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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 Transportation and the Chair of the Ontario Northland Transportation Commission on behalf of the agency
 - Clarify the roles and responsibilities of the minister, the chair, the deputy minister, the president and chief executive officer and the agency's board of directors.
 - Clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between the Ontario Northland Transportation Commission and the Ministry of Transportation.
- b. This MOU should be read together with the *Ontario Northland Transportation Commission Act*. This MOU does not affect, modify or limit the powers of the agency as set out under the *Ontario Northland Transportation Commission Act*, or interfere with the responsibilities of any of its parties as established by law. In case of a conflict between this MOU and any act or regulation, the act or regulation prevails.
- c. This MOU replaces the memorandum of understanding between the Minister of Energy, Northern Development and Mines and the Ontario Northland Transportation Commission dated June 27, 2019.

2. Definitions

In this MOU:

- a. "AAD" means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive;
- b. "Act" means the *Ontario Northland Transportation Commission Act, R.S. O. 1990, c. O.32* that governs the agency;
- c. "Agency" or "provincial agency" means Ontario Northland Transportation Commission ("ONTC");
- d. "Annual Business Plan" means the annual business plan described under article 10.1 of this MOU.
- e. "Annual Report" means the annual report referred to in article 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, which are listed in Appendix 2 to this MOU.
- g. "Appointee" means a member appointed to the agency by the Lieutenant Governor in Council, but does not mean an individual employed or appointed by the agency as staff;
- h. "Board" means the commission members of the ONTC;
- i. "CEO" means the chief executive officer /president of the ONTC;

- j. "Chair" means the Chair of the ONTC;
- k. "Deputy Minister" means the Deputy Minister of Transportation;
- l. "Executive Council Act" means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- m. "FIPPA" means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended.
- n. "Fiscal Year" means the period from April 1 to March 31;
- o. "Government" means the Government of Ontario;
- p. "MBC" means the Management Board of Cabinet;
- q. "Member" means a member of the board of the ONTC;
- r. "Minister" means the Minister of Transportation 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;
- s. "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*;
- t. "Ministry" means the Ministry of Transportation or any successor to the ministry;
- u. "MOU" means this memorandum of understanding signed by the minister and the chair;
- v. "Other acts" mean *The Railways Act*, R.S.O. 1950, c.331; the *Nipissing Central Railway Company Act*, 6-7 Edward VII, c.112; the *Canada Transportation Act*, S.C. 1996, c.10, as amended; the *Railway Safety Act*, 1985, c. 32 (4th Supp.), as amended and any additional federal acts governing that portion of the ONTC railway owned by Nipissing Central Railway Company and includes all regulations made under the other acts;
- w. "President of the Treasury Board" means this President of the Treasury Board of such other person who may be designated from time to time under the *Executive Council Act*;
- x. "PSOA" means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended.
- y. "Service levels" means the schedules and routes for services provided by rail freight and passenger services;
- z. "TBS" means the Treasury Board Secretariat;
- aa. "TB/MBC" means the Treasury Board/Management Board of Cabinet.

3. Agency's Legal Authority and Mandate

- a. The legal authority of the agency is set out in the *Ontario Northland Transportation Commission Act*.
- b. The agency also exercises powers and authority under *The Railways Act*, the *Nipissing Central Railway Company Act*, the *Canada Transportation Act* and the *Railway Safety Act*.
- c. The provincial agency's objects are set out in s. 7(2) of the Act, and the Province of Ontario has approved the mandate for the agency and has directed that the agency continue to provide efficient, safe and reliable transportation services in Northern Ontario. The ministry will continue to review the agency's objects and mandate language as part of regular mandate reviews required under the AAD.
- d. The services provided by the agency are:
 - Rail Freight
 - Motor Coach Services, including Bus Parcel Express;
 - Polar Bear Express Passenger Train and the Cochrane Station Inn; and,
 - Remanufacturing and Repair Services for external customers.

4. Agency Type and Public Body Status

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

5. Corporate Status and Crown Agency Status

- a. The agency is a Crown 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 under the Act, other applicable legislation, and 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 Act and other acts..

- b. The minister recognizes that the agency plays a meaningful role in the development of the policies and programs of the Government of Ontario related to the agency's mandate, as well as in the implementation of those policies and delivery of programs.
- c. The board of directors acknowledge 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 of directors acknowledges that it is accountable to the minister, through the chair, for governance and oversight of the agency.
- d. As an agency of the Government, the agency conducts itself according to the management principles of the Government. These principles include ethical behaviour; prudent, effective and lawful use of public resources; fairness; high quality service to the public; and openness and transparency to the extent allowed under the law.
- e. The minister and the board of directors, through the chair are committed to a strong agency that is empowered to fulfill its statutory 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 statutory responsibilities.
- f. The agency and the ministry agree to avoid duplication of services wherever possible.
- g. 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 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 government's applicable directives and operational policies.
- c. To the Cabinet for the performance of the agency and its compliance with the government's operational policies and broad policy directions.

7.2 CHAIR

The chair, acting on behalf of the board of directors, 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 Act, this MOU, and applicable TB/MBC, PSOA and government directives.
- b. For reporting to the minister, as requested, on the agency's activities.

- c. For ensuring timely communications with the minister regarding any issue that affects, or can reasonably be expected to affect, the minister's responsibilities for the agency.
- d. To the minister to confirm the agency's compliance with legislation, directives, and accounting and financial policies.

7.3 BOARD OF DIRECTORS / COMMISSION

The board of directors of the commission 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 Act, this MOU, and applicable TB/MBC, PSOA and other government directives.

7.4 DEPUTY MINISTER

The deputy minister is accountable to the secretary of the Cabinet and the minister for the performance of the ministry in providing administrative and organizational support to the agency and for carrying out the roles and responsibilities assigned by the minister, the Act this MOU, and applicable TB/MBC, PSOA and government directives.

The deputy minister is also accountable for attesting to TB/MBC on the agency's compliance with applicable TB/MBC directives.

7.5 CHIEF EXECUTIVE OFFICER

The CEO is accountable to the board for the management and administration of the agency, the supervision of agency staff, and carrying out the roles and responsibilities assigned by the board, the Act, this MOU and government directives. The CEO works under the direction of the chair to implement policy and operational decisions. The CEO reports the agency's performance results to the board, through the chair.

8. Roles and Responsibilities

8.1 MINISTER

The minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the agency.
- b. Reporting and responding to TB/MBC on the agency's performance and compliance with applicable TB/MBC directives, the 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 legislation and/or 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. Receiving the agency's annual report and approving the report within 60 calendar days of receiving it.
- l. Tabling the annual report within 30 calendar days of approving it.
- m. 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.
- n. Informing the chair of the government's priorities and broad policy directions for the agency.
- o. Consulting, as appropriate, with the chair (and others) on significant new directions or when the government is considering regulatory or legislative changes for the agency.
- p. 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.
- q. Reviewing, and recommending approval to TB/MBC of the agency's annual business plan, including its operating and capital plans.
- r. Recommending to TB/MBC any provincial funding to be allocated to the agency.
- s. Outlining the high-level expectations, key commitments and performance priorities for the agency at the beginning of the annual business planning cycle through the agency mandate letter. The mandate letter shall be provided to the agency no later than 180 calendar days prior to the agency's next fiscal year.

8.2 CHAIR

The chair is responsible to support the board of directors 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 agency's 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 appointees to the board.
- 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 their responsibilities relating to the agency.
- g. Consulting with the minister in advance regarding any activity which may have an impact on the government and ministry's policies, directives or procedures, or on the agency's mandate, powers or responsibilities as set out in the 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. Developing the agency's MOU with the minister, as authorized by the board, and signing it on behalf of the board.
- k. Submitting the agency's business plan, budget, annual report and financial reports, on behalf of the board, to the minister in accordance with the timelines specified in the applicable TB/MBC and government directives, and Appendix 1 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 of directors.
- n. Ensuring that board members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- o. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the agency.
- p. Carrying out effective public communications and relations for the agency as its chief spokesperson.
- q. Cooperating with any review or audit of the agency directed by the minister or TB/MBC.
- r. Fulfilling the role of ethics executive for public servants who are government appointees to the agency, promoting ethical conduct and ensuring that all members of the agency 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.

- s. Keeping the minister informed of upcoming appointment vacancies on the board and providing recommendations for appointments or re-appointments.
- t. Ensuring compliance with legislative and TB/MBC policy obligations.

8.3 BOARD

The board is responsible for:

- a. Establishing the goals, objectives, and strategic directions for the agency within its mandate as defined by the Act, government policies as appropriate and this MOU.
- b. Governing the affairs of the agency within its mandate as set out in the Act, its approved business plan as described in section 10.1 of this MOU, and the policy parameters established and communicated in writing by the minister.
- c. Directing the development of, and approving the agency's business plans for submission to the minister in accordance with the timelines specified in the applicable TB/MBC and government directives.
- d. Directing the preparation of, and approving the agency's annual reports for submission to the minister for approval and for tabling in the Legislative Assembly within the timelines established by the Act or the AAD as applicable.
- e. Making decisions consistent with the 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 TB/MBC 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 TB/MBC 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. 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. 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

Integrity Commissioner on the Commissioner's website), are in place for the members of the board and employees of the agency.

- m. Establishing performance measures, targets and management systems for monitoring and assessing the agency's 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. Providing recommendations to the minister regarding an appointment of the chair and vice chair.
- s. Setting and reporting on the strategic direction for the agency according to the minister's agency mandate letter, agency's proposed business plan, and the agency's annual report.

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 provincial agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable TB/MBC directives, the government's operational policies and policy directions based on the annual letter of compliance from the agency 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. Ensuring that the agency has an appropriate risk management framework and a risk management plan in place for managing risks that the agency may encounter in meeting its program or service delivery objectives.

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

The chief executive officer is responsible for:

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

- q. Consulting with the deputy minister as needed, on matters of mutual importance, including services provided by the ministry, and on TB/MBC and government directives and ministry policies.
- r. Cooperating with a periodic review directed by the minister or TB/MBC.
- s. Fulfilling the role of ethics executive for public servants, other than government appointees, who work in the agency.
- t. Promoting ethical conduct and ensuring that all members of the agency are familiar with the ethical requirements of the PSOA and the regulations and directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- u. Keeping the board, through the chair, informed about operational matters.
- v. Setting service levels for rail freight and passenger services.
- w. Preparing the agency's annual reports and business plans as directed by the board.
- 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 directives and policies and supporting the board of directors to provide the statement of compliance of the agency.
- aa. Preparing estimates of the agency's expenditures for inclusion in the ministry's business plan for presentation to the Legislative Assembly.

9. Ethical Framework

The members of the board who are appointed by the Lieutenant Governor in Council are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations.

Board members shall not use any information gained as a result of their appointment to or membership on the board for personal gain or benefit. A member who has reasonable grounds to believe that 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.

The chair, as the ethics executive for the provincial agency, is responsible for ensuring that appointees of the agency 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.

The CEO is the ethics executive for agency employees and is responsible for ensuring that employees of the agency 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 business plan covering a minimum of three (3) years from the upcoming fiscal year, which includes a financial budget and a risk assessment and management plan, for approval by the minister. The annual business plan shall be in accordance with the requirements set out in the AAD.
- 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 start.
- c. The chair is responsible for ensuring that the agency's business plan includes a system of performance measures and reporting on the achievement of the objectives set out in the business plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The chair will ensure that the business plan includes a risk assessment and risk management plan to assist the ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- e. The chair will ensure that publicly posted business plans do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the agency.
- f. The minister will review the agency's annual business plan and will advise the chair whether or not she concurs with the directions proposed by the agency on or before April 1 of each year. The minister may advise the chair where and in what manner the agency's plan varies from government or ministry policy or priorities as may be required, and the chair, on behalf of the board of directors, will revise the agency's plan accordingly. Business plans are only to be considered valid once the responsible minister has approved the plan and the approval has been expressed in writing.
- g. In addition, TB/MBC may require the minister to submit the agency's business plan to TB/MBC for review at any time.
- h. The chair, through the CEO, will ensure that the minister approved business plan is made available to the public in an accessible format, in both official languages, on the agency's website within 30 calendar days of minister's approval of the plan.

10.2 ANNUAL REPORTS

- a. The chair is responsible for ensuring that the agency's annual report is prepared and submitted to the minister for approval within 120 calendar days after the agency's fiscal year end or 90 calendar days if the Auditor General completed 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 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 provincial agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the provincial agency.
- d. The minister will receive and review the provincial agency's annual report to confirm adherence with AAD requirements and will approve the report within 60 calendar days after the day of receipt.
- e. The minister will, within 30 calendar days of approval, table the report in the Legislative Assembly or file the report with the Clerk of the Legislature, as applicable.
- f. The chair, through the CEO, will ensure that its annual report is publicly posted in an accessible format, in both official languages, on the agency website after the report has been tabled in the Legislature or filed with the Clerk of the Legislature and within 30 calendar days of minister approval.
- g. When distributing annual reports, 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 1 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.

11. Public Posting Requirements

- a. The provincial agency, through the chair on behalf of the board of directors, will ensure that the following approved governance documents are posted in an accessible format, in both official languages, on the agency website within the specified timelines, or as directed by the minister:

- Memorandum of understanding and any letter of affirmation – 30 calendar days of signing by both parties
 - Agency mandate letter – no later than the corresponding annual business plan
 - Annual business plan – 30 calendar days of minister’s approval
 - Annual report – 30 calendar days of minister’s approval (the report must first be tabled in the Legislature)
 - Final and audited financial statements – no later than 150 calendar days after March 31
- 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 provincial agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the provincial agency
- c. The provincial agency, through the chair on behalf of the board, will ensure that the expense information for appointees and senior management staff are posted on the agency or ministry website, in accordance with the requirements of the MBC Travel, Meal and Hospitality Expenses Directive.
- d. The provincial agency, through the chair on behalf of the board, will ensure that any other applicable public posting requirements are met.

12. Communications and Issues Management

The parties to this MOU recognize that the timely exchange of information on the operations and administration of the agency is essential for the minister to meet 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 of directors 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 ensure that the minister is 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 their responsibilities.
- b. The minister will consult with the chair in a timely manner, as appropriate, on broad government policy initiatives or legislation being considered by the government that may impact on the agency’s mandate or functions, or which otherwise will have a significant impact on the agency.
- c. The minister and the chair will ensure the other party is consulted on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.

- d. The minister and the chair will meet at least semi-annually 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 and the CEO will meet at least monthly, 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 and the provision of services by the ministry to the agency. The deputy minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting the agency's management or operations.
- f. The agency and ministry will adhere to the Public Communications Protocol set out in Appendix 3 to this MOU regarding their responsibilities relating to issues management, engagement and consultation, media responses, and news releases.

13. Administrative Arrangements

13.1 APPLICABLE GOVERNMENT DIRECTIVES

- a. The chair, on behalf of the board, is responsible for ensuring that the agency operates in accordance with all applicable TB/MBC, PSOA and government directives, as well as applicable ministry financial and administrative policies and procedures. Appendix 2 to this MOU provides a list of applicable directives and policies.
- b. The ministry will inform the agency of amendments or additions to directives, policies and guidelines that apply to the agency; however, the agency is responsible for complying with all directives, policies and guidelines to which it is subject.
- c. In addition to complying with the MBC Realty Directive, the agency shall comply with the Ministry of Government Services' Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes. The ministry will ensure that the agency is provided with any updates to this policy.

13.2 ADMINISTRATIVE AND ORGANIZATIONAL SUPPORT SERVICES

- a. **Financial and Administrative.** Subject to statutory requirements and the TB/MBC directives applicable to a board governed agency, the agency may establish its own administrative, financial, procurement, human resource and operational policies and guidelines, exercising sound business acumen and operational flexibility. The agency shall conduct itself according to the management principles of the Government. These principles include ethical behaviour, accountability, excellence in management, prudent use of public funds and fairness in the marketplace.
- b. **Agency Staff.** Staff are hired by the agency and are public servants as defined in the PSOA. The agency's employment matters are governed by the Canada Labour Code and the Canada Human Rights Code.
- c. **Retention of Outside Services.** Only in the ordinary course of business when it requires expertise unavailable from agency staff, the agency may retain outside

inquiries being directed to the minister or government (including all funding or grant announcements, service changes, fare increases or decreases and contentious issues).

- For all contentious issues, the agency lead will notify the ministry lead and appropriate minister's office staff immediately upon becoming aware of the issue. The ministry lead may also advise the agency of contentious issues that require attention. The agency will provide all required background information on the issue to the ministry lead, who will arrange to have a contentious issues note prepared.
 - The agency must obtain ministry approval prior to issuing media responses or news releases in this category. The agency lead will provide the media response or news releases to the ministry lead who will initiate the approval process within the ministry.
6. Correspondence received by the agency addressed to the minister should be sent to the ministry lead. Correspondence received by the ministry related to the agency's topics may be referred to the agency where applicable. Or, the ministry may engage the agency to gather information or fact check a proposed response.
 7. The agency will be required to submit an annual marketing plan to the ministry at the beginning of each fiscal year. The agency and ministry will have quarterly meetings to discuss upcoming marketing strategies and/or changes to approach.