; prudent, effective and lawful use of public resources; fairness; high quality service to the public; and openness and transparency to the extent allowed under the law.
- d. The Agency shall conduct itself in a manner that recognizes the role of Indigenous peoples in the planning, design, delivery and evaluation of health services for their communities and the Agency acknowledges that the public health care system should recognize the diversity within all of Ontario's communities and respect the requirements of the *French Language Services Act* in the planning, design, delivery and evaluation of health care services for Ontario's French-speaking communities.
- e. The Minister and the Board, through the Chair are committed to a strong Agency that is empowered to fulfill its mandate efficiently and effectively. They share the goal of establishing and maintaining a co-operative relationship that facilitates the efficient administration of the Agency and fulfillment of its responsibilities.

- f. The Minister and the Board acknowledge and agree:
  - i. The Government through the Minister is responsible for setting the policy direction of the Ontario health system and for the legislative framework implementing such policy;
  - ii. The Agency plays an important role in the delivery of health care as well as transformation of the health system and contributes to policy and legislative development in the health system (as appropriate), as well as the implementation of such policies in the components for which it is responsible;
  - iii. Ministry and Agency staff will participate in working groups as appropriate.
- g. The Agency and the Ministry agree to avoid duplication of services wherever possible, including as it relates to transfer payment recipients.
- h. The Agency and the Ministry will work together in a mutually respectful manner.

## 7. Accountability Relationships

### 7.1 MINISTER

The Minister is accountable:

- a. To Cabinet and the Legislative Assembly for the Agency's fulfilment of its mandate and its compliance with applicable government policies, and for reporting to the Legislative Assembly on the Agency's affairs.
- b. For reporting and responding to Treasury Board/Management Board of Cabinet on the Agency's performance and compliance with Applicable Government Directives, including the Government's operational policies.
- c. To the Cabinet for the performance of the Agency and its compliance with the Government's operational policies and broad policy directions.

### 7.2 CHAIR

The Chair is accountable for providing leadership to the Board in carrying out its responsibilities, consulting the Board, sharing information, and seeking Board decisions as required for good governance. The Chair, acting on behalf of the Board, is accountable:

- a. To the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the *Connecting Care Act*, this MOU, and Applicable Government Directives.
- b. For reporting to the Minister, as requested, on the Agency's activities.
- c. For ensuring timely communications with the Minister regarding any issue that affects, or can reasonably be expected to affect, the Minister's responsibilities for the Agency.



- d. To the Minister to confirm the Agency's compliance with the *Connecting Care Act*, Applicable Government Directives including any accounting and financial policies.

### **7.3 BOARD OF DIRECTORS**

The Board is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency within its mandate; and for carrying out the roles and responsibilities assigned to it by the *Connecting Care Act*, this MOU, and Applicable Government Directives.

### **7.4 DEPUTY MINISTER**

The Deputy Minister is accountable to the Secretary of Cabinet and the Minister for the performance of the Ministry in providing administrative and organizational support to the Agency and for carrying out the roles and responsibilities assigned by the Minister, this MOU, and Applicable Government Directives.

The Deputy Minister is also accountable for attesting to TB/MBC on the Agency's compliance with Applicable Government Directives.

### **7.5 CEO**

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

## **8. Roles and Responsibilities**

### **8.1 MINISTER**

The Minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Agency.
- b. Reporting and responding to TB/MBC on the Agency's performance and compliance with Applicable Government Directives, including the Government's operational policies and policy directions.
- c. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.
- d. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed.

- e. Meeting with the Chair to discuss issues relating to the fulfilment of the Agency's mandate.
- f. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency.
- g. Reviewing the advice or recommendation of the Chair on candidates for appointment or re-appointment to the Board.
- h. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for Agency appointments established by MBC through the AAD.
- i. Determining at any time the need for a review or audit of the Agency, directing the Chair to undertake reviews of the Agency on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of the Agency resulting from any such review or audit.
- j. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- k. For receiving the Agency's Annual Report and approving the Annual Report within 60 calendar days of receiving it.
- l. For tabling the Annual Report within 30 calendar days of approving it. For ensuring that the Agency's Annual Report is made available to the public after it is tabled and within 30 calendar days of approving it.
- m. Consulting, as appropriate, with the Chair (and others) on significant new directions or when the Government is considering regulatory or legislative changes that may apply to the Agency.
- n. Developing the Agency's MOU with the Chair, as well as any amendments to it, and signing the MOU into effect after it has been signed by the Chair.
- o. Reviewing and approving the Agency's Annual Business Plan.
- p. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- q. Outlining the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the Mandate Letter.
- r. Approving the Agency's by-laws, at the Minister's discretion in accordance with section 13 of the *Connecting Care Act* and as described in section 17.4 of this MOU.
- s. Fixing ranges for the salary or other remuneration and benefits of the CEO, at the Minister's discretion.
- t. Approves an executive compensation plan in conjunction with the President of the Treasury Board.
- u. Establishing governance related to information management, data and analytical functions.
- v. Signing the Accountability Agreement into effect after it has been signed by the Chair.

## 8.2 CHAIR

The Chair is responsible for:

- a. Providing leadership to the Agency by working with the Board to set the goals, objectives and strategic directions within its mandate.
- b. Providing leadership to the Board and ensuring that the Board carries out its responsibilities for decisions regarding the Agency.
- c. Chairing Board meetings, including the management of the Board's agenda.
- d. Reviewing and approving claims for per diems and travel expenses for Members.
- e. Seeking strategic policy direction for the Agency from the Minister.
- 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 her responsibilities relating to the Agency.
- g. Consulting with the Minister in advance regarding any activity which may have a significant impact on the Government and Ministry's policies, directives or procedures, or on the Agency's mandate, powers or responsibilities as set out in the *Connecting Care Act*.
- h. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter confirming the Agency's compliance with all applicable legislation, directives, and accounting and financial policies.
- i. Ensuring that the Agency operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- j. Working with the CEO and the Ministry, developing the Agency's MOU with the Minister and after Board approval, signing it on behalf of the Board.
- k. Submitting the Agency's Annual Business Plan, budget, Annual Report and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the Applicable Government Directives, and Appendix A of this MOU.
- l. Providing both the Minister and the Minister of Finance and President of Treasury Board with a copy of every audit report, a copy of the Agency's response to each report, and any recommendation in the report.
- m. Advising the Minister annually on any outstanding audit recommendations per direction of the Board.
- n. Ensuring that Members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- o. Ensuring that Members are informed of their roles and responsibilities and obligations and ensuring that all Members receive the necessary training and orientation to carry out their responsibilities.

- p. Ensuring appropriate management systems are in place (including financial, procurement, information technology, human resources) for the effective administration of the Agency.
- q. In compliance with the Public Communications Protocol attached as Appendix C, carrying out effective public communications and relations for the Agency as a key spokesperson, in partnership with the CEO, delegating this role in whole or in part to Members as necessary or appropriate, and participating in and providing direction to, as required, the Agency's overall public communications.
- r. Cooperating with any review or audit of the Agency directed by the Minister or TB/MBC.
- s. Fulfilling the role of ethics executive for Members, promoting ethical conduct and ensuring that all Members 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.
- t. Keeping the Minister informed of upcoming appointment vacancies and providing recommendations for appointments or re-appointments.
- u. Ensuring compliance with legislative and TB/MBC policy obligations and with applicable law, including the *Broader Public Sector Executive Compensation Act, 2014*, FIPPA, PHIPA, the *Archives and Recordkeeping Act, 2006* and the *French Language Services Act*.
- v. Signing the Accountability Agreement after Board approval.

### **8.3 BOARD OF DIRECTORS**

The Board is responsible for:

- a. Establishing the goals, objectives, and strategic directions for the Agency within its mandate as set out in the *Connecting Care Act*, the Mandate Letter, government policies, as appropriate, and this MOU.
- b. Providing governance to the Agency within its mandate, as set out in the *Connecting Care Act* and its Annual Business Plan as approved by the Minister in accordance with section 10.1 of this MOU and the policy parameters established and communicated in writing by the Minister.
- c. Directing the development of, and approving the Agency's Annual Business Plans for submission to the Minister within the timelines agreed upon with the Ministry or as set out in this MOU.
- d. Directing the preparation of, and approving the Agency's Annual Reports for submission to the Minister for tabling in Legislative Assembly within the timelines established by the AAD.
- e. Making decisions consistent with the Annual Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.

- f. Ensuring that the Agency uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and Applicable Government Directives.
- g. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Government Directives.
- h. Establishing such Board committees or oversight mechanisms as may be required to advise the Board on effective management, governance or accountability procedures for the Agency.
- i. Reviewing and approving the Agency's MOU, and any amendments to the MOU, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of the Agency.
- j. Reviewing and approving the Agency's reports and reviews that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines.
- k. Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of the Agency as needed.
- l. Where applicable, ensuring that conflict of interest rules that the Agency is required to follow, as set out in Ontario Regulation 381/07 (or as have been approved and published by the Conflict of Interest Commissioner on the Commissioner's website) are in place for the Members and employees of the Agency.
- m. Establishing internal performance measures, targets and management systems for monitoring and assessing the Agency's internal performance.
- n. Directing corrective action on the functioning or operations of the Agency, if needed.
- o. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.
- p. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives and strategic directions.
- q. Providing advice to the Government, through the Minister, on issues within or affecting the Agency's mandate and operations.
- r. Setting and reporting on the strategic direction for the Agency according to the Mandate Letter, Agency's proposed annual business plan, and the Agency's Annual Report
- s. Appointing a CEO.
- t. Providing a salary or other remuneration and benefits to its CEO within the ranges, if any, that the Minister fixes.
- u. Providing a salary or other remuneration and benefits to its Designated Executives in accordance with an executive compensation plan that has been approved by the Minister and the President of the Treasury Board.

- v. Establishing and approving the performance criteria for the CEO.
- w. Evaluating the performance of the CEO against the performance criteria established by the Board.
- x. Ensuring that the responsibilities for the institution head are carried out as set out in Regulation 460 for the purposes of FIPPA.
- y. Making by-laws and passing resolutions regulating its proceedings and generally for the conduct and management of the affairs of the Agency, subject to section 17.4 of this MOU.
- z. Complying with directions given to the Agency by the Minister.
- aa. Reviewing and approving the Accountability Agreement in a timely manner, and authorizing the Chair to sign the Accountability Agreement on behalf of the Agency.
- bb. Reviewing and approving a service accountability agreement framework for the Agency's relationships with delivery organizations.

#### **8.4 DEPUTY MINISTER**

The Deputy Minister is responsible for:

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

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

## 8.5 CEO

The CEO is responsible for:

- a. Managing the day-to-day financial, analytical, and administrative affairs of the Agency, subject to the oversight and direction of the Board, in accordance with the *Connecting Care*

Act, by-laws, the Mandate Letter, the approved Annual Business Plan, Applicable Government Directives, accepted business and financial practices, the Accountability Agreement, and this MOU.

- b. Advising the Chair and the Board on the requirements of and the Agency's compliance with the AAD, as well as other Applicable Government Directives, the *Connecting Care Act*, by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements.
- c. Applying policies and procedures so that public funds are used with integrity and honesty.
- d. Providing leadership and management to the Agency staff, including human and financial resources management, communications and community engagement, in accordance with the approved Annual Business Plan, accepted business and financial practices and standards, the Accountability Agreement, the *Connecting Care Act*, by-laws, and Applicable Government Directives.
- e. Establishing and applying a financial management framework for the Agency in accordance with Applicable Government Directives, including the applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- f. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the approved Annual Business Plan.
- g. Carrying out effective public communications for the Agency as a key spokesperson, in partnership with the Chair, delegating this role in whole or in part to Agency staff as necessary or appropriate, and participating in and providing direction, as required, to the Agency's overall public communications.
- h. Exercising any powers and duties delegated to the CEO by the Board
- i. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- j. Keeping the Board, through the Chair, informed with respect to implementation of policy and the operations of the Agency.
- k. Establishing and applying processes to ensure that the Agency operates within its approved Annual Business Plan.
- l. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Chair with Board approval.
- m. Supporting the Chair and Board in meeting its responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- n. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board through the Chair.
- o. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister and the Chair in the exercise of their responsibilities.



- p. Seeking support and advice from the Ministry, as appropriate, on Agency management issues.
- q. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with FIPPA, PHIPA and the Archives and Recordkeeping Act, 2006, where applicable.
- r. Undertaking timely risk-based reviews of the Agency's management and operations.
- s. Consulting with the Deputy Minister as needed and/or as requested by the Deputy Minister, on matters of mutual importance, including services provided by the Ministry, and on TB/MBC and Government directives and Ministry policies.
- t. Cooperating with a periodic review directed by the Minister or TB/MBC.
- u. Fulfilling the role of ethics executive for public servants, other than Appointees, who work in the Agency. Promoting ethical conduct and ensuring that all staff of the Agency are familiar with the ethical requirements of the PSOA and the regulations and directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- v. Keeping the Board, through the Chair, informed about operational matters.
- w. Preparing the Agency's Annual Reports and Annual Business Plans as directed by the Board and seeking Board approval.
- x. Preparing financial reports for approval by the Board.
- y. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- z. Attesting to the compliance of the Agency with Applicable Government Directives, including applicable government policies, and support the Board to provide the stating of compliance of the Agency.
- aa. Ensuring the Agency provides appropriate training, education and training to its employees.
- bb. Developing the Accountability Agreement with the Deputy Minister for review and approval by the Board.
- cc. Developing and administering service accountability agreements between the Agency and delivery organizations consistent with a Board-approved framework.

## **9. Ethical Framework**

- a. The Members are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations.
- b. Members shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. A Member who has reasonable grounds to believe that he or she has a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first

opportunity and shall refrain from further participation in the consideration of the matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflicts of interest.

- c. The Chair, as the Ethics Executive for the Appointees, is responsible for ensuring that Members are informed of the ethical rules to which they are subject, including the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.
- d. The CEO, as the Ethics Executive for the public servants, other than Appointees, who work in the Agency is responsible for ensuring such public servants are informed of the ethical rules to which they are subject, including the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.

## 10. Reporting Requirements

### 10.1 BUSINESS PLAN

- a. The Chair will ensure that the Minister is provided annually with the Agency's Annual Business Plan covering a minimum of three (3) years from the current Fiscal Year, which includes a financial budget and a risk assessment and management plan, for approval by the Minister. The annual business plan shall be in accordance with the requirements set out in the AAD.
- b. The Annual Business Plan is to be submitted to the Ministry's Chief Administrative Officer or designated equivalent within three months prior to the Agency's fiscal year-end. Senior Agency employees and senior Ministry employees will discuss the contents of the Annual Business Plan in respect of the alignment of the Agency's key initiatives, as identified in the Plan, with the Government's policy directions, performance standards and the Plan's compliance with the MOU.
- c. The Chair is responsible for ensuring that the Agency's business plan includes a plan for community engagement in fulfillment of the Agency's obligations under section 44 of the *Connecting Care Act* and a system of performance measures and reporting on the achievement of the objectives set out in the business plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The Chair will ensure that the business plan includes a risk assessment and risk management plan to assist the Ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- e. The Minister will review the Agency's annual business plan and will promptly advise the Chair whether or not she concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plan varies from Government or Ministry policy or priorities as may be required. The Board will reconsider the Annual Business Plan accordingly, if requested, based on the Minister's comments and direction,

and the Chair, on behalf of the Board, will revise the Agency's plan accordingly. Business plans are only to be considered valid once the responsible Minister has approved the plan and the approval has been expressed in writing.

- f. In addition, TB/MBC may require the Minister to submit the Agency's current business plan to TB/MBC for review at any time.
- g. The CEO will ensure that its Minister-approved Annual Business Plan is made available to the public in an accessible format, in both official languages, on the Agency's website within 30 days of Minister's approval of the plan. The posted Annual Business Plan will meet the requirements of Section 12 – Public Posting Requirements.

## **10.2 ANNUAL REPORTS**

- a. The Chair is responsible for ensuring that the Agency's Annual Report is prepared and submitted to the Minister for approval within 90 days of the Auditor General completing the financial audit. The Annual Report shall be in accordance with the requirements set out in the AAD.
- b. The Chair, through the CEO, will ensure that the Annual Report is prepared in the format specified in the AAD.
- c. The CEO will ensure that publicly posted Annual Reports meet the requirements of Section 12 – Public Posting Requirements.
- d. The Minister will receive and review the Agency's Annual Report to confirm adherence with the AAD requirements, and will approve the report within 60 calendar days after the day of receipt. The Minister will, within 30 calendar days of approval, table the report in the Legislative Assembly.
- e. The CEO will ensure that the Agency's Annual Report is publicly posted in an accessible format, in both official languages, on the Agency's website, after the Annual Report has been tabled in the Legislature and within 30 calendar days of Minister's approval. The CEO will also ensure that the Annual Report meets the requirements of Section 12 – Public Posting Requirements.
- f. When distributing the Annual Report, digital formats and channels for distribution must be used unless otherwise required (e.g. by directive, legislation).

## **10.3 OTHER REPORTS**

The Chair is responsible on behalf of the Board for:

- a. Ensuring that the reports and documents set out in Appendix A to this MOU are submitted for review and approval by the Minister in accordance with the prescribed timelines.

- b. Supplying specific data and other information, at the request of the Minister or the Deputy Minister, that may be required from time-to-time for the purpose of the Ministry's administration.

## **11. Accountability Agreement**

- a. The Ministry and the Agency will enter into an Accountability Agreement, which will include the following:
- (i) performance goals and objectives for the Agency;
  - (ii) performance standards, targets and measures for the Agency;
  - (iii) requirements for the Agency to report on the performance of the Agency;
  - (iv) a plan for spending the funding that Agency receives from the Minister, which spending shall be in accordance with the appropriation from which the Minister has provided the funding to the Agency;
  - (v) a progressive performance management process for the Agency;
  - (vi) all other prescribed matters, if any.

## **12. Public Posting Requirements**

- a. The Agency, through the Chair on behalf of the Board, will ensure that the following approved governance documents are posted in an accessible format, in both official languages, on the Agency's and/or Ministry's website within the specified timelines:
- Memorandum of Understanding and any Letter of Affirmation – 30 days of signing by both parties
  - Agency Mandate Letter – no later than the corresponding Annual Business Plan
  - Annual Business Plan – 30 days of Minister's approval
  - Annual Report – 30 calendar days of Minister's approval but not before the Minister has tabled in the Legislature
- b. Posted governance documents should not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets or scientific information, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- c. The Agency, through the Chair on behalf of the Board, will ensure that the expense information for Members and senior management staff are posted on the Agency and/or Ministry website, in accordance with the requirements of the MBC Travel, Meal and Hospitality Expenses Directive.

- d. The Agency, through the Chair on behalf of the Board, will ensure that any other applicable public posting requirements are met.

## **13. Communications and Issues Management**

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

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

- a. The Chair will keep the Minister advised, in a timely manner, of all planned events or issues, including contentious matters that concern or can be reasonably expected to concern the Minister in the exercise of her responsibilities.
- b. Where appropriate, the Minister will consult with the Chair in a timely manner, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency's mandate or functions, or which otherwise will have a significant impact on the Agency.
- c. The Minister and the Chair will consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.
- d. The Minister and the Chair will meet regularly, or as requested by either party, to discuss issues relating to the fulfillment of the Agency's mandate, management and operations.
- e. The Deputy Minister (or designate) and the CEO (or designate) will co-chair a standing Joint Liaison Committee composed of senior representatives from each organization to meet from time to time to address matters of mutual interest.
- f. The Deputy Minister and the CEO will meet regularly, or as requested by either party, to discuss issues relating to the delivery of the Board's mandate and the efficient operation of the Agency. The Deputy Minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting the Agency's management or operations.
- g. The Agency and Ministry will adhere to a Public Communications Protocol, attached as Appendix C, for ongoing communications and issues management.

## **14. Administrative Arrangements**

### **14.1 APPLICABLE GOVERNMENT DIRECTIVES**

- a. The Chair, and the Board, are responsible for ensuring that the Agency operates in accordance with all Applicable Government Directives, including applicable Ministry financial

and administrative policies and procedures. Appendix B to this MOU provides a non-exhaustive list of applicable directives and policies.

- b. The Agency will comply with the MBC Realty Directive and the Ministry of Infrastructure Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes, except for space associated with any direct care services. The Ministry will ensure that the Agency is provided with any updates to this policy.
- c. With direction from a Board approved framework, the CEO is responsible for ensuring that clear expectations are established for transfer payment recipients, and for ensuring effective diligence when setting up and monitoring transfer payment agreements to ensure public services are delivered, commitments are fulfilled, and the right controls are in place to ensure the prudent use of taxpayers' money.
- d. For the period commencing August 11, 2021 up to and including August 10, 2023 ("Approval Period"), the Agency is designated as an Other Included Entity under the OPS Procurement Directive. During the Approval Period, the Agency is authorized to procure goods and non-consulting services for its own use that are valued below \$10M without having to seek TB/MBC approval.
  - d.1 Where the Agency is acting solely or primarily as a purchasing agent for another government agency or broader public sector organization for the procurement of goods and non-consulting services which will not be used by the Agency for its own purposes, the Agency shall: (a) notify the Ministry; and (b) comply with the requirements of the procurement directive that applies to that agency or organization.
- e. The Board is responsible for putting in place information technology (IT) governance and management structures and processes which satisfy the following four principles set out under Part 5 of the Governance and Management Information Technology (IT) Directive: resource optimization, risk optimization, benefits realization, and stakeholder accountability and transparency.

## **14.2 ADMINISTRATIVE AND ORGANIZATIONAL SUPPORT SERVICES**

- a. Where the Board has the authority and responsibility for its administrative services, it is accountable to the Minister for those administrative services.

## **14.3 AGREEMENTS WITH THIRD PARTIES**

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

#### **14.4 LEGAL SERVICES**

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

#### **14.5 CREATION, COLLECTION, MAINTENANCE AND DISPOSITION OF RECORDS**

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

#### **14.6 INTELLECTUAL PROPERTY**

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

## **14.7 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY AND PERSONAL HEALTH INFORMATION PROTECTION**

- a. The Agency is designated as an institution under FIPPA. The Agency may also be subject to obligations under PHIPA.
- b. The Chair and the Minister acknowledge that the Agency shall be bound to follow the requirements set out in FIPPA and PHIPA in relation to the collection, retention, security, use, distribution and disposal of records.
- c. For the purposes of the FIPPA, the Chair is the institution head.
- d. The Board recognizes that the sensitive nature of personal information and personal health information (collectively “Personal Information”) requires the Agency to ensure careful and responsible management of that information, in accordance with FIPPA and PHIPA.
- e. The Agency covenants that any Personal Information collected or held by it shall be used and disclosed only as permitted or required by applicable law or judicial process and for no other purposes. The Agency further covenants that it shall have reasonable measures in place to maintain the security and confidentiality of Personal Information under its custody and control.
- f. The Board will ensure that the Agency implements policies and practices to protect the privacy of the individuals whose Personal Information it collects or accesses and to maintain the confidentiality of such Personal Information. All such policies and practices shall comply with applicable law governing the collection, use, disclosure, retention and disposal of Personal Information.
- g. The Board further recognizes its obligation to ensure that all arrangements or agreements entered into by the Agency with third parties shall adhere to the industry best practices with respect to privacy and confidentiality, and shall be consistent with the provisions of FIPPA and PHIPA.
- h. The Agency shall prepare a Privacy Impact Assessment to accompany any proposals, whether for new initiatives or changes to existing initiatives that may affect the privacy of individuals.

## **14.8 SERVICE STANDARDS**

- a. The Agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry and the Ontario Public Service.
- b. The CEO will ensure that the Agency delivers its services at a quality standard that reflects the principles and requirements of the OPS Service Directive.
- c. The Agency will develop by April 1, 2020, unless advised otherwise by the Ministry in writing, a formal process for responding to complaints about the quality of services received by clients of the Agency consistent with the government’s service quality standards.



- d. The Agency's Annual Business Plan will include performance measures and targets for client service and the Agency's response to complaints.
- e. The Agency shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*.

## 15. Financial Arrangements

### 15.1 GENERAL

- a. All financial procedures for the Agency shall be in accordance with applicable TB/MBC and Ministry of Finance directives and guidelines, Ministry corporate financial and administrative policies and procedures, the Accountability Agreement, and other Applicable Government Directives, as set out in Appendix B of this MOU.
- b. Pursuant to Section 28 of the *Financial Administration Act*, the Agency shall not enter into any financial arrangement or commitment, guarantee, indemnity or similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government of Ontario without the written approval of the Minister of Finance and/or the President of the Treasury Board. The Minister's approval is required before seeking statutory approval from the Minister of Finance.
- c. The Agency's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Minister. The Agency will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss this with the Ministry before making such changes.

### 15.2 FUNDING

- a. Subject to section 15.5 of this MOU, the Agency shall maintain a bank account in its own name and manage its financial activities, including management of cash in accordance with the Ontario Financing Authority's policy directions.
- b. The Agency is funded by the Government of Ontario, through the CRF pursuant to an appropriation authorized by the Legislative Assembly, and is subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly. The Ministry will provide funding to the Agency pursuant to this MOU and the Accountability Agreement. The Agency shall use the funds only for the purpose of carrying out the roles and responsibilities defined in this MOU and the Accountability Agreement.
- c. The Accountability Agreement will recognize the Agency's responsibilities to make payments to transfer payment agencies for program delivery and that the Ministry will flow funds to the Agency to allow it to meet its obligations.
- d. The CEO will prepare estimates of the Agency's expenditures for inclusion in the Ministry's business plan for presentation to the Legislative Assembly. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.

- e. The estimates provided by the Chair may, after appropriate consultation with the Chair, be altered as required. The parties acknowledge that TB/MBC has final decision-making authority.
- f. Financial procedures of the Agency must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable government direction.

### **15.3 FINANCIAL REPORTS**

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

### **15.4 TAXATION STATUS: HARMONIZED SALES TAX (HST)**

#### Collection/Remittance of HST

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

#### Payment/Recovery of HST

- b. The Agency is responsible for paying HST where applicable, in accordance with the *Excise Tax Act* (Canada).
- c. The Agency intends to make application to be added to Schedule "A" of the Canada-Ontario Reciprocal Taxation Agreement.

If the Agency's application is accepted, then:

- i) the Agency would be entitled to claim HST government rebates in respect of any HST paid by it, subject to any restrictions specified by Finance Canada.
- ii) the Agency will not claim an HST government rebate in respect of tax for which it has claimed a refund, input tax credit or other rebate under the *Excise Tax Act* (Canada).
- iii) the Agency is responsible for providing the Ministry of Finance or the Canada Revenue Agency, upon request, with any information necessary to determine the amount of an HST government rebate.

If the Agency's application is not accepted, then:

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

## **15.5 ACQUISITION OF GOODS AND SERVICES AND REAL PROPERTY**

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

## 16. Audit and Review Arrangements

### 16.1 AUDITS

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

### 16.2 OTHER REVIEWS

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

## 17. Staffing, Appointments and Governance

### 17.1 CHIEF EXECUTIVE OFFICER

- a. The Agency shall provide a salary or other remuneration and benefits to its Designated Executives, including the CEO, in accordance with an executive compensation plan that must be approved by the Minister and the President of the Treasury Board. The salary or other remuneration and benefits of the CEO as set out in executive compensation plan shall comply with the salary or other remuneration and benefits as may be fixed by the Minister.
- b. The Board may appoint an employee of the Agency to act in the place of the CEO when the CEO is absent or refuses to act or the office of the CEO is vacant, and while so acting, the employee has all the rights and powers and shall perform all the duties of the CEO.
- c. The CEO shall not be a Member.

### 17.2 APPOINTMENTS

- a. The Members are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to subsection 8(1) of the *Connecting Care Act*.
- b. The Chair and the vice-chairs are designated by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to subsection 8(6) of the *Connecting Care Act*.
- c. If the Lieutenant Governor in Council has not designated a Chair or vice-chair, the Members may select a Chair or vice-chair from among the Members to hold office as provided for by by-law, until such time as the Lieutenant Governor in Council makes a designation.
- d. Members will be appointed by the Lieutenant Governor in Council for an initial term of up to three years at the pleasure of the Lieutenant Governor in Council and may be reappointed for any number of terms of up to three years, but for no more than six years total. A Member who is designated as Chair after serving a term of at least three years as a Member may be appointed for one further term of up to three years while designated as Chair
- e. The maximum number of Members is 15, as set out in the *Connecting Care Act*.

### 17.3 REMUNERATION

- a. The Agency shall provide remuneration to the Members as approved by the Lieutenant Governor in Council.
- b. Travel expenses of Members must comply with the MBC Travel, Meal and Hospitality Expenses Directives. Reasonable expenses shall be reimbursed.

## 17.4 GOVERNANCE

- a. The Board shall meet regularly throughout the year and in any event shall hold at least four meetings in each calendar year. A majority of the Board shall constitute quorum for the conduct of business of the Board.
- b. The Minister may require the Board to submit a proposed by-law to the Minister for approval, and, if so, the Board shall not make the by-law concerned until the Minister approves it. Where the Minister requires the Board to submit a by-law for approval: (i) the by-law concerned ceases to be effective from the time that the Minister imposes the requirement until the Minister approves the by-law; (ii) anything the Board has done in compliance with the by-law concerned before the Minister imposes the requirement is valid; and (iii) the Board may do anything that, before the Minister imposes the requirement, the Board has agreed to do. The Agency shall give notice to the Minister of any proposed or proposed change to its by-laws.
- c. The Board shall:
  - a. establish by by-law the committees of the Board that include those the Minister, by regulation specifies;
  - b. appoint as members of those committees the persons who meet the qualifications, if any, that the Minister specifies in the regulation;
  - c. ensure that those committees operate in accordance with the other requirements, if any, that the Minister specifies in the regulation.
- d. The Board shall ensure that its by-laws are consistent in all respects with the *Connecting Care Act*, this MOU, and with any applicable legislation.

## 18. Risk Management, Liability Protection and Insurance

### 18.1 RISK MANAGEMENT

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

### 18.2 LIABILITY PROTECTION AND INSURANCE

- a. The Agency shall not give an indemnity under section 136 of the *Business Corporations Act* to any person unless the indemnity has been approved in accordance with section 28 of the *Financial Administration Act*.
- b. The Agency is not covered under the Province's Protection Program and will purchase commercial general liability insurance, including but not limited to directors' and officers' liability insurance, in order to protect itself against claims that might arise from anything done or omitted to be done by the Agency or its directors, officers, employees or agents, and from


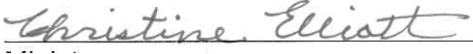
anything done or omitted to be done where bodily or personal injury, death or property damage, including loss of use thereof, is caused.

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

## 19. Effective Date, Duration and Periodic Review of the MOU

- a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it ("Original Effective Date") and continues in effect until it is revoked or replaced by a subsequent MOU signed by the parties.
- b. A copy of the signed MOU and any successor MOU must be provided to the Secretary, Treasury Board/Management Board of Cabinet.
- c. Upon a change in the Minister or Chair, both parties must affirm by letter that this MOU will continue in force without a review (and attach the signed letter to the MOU); or alternatively, they may agree to revise it and sign a new MOU within six (6) months of the change.
- d. A copy of the letter of affirmation, or a new MOU between the Minister and Chair must be provided to the Secretary, Treasury Board/Management Board of Cabinet within six months of the new party or parties' commencement.
- e. Either the Minister or the Chair, on behalf of the Board, may initiate a review of this MOU by written request to the other.
- f. If either of the parties deems it expedient to amend this MOU, they may do so only in writing. Any amendment shall only be effective after approval by the parties.
- g. A full review and replacement of this MOU will be conducted immediately in the event of a significant change to the Agency's mandate, powers or governance structure.
- h. At a minimum, this MOU will be reviewed at least once every 5 years to ensure it is current and consistent with government expectations.

## Signatures

 _____	December 29, 2021 _____
Agency Chair Ontario Health	Date
 _____	21 December 2021 _____
Minister Minister of Health	Date

## Appendix A: Summary of Agency Reporting Requirements

DUE DATE	REPORT / DOCUMENT	NAMES OF RESPONSIBLE OFFICIALS
Submitted annually within three (3) months prior to the Agency's fiscal year end*	Annual Business Plan <ul style="list-style-type: none"> <li>a. Prepares</li> <li>b. Approves</li> <li>c. Provides to Minister</li> </ul> Note: The Agency will prepare estimates of its expenditures for inclusion in the Ministry's business plan.	<ul style="list-style-type: none"> <li>a. CEO/Chair/Board</li> <li>b. Board/Chair</li> <li>c. Chair</li> </ul>
Submitted annually within 90 days of the Auditor General completing the financial audit**	Annual Report <ul style="list-style-type: none"> <li>a. Prepares</li> <li>b. Approves</li> <li>c. Provides to Minister</li> </ul>	<ul style="list-style-type: none"> <li>a. CEO/Chair/Board</li> <li>b. Board/Chair</li> <li>c. Chair</li> </ul>
Annually***	Audited Financial Statements Financial Reports	CEO/Chair/Board
Reviewed at least once every 5 years	Memorandum of Understanding	Chair
As specified in the Accountability Agreement	Performance Reporting (per the Accountability Agreement)	

\*The Agency is not required to prepare and submit to the Ministry an Annual Business Plan for the period running from January 18, 2019 to March 31, 2020. For any time after March 31, 2020, the Agency shall submit an Annual Business Plan in accordance with the above table. For the sake of clarity, the Agency shall prepare and submit to the Ministry its first Annual Business Plan starting from Fiscal Year 2020-2021. This first Annual Business Plan shall be submitted as draft to the Ministry by February 28, 2020 and shall cover the period April 1, 2020 to March 31, 2023.



\*\*The Agency is not required to prepare and submit to the Ministry a separate Annual Report for the period running from January 19, 2019 to March 31, 2019. The Agency shall report on this period when it submits its first Annual Report for Fiscal Year 2019-2020.

\*\*\*The Agency is not required to submit separate audited financial statements for the period January 18, 2019 to March 31, 2019. The Agency shall report on this period in the Agency's 2019-2020 audited financial statements.

## Appendix B: Applicable Government of Ontario Directives

1. The following TB/MBC and government directives, guidelines and policies apply to the Agency:
  - i. Agencies & Appointments Directive
  - ii. Accountability Directive
  - iii. Advertising Content Directive (under review)
  - iv. Open Data Directive
  - v. Perquisites Directive
  - vi. Procurement Directive as it applies to Other Included Entities
  - vii. Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services
  - viii. Realty Directive including the Ministry of Infrastructure Realty Policy
  - ix. Service Directive
  - x. Transfer Payment Accountability Directive (as applicable)
  - xi. Travel, Meal and Hospitality Expenses Directive
  - xii. Visual Identity Directive
  - xiii. Managing, Distributing and Pricing Government Information (Intellectual Property).
2. The Agency is responsible for complying with all directives, policies and guidelines to which it is subject, irrespective of whether it is included on the list above.
3. The Ministry will make best efforts to inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency.

## Appendix C: Public Communications Protocol

### 1.0 DEFINITIONS

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

**“Agency Lead”** means any individual the Agency identifies 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 Agency that may result in a contentious issue”

**“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 can 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:

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

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

**“Media Materials”** means any product targeted to news media, whether in oral, electronic or printed form, and includes:

- a) media responses;
- b) news releases;
- c) media backgrounders; and
- d) 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.

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

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

**“Other Report”** means material that the Agency produces to inform the health care sector, including materials that present findings and recommendations, but not clinical communications to health care providers or through health care providers to their patients such as technical fact sheets, referral guidance or quality standards or, Market Research, Media Questions, Media Materials or Public Communication.

**“Public Communication”** means:

- a) 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 Agency’s mandate, such as clinical communications to health care providers or through health care providers to their patients such as technical fact sheets, referral guidance or quality standards;
- b) advertisements (for example, out of home ads, newspaper/magazine ads, radio/TV commercials); and
- c) all communications plans that support the work of the Agency by enhancing 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.

## **2.0 LEADS**

### **2.1 Ministry Leads.** The Ministry:

- a) may establish Ministry Leads to manage various areas of responsibility;
- b) will provide Notice to the Agency of the:
  - i. name of each Ministry Lead;
  - ii. the contact information for each Ministry Lead; and
  - iii. the area of responsibility for each Ministry Lead.

### **2.2 Agency Leads.** The Agency:

- a) may establish Agency Leads to manage various areas of responsibility;
- b) will provide Notice to the Ministry of the:
  - i. name of each Agency Lead;
  - ii. the contact information for each Agency Lead; and
  - iii. the area of responsibility for each Agency Lead.

## **3.0 CONTENTIOUS ISSUES**

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

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

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

- a) as soon as the Agency becomes aware of a Contentious Issue, the Agency Lead will provide Notice to the Ministry Lead that contains:
  - i. any information that the Agency has about the Contentious Issue;
  - ii. the Agency's response to the Contentious Issue; and
  - iii. how the Agency intends to manage the Contentious Issue;
- b) The Ministry Lead may advise the Agency of Contentious Issues that require attention and exchange messaging for alignment and awareness.
- c) If the Contentious Issue is raised by a stakeholder, the Agency Lead will provide the Ministry Lead 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 Agency Lead.
- d) In the event of disagreement with the Agency's proposed response, the Ministry Lead and the Agency Lead shall discuss to find an agreement that is satisfactory for both parties.
- e) The Agency may issue the proposed response only if approved by the Ministry.
- f) The Agency will be identified as Ontario Health, an agency of the Government of Ontario.

#### 4.0 MEDIA QUESTIONS

4.1 **Managing media questions.** The Agency and the Ministry will manage all Media Questions according to the following plan:

- a) As soon as the Agency becomes aware of a Media Question, the Agency Lead will provide Notice to the Ministry Lead that contains:
  - i. any information that the Agency has about the Media Question;
  - ii. the Agency's proposed response to the Media Question; and
  - iii. how the Agency intends to manage the Media Question;

The Agency may respond to the Media Question only if the Ministry approves the proposed response. The Ministry will approve and respond to the Agency in a timely manner in order to meet media deadlines where possible.

- b) In the event of disagreement with the Agency’s proposed response, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
- c) The Agency may issue the proposed response only if approved by the Ministry.
- d) The Ministry may choose to respond to the Media Question upon receiving Notice and will notify the Agency accordingly.
- e) The Agency will be identified as Ontario Health, an agency of the Government of Ontario.

## 5.0 MEDIA MATERIALS

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

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

5.2 **Managing Media Materials.** The Agency and the Ministry will manage all Media Materials according to the following plan:

- a) the Agency Lead will:
  - i. ten business days before the date on which the Agency intends to issue the Media Materials (the “**MM Deadline**”), provide Notice to the Ministry Lead of the Agency’s intention to issue Media Materials;
  - ii. seven business days before the MM Deadline, provide Notice to the Ministry Lead containing the Media Materials and the Agency’s plan to manage Media Materials (the “**MM Plan**”);
- b) the Ministry will review the Media Materials, in a timely manner, and the MM Plan and may do one of the following:
  - i. provide Notice to the Agency Lead that the Ministry has approved the Media Materials or the MM Plan, or both;
  - ii. provide Notice to the Agency Lead that the Ministry does not approve the Media Materials or the MM Plan, or both;
  - iii. provide Notice to the Agency Lead that the Ministry requests the Agency to revise the Media Materials or the MM Plan, or both;
- c) In the event of disagreement with the Ministry’s request to revise the Media Materials or the MM Plan, or both, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.

- d) The Agency may issue the proposed Media Materials only if approved by the Ministry.
- e) The Agency may act on the proposed MM Plan only if approved by the Ministry.
- f) the Agency will be identified in its Media Materials as Ontario Health, an agency of the Government of Ontario.
- g) the Ministry Lead will:
  - i. provide notice and seek consultation from the Agency Lead of the Ministry's intention to issue Media Materials pertaining to the work of the Agency, when the intention to issue the Media Materials is known; and
  - ii. provide a draft of the Media Materials to the Agency Lead for fact check, up to seven days before the date when the Media Materials are to be posted.

## 6.0 PUBLIC COMMUNICATIONS

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

- a) the *French Language Services Act*;
- b) the *Accessibility for Ontarians with Disabilities Act, 2005*; and
- c) the *Government Advertising Act, 2004*.

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

- a) The Agency Lead will, at least 10 business days before the date on which the Agency intends to issue a Public Communication (the "**PC Deadline**"), provide Notice to the Ministry Lead containing:
  - i. the Public Communication; and
  - ii. the Agency's Public Communication Plans (the "**PC Plans**"), if applicable;
- b) The Ministry will review the Public Communication and the Public Communications plan and may do any of the following:
  - i. provide Notice to the Agency Lead that the Ministry has approved the Public Communication or the Public Communications plans, or both;
  - ii. provide Notice to the Agency Lead that the Ministry does not approve the Public Communication or the PC Plans, or both; or
  - iii. provide Notice to the Agency Lead that the Ministry requests the Agency to revise the Public Communication or the Public Communications plans, or both;

- c) In the event of disagreement with the Ministry's request to revise the Public Communication, or the PC Plans, or both, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
- d) The Agency may issue the Public Communication only if the Ministry approves the Public Communication.
- e) The Agency may use the PC Plans only if the Ministry approves the PC Plans.
- f) The Agency will be identified in its Public Communications as Ontario Health, an agency of the Government of Ontario.
- g) The Ministry Lead will provide Notice to the Agency Lead of the Ministry's intention to issue Public Communications pertaining to the work of the Agency, when the intention to issue the Public Communication is known, and will make reasonable efforts to ensure advanced notice is provided. This will contain either:
  - i. the Public Communication for; and/or
  - ii. the plan that the Ministry creates related to the Public Communication.

## 7.0 OTHER REPORTS

7.1 **Comply With.** In addition to complying with the MOU, and other applicable government directives including the TB/MBC Visual Identity Directive, when issuing any Other Report, the Agency will comply with:

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

7.2 **Other Reports.** The Agency will provide Other Reports to the Ministry Lead according to the following plan:

- a) the Agency Lead will, 30 business days before the date on the Agency intends to issue the Other Report (the "**OR Deadline**"), provide Notice to the Ministry Lead containing:
  - i. the Other Report; and
  - ii. a briefing note including details of how the Other Report will be distributed (the "**Distribution Plan**")
- b) the Ministry will review the Other Report and the Distribution Plan, and may do one of the following:



- i. provide Notice to the Agency Lead that the Ministry approves the Other Report, the Distribution Plan, or both
  - ii. provide Notice to the Agency Lead that the Ministry does not approve the Other Report, the Distribution Plan, or both;
  - iii. provide Notice to the Agency Lead that the Ministry requests the Agency to revise the Other Report, the Distribution Plan, or both;
- c) In the event of disagreement with the Ministry's request to revise the Other Report, or the Distribution Plan, or both, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
- d) the Agency may issue the Other Report only if the Ministry approves the Other Report;
- e) the Agency may follow the Distribution Plan only if the Ministry approves the Distribution Plan;
- f) date the Agency will be identified in its Other Report as Ontario Health, an agency of the Government of Ontario.

## **8.0 CONSULTATION**

8.1 **Notice.** The Agency will notify the Ministry Lead of upcoming Consultations as soon as they are known.

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

## **9.0 MARKET RESEARCH**

9.1 **Market Research.** The Agency and the Ministry will manage all Market Research according to the following plan:

- a) the Agency Lead will submit to the Ministry Lead a business case that outlines the rationale and proposed research approach ("the MR Plan").
- b) The Ministry will review the MR Plan before the proposed Market Research Deadline ("MR Deadline") and either:
  - i. Provide Notice to the Agency Lead that the Ministry has approved the MR Plan
  - ii. Provide notice to the Agency Lead that the Ministry does not approve the MR Plan;
  - iii. Provide Notice to the Agency Lead to revise the MR Plan;

- c) In the event of disagreement with the Ministry's decision on the MR Plan, the Ministry Lead and the Agency Lead shall discuss in an attempt to find an agreement that is satisfactory for both parties.
- d) The Agency may undertake the proposed MR Plan only if approved by the Ministry.
- e) Any market research undertaken by the Agency will be carried out by a vendor of record of the government.
- f) The Agency will identify itself as Ontario Health, an agency of the Government of Ontario
- g) The Agency will provide Notice to the Ministry in a timely manner of the results of any Market Research it undertakes, including reports of findings.
- h) The Ministry Lead will provide Notice to the Agency Lead of the Ministry's intention to undertake Market Research pertaining to the work of the Agency when the intention to undertake the Market Research is known.

**10. 10.0 BRANDING**

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