

Memorandum of Understanding
Between
Minister of Colleges and Universities
and
Chair of Intellectual Property Ontario

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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 relationship between the Minister of Colleges and Universities and the Chair of Intellectual Property Ontario (IPON).
 - Clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, CEO, and the Board.
 - Clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between IPON and the Ministry.
- b. This MOU should be read together with the Constituting Instrument.
- c. This MOU does not affect, modify or limit the powers of the Agency as set out under the Constituting Instrument or interfere with or expand the responsibilities of any of the parties to this MOU as established by law. 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. “Agency” or “provincial Agency” means Intellectual Property Ontario (IPON);
- c. “Annual Business Plan” means the annual business plan described under article 10.1 of this MOU;
- d. “Annual Report” means the annual report referred to in article 10.2 of this MOU;
- e. “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, as set out in Appendix 2 to this MOU;
- f. “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;
- g. “Board” means the Board of Directors, including the Chair, of the Agency;
- h. “CEO” means the Chief Executive Officer of the Agency;
- i. “Chair” means the Chair of Intellectual Property Ontario;
- j. “Constituting Instrument” means the *Development Corporations Act*, R.S.O. 1990, c. D.10, as amended, and Ontario Regulation 4/22, as may be amended;
- k. “Deputy Minister” means the Deputy Minister of Colleges and Universities;

- l. “Designated Executive” means a designated executive as defined in the *Broader Public Sector Executive Compensation Act 2014*.
- m. “Executive Council Act” means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- n. “FIPPA” means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended;
- o. “Fiscal Year” means the period from April 1 to March 31;
- p. “Government” means the Government of Ontario;
- q. “Policies or Directives” means policies and directives in writing to the Board on matters relating to the exercise of its powers or duties, pursuant to s. 20 of the Regulation;
- r. “Annual Letter of Direction” means the letter from the Minister to the Agency establishing the Agency’s priorities for the coming Fiscal Year;
- s. “MBC” means the Management Board of Cabinet;
- t. “Member” means a member of the Agency;
- u. “Minister” means the Minister of Colleges and Universities 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 Colleges and Universities or any successor to the ministry;
- x. “MOU” means this memorandum of understanding signed by the Minister and the Chair;
- y. “President of the Treasury Board” means the President of the Treasury Board of such other person who may be designated from time to time under the *Executive Council Act*;
- z. “PSC” means the Public Service Commission;
- aa. “PSOA” means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;
- a. “Regulation” means Ontario Regulation 4/22 made under the *Development Corporations Act*, R.S.O. 1990, c. D.10, as amended;
- b. “TBS” means the Treasury Board Secretariat;
- c. “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 Constituting Instrument.
- b. The Agency’s mandate is set out in the Regulation, which states that the objects are:
 - i. to increase public access to services and resources in respect of intellectual property in order to advance economic growth and competitiveness in Ontario;

- ii to support the development and protection of intellectual property to improve the commercialization outcomes of research in Ontario;
- iii to advance knowledge, and to develop and disseminate educational curricula, best practices and research, in respect of intellectual property, and to advance understandings of domestic and international trends with respect to the protection and commercialization of intellectual property;
- iv to establish partnerships within and outside Canada with post-secondary institutions, governments and organizations, including organizations that provide supports for businesses and entrepreneurs, for the purpose of building capacity for the development, protection and commercialization of intellectual property in Ontario; and
- v to provide advice, recommendations and support to the Government of Ontario, including to the Minister and the Minister of Economic Development, Job Creation and Trade, with respect to encouraging economic competitiveness through the development, protection and commercialization of intellectual property.

4. Agency Type and Public Body Status

- c. The Agency is designated as a board-governed provincial agency under the AAD.
- d. 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*, R.S.O. 1990, c. C.48, as amended.
- 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 Constituting Instrument and limitations imposed by TB/MBC.

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 Constituting Instrument.
- b. The Minister recognizes that the Agency plays a meaningful role in informing the development of the Government's policies and programs, as well as in the implementation of those policies and delivery of programs.
- c. 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.

- d. The Minister and the Board, 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.
- e. 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.
- f. It is acknowledged and understood by both parties that nothing in this MOU shall be constructed as limiting the Minister's discretionary authority under the Regulation and that, in accordance with this authority, the Minister may amend, limit, revoke, or rescind any Policies or Directives to the Agency or issue additional Policies or Directives to the Agency at any time.
- g. The Agency and the Ministry will work together in a mutually respectful manner.
- h. The Agency and the Ministry agree to avoid duplication of services wherever possible.

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 TB/MBC on the Agency's performance and compliance with Government's applicable directives and operational policies.
- c. To 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, is accountable:

- a. To the Minister for overseeing the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the Regulation, this MOU, and applicable TB/MBC and Government directives.
- b. For reporting, either directly or through the CEO, to the Minister on the Agency's activities on request.

- 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

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

- a. The oversight and governance of the Agency.
- b. Setting goals, objectives and strategic direction for the Agency within its mandate in furtherance of the priorities established and communicated by the Ministry.
- c. Carrying out the roles and responsibilities assigned to it by the Constituting Instrument, this MOU, and applicable TB/MBC and other Government directives.

7.4 DEPUTY MINISTER

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

7.5 CHIEF EXECUTIVE OFFICER

The CEO is accountable to the Board for:

- a. The management and administration of the Agency, the supervision of Agency staff, and carrying out the roles and responsibilities assigned by the Board, the Agency's Constituting Instrument, this MOU and Government directives.
- b. 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.
- c. The CEO works with the Board to translate the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's mandate in furtherance of the priorities established and communicated by the Ministry.

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. Review 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 the Agency's 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. For receiving the Agency's annual report and approving the report within 60 calendar days of receiving it.
- l. For tabling the annual report within 30 calendar days of approving it.
- m. 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.
- 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 approving the Agency's annual business plan which must be submitted to the Minister no later than one month before the start of the agency's fiscal year.

- r. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- s. Outlines the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the Annual Letter of Direction.
- t. Consulting with the Minister of Economic Development, Job Creation and Trade as appropriate and on matters outlined in the Memorandum of Understanding between MCU and MEDJCT.
- u. At their discretion, approving by-laws of the Agency with respect to borrowing, investing, and managing financial risks prior to the Agency obtaining approval from the Minister of Finance.
- v. At their discretion, approving all other Agency by-laws in accordance with s.11 of the Regulation.
- w. At their discretion, approving the CEO's remuneration and benefits in accordance with s.12(4) of the Regulation.
- x. Issuing Policies or Directives to the Agency on matters relating to the exercise of the Agency's powers and duties under the Constituting Instrument.
- y. Delegating, where appropriate, to the Deputy Minister any of the responsibilities of the Minister in this MOU and advising the Agency of any such delegation.

8.2 CHAIR

The Chair is responsible to support the Board by:

- a. Providing leadership to the Agency by working with the Board to set the goals, objectives and strategic directions of the Agency within its mandate.
- b. Providing leadership to the Board so that the Board is able to carry 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 processes and procedures in place are designed to ensure 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 is reasonably foreseeable as having 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 Constituting Instrument.
- h. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter with respect to the Agency's compliance with all applicable legislation, directives, and accounting and financial policies.
- i. Providing leadership to the Board in overseeing the Agency's management, including the CEO, to ensure that there is a framework for the Agency to operate within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and

honesty, and that, should any issues arise, those issues are remedied and the Ministry is promptly notified.

- 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, including quarterly 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 in Appendix 1 of this MOU.
- .
- l. Providing the Minister, the Minister of Finance and the President of Treasury Board with a copy of every audit report and a copy of the Agency's response to each report and any of its recommendations.
- m. Advising the Minister annually on any outstanding audit recommendations per direction of the Board.
- 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. Providing leadership to the Board so that it can ensure 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, in partnership with the CEO.
- 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, including government appointees to the Agency, promoting ethical conduct and ensuring that all members of the Agency are advised of 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 and providing recommendations for appointments or re-appointments.
- t. Providing leadership to the Board so that it can design a framework for ensuring the Agency's compliance with legislative and TB/MBC policy obligations, and that, should any issues arise, those issues are remedied and the Ministry is promptly notified.
- u. Promptly informing the Minister and the Deputy Minister of all significant potential legal exposures or liabilities for the Agency, the Government or the Minister that are within the knowledge of the Chair.
- v. Consulting with the Deputy Minister before preparing a legal response where the liability of the Government or the Minister may be an issue.

8.3 BOARD OF DIRECTORS

The Board of Directors is responsible for:

- a. Establishing the goals, objectives, and strategic directions for the Agency within its mandate as defined by the Regulation, government policies as appropriate, Policies or Directives and policy parameters established and communicated in writing by the Minister and this MOU.
- b. Governing the affairs of the Agency within its mandate as set out in the Regulation, 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 within the timelines set out in this MOU or otherwise agreed upon with the Ministry.
- d. Directing the preparation of and approving the Agency's annual reports for submission to the Minister as required under the Regulation.
- e. Making strategic level decisions consistent with the business plan approved for the Agency and overseeing the Agency's management, supported, and advised by the CEO where appropriate, designed to ensure that the Agency operates within its budget allocation, and that, should any issues arise, those issues are remedied and the Ministry is promptly notified.
- f. Establishing appropriate guidelines and exercising due diligence, as appropriate, designed to ensure 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, and that, should any issues arise, those issues are remedied and the Ministry is promptly notified.
- g. Establishing frameworks designed to ensure that the Agency is governed in an effective and efficient manner in accordance with accepted business and financial practices and 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. Ensuring that conflict of interest rules, 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 brought to the attention of the members of the Board and employees of the Agency.
- m. Approving performance metrics proposed by the CEO 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. Setting and reporting on the strategic direction for the Agency according to the Annual Letter of Direction, Agency's proposed business plan, and the Agency's annual report.
- s. Appointing a CEO, subject to the approval of the Minister, and setting performance objectives and remuneration terms linked to these objectives for the CEO which give due weight to the proper management and use of public resources.
- t. Evaluating the performance of the CEO based on performance criteria established by the Board and notifying the Minister of results of the evaluation.
- u. Advising the CEO to ensure that they have a robust and appropriate performance system in place to manage the performance of the executive team directly reporting to the CEO.
- v. Establishing by-laws governing the operations of the Agency, subject to the approval of the Minister and the Minister of Finance, if required.
- w. Authorizing the Agency to provide remuneration and benefits to the CEO that the Minister approves.
- x. Authorizing the Agency to provide 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.

8.4 Deputy Minister

The Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's responsibilities for the Agency including informing the Minister of policy direction, policies and priorities of relevance to the Agency's mandate and legislative objects.
- b. Advising the Minister on the requirements of the AAD, and other directives that apply to the Agency.
- c. Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of the Agency or any of its programs, or changes to the management framework or operations of the Agency.
- d. Facilitating regular briefings and consultations between the Chair and the Minister, and between the ministry staff and Agency staff as needed.

- e. Attesting to TB/MBC on the Agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable TB/MBC directives, the government's operational policies and policy directions based on the annual letter of compliance from the Agency's 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 Chair 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 the Ministry's compliance with the AAD, as required.
- u. Informing the Chair and CEO in writing, of new government directives and any exceptions to, or exemptions in whole or in part from TB/MBC directives, government policies, or ministry administrative policies.
- v. When required, submitting a report to the Secretary of TB/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.

- w. Consulting with the Deputy Minister of the Ministry of Economic Development, Job Creation and Trade as appropriate and on matters outlined in the Memorandum of Understanding between MCU and MEDJCT.

8.5 CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer is responsible for:

- a. Translating the goals, objectives, and strategic directions of the board into operational plans and activities, as well as 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 Agency staff, including human and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the Agency's constituting instrument, and government directives.
- e. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- f. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's approved business plan.
- g. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- h. Keeping the Board, through the Chair, informed with respect to implementation of policy and of the Agency's operational matters.
- i. Establishing and applying systems to ensure that the Agency operates within its approved business plans.
- j. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Board.
- k. Supporting the Chair and Board in meeting its responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Chair and Board.
- 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 the Agency management issues.
- o. Establishing and applying a system for the retention of the 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 providing by the Ministry, and on TB/MBC and government directives and ministry policies.
- r. Cooperating with a periodic review directed by the Minister or TB/MBC.
- s. Promoting ethical conduct and ensuring that all members of the Agency are familiar with the ethical requirements of the PSOA and the regulations and directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- t. Preparing the Agency annual reports and business plans as directed by the Board.
- u. Preparing financial reports for approval by the Board.
- v. Preparing, for feedback by the Board, a performance review system for staff and implementing the system.
- w. Attesting to the compliance of the Agency to applicable directives and policies and support the Board to provide the statement of compliance of the Agency.
- x. Carrying out effective public communications and relations for the Agency as its chief spokesperson in partnership with the Chair.

9. Ethical Framework

- a. The Chair, as the ethics executive for the Agency, is responsible for ensuring that Board appointees and the Agency's employees are informed of the ethical rules to which they are subject, including the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.
- b. 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, and the conflict of interest provisions in s. 46 of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.
- c. 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.

10. Reporting Requirements

10.1 BUSINESS PLAN

- a. The Chair, supported by the Board and the CEO, 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, through the CEO, 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, through the CEO, 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, through the CEO, will ensure that publicly posted business plans do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- f. The Minister will review the Agency's annual business plan and will promptly advise the Chair whether or not they concur with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plan varies from government or ministry policy or priorities as may be required, 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 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 90 calendar 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 Chair, through the CEO, 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 Agency's annual report to confirm adherence with AAD requirements and will approve the report within 60 calendar days after the day of receipt.
- e. The Minister will, within 30 calendar days of approval, table the report in the Legislative Assembly.
- f. The Chair, through the CEO, will ensure that its annual report is publicly posted in an accessible format, in both official languages, on the Agency website after the report has been tabled in the Legislature and within 30 calendar days of Minister approval.
- g. When distributing annual reports, the Agency must use digital formats and channels for distribution 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 for the purpose of the ministry's administration.

11. Public Posting Requirements

- a. The Agency, under the supervision of 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 website within the specified timelines:
 - Memorandum of understanding and any letter of affirmation – 30 calendar days of signing by both parties
 - Annual Letter of Direction – To be issued by October 1st annually.
 - Annual business plan – 30 calendar days of Minister's approval
 - Annual report – 30 calendar days of Minister's approval (the report must first be tabled in the Legislature).

- b. Posted governance documents should not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets or scientific information, information that would prejudice the financial or commercial interests of the 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 Agency, under the supervision of 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 Agency, under the supervision of 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 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 of Directors, 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 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 consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.
- d. The Minister and the Chair will meet at least quarterly, or as requested by either party, to discuss issues relating to the fulfillment of the Agency's mandate, management and operations.
- e. The Deputy Minister and the CEO will meet at least quarterly, 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 for ongoing issues management.

13. Administrative Arrangements

13.1 APPLICABLE GOVERNMENT DIRECTIVES

- a. The Chair, on behalf of the Board, is responsible for designing a framework for the Agency to ensure it operates in accordance with all applicable TB/MBC, and government directives and policies (e.g. financial and accounting), as well as applicable ministry financial and administrative policies and procedures, and that, should any issues arise, those issues are remedied and the Ministry is promptly notified. Appendix 2 to this MOU provides additional information on 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 Public and Business Service Delivery's 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 AGREEMENTS WITH THIRD-PARTIES

- a. The Agency shall ensure that any agreements that it enters into with third parties are consistent with 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.

13.3 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.

13.4 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 and exercising due diligence as appropriate.
- b. The Board, through the Chair, is responsible for ensuring the establishment of appropriate guidelines and due diligence so that the Agency complies with all government legislation, directives and policies related to information and records management, and that, should any issues arise, those issues are remedied and the Ministry is promptly notified.

- 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 put in place requiring the Agency's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs and for exercising due diligence as appropriate.
- e. The Board, through the Chair, is responsible for ensuring that the Agency complies with the *Archives and Recordkeeping Act, 2006*, S.O. 2006, c. 34, Sched. A.

13.5 INTELLECTUAL PROPERTY

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

13.6 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT

- a. The Chair and the Minister acknowledge that the Agency is bound to follow the requirements set out in the *Freedom of Information and Protection of Privacy Act* (FIPPA) in relation to the collection, retention, security, use, distribution and disposal of records.
- b. The Chair is the institution head for the purposes of the FIPPA.

13.7 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 Agency shall deliver its services at a quality standard that reflects the principles and requirements of the OPS Service Directive.
- c. IPON will develop by March 31st, 2023 a formal process for responding to complaints about the quality of services provided by the Agency consistent with the government's service quality standards.
- d. The Agency's annual business plan will include performance measures and targets for clients, services and the Agency's response to complaints.
- e. The Agency shall comply with the *Accessibility for Ontarians with Disabilities Act*.

14. Financial Arrangements

14.1 GENERAL

- a. All financial procedures for the Agency shall be in accordance with applicable TB/MBC and Ministry of Finance directives and guidelines, ministry corporate financial and administrative policies and procedures, and other Government guidelines, directives and policies, as set out in Appendix 2 of this MOU.
- b. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to Section 16.4 of the *Financial Administration Act*, the Agency shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- c. Pursuant to Section 28 of the *Financial Administration Act*, the Agency shall not enter into any financial arrangement or commitment, guarantee, indemnity or similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government 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.
- d. The Agency's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Minister. The Agency will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss the changes with the Ministry before making such changes.

14.2 FUNDING

- a. The Agency shall maintain a bank account in its own name and manage its financial activities, including leasing, investment and management of cash in accordance with the Ontario Financing Authority's policy directions.
- b. The Agency is funded by the Government, out of the Consolidated Revenue Fund pursuant to an appropriation authorized by the Legislative Assembly, and is subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly.
- c. The 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.
- d. 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.
- e. Financial procedures of the Agency must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable government direction.

14.3 FINANCIAL REPORTS

- a. The Chair, on behalf of the Board, will provide to the Minister audited annual financial statements, and will include them as part of the Agency's annual report. The statements will be provided in a

format that is in accordance with the province's stated accounting policies issued by the Office of the Provincial Controller Division.

- b. The Agency will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the ministry, in accordance with the *Public Sector Salary Disclosure Act*, 1996.

14.4 TAXATION STATUS: HARMONIZED SALES TAX (HST)

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 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. Audit and Review Arrangements

15.1 AUDITS

- a. As set out in the Regulation, the Auditor General shall audit the Agency's annual financial statements.

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

15.2 OTHER REVIEWS

- a. The Agency is subject to periodic review initiated at the discretion and direction of TB/MBC or the Minister. The review may cover such matters relating to the Agency that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Agency
- b. In requiring a periodic review, the Minister or TB/MBC shall determine the timing and responsibility for conducting the review, the roles of the Chair, the Board and the Minister, and how any other parties are involved.
- c. A mandate review of the Agency will be conducted at least once every six years. The date of the next review will be the 2026-27 fiscal year.
- d. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.
- e. The Chair, CEO and Board will cooperate in any review.
- f. In the event of a review initiated at the direction of the Minister, the Minister shall submit any recommendations for change that are developed from the results of the review regarding the Agency to TB/MBC for consideration.

16. Staffing, Appointments and Governance

16.1 DELEGATION OF HUMAN RESOURCES MANAGEMENT AUTHORITY

- a. Where the PSC has delegated its powers, duties and functions in relation to human resources management to the Deputy Minister, Chair or prescribed individual under Ontario Regulation 148/10, that person is accountable for exercising that authority in compliance with any relevant legislation, directives or policies in accordance with the mandate of the Agency, and within the parameters of the delegated authority.

16.2 STAFFING REQUIREMENTS

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

16.3 APPOINTMENTS

- a. The maximum number of Board members is 9, as set out in the Regulation.
- b. The members of the Board are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 9 (1) of the Regulation.
- c. The Chair and the Vice-Chair are designated by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 9 (3) of the Regulation.

16.4 REMUNERATION

- a. Remuneration for Board members is set by the Lieutenant Governor in Council.
- b. As of the date of this MOU, and as set out in Order in Council 505/2022:
 - I. The Chair shall receive a retainer of \$15,000 and a per-diem rate of \$500, provided that the total remuneration does not exceed \$85,000.00 per year.
 - II. The Vice-Chair shall receive a retainer of \$10,000 and a per-diem rate of \$400, provided that the total remuneration does not exceed \$66,000.00 per year.
 - III. All other members shall receive a retainer of \$5,000 and a per-diem rate of \$300, provided that the total remuneration does not exceed \$47,000.00 per year.
- c. At a time to be chosen solely at the discretion of the Lieutenant Governor in Council, the remuneration for Board members is anticipated to be reduced to the rates applicable to board-governed agencies under the Agencies and Appointments Directive.
- d. Travel expenses of board members must comply with the MBC Travel, Meal and Hospitality Expenses Directives. Reasonable expenses shall be reimbursed.

16.5 GOVERNANCE

- a. Meetings:
 - I. 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.
 - II. The Chair shall meet on a quarterly basis with the Minister to discuss issues related to the fulfillment of the Agency's mandate.

- III. The Chair shall meet, as required, with the Minister of Economic Development, Job Creation and Trade to discuss issues related to services and supports to MEDJCT stakeholders.

17. Risk Management, Liability Protection and Insurance

17.1 RISK MANAGEMENT

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

17.2 LIABILITY PROTECTION AND INSURANCE

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

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

- a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it ("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 IPON's mandate, powers or governance structure as a result of an amendment to the regulation
- h. At a minimum, this MOU will be reviewed at least once every 5 years, or upon change in Chair or Minister, to ensure it is current and consistent with government expectations.

Signatures



January 17, 2023

IPON Chair
Intellectual Property Ontario

Date



January 24, 2023

Minister
Ministry of Colleges and Universities

Date

Appendix 1: Summary of IPON Reporting Requirements

DUE DATE	REPORT / DOCUMENT	NAMES OF RESPONSIBLE OFFICIALS
N/A – varies	Estimates: The Agency will prepare estimates of its expenditures for inclusion in the ministry’s business plan.	CEO in consultation with the Chair
Submitted annually within three (3) months prior to the Agency’s fiscal year end	Business Plan: <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • CEO • Board • Chair
Submitted annually within 90 calendar days after the Agency’s fiscal year end	Annual Report: <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • CEO • Board • Chair
Submitted annually within 90 calendar days of receiving the Auditor General’s report on the Agency’s annual financial statements for that year.	Auditing - Year-End Financial Statements <ul style="list-style-type: none"> • Prepares • Audit & Sign-off • Provides to Minister 	<ul style="list-style-type: none"> • CEO • Auditor General (auditor of record) • Chair
Submitted quarterly to the Board	Quarterly Financial Reports <ul style="list-style-type: none"> • Prepares • Approves 	<ul style="list-style-type: none"> • CEO • Board
Reviewed at least once every 5 years or upon change in Chair or Minister	Memorandum of Understanding <ul style="list-style-type: none"> • Prepares • Signs 	<ul style="list-style-type: none"> • Deputy Minister (as directed by the Minister) and Chair • Chair on behalf of the Board and Minister after the Chair has signed.

Appendix 2: Applicable Government of Ontario Directives

1. The following directives and policies are critical to the functioning of the agency; note that this is not the full list of directives and policies that apply to the agency
 - Agencies & Appointments Directive
 - Advertising Content Directive
 - Digital & Data Directive
 - Perquisites Directive
 - OPS Procurement Directive as it applies to Other Included Entities
 - Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services
 - Realty Directive
 - Travel, Meal and Hospitality Expenses Directive
 - Visual Identity Directive
 - Communications in French Directive
 - Government Publications Directive
 - Governance and Management of Information and Data Assets Directive, Governance and Management of Information Technology Directive in conjunction with the Corporate Policy on Recordkeeping; Managing, Distributing and Pricing Government Information (Intellectual Property); etc.
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. In instances where certain directives do not apply, the spirit and intent of these should be followed.
3. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency.

Appendix 3: Public Communications Protocol

1. Purpose

The purpose of this communications protocol is to set out a framework for the ministry and Agency to collaborate on public communications opportunities. Clear and direct lines of communication between the ministry and its agencies are essential.

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

2. Definitions

- a. "Public communications" means any material that is communicated to the public, either directly or through the media in:
 - Oral form, such as a speech or public presentation
 - Printed form, such as a hard copy report
 - Electronic form, such as a posting to a website.
 - b. A "contentious issue" is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, or is likely to result in inquiries being directed to the Minister or government. Contentious issues may be raised by:
 - Members of the Legislative Assembly
 - The public
 - Media
 - Stakeholders
 - Service delivery partners.
3. The Agency will comply with the TB/MBC Visual Identity Directive and identify itself in all media responses and news releases and on its website as an Agency of the Government of Ontario.
 4. The ministry and the Agency will appoint persons to serve as public communications "leads".
 - The ministry lead is the Director of Communications or designate
 - The Agency lead is the Chief Executive Officer or designate
 5. For the purpose of this protocol, public communications are divided into three categories:
 - a. Media responses or new releases related to the day-to-day business of the Agency and its programs that do not have direct implications for either the ministry or the government.
 - The Agency should inform the Ministry of media responses or news releases and coordinate with the Ministry as appropriate.

- This category does not include contentious issues, media responses, or news releases that directly or indirectly announce grants or other funding to organizations.
- b. Media responses, news releases or communications plans where provincial or Ministerial messaging on government priorities would enhance the Agency's or the government's profile, or would provide opportunities for local MPP announcements
- The Agency lead will notify the ministry lead of upcoming media responses, news releases, and communications plans fifteen (15) days in advance, when possible, for all non-contentious items that might generate media interest.
 - For non-contentious items which provide government messaging opportunities or which involve funding announcements, the Agency must also request approval of news releases or communications plans seven (7) days prior to the date required, when possible.
 - Final approval is required from the Minister's office and will be sought via the ministry lead. If the Agency were not to receive comments or approval from the Minister's office or ministry lead within forty-eight (48) hours of the date on which the item is to be issued, the Agency can proceed accordingly.
- c. Contentious issues, media responses, and news releases that may have direct implications for either the ministry or the government, or are likely to result in inquiries being directed to the Minister or government (including all funding or grant announcements and contentious issues).
- For all contentious issues, the Agency lead will notify the ministry lead immediately upon becoming aware of the issue and will notify the Minister's office simultaneously. The ministry lead may also advise the Agency of contentious issues that require attention. The Agency will provide all required background information on the issue to the ministry lead, who will arrange to have a contentious issue note prepared.
 - The Agency must obtain ministry approval prior to issuing media responses or news releases in this category. The Agency lead will provide the media response or news releases to the ministry lead who will initiate the approval process within the ministry.
 - Final approval on media responses and news releases in this category is required from the Minister's office.