

**Ministry of the Environment,  
Conservation and Parks**

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357-2025-142

June 5, 2025

Ms. Deborah Korolnek  
Chair, Ontario Clean Water Agency  
500-2085 Hurontario Street  
Mississauga ON L5A 4G1  
Email: [debbie.korolnek@gmail.com](mailto:debbie.korolnek@gmail.com)

Dear Ms. Korolnek:

I am pleased to attach your copy of the final Memorandum of Understanding (MOU) between the Ontario Clean Water Agency (OCWA) and the Minister of the Environment, Conservation and Parks.

This MOU is an important tool that promotes our mutual understanding of the roles and responsibilities of each party. I fully support OCWA's mandate and commitment to provide water, wastewater and related services to protect human health, the environment and water resources for Ontarians.

Sincerely

A handwritten signature in blue ink, appearing to read "Todd McCarthy".

Todd McCarthy  
Minister of the Environment, Conservation and Parks

Enclosure

c: Iman Hashemi, Ontario Clean Water Agency

# **Memorandum of Understanding**

**Between**

**Minister of the Environment, Conservation and Parks**

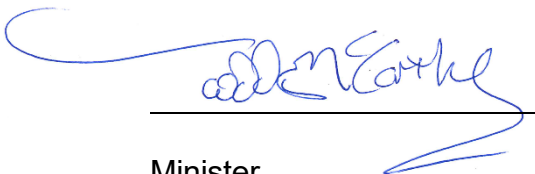
**And**

**Chair of the Ontario Clean Water Agency**

January 2025

## Signatures

I have read, understood, and concur with this MOU dated January 24th, 2025 and will abide by the requirements for this MOU and the AAD.

A handwritten signature in blue ink, appearing to read "Allen Karthe", is written over a horizontal line. The signature is fluid and cursive.

Minister

June 5, 2025

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Date

I have read, understood, and concur with this MOU dated January 24th, 2025 and will abide by the requirements for this MOU and the AAD.

A handwritten signature in cursive script, appearing to read "J. Kardner", written in black ink.

Agency Chair

January 24, 2025

Date



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The Parties to this MOU agree to the following:

## **1. Preamble**

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

## **2. Purpose**

- a. The purpose of this MOU is to:
  - i) Establish the accountability relationships between the Minister and the Chair
  - ii) Clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, the President and CEO, and the Board.
  - iii) Clarify the operational, administrative, financial, staffing, auditing, and reporting arrangements between the Agency and the Ministry.
- b. This MOU should be read together with CIPA, which is the Agency's constituting instrument. This MOU does not affect, modify, or limit the powers of the Agency as set out under CIPA, 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 Parties dated June 16, 2011, and last re-affirmed on December 21, 2021.

### 3. Definitions

In this MOU the following terms have the corresponding meanings attributed to them:

**“AAD”** means the Agencies and Appointments Directive, issued by MBC;

**“Agency”** means the Ontario Clean Water Agency;

**“Annual Letter of Direction”** means an annual correspondence from the Minister to the Chair which sets out the Government’s priorities, and the Minister’s expectations, for the Agency with respect to service and performance for the upcoming Fiscal Year consistent with the Agency’s legislative mandate and/or constituting instrument;

**“Annual Business Plan”** means the annual business plan described under section 10.1 of this MOU;

**“Annual Report”** means the annual report referred to in article 10.2 (Annual Reports) of this MOU;

**“Applicable Government Directives”** means the Government directives, policies, standards, and guidelines that apply to the Agency, that may be amended or replaced from time to time;

**“Appointee”** means an individual appointed to OCWA on recommendation of the Premier by an order-in-council but does not mean an individual employed or appointed by the Agency as staff;

**“Artificial intelligence system”** means a machine-based system that, for explicit or implicit objectives, makes inferences, from the input it receives, in order to generate outputs such as predictions, content, recommendations, or decisions that can influence physical or virtual environments.

**“Board”** means the Board of directors of the Agency;

**“CEO”** means the chief executive officer of the Agency who also serves as President;

**“Chair”** means the chair of the Board of the Agency;

**“CIPA”** means *Capital Investment Plan Act 1993, S.O. 1993, c. 23*, as amended;

**“Constituting Instrument”** means CIPA;

**“CRA”** means the Canada Revenue Agency. It is the revenue service of the Canadian federal government, and most provincial and territorial governments. The CRA collects taxes, administers tax law and policy, and delivers benefit programs and tax credits. Legislation administered by the CRA includes the Income Tax Act, parts of the Excise Tax Act, and parts of laws relating to the Canada Pension Plan, employment insurance (EI), tariffs and duties. The

agency also oversees the registration of charities in Canada and enforces much of the country's tax laws.

**"Deputy Minister"** means the Deputy Minister of the Ministry of the Environment, Conservation and Parks;

**"Designated Executive"** means Designated Executive defined in the *Broader Public Sector Executive Compensation Act, 2014*, S.O. 2014, as amended;

**"Executive Council Act"** means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;

**"First Nations Advisory Circle"** means an advisory group of individuals, created by the Agency, who provides advice and recommendations on how the Agency can enhance its partnerships with First Nations communities and better support their water and wastewater needs, and concerns, and may also advise on the integration of First Nations perspectives into the Agency's strategies. Advice and recommendations are provided by the Circle to Agency's Board through OCWA's First Nations Committee.

**"First Nations Committee"** means a sub-committee comprised of the Agency's Board Members and which meets a minimum of four times annually.

**"FIPPA"** means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended;

**"Fiscal Year"** means the period from January 1 to December 31;

**"Government"** means the Government of Ontario;

**"MBC"** means the Management Board of Cabinet;

**"Member"** means an individual appointed to the Agency, by the Lieutenant Governor in Council, by Premier's prerogative, but does not mean an individual employed or appointed by the Agency as staff;

**"Minister"** means the Minister of the Environment, Conservation and Parks as represented His Majesty the King in right of Ontario 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;

**"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;

**"Ministry"** means the Ministry of the Environment, Conservation and Parks or any successor to the Ministry;

**"MOU"** means this memorandum of understanding signed by the Minister and the Chair;

**"OIC"** means order-in-council which is approved by the Lieutenant Governor in Council;

**"OWRA"** means the Ontario Water Resources Act, R.S.O. 1990, C., 0.40, as amended;

**"OPS"** means the Ontario Public Service;

**"Operational Enterprise Agency"** means an agency that sells goods or services to the public in a commercial manner (including, but not necessarily, in competition with the private sector). It receives revenues from its commercial activities; however, it may also receive some funding from the Consolidated Revenue Fund.

**"Other Applicable Law"** includes the *Better for People, Smarter for Business Act, 2020*, S.O. 2020, c. 34 as amended; *Environmental Protection Act*, R.S.O. 1990, c. E.19 as amended; *Expropriations Act 1990*, c. E.26 as amended; *Financial Administration Act*, R.S.O. 1990, c. F 12 as amended; *Infrastructure for Jobs and Prosperity Act (0. Reg. 588117)* as amended; *Ontarians with Disabilities Act, 2001*, S.O. 2001, c. 32 as amended; *OWRA*; *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A as amended; *Municipal Water and Sewage Transfer Act, 1997* as amended; *Nutrient Management Act*, S.O. 2002, c. 4 as amended; *the Pesticides Act*, R.S.O. 1990, c. P 11 as amended; *the SOWA* as amended; and any legislation which may be applicable to the Agency.

**"Parties"** means the Ministry and the Agency;

**"President of the Treasury Board"** means this President of the Treasury Board or such other person who may be designated from time to time under the Executive Council Act;

**"PSC"** means Public Service Commission

**"PSOA"** means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;

**"Public Accounts"** means a major accountability document which presents the financial statements of the Province, provides financial highlights of the past fiscal year, and reports on performance against the goals set out in the Ontario Budget.

**"Risk Register"** means a document that OCWA may use and update, as necessary, as a risk management tool which would serve as a repository for OCWA to identify and describe all risks, including a description of the nature of the risk, OCWA risk owner, and applicable mitigation measures; **ACTION plans**

**"SDWA"** means the *Safe Drinking Water Act, 2002*, S.O. 2002, C.32, as amended

**"TBS"** means the Treasury Board Secretariat;

**"TB/MBC"** means the Treasury Board/Management Board of Cabinet; and,

### **3.1 Agency's Legal Authority and Mandate**

- a. The legal authority of the Agency is set out in CIPA.
- b. The Agency also exercises powers and authority under Other Applicable Law (most notably the OWRA and the SDWA).
- c. The Agency's mandate is set out in CIPA, which states that the Agency's objects are to:

49 (1) Without limiting the powers or capacities of the Agency, its objects include:

- (a) assisting municipalities, the Government and other persons or bodies to provide water and sewage works and other related services by financing, planning, developing, building, and operating those works and providing those services;
- (b) financing and promoting the development, testing, demonstration and commercialization of technologies and services for the treatment and management of water, wastewater, and stormwater;
- (c) carrying out the activities described in clauses (a) and (b) in Ontario and elsewhere in a manner that protects human health and the environment and encourages the conservation of water resources; and
- (d) with respect to activities described in clauses (a) and (b) that are carried out in Ontario, carrying them out in a manner that supports provincial policies for land use and settlement. 2010, c. 19, Sched. 3, s. 3.

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

- a. The Agency is designated as a board-governed Operational Enterprise agency under the AAD.
- b. The Agency is prescribed as a public body and a Commission public body in accordance with Ontario Regulation 146/10 under the PSOA. It is not organizationally part of the MECP, but it is considered to be within the Government.
- c. When the Agency develops its own operating policies and procedures, they must be consistent with the CIPA and the AAD as well as any other TB/MBC policy, guideline and the like that applies to the Agency and be approved by the Minister.

## 5. Corporate Status and Crown Agency Status

- a. The *Corporations Act, R.S.O. 1990, c. C.38 as amended* or the *Corporations Information Act, R.S.O. 1990, c. C.39 as amended* applies to the Agency, whether the Agency is a corporation with or without share capital.
- b. The Agency is also a Crown Agency within the meaning of the *Crown Agency Act R.S.O. 1990, c.48, as amended*.
- c. 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 CIPA and/or limitations imposed by TBC/MBC.
- d. The Agency is a corporation without share capital.
- e. As set out in in subsection 11(2) of CIPA, sections 132 (conflict of interest), and 136 (indemnification) of the *Business Corporations Act, R.S.O. 1990, c. B.16* apply to the Agency and to its directors and officers.”

## 6. Guiding Principles

The Parties agree to the following principles:

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

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

- b. **Responsiveness:** Agencies align their mandate and operations with Government priorities and direction. Open and consistent communication between Agencies and their responsible Ministry helps ensure that Government priorities and direction are clearly understood and helps to manage risks or issues as they arise. Agencies deliver a high standard of public service that meets the needs of the population that they serve.
- c. **Efficiency:** Agencies use public resources efficiently and effectively to carry out their mandates, as established by their respective constituting instruments. They operate in a cost-effective manner and pursue efficiencies throughout the Agency’s service delivery and administration.



- d. **Sustainability:** Agencies operate in a way so that their current form is sustainable over the long-term while delivering a high standard of service to the public.
- e. **Transparency:** Good governance and accountability practices for Agencies are complemented by transparency in the form of public posting of governance and accountability documents including the Business Plan, Annual Report, MOU, and expenses information.

## **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 direction, including directives and operational policies; and,
- 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 Board, is accountable:

- a. To the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair CIPA and other applicable legislation, this MOU, and Applicable Government Directives and policies.
- b. For reporting to the Minister, as requested, on the Agency's activities.
- c. For ensuring timely communications with the Minister regarding any issue that affects, or can reasonably be expected to affect, the Minister's responsibilities for the Agency; and,
- d. To the Minister to confirm the Agency's compliance with legislation, government directives, and applicable accounting, financial, and I&IT policies.
- e. To provide strategic leadership for the Agency through overall direction on existing priorities and opportunities to enhance the Agency's delivery of its objects as set out in CIPA; and,
- f. To undertake that public funds are used with integrity and honesty and to ensure that the Agency operates within the approved funding in the fulfillment of its objects.

## **7.3 Board**

The Board is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency as outlined in the Annual Letter of Direction; and for carrying out the roles and responsibilities assigned to it by CIPA and other applicable legislation, this MOU, and applicable other government directives and policies.

## **7.4 Deputy Minister**

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

The Deputy Minister is also accountable for attesting to TB/MBC on the Agency's compliance with applicable directives to the best of their knowledge and ability.

## **7.5 President/Chief Executive Officer**

Where the President and CEO is employed under the Agency's authority and not under Part III of the *Public Service of Ontario Act, 2006, S.O. 2006, c. 35, Sched. A as amended*, the President and 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 Agency's Constituting Instrument, this MOU, and government directives. The President and CEO works under the direction of the Chair to implement policy and operational decisions. The President and CEO reports the Agency's performance results to the Board, through the Chair.

This also applies where the President and CEO is appointed by the Lieutenant Governor in Council.

### **7.5.1 President/CEO Appointment Process**

Both the President and CEO positions are held by one individual. A competitive recruitment process, led by the PSC is used to recruit the President of OCWA. The position is classified as an Executive 3 (formerly Senior Management Group 3).

The President is then appointed to the position of the CEO by the Lieutenant Governor in Council in accordance with Section 7 of the CIPA.

## 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 directives, the government's operational policies and policy directions.
- c. Meeting with the Chair at least quarterly on: Government and Ministry priorities for the Agency; Board, Chair and President/CEO performance; emerging issues and opportunities; Agency high risks and action plans including direction on corrective action, as required; and the Agency's Business Plan and capital priorities.
  - i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate Minister or parliamentary assistant. The Minister should meet with the Chair at least twice per year, with one meeting focused on Agency, Board, Chair and President/CEO performance.
  - ii. If the Minister deems the Agency to be low risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Agency, Board, Chair and President/CEO performance.
- d. Informing the Chair of the Government's priorities and broad policy directions for the Agency and setting expectations for the Agency in the Annual Letter of Direction.
- e. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency.
- f. Reviewing the advice or recommendations of the Chair on candidates for appointment or re- appointment to the Board.
- g. Making Premier's prerogative recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for Agency appointments established by legislation and/or by MBC through the AAD.
- h. Determining at any time the need for a review or Audit of the Agency, directing the Chair to undertake reviews or Audits of the Agency on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of the Agency resulting from any such review or audit.

- i. Signing the Agency's MOU into effect after it has been signed by the Chair.
- j. Receiving the Agency's Annual Business Plan and approving or providing suggested changes to the plan no later than 30 calendar days from receiving it.
- k. Ensuring that the Agency's Business Plan is made available to the public no later than 30 calendar days after approving it.
- l. Receiving the Agency's Annual Report and approving the report no later than 60 calendar days of the Ministry's receipt of the report from the Agency.
- m. Ensuring that the Annual Report is tabled in the Legislative Assembly no later than 30 calendar days from approval and then made available to the public.
- n. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- o. Consulting, as appropriate, with the Chair (and others) on significant new directions or when the Government is considering regulatory or legislative changes for the Agency.
- p. Recommending to TB/MBC the application to the Agency of the OPS Procurement Directive.
- q. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.
- r. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed.
- s. Appointing one or more persons to review any of the activities or proposed activities of a corporation or any of its subsidiary corporations and to report on it to the Minister in accordance with section 12 of CIPA.

## 8.2 Chair

The Chair— is responsible to support the Board by:

- a. Providing leadership to the Board and ensuring that the Board carries out its fiduciary responsibilities for decisions regarding the Agency.
- b. Providing strategic leadership to the Agency by working with the Board to set the goals, objectives and strategic directions as outlined in the Annual Letter of Direction.
- c. Ensuring compliance with legislative and TB/MBC policy obligations.
- d. Reporting to the Minister, as requested, on the Agency's activities within agreed upon timelines, including an Annual Letter confirming the Agency's compliance with all applicable legislation, directives, and accounting, financial and I&IT policies.
- e. Meeting with the Minister at least quarterly on: Government and Ministry priorities for the Agency; Agency, Board and the President and CEO performance; emerging issues and opportunities; Agency high risks and action plans including direction on corrective action, as required; and the Agency Business Plan and capital priorities.
  - i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate Minister or parliamentary assistant. The Minister should meet with the Chair at least twice per year, with one meeting focused on Agency, Board and the President and CEO's performance.
  - ii. If the Minister deems the Agency to be low risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Agency, Board, Chair and the President and CEO's performance.
- f. Ensuring timely communications with the Minister regarding any issues or events that may concern or can reasonably be expected to concern the Minister in the exercise of their responsibilities relating to the Agency.
- g. Ensuring the Agency is fulfilling the government's priorities and expectations from the Annual Letter of Direction and achieving its key performance measures.
- h. Informing the Minister on progress on achieving the government's priorities and broad policy directions for the Agency as outlined in the Annual Letter of Direction.
- i. Working with the Minister to develop appropriate measures and mechanisms related to the performance of the Agency.

- j. Utilizing the Agency's skills matrix to advise the Minister of any competency skills gaps on the Board and providing recommendations for recruitment strategies, appointments, or re-appointments as needed, including advising the Minister on Appointee attendance and performance.
- k. Cooperating with any review or audit of the Agency.
- l. Requesting an external audit of the financial transactions or management controls of the Agency, at the Agency's expense, if required.
- m. Advising the Minister and Deputy Minister, annually at minimum, on any outstanding audit recommendations/issues.
- n. Sharing all audit engagement reports (including those prepared by their own internal audit function and/or those reported to the Chair) with the Minister and Deputy Minister (and when requested, with the President of the Treasury Board).
- o. Seeking strategic policy direction for the Agency from the Minister.
- p. Signing the Agency's MOU on behalf of the Board, along with the President and CEO.
- q. Submitting the Agency's Business Plan/Attestation Memo, budget, Annual Report/Attestation Memo, and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the Applicable Government Directives and this MOU.
- r. Ensuring that the Agency operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- s. Consulting with the Minister in advance regarding any activity which may have an impact on the government and the Government's policies, directives, or procedures, or on the Agency's mandate, powers or responsibilities as set out in the Constituting Instrument.
- t. Chairing Board meetings, including managing the Board's agenda.
- u. Reviewing the performance of the President and CEO annually in consultation with the Board and the Deputy Minister.
- v. Reviewing and approving claims for per diems and travel expenses for Board Members.
- w. Ensuring appropriate management systems (financial, information technology (including cyber security), human resources, and procurement) are in place for the effective administration of the Agency.



- x. Establishing and implementing artificial intelligence risk management in alignment with the principles of the Responsible Use of Artificial Intelligence Directive and requirements in section 6.3 of that Directive, ensuring that they fulfill the role outlined for “Provincial Agency Heads or Equivalent” in the Responsible Use of Artificial Intelligence Directive.
- y. Carrying out effective Public Communications and relations for the Agency as required by the Public Communications Protocol as set out in Appendix 1 of this MOU.
- z. Acknowledging the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Agency, and supporting a diverse and inclusive workplace within the Agency.
- aa. Ensuring that Board Members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- bb. Fulfilling the role of ethics executive for public servants who are government appointees to OCWA 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.

## 8.3 The Board

The Board is responsible for:

- a. Managing and controlling the affairs of the Agency.
- b. Ensuring that the Agency is governed in an effective and efficient manner and the Agency uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and directives and policies.
- c. Ensuring the Agency is fulfilling the government's priorities and expectations from the Annual Letter of Direction in the establishment of goals, objectives, and strategic directions for the Agency.
- d. Establishing robust performance measures, targets, and management systems, and monitoring and assessing the Agency's performance measures, targets and management systems.
- e. Governing the affairs of the Agency in fulfilling the government's priorities and expectations from the Annual Letter of Direction as set out in its approved business plan as described in section 10.1 (Business Plan) of this MOU, and the policy parameters established and communicated in writing by the Minister.
- f. Establishing the goals, objectives, and strategic directions for the Agency within its mandate as defined by CIPA, and Government policies as appropriate and this MOU.
- g. Directing the development of and approving the Agency's Business Plans for submission to the Minister within the timelines established by the AAD.
- h. Directing the preparation of and approving the Agency's Annual Reports for submission to the Minister for approval and tabling in the Legislative Assembly, within the timelines established by the AAD or the Agency's Constituting Instrument as applicable.
- i. 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.
- j. 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. In addition to the Audit and Finance Committee; the Business Transformation and Technology Committee; the Compliance and Operational Risk Management Committee; the First Nations Committee and the Human Resources, Governance and Nominating Committee, temporary task forces may also be established as necessary by the Board to provide guidance to management and oversee specific Agency initiatives.

- k. Recommending appropriate amendments, to the Act and the MOU through the Chair to the Minister.
- l. Seeking clarification, through the Chair, on any policy direction from the LGIC or directive from the Minister.
- m. Making recommendations to the Minister, through the Chair, with respect to possible candidates for the position of President/CEO.
- n. Ensuring that the Agency complies with its responsibilities regarding the creation, collection, maintenance, and disposition regarding Agency records.
- o. Ensuring, through the Chair, that all Members cooperate with auditors conducting audits of the business and affairs of the Agency by providing all requested information.
- p. Cooperating with the Ministry and the Government concerning the preparation and submission of any information or reports that may be requested by the Minister or TB/MBC related to the establishment of subsidiaries, and to the Agency's business outside of Ontario.
- q. Making decisions consistent with the Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.
- r. Ensuring the President and CEO is fulfilling their responsibilities as outlined in this MOU and the AAD.
- s. Reviewing the performance of the President and CEO annually in consultation with the Chair and the Deputy Minister.
- t. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Directives and policies.
- u. 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.
- v. Approving the Agency's MOU, and any amendments to the MOU, subject to TB/MBC approval, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of the Agency.
- w. 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.

- x. Where applicable, ensuring that conflict of interest rules that the Agency is required to follow, as set out in Ontario Regulation 381/07 under the PSOA (or as have been approved and published by the Integrity Commissioner on the Commissioner's website), are in place for the Members of the Board and employees of the Agency.
- y. Directing corrective action on the functioning or operations of the Agency, if needed.
- z. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.
- aa. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives, and strategic directions.
- bb. Providing advice to the government, through the Minister, on issues within or affecting the Agency's mandate and operations.
- cc. Ensuring that the responsibilities for the institution head are carried out as set out in Regulation 460 for the purposes of the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. F.31 as amended.
- dd. Appointing a CEO and setting performance objectives and remuneration terms linked to these objectives for the CEO which give due weight to the proper management and use of public resources.

## 8.4 Deputy Minister

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

The Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's oversight responsibilities for the Agency, including informing the Minister of policy direction, policies, and priorities of relevance to the Agency's mandate.
- b. Advising the Minister on the requirements of the AAD, ensuring governance and accountability documents accurately adhere to the requirements of the AAD, and other directives that apply to the Agency.
- c. Attesting to TB/MBC on the provincial Agency's compliance with the mandatory accountability requirements set out in the AAD and other Applicable Directives, the government's operational policies and policy directions based on the Annual Letter of Compliance from the Agency Chair to the Minister to the best of their knowledge and ability.
- d. Reporting/responding, within prescribed timelines, to TBS on compliance tracking.
- e. Informing the President and CEO in writing, of new government directives and any exceptions to, or exemptions in whole or in part from directives, government policies, or Ministry administrative policies.
- f. Ensuring regular briefings and consultations between the Chair and the Minister at least quarterly, and between the Ministry staff and the Agency staff as needed.
- g. Meeting with the Agency's President and CEO at least quarterly on matters of mutual importance, including emerging issues and opportunities, government priorities and progress on Annual Letter of Direction, Agency Business Plans and results and Agency high risks and action plans.
- h. Meeting with the Agency's President and CEO regularly and as required to discuss Certificate of Assurance exceptions and fraud instances and their related action plans.
- i. Supporting the Minister in reviewing the performance targets, measures, and results of the Agency.
- j. Signing the Agency's MOU, acknowledging their responsibilities.
- k. Undertaking reviews of the Agency as may be directed by the Minister.
- l. Cooperating with any review of the Agency as directed by the Minister or TB/MBC.
- m. Ensuring the review of and assessing the Agency's Business Plan and other reports.

- n. Requesting information and data as needed to fulfill obligations under the AAD.
- 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. Providing regular feedback to the Minister on the performance of the Agency.
- q. Providing annual feedback on the performance of the Agency and the President and CEO to the Chair.
- r. Supporting the Ministers and the Minister's offices in monitoring and tracking upcoming and existing vacancies on Boards, particularly where there is a legislated minimum number of Members and to maintain quorum.
- s. 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.
- t. 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.
- u. 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.
- v. Undertaking timely risk-based reviews of the Agency, its management, or operations, as may be directed by the Minister or TB/MBC.
- w. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category, and for each business line (as applicable).
- x. Consulting with the Agency's President and CEO as needed, on matters of mutual importance including services provided by the Ministry and compliance with Applicable Government Directives.
- y. Working with the President and CEO to address any issues that may arise.
- z. Arranging for administrative, financial, and other support to the Agency, as specified in this MOU.

## 8.5 President and Chief Executive Officer (CEO)

The President and Chief Executive Officer is responsible, through the Chair, for:

- a. Being accountable to the Board.
- b. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Agency in accordance with the mandate of the Agency, Applicable Government Directives and policies, accepted business and financial practices, and this MOU.
- c. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures, and guidelines.
- d. Advising the Chair on the requirements of and the Agency's compliance with the AAD, as well as other Applicable Government Directives and policies, and Agency by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements.
- e. Attesting to the compliance of the Agency with Applicable Government Directives and policies and supporting the Board to provide the statement of the Agency's compliance as referenced in subsection 8.2(d) of this MOU.
- f. Ensuring that the Agency meets the requirements of the AAD.
- g. Meeting with the Deputy Minister at least quarterly on matters of mutual importance, including emerging issues and opportunities; government priorities and progress on Annual Letter of Direction; Agency Business Plans and results; and Agency high risks and, the action plans and advice on corrective action as required.
- h. Meeting with the Deputy Minister or an approved delegate regularly and as required to discuss Certificate of Assurance exceptions and fraud instances and their related action plans.
- i. Keeping the Chair and the Board informed of operational matters and the implementation of policy and the operations of the Agency.
- j. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister, and the Chair in the exercise of their responsibilities.
- k. Translating the goals, objectives, and strategic directions of the Board, as set out in the Annual Letter of Direction, into operational plans and activities in accordance with the Agency's approved Business Plan.
- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board through the Chair.

- m. Undertaking timely risk-based reviews of the Agency's management and operations.
- n. Cooperating with a periodic review directed by the Minister or TB/MBC.
- o. Signing the Agency's MOU, along with the Chair, on behalf of the Board.
- p. Preparing the Agency's Annual Report and Business Plan as directed by the Board.
- q. Establishing and applying systems to ensure that the Agency operates within its approved Business Plan.
- r. 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 Agency's constituting instrument, and Applicable Government Directives.
- s. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies, and guidelines.
- t. Applying policies and procedures so that public funds are used with integrity and honesty.
- u. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- v. Providing information and reporting as requested by the Minister, Deputy Minister, Ministry and/or TBS, and within the timelines set out by the Minister, Deputy Minister, Ministry and/or TBS.
- w. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Chair.
- x. Seeking support and advice from the Ministry, as appropriate, on Agency management issues.
- y. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with the FIPPA and the *Archives and Recordkeeping Act, 2006, S.O. 2006, c. 34, Sched. A*, as amended where applicable.
- z. Carrying out effective public communications and relations for the Agency as required by the Public Communications Protocol set out in Appendix 1 to this MOU.
- aa. Promoting ethical conduct and ensuring that all Members of the Agency are familiar with the ethical requirements of the PSOA, and the regulations and directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.



- bb. Fulfilling the role of ethics executive for public servants, other than Government Appointees, who work in the Agency what falls under the ethical framework (oaths of office, disclosure of wrongdoing, conflict of interest and political activity). In this role, the President and CEO is required to inform the Minister.
- cc. Preparing financial reports for approval by the Board.
- dd. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- ee. Safeguarding and controlling the assets of the Agency, including intellectual property, and ensuring a record management system is in place.
- ff. Maintaining open lines of communication with the Deputy Minister to discuss any matters relating to the Agency.
- gg. Advising the Deputy Minister of potential business opportunities that would result in the Agency performing/providing services outside of the Province of Ontario.

## **9. Ethical Framework**

The Members of the Board who are appointed by the LGIC /Premier 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 they have a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflicts of interest.

The Chair, as the ethics executive for public servants who are government appointees and staff of the 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.

# 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, unless otherwise specified by TB/MBC, for approval by the Minister. The Annual Business Plan shall be in accordance with the requirements set out in the AAD.
- b. The draft Annual Business Plan is to be submitted to the Ministry's ADM and CAO no later than 90 calendar days prior to the beginning of the Agency's Fiscal Year start, and the Board-approved Business Plan is to be submitted to the Minister for approval no later than 30 calendar days prior to the beginning of the Agency's Fiscal Year.
- c. The Chair will ensure that the Annual Business Plan demonstrates the Agency's plans in fulfilling the government priorities set out in the Annual Letter of Direction. When the Business Plan is submitted to the Minister for approval, an attestation memo from the Chair must also be submitted that details how the Agency plans to achieve each Government priority.
- d. The Chair is responsible for ensuring that the Agency's Business Plan includes a system of performance measures and reporting on the achievement of the objectives set out in the Business Plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- e. The Chair will ensure that the Business Plan includes a summary of HR impacts, including the current number of employees expressed as full-time equivalents and the current number of executives.
- f. The Chair will ensure that the Business Plan includes a risk assessment and risk management plan. This will assist the Ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- g. The Chair will ensure that the Business Plan includes an inventory of the Agency's Artificial Intelligence use cases in accordance with the requirements of the Responsible Use of Artificial Intelligence Directive.
- h. The Chair will ensure that publicly posted Annual Business Plans do not disclose personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency. If necessary, this confidential

information, included in the Minister-approved Business Plan, may be redacted in the publicly posted version

- i. The Minister will review the Agency's 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 Annual Business Plan varies from government or Ministry policy or priorities as may be required, and the Chair, on behalf of the Board, will revise the Agency's plan accordingly. Business Plans are only to be considered valid once the responsible Minister has approved the plan and the approval has been expressed in writing.
- j. The Minister will approve or provide suggested changes to the Business Plan no later than 30 calendar days from the Minister's receipt of the Annual Business Plan. In certain circumstances, Minister approval may be given to only certain portions of a Business Plan as submitted by an Agency.
- k. The Parties acknowledge that TB/MBC may require the Minister to submit the Agency's Business Plan to TB/MBC for review at any time.
- l. The Chair, through the President and CEO, will ensure that the Minister approved Business Plan is made available to the public in an accessible format (to comply with the *Accessibility for Ontarians with Disabilities Act, 2005, S.O. 2005, c. 11 as amended*), in both official languages (to comply with the *French Language Services Act, R.S.O. 1990, c. F.32 as amended*), on the Agency's website no later than 30 calendar days from the Minister's approval of the Annual Business Plan.

## 10.2 Annual Reports

- a. The Chair will ensure that the Ministry is provided annually with the Agency's Annual Report. The Annual Report shall be in accordance with the requirements set out in the AAD.
- b. The Annual Report is to be submitted to the Ministry no later than 90 calendar days from the Agency's receipt of the audited financial statement from the Auditor General (the auditor of record).
- c. The Chair will ensure that the Annual Report includes a summary of HR impacts, including the number of employees expressed as full-time equivalents, and the number of executives.
- d. The Chair will ensure that publicly posted Annual Reports do not disclose personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.

- e. The Chair will ensure that the Annual Report demonstrates how the Agency has fulfilled the expectations and Government priorities set out in the Annual Letter of Direction. When the Annual Report is submitted to the Minister for approval, an Attestation Memo from the Chair must also be submitted that details how the Agency has achieved each government priority.
- f. The Minister will approve the Annual Report no later than 60 calendar days from the Ministry's receipt of the report and will table the report in the Legislative Assembly no later than 30 calendar days from approval.
- g. The Chair, through the President and CEO, will ensure that the Minister approved Annual Report is publicly posted in an accessible format (to comply with the *Accessibility for Ontarians with Disabilities Act, 2001, S.O. 2001, c. 32 as amended*), in both official languages (to comply with the *French Language Services Act, R.S.O. 1990, c. F.32 as amended*), on the Agency's website after the report has been tabled in the Legislative Assembly and no later than 30 calendar days from the Minister's approval of the Annual Report.
- h. When distributing Annual Reports, digital formats and channels for distribution must be used unless otherwise required (e.g., by directive, legislation).

## **10.3 Human resources and compensation**

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

## **10.4 Other Reports**

The Chair is responsible on behalf of the Board for:

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

## 11. Public Posting Requirements

- a. The Agency, through the Chair on behalf of the Board, will ensure that the following approved governance documents are posted in an accessible format (to comply with the *Accessibility for Ontarians with Disabilities Act, 2005, S.O. 2005, c. 11* as amended), in both official languages (to comply with to the *French Language Services Act, R.S.O. 1990, c. F.32* as amended), on the Agency's website no later than the specified timelines specified below:
  - I. MOU– 30 calendar days of signing by all Parties
  - II. Annual Letter of Direction – no later than the corresponding Annual Business Plan
  - III. Annual Business Plan – 30 calendar days of the Minister's approval
  - IV. Annual Report – 30 calendar days of Minister's approval (the report must first be tabled in the Legislative Assembly).
- b. Posted governance documents should not disclose personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets or scientific information, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- c. The Agency, through the Chair on behalf of the Board, will ensure that the expense information for Members and senior management staff are posted on OCWA's website, in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive.
- d. The Agency, through the Chair on behalf of the Board, will ensure that any other applicable public posting requirements are met.

## 12. Communications and Issues Management

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

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

- a. The Chair, and the President and CEO, will consult with the Minister, in a timely manner, of all planned announcements, events or issues, including contentious matters, that concern or can be reasonably expected to concern the Minister in the exercise of their responsibilities.
- b. The Minister will advise the Chair, and the President and CEO, 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 will advise the Chair, and the President and CEO, who will consult with the Minister on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions as they relate to the Agency's mandate and functions.
- d. The Minister and the Chair will meet at least quarterly on Government and Ministry priorities for the Agency; Agency, Board, Chair and President and CEO performance; emerging issues and opportunities; Agency high risks and action plans including direction on corrective action, as required; and the Agency's Business Plan and capital priorities.
  - i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an Associate Minister or parliamentary assistant. The Minister should meet with the Chair at least twice per year, with one meeting focused on the Agency, Board, Chair, and the President and CEO's performance.
  - ii. If the Minister deems the Agency to be low risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on Agency, Board, Chair, and the President and CEO's performance.

- e. The Deputy Minister and the President and CEO will meet at least quarterly to discuss matters of mutual importance including emerging issues and opportunities; Government priorities and progress on the Annual Letter of Direction; Agency Business Plans and results; Agency high risks, and the action plan and advice on corrective action as required.
  - i. The Deputy Minister and the President/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 comply with the Public Communications Protocol set out in Appendix 1 to this MOU for ongoing issues management, Public Communications, and paid advertising.



## **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 Government Directives and policies. This includes, but is not limited to, the list of directives and policies found on the AGNES and the InsideOPS Directives and Policies page.
- b. The Ministry will inform the Agency of amendments or additions to legislation, government directives, policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all legislation, government directives, policies, and guidelines to which it is subject. Information on corporate direction is available on the InsideOPS Directives and Policies page.
- c. All agencies are part of Government and are required to comply with legislation, government directives, policies, and guidelines applicable to them. Further, Agencies may be required to ensure that their directives and policies adhere to certain government directives, policies, and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.
- d. Procurement:
  - I. The OPS Procurement Directive applies in full to the Agency.
  - II. The Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services applies in full.
- e. The Agency must comply with corporate direction including the Transfer Payment Accountability Directive and the Transfer Payment Operational Policy and financial/accounting directives and policies.
- f. The Chair, on behalf of the Board, is responsible for ensuring that clear expectations are established for transfer payment recipients, and for ensuring effective diligence when setting up and monitoring transfer payment contracts to ensure public services are delivered, commitments are fulfilled, and the right controls are in place to ensure the prudent use of taxpayers' money.

### **13.2 Administrative and Organizational Support Services**

- a. All agencies are part of government and are required to comply with legislation, government directives, policies, and guidelines applicable to them. Further, agencies may be required to ensure that their directives and policies adhere to certain government directives, policies, and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.

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

#### **For Commission Public Bodies:**

- c. The Deputy Minister is responsible for providing the Agency with the administrative and organizational support services, and for negotiating with Ontario Shared Services concerning these services, as appropriate.
- d. The Deputy Minister will ensure that the support or services provided to the Agency are of the same quality as those provided to the Ministry's own divisions and branches.

### **13.3 Agreements with Third Parties**

- a. The Agency agrees to adhere to all applicable TB/MBC, PSC and other Government directives when entering into agreements with third parties.
- b. The Agency must ensure that prior to entering into any agreement with Third Parties that the following formalities are undertaken:
  - a. the Agency has confirmed that correct signing authority for the Agency will be executing the third-party agreement.
  - b. The Agency will keep the Director of the Business and Fiscal Planning Branch, advised – in a timely manner – of any debt collection court actions that it plans to initiate with respect to a material debt owing to the Agency under a third-party agreement.
  - c. When acquiring any goods or services from Third Parties, the Agency shall follow all applicable TB/MBC procurement directives and guidelines and any LGIC policies, and Minister directives related to procurement.
  - d. The President and CEO is accountable to the Board for any agreement entered into with Third Parties and the management of Third Parties as per the agreement with the Agency.
  - e. Pursuant to section 28 of the *Financial Administration Act, R.S.O. 1990, c. F.12 as amended*, 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 without the written approval of the Minister of Finance. Subject to the prior approval of the Minister, the Ministry will seek the Minister of Finance's approval on behalf of the Agency.

- f. The Chair, on behalf of the Board, is responsible for ensuring that the legal, financial, and other interests of the Government related to Intellectual Property are protected in any contract that the Agency may enter with a Third-Party that involves the creation of Intellectual Property.

## 13.4 Legal Services

- a. The Agency shall be responsible for the provision of its own legal services independent from the Ministry.

## 13.5 Creation, Collection, Maintenance and Disposition of Records

- a. The Chair, on behalf of the Board, is responsible for ensuring that a system is in place for the creation, collection, maintenance, and disposal of records.
- b. The Board, through the Chair, is responsible for ensuring that the Agency complies with all government legislation, Applicable Government Directives and policies related to information and records management.
- c. The President and CEO, the Chair, and the Board, are accountable for 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, database data sets, and all records stored on personal computers and shared drives.
- d. The Chair, on behalf of the Board, is responsible for ensuring measures are implemented requiring the Agency's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies, and programs.
- e. The Board, through the Chair, is responsible for ensuring that the Agency complies with the *Archives and Recordkeeping Act, 2006*, S.O. 2006, Chapter 34, Schedule A as amended.

## 13.6 Cyber Security

The Agency:

- a. is responsible and accountable for the ownership and management of cyber security risks and related impacts within their organization.
- b. must ensure adequate systems, protocols and procedures are established and maintained to ensure cyber resilience, recovery, and maturity.
- c. should regularly review and update its cyber security practices and protocols d to address new and emerging cyber security threats.

- d. should align with any applicable policies and standards issued by the OPS, such as the Government of Ontario Information Technology Standards (GO-ITS) 25.0 and any other relevant GO-ITS standards, Corporate Policy on Information Sensitivity Classification, Corporate Policy on Cyber Security and Cyber Risk Management, Governance and Management of Information and Data Assets Directive, Governance and Management of Information Technology Directive.

## **13.7 Intellectual Property**

Intellectual property means information and the rights which protect it. These rights include copyright, trademark, patent, and other forms of intellectual property protection. The Managing, Distributing and Pricing Government Information (Intellectual Property) Directive provides guidance on the application and requirements with respect to intellectual property produced by or for agencies.

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

## **13.8 Freedom of Information and Protection of Privacy**

- a. The Chair and the Minister acknowledge that the Agency is bound to follow the requirements set out in the FIPPA in relation to the collection, retention, security, use, distribution, disclosure, access and correction and disposal of records.
- b. The President and CEO is the institution head for the purposes of the FIPPA.

## **13.9 Service Standards**

- a. The Agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry, and the OPS.
- b. The Chair will ensure that the Agency delivers its services at a quality standard that reflects the principles and requirements of the OPS Service Directive.
- c. The Chair will ensure that the Agency designs, delivers and implements its digital services, whether internally built or procured, to reflect the principles and requirements outlined in the Digital and Data Directive, including Ontario's Digital Service Standard.
- d. The Agency will have in place a formal process for responding to complaints about the quality of services received by clients of the Agency consistent with the Government's service quality standards.
- e. The Agency's Annual Business Plan will include performance measures and targets for client service and the Agency's response to complaints.

## 13.10 Diversity and Inclusion

- a. The Agency, through the Chair on behalf of the Board, acknowledges the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Agency.
- b. The Chair, on behalf of the Board, will support a diverse and inclusive workplace within the Agency by:
  - i. Developing and encouraging diversity and inclusion initiatives to promote an inclusive environment free of workplace discrimination and harassment; and
  - ii. Adopting an inclusive process to ensure all voices are heard.
- c. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with the *Human Rights Code*, *Accessibility for Ontarians with Disabilities Act, 2005*, S.O. 2005, c. 11, *French Language Services Act*, R.S.O. 1990, c. F.32, and the *Pay Equity Act*, c. P.7 as amended.

## 14. Financial Arrangements

### 14.1 General

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

- a. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to Section 16.4 (Payment of surplus funds into consolidated revenue fund) of the *Financial Administration Act*, R.S.O. 1990, c. F.12, as amended, the Agency shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- b. Pursuant to section 28 (Transactions that increase provincial liabilities) of the *Financial Administration Act*, R.S.O. 1990, c. F.12, as amended, 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 without the approval of the Minister of Finance and/or the President of the Treasury Board. The Minister's approval is required before seeking statutory approval from the Minister of Finance or President of the Treasury Board.
- c. The Agency's approved operating and capital allocations may be adjusted in a given Fiscal Year if in-year fiscal constraints are ordered by Cabinet or the Minister. The Agency will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss the changes with the Ministry before making such changes.
- d. The Agency will report to TBS when it has sought external advice on matters where:
  - (i) the effectiveness of the advice depends on a particular accounting treatment or presentation in the financial statements;
  - (ii) the outcome or consequences of the advice has or will have a material effect on the financial statements; and
  - (iii) where there could be reasonable doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.

The President and CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.



## 14.2 Funding

- a. The Agency a self-sustaining entity, does not, as a regular course of business, contribute resources to or draw resources from the Government's consolidated revenue fund (CRF). OCWA generates operating revenues solely through the fulfillment of contractual obligations to its clients.
- b. The Agency's investment income is comprised of income from short-term and long-term investments, overnight cash balances and loans receivable.
- c. 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.
- d. As per the Agency's by-law #1 – with respect to the custody of securities – all shares and securities owned by the Agency shall be lodged (in the name of the Agency) with a chartered bank or trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.
- 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

The Chair, on behalf of the Board, shall provide, on instruction from the Minister of Finance, the Agency's financial information for consolidation into the Public Accounts.

- 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 Board directs the preparation of, and reviews and approves, the Agency's Annual Report and Business Plan, in-year updates to the Business Plan and any other financial forecasts or reports required by the Minister and through the Chair, recommends them to the Minister.
- c. The Chair, on behalf of the Board, provides to the Minister the Agency's Business Plan and in-year changes to the Business Plan; Annual Report; financial reports; and, any other information or report requested by the Minister, in accordance with submission dates specified in the applicable TB/MBC and MOF directives, and this MOU or as otherwise specified by the Minister.
- d. The Agency shall submit quarterly financial statements which includes expenditure budget-variance reporting to the Minister on a quarterly basis, once the reports have been approved by the Board.
- e. The Agency will submit its salary information to the Ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996, S.O. 1996, c. 1, Sched. A.* as amended.

## **14.4 Taxation Status: Harmonized Sales Tax (HST)**

### **14.4.1 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.

### **14.4.2 Payment of HST**

The Agency is listed on Schedule A of the Canada-Ontario Reciprocal Taxation Agreement and may claim HST Government Rebates in respect of any HST paid or payable by the Agency, subject to any restrictions specified by Finance Canada.

- a. The Agency will not claim an HST Government Rebate in respect of HST paid or payable by it for which it has claimed a refund, input tax credit or other rebate under the Federal *Excise Tax Act*.
- b. The Agency is responsible for providing the Ministry of Finance and/or the CRA, upon request, with any information necessary to determine the amount of an HST Government Rebate.
- c. The Agency is responsible for informing the Ministry of Finance within 30 days if its name is changed, it merges with another Agency, its mandate or major activities are significantly changed, it undergoes a significant reorganization or change to its legal structure, and/or if it ceases operations or is dissolved.

## **14.5 Realty**

- a. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with the MBC Realty Directive.
- b. Appendix B of the Realty Directive sets out the Mandatory Office Space Standards and Office Space Planning Practices that must be complied with when acquiring space for accommodation and program purposes.
- c. With respect to agreeing to transfer property, according to subsection 10 (1) of CIPA, despite any other Act, real or personal property used, owned or occupied by the Crown in connection with the carrying out of an activity to be carried out by a corporation or any of its subsidiary corporations may be transferred to the corporation or subsidiary, with or without consideration, upon such terms as are approved by Treasury Board.

### **CIPA Section 10 – Limitation re real property, Ontario Financing Authority**

(2) Subsection (1) is, with respect to the Ontario Financing Authority, subject to any limits imposed by section 11.0.1 of the *Ministry of Infrastructure Act, 2011*. 2023, c. 5,

*Sched. 2, s. 6 (2)* as amended.

- d. The Chair recognizes that all lease agreements for agencies without realty authority are under the administration and control of the Minister of Infrastructure.
- e. The Agency will align hybrid work policies with the OPS and identify and assess office optimization opportunities to reduce the office realty footprint and find cost reductions.

# 15. Audit and Review Arrangements

## 15.1 Audits

- a. The accounts of the Agency shall be audited annually by the Auditor General of Ontario and be prepared in accordance with generally accepted accounting principles at the expense of the Agency. Audited financial statements will be included in the Agency's Annual Report.
- b. The Agency is subject to periodic review and value-for-money audits by the Auditor General of Ontario under the *Auditor General Act, R.S.O. 1990, c. A.35*, as amended, or by the Ontario Internal Audit Division of Treasury Board Secretariat.
- c. The Agency can request and/or must accept the provision of internal audit services by the Ontario Internal Audit Division in accordance with the Internal Audit Directive.
- d. Regardless of any previous or annual external audit, the Minister, or the Chair (on behalf of the Board) may direct that the Agency be audited at any time. The results of such an audit should be shared by the Chair to the Minister in accordance with article 8.2.
- e. An Agency will share all engagement reports (including those prepared by their own internal audit function and/or those reported to the Chair) with their respective Minister and Deputy Minister and when requested, with the President of the Treasury Board. The Agency will advise the respective Minister and Deputy Minister annually, at a minimum, on any outstanding recommendations/issues.
- f. An Agency will share its approved audit plan with their respective Minister and Deputy Minister, and when requested, with the President of the Treasury Board to support understanding of agency risks.
- g. The Chair, on behalf of the Board, may request an external audit of the financial transactions or management controls of the Agency, at the Agency's expense.
- h. The Board shall ensure, through the Chair, that all Members of the Agency cooperate with auditors conducting an audit of the business and affairs of the Agency and will provide all requested information.

## 15.2 Other Reviews

The Agency is subject to periodic review initiated at the discretion and direction of TB/MBC or the Minister. The review may cover such matters relating to the Agency that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Agency, including finance, human resources/labour relations and Agency processes.

- a. In requiring a periodic review, the Minister or TB/MBC shall determine the timing and responsibility for conducting the review, the roles of the Chair, the Board, and the Minister, and how any other parties are involved.
- b. A mandate review of the Agency will be conducted at least once every six years. The date of the next review will be in accordance with the next review cycle.
- c. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.
- d. The Chair and President and CEO and Board will cooperate in any review.
- e. In the event of a review initiated at the direction of the Minister, the Minister shall submit any recommendations for change that are developed from the results of the review regarding the Agency to TB/MBC for consideration.

## **16. Staffing and Appointments**

### **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. Agency staff shall be public servants employed under Part III of the PSOA and eligible for all the rights and benefits under the PSOA, applicable TB/MBC and MOF directives, and relevant collective agreements. Any variance from employment under the PSOA requires the prior approval of TB/MBC and appropriate changes to the Act.
- b. The Agency, in its dealings with staff employed under Part III of the *Public Service of Ontario Act, 2006, S.O. 2006, c. 35, Sched. A*, as amended, is subject to MBC human resource directives and Public Service Commission directives under the PSOA.
- c. The agency will provide to TBS workforce, compensation and operational data as set out in the AAD Operational Policy.

### **16.3 Designated Executives**

The Agency shall provide total compensation to its Designated Executives, including the President and CEO, in accordance with the legislation, directives, policies and guidelines applicable to them.

## 16.4 Appointments

- a. The Chair and one or more vice-chairs are designated by the Lieutenant Governance in Council pursuant to section 5 of CIPA.
- b. The Members of the Agency are appointed by the Lieutenant Governor in Council pursuant to section 5 of CIPA.
- c. A Board shall be composed of its Chair and at least four and not more than twelve other Members.
- d. An appointed Member shall hold office at pleasure for a term not exceeding three years and may be reappointed for successive terms not exceeding three years each.
- e. Subject to the by-laws of the corporation, a majority of the Members of the Board constitutes a quorum for the transaction of business.
- f. The Chair must utilize the Agency's skills matrix and recruitment strategy in advising the Minister of any competency skills gaps on the Board and providing any recommendations for appointments or re-appointments, including advising the Minister on Appointee attendance and performance.

## 16.5 Remuneration

- a. A Member, who is not a public servant, employed under Part III of the PSOA, shall be paid such remuneration and expenses as are determined by the Lieutenant Governance in Council.
- b. Appointees are remunerated according to Schedule A, Level 2 of the AAD. The Chair is remunerated at a per diem rate of \$350 per day and the Members are each remunerated at a per diem rate of \$200 per day.
- c. Board Members who are not Ontario Government employees will receive remuneration as determined by the Lieutenant Governor in Council for Ontario for meeting days and time required for official Board business and will receive reimbursement for reasonable expenses in accordance with TB/MBC directives and guidelines.
- d. Travel expenses of Board Members must comply with the MBC Travel, Meal and Hospitality Expenses Directive which includes the posting of expenses incurred by Appointees, the President and CEO and the senior management team that reports directly to the President and CEO. Reasonable expenses shall be reimbursed. Expenses for Board Members under the Directive are subject to requirements for public disclosure of expense information.
- e. Board Members who are Ontario Government employees will not receive additional remuneration for time served on the Board but may receive reimbursement for reasonable expenses in accordance with TB/MBC directives and guidelines.



# 17. Risk Management, Liability Protection, and Insurance

## 17.1 Risk Management

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

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

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

### 17.1.1 Artificial Intelligence Risk Management

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

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

availability requirements of all information and that systems can adequately safeguard or dispose of information according to its sensitivity level.

## **17.2 Liability Protection and Insurance**

- a. As set out in CIPA, section 136 (Indemnification) of the *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended, applies with necessary modifications to the Agency and to the Board. Indemnification in favour of Members is to be provided by the Agency as set out in the AAD. The Minister of Finance or the President of the Treasury Board is required to approve such indemnity.
- 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 agents, and from anything done or omitted to be done where bodily or personal injury, death, or property damage, including loss of use thereof, is caused.
- c. The Agency will cause its insurers to provide to both the Agency and the Ministry certificates of insurance, or other proof as may be requested by the Agency or the Ministry, that confirms the insurance coverage as provided for in section 17.2 (Liability Protection and Insurance) of this MOU and renewal replacements on or before the expiry of any such insurance.
- d. OCWA treats litigation risk by transferring it through insurance while retaining the amounts of the deductibles. OCWA has commercial general liability insurance; property insurance; boiler and machinery coverage; environmental coverage; coverage for professional services; and Directors and Officers liability insurance. Coverage and deductibles may be updated periodically as the market warrants.
- e. OCWA's insurance coverage is reviewed annually by the Executive Management Team.
- f. OCWA is also a WSIB registrant providing insurance for its employees and requiring proof of insurance of OCWA's subcontractors.
- g. OCWA further controls the risk by following the *Ontario Health and Safety Act* which is overseen by the Health and Safety Group.
- h. Before OCWA agrees to undertake a particular engagement under a contract or a tender, OCWA's operations staff perform internal and onsite inspection of the premises to identify and assess any health risks and any pre-existing conditions that may have an impact on human health.
- i. Prior to bidding on project work, risks identified during the pre-inspection are reviewed and assessed before a decision is made to bid on a contract.

## **18. Compliance and Corrective Actions**

- a. Open and consistent communication between the Agency and the Ministry and their responsible Ministry helps ensure that Government priorities and directions are clearly understood. This helps to manage risks or issues as they arise.
- b. Situations may arise through the course of monitoring where corrective action is required. Corrective action refers to the steps taken to remedy non-compliance with the AAD. Corrective action supports Agencies in delivering on desired outputs and/or outcomes, and meeting the terms and conditions established by the AAD.
- c. If a Ministry initiates corrective action, it must be progressive in nature and in proportion to the risk associated with the degree of non-compliance. The degree of corrective action should only be increased if the Agency's non-compliance continues. It is important that Ministries document all actions and provide timely and clear communication to the Agency Chair or senior executives relating to potential corrective actions. This may include Letters of Direction by the accountable Minister and/or the President of the Treasury Board as required.
- d. Before engaging in more severe corrective actions, Ministries must consult with TBS and legal counsel.

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

- a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it and continues in effect until it is revoked or replaced by a subsequent MOU signed by the Parties.
- b. A copy of the signed MOU and any successor MOU must be provided to the Secretary, TB/MBC, no later than seven calendar days from being signed.
- c. Upon a change in Minister, Deputy Minister, Chair or President and CEO (or equivalent) of a Board-Governed Agency, the newly appointed individual must review and sign this MOU no later than four months from the new appointment.

## Signatures

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

**Sarah**  
**Harrison**  
Digitally signed by Sarah  
Harrison  
Date: 2025.05.12 09:15:41  
-04'00'

Deputy Minister  
Ministry of the Environment, Conservation and Parks

\_\_\_\_\_

Date

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

Iman  
Hashemi



Digitally signed  
by Iman Hashemi  
Date: 2025.01.24  
16:53:58 -05'00'

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Agency President and CEO

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Date

# Appendix 1: Public Communications Protocol

## 1. Purpose

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

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

## 2. Definitions

- a. **"Agency"** means the Ontario Clean Water Agency
  - b. **"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 or interview to be broadcast.
    - Printed form, such as a hard copy report.
    - Electronic form, such as a posting to a website.
    - Paid advertising, such as digital or print campaign.
  - c. 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. Note: OCWA has its own website and identifies itself 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.
    - The Agency lead is the President and CEO.

5. For the purpose of this protocol, public communications are divided into three categories:

a. **Media responses or communications products related to the routine business** of the Agency and its programs that **do not** have direct implications for either the Ministry or the government or could not be considered a government priority.

- Media responses, news releases or other communications products are to be shared with the Ministry lead on an appropriate and timely cadence (i.e., daily) who will circulate as appropriate to other individuals within the Ministry.
- OCWA responds to all media requests on operational issues with respect to facilities operated by OCWA (including odour issues, colored water etc.) without seeking approval of the MECP. OCWA staff notify the OCWA President and CEO who notifies the DM of any media request.
- A copy of the communication is later provided to MECP's communication department (Issues Management Media spokesperson.)
- **Note:** Funding related announcement are not considered routine business and must be escalated to category B. Contentious issues must be escalated to category C.

b. **Communications products and/or plans where provincial or ministerial messaging on government priorities would enhance the Agency's or the government's profile** or would provide opportunities for local government announcements.

- **For all non-contentious items that might generate media interest**, the Agency lead will notify the Ministry lead of upcoming communications plans and products a minimum of three (3) business weeks in advance.
- **Non-contentious media responses** are to be shared with the Ministry lead on an appropriate and timely cadence (i.e., daily) who will circulate as appropriate to other individuals within the Ministry. Contentious media responses follow the process below.

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

6. Advertising

- To deliver on the long-range demands of planning advertising, the Agency will provide the Ministry with its annual marketing plan three months in advance of its start date (on the Agency's Fiscal Year).
- Agency to share campaign briefs with the Ministry a minimum of two weeks in advance of briefing creative/media (Agency) partners. Ministry to ensure alignment on campaign objectives and messaging.
- Advertising materials and campaigns can be reviewed by the Ministry's MO.
- Final messaging and creative to be shared with the Ministry at least two weeks before going live.