

Memorandum of Understanding
Between the
Minister of Education
And the
Chair of the Ontario Educational Communications Authority

2021

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

1. Purpose

- a. The purpose of this Memorandum of Understanding (MOU) is to:
 - Establish the accountability relationships between the Minister of Education and the Chair of the Ontario Educational Communications Authority on behalf of the Agency.
 - Clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, the Chief Executive Officer (CEO), and the Agency's Board of Directors.
 - Clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between the Ontario Educational Communications Authority and the Ministry of Education.
- b. This MOU should be read together with the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12. This MOU does not affect, modify or limit the powers of the Agency as set out under the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, or interfere with its responsibilities 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 April 8, 2015.

2. Definitions

In this MOU:

- a. "AAD" means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive;
- b. "Act" means *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 that governs the Agency;
- c. "Agency" or "Provincial Agency" means the Ontario Educational Communications Authority, which is also known as TVO;
- d. "Annual Business Plan" means the Annual Business Plan described under article 10.1 of this MOU;
- e. "Annual Report" means the Annual Report referred to in article 10.2 of this MOU;
- f. "Applicable Government Directives" means the Government directives, policies, standards and guidelines that apply to the Agency, as may be amended or replaced from time to time, which are listed in Appendix 2 to this MOU;
- g. "Appointee" means a member appointed to the Agency by the Lieutenant Governor in Council, but does not mean an individual employed or appointed by the Agency as staff;
- h. "Board" means the Board of Directors of the Ontario Educational Communications Authority;

- i. “CEO” means the Chief Executive Officer of the Agency;
- j. “Chair” means the Chair of the Ontario Educational Communications Authority;
- k. “Constituting instrument” means the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 that established the Agency;
- l. “Deputy Minister” means the Deputy Minister of Education;
- m. “Distance education programs” means programs to provide courses of study online, through correspondence, or by other means that do not require the physical attendance by the student at a school and that are prescribed under paragraph 2 of subsection 8 (1) of the Education Act or are approved by the Minister of Education;

Note: The above definition (m) of “distance education programs” will become effective on a day to be named by proclamation of the Lieutenant Governor (See: 2020, c. 18, Sched. 14, s.1).

- n. “Executive Council Act” means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- o. “Fiscal Year” means the period from April 1 to March 31;
- p. “Government” means the Government of Ontario;
- q. “MBC” means the Management Board of Cabinet;
- r. “Member” means a member of the Ontario Educational Communications Authority;
- s. “Minister” means the Minister of Education or such other person who may be designated from time to time as the responsible minister in relation to this MOU in accordance with the *Executive Council Act*, R.S.O. 1990, c.E.25, as amended;
- t. “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*, as amended;
- u. “Ministry” means the Ministry of Education or any successor to the Ministry;
- v. “MOU” means this memorandum of understanding signed by the Minister and the Chair;
- w. “Other acts” mean the *Accessibility for Ontarians with Disabilities Act, 2005*, S.O. 2005 c. 11, the *Bank Act*, S.C. 1991, c. 46, the *Broadcasting Act*, S.C. 1991, c. 11, the *Cooperative Credit Associations Act*, S.C. 1991, c 48, the *Corporations Act*, R.S.O. 1990, c. C.38, the *Credit Unions and Caisses Populaires Act, 1994*, S.O. 1994, c. 11, the *Crown Agency Act*, R.S.O. 1990, c. C.48, the *Excise Tax Act* R.S.C., 1985, c. E-15, the *Education Act*, R.S.O. 1990, c. E.2, the *Financial Administration Act*, R.S.O. 1990, c. F.12, the *Loan and Trust Corporations Act*, R.S.O. 1990, c. L.25, the *Public Accounting Act, 2004*, S.O. 2004, c. 8, and the *Public Sector Salary Disclosure Act, 1996*, S.O.1996, c. 1, Sched. A.;
- x. “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;
- y. “PSC” means the Public Service Commission;

- z. "PSOA" means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;
- aa. "TBS" means the Treasury Board Secretariat;
- bb. "TB/MBC" means the Treasury Board/Management Board of Cabinet.

3. Agency's Legal Authority and Mandate

- a. The legal authority of the Ontario Educational Communications Authority is set out in *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, and in O. Reg. 392/02, Distance Education Programs, made pursuant to the Act.
- b. The Ontario Educational Communications Authority is a licensed television broadcaster under the *Broadcasting Act*, S.C. 1991, c. 11, as amended.
- c. The Ontario Educational Communications Authority also exercises powers and authority under certain sections of the *Corporations Act*, R.S.O. 1990, c.38 and under the direction of the Canadian Radio-television and Telecommunications Commission (CRTC) in Order-in-Council P.C. 1985-2108, as amended.
- d. The Provincial Agency's mandate is set out in the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, which provides that the objects of the Agency is to:
 - i) initiate, acquire, produce, distribute, exhibit or otherwise deal in programs and materials in the educational broadcasting and communications fields;
 - ii) engage in research in those fields of activity consistent with the objects of the Agency under clause (i);
 - iii) discharge such other duties relating to educational broadcasting and communications as the Board considers to be incidental or conducive to the attainment of the objects mentioned in clauses (i) and (ii);
 - iv) establish and administer distance education programs;

Note: The below clauses (v) and (vi) will become effective on a day to be named by proclamation of the Lieutenant Governor (See: 2020, c. 18, Sched. 14, s.2).

 - v) to support the establishment, administration and coordination of distance education programs by or with prescribed persons or entities; and
 - vi) to discharge any prescribed duties.
- e. As part of this mandate, the Agency operates the Independent Learning Centre to deliver distance education programming to students of all ages to support their lifelong learning through a range of flexible, high-quality programs, including credit courses that can be used to obtain the Ontario Secondary School Diploma. Lifelong learning is understood as the continuous development of skills, knowledge, and understanding that are essential for employability and personal development.

- f. The Agency is the province's English-language public educational media organization and a trusted source of interactive educational content that informs, inspires, and stimulates curiosity and thought, empowering Ontarians to be engaged citizens of Ontario through educational media.

4. Agency Type and Public Body Status

- a. The Agency is designated as a board governed provincial agency under the Agencies and Appointments Directive.
- b. The Agency is prescribed as a public body in accordance with Ontario Regulation 146/10 under the *Public Service of Ontario Act, 2006*.

5. Corporate Status and Crown Agency Status

- a. The Agency is a Crown agency within the meaning of the *Crown Agency Act*.
- b. The Provincial Agency is a corporation without share capital that has the capacity, rights, powers and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 and/or limitations imposed by Treasury Board/Management Board of Cabinet.
- c. Without limiting the generality of the powers described in 5b, the Agency may enter into agreements or contracts concerning the broadcasting, production, and distribution of educational programs, and any other arrangements that it considers necessary for the purposes of carrying out the objects which are contained in the *Act*.
- d. The *Corporations Act* applies to the Agency, subject to certain exceptions set out in the *Act*.

6. Guiding Principles

The parties agree to the following principles:

- a. The Minister recognizes that the Agency exercises powers and performs duties in accordance with its legal mandate under the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12.
- b. The Minister recognizes that the Agency plays a meaningful role in the development of the policies and programs of the Government, as well as in the implementation of those policies and delivery of programs.
- c. The Minister will recognize and respect the programming, editorial, and journalistic independence of TVO. This includes recognizing and respecting the regulatory requirement of the CRTC that the Agency be independent to the extent required by the Direction to the CRTC for broadcasting purposes (Order-in-Council P.C. 1985-2108), as amended. No requirement under this MOU will result in the abrogation of that independence.

- d. The Board of Directors acknowledge that it is accountable, through the Minister, to the Legislative Assembly in exercising its mandate. Accountability is a fundamental principle to be observed in the management, administration and operations of the Agency. The Board of Directors acknowledges that it is accountable to the Minister, through the Chair, for governance and oversight of the Agency.
- e. As an agency of the Government of Ontario, the Agency conducts itself according to the management principles of the Government. These principles include ethical behaviour; prudent, effective and lawful use of public resources; fairness; high quality service to the public; and openness and transparency to the extent allowed under the law.
- f. The Minister and the Board of Directors, through the Chair are committed to a strong agency that is empowered to fulfill its statutory mandate efficiently and effectively. They share the goal of establishing and maintaining a co-operative relationship that facilitates the efficient administration of the Agency and fulfillment of its statutory responsibilities.
- g. The Agency and the Ministry agree to avoid duplication of services wherever possible.
- h. The Agency and the Ministry will work together in a mutually respectful manner.
- i. The Agency will comply with the *Education Act*, R.S.O. 1990, c. E.2 as it applies to the operation of the Independent Learning Centre.

7. Accountability Relationships

7.1 MINISTER

The Minister is accountable:

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

7.2 CHAIR

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

- a. To the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, this MOU, and applicable TB/MBC, PSC and Government directives.
- b. For reporting to the Minister, as requested, on the Agency's activities.

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

7.3 BOARD OF DIRECTORS

The Board of Directors is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency within its mandate; and for carrying out the roles and responsibilities assigned to it by the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, this MOU, and applicable TB/MBC, PSC and other Government directives.

7.4 DEPUTY MINISTER

The Deputy Minister is accountable to the Secretary of the Cabinet and the Minister for the performance of the Ministry in providing administrative and organizational support to the Agency and for carrying out the roles and responsibilities assigned by the Minister, the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, this MOU, and applicable TB/MBC, PSC and Government directives.

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

7.5 CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer (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 CEO works under the direction of the Chair to implement policy and operational decisions. The CEO reports the Agency's performance results to the Board, through the Chair.

8. Roles and Responsibilities

8.1 MINISTER

The Minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Agency.
- b. Reporting and responding to TB/MBC on the Agency's performance and compliance with applicable TB/MBC directives, the Government's operational policies and policy directions.
- c. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.

- d. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed.
- e. Meeting with the Chair to discuss issues relating to the fulfilment of the Agency's mandate.
- f. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency.
- g. Reviewing the advice or recommendation of the Chair on candidates for appointment or re-appointment to the Board.
- h. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for Agency appointments established by legislation and/or by MBC through the AAD.
- i. Determining at any time the need for a review or audit of the Agency, directing the Chair to undertake reviews of the Agency on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of the Agency resulting from any such review or audit.
- j. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- k. Receiving the Agency's Annual Report and determining that the Annual Report meets the requirements of section 13 of the Act within 60 calendar days of receiving it.
- l. Tabling the Annual Report within 30 calendar days of determining that it meets the requirements of section 13 of the Act.
- m. Ensuring that the Agency's Annual Report is made available to the public after it is tabled and within 30 calendar days of determining that the Annual Report meets the requirements of section 13 of the Act.
- n. Informing the Chair of the Government's priorities and broad policy directions for the Agency.
- o. Consulting, as appropriate, with the Chair (and others) on significant new directions or when the Government is considering regulatory or legislative changes for the Agency.
- p. Developing the Agency's MOU with the Chair, as well as any amendments to it, and signing the MOU into effect after it has been signed by the Chair.
- q. Reviewing and approving the Agency's Annual Business Plan.
- r. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- s. Outlining the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the Agency Mandate Letter.

8.2 CHAIR

The Chair is responsible to support the Board of Directors for:

- a. Providing leadership to the Agency by working with the Board of Directors to set the goals, objectives and strategic directions within its mandate.
- b. Providing leadership to the Agency's Board of Directors and ensuring that the Board carries out its responsibilities for decisions regarding the Agency
- c. Chairing Board meetings, including the management of the Board's agenda.
- d. Reviewing and approving claims for per diems and travel expenses for Appointees to the Board.
- e. Seeking strategic policy direction for the Agency from the Minister.
- f. Ensuring timely communications with the Minister regarding any issues or events that may concern or can reasonably be expected to concern the Minister in the exercise of his/her responsibilities relating to the Agency.
- g. Consulting with the Minister in advance regarding any activity which may have an impact on the Government and Ministry's policies, directives or procedures, or on the Agency's mandate, powers or responsibilities as set out in the Agency's Constituting instrument.
- h. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter confirming the Agency's compliance with all applicable legislation, directives, and accounting and financial policies.
- i. Ensuring that the Agency operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- j. Developing the Agency's MOU with the Minister, as authorized by the Board, and signing it on behalf of the Board.
- k. Submitting the Agency's Annual Business Plan, budget, Annual Report and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the applicable TB/MBC and Government directives, and Appendix 1 of this MOU.
- l. Providing the Minister, the Minister of Finance, and President of Treasury Board with a copy of every audit report, a copy of the Agency's response to each report, and any recommendation in the report.
- m. Advising the Minister annually on any outstanding audit recommendations per direction of the Board of Directors.
- n. Ensuring that Board Members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- o. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Agency.
- p. Carrying out effective public communications and relations for the Agency as its chief spokesperson.
- q. Cooperating with any review or audit of the Agency directed by the Minister or TB/MBC.

- r. Fulfilling the role of ethics executive for public servants who are Government Appointees to the Ontario Educational Communications Authority promoting ethical conduct and ensuring that all Members of the Agency are familiar with the ethical requirements of the PSOA, and the regulations and the directives made under that Act, including in respect of conflict of interest, political activity and the protected disclosure of wrongdoing.
- s. Keeping the Minister informed of upcoming appointment vacancies and providing recommendations for appointments or re-appointments.
- t. Ensuring compliance with legislative and TB/MBC policy obligations.
- u. Evaluating the performance of the CEO in consultation with the Board and pursuant to performance criteria established by the Board and the Chair.

8.3 BOARD OF DIRECTORS

The Board of Directors is responsible for:

- a. Establishing the goals, objectives, and strategic directions for the Agency within its mandate as defined by the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, Government policies as appropriate and this MOU.
- b. Governing the affairs of the Agency within its mandate as set out in the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12, its approved Annual Business Plan, and the policy parameters established and communicated in writing by the Minister.
- c. Directing the development of, and approving, the Agency's Annual Business Plans for submission to the Minister within the timelines agreed upon with the Ministry or this MOU.
- d. Directing the preparation of, and approving, the Agency's Annual Reports for submission to the Minister for review and for tabling in the Legislative Assembly within the timelines established by the Agency's Constituting instrument or the AAD, as applicable.
- e. Making decisions consistent with the Annual Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.
- f. Ensuring that the Agency uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and TB/MBC directives.
- g. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with applicable TB/MBC directives.
- h. Establishing such Board committees or oversight mechanisms as may be required to advise the Board on effective management, governance or accountability procedures for the Agency.
- i. Approving the Agency's MOU, and any amendments to the MOU, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of the Agency.

- j. Approving the Agency's reports and reviews that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines.
- k. Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of the Agency as needed.
- l. Where applicable, ensuring that conflict of interest rules are in place for the Members of the Board and employees of the Agency.
- m. Establishing performance measures, targets and management systems for monitoring and assessing the Agency's performance.
- n. Directing corrective action on the functioning or operations of the Agency, if needed.
- o. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.
- p. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives and strategic directions.
- q. Providing advice to the Government, through the Minister, on issues within or affecting the Agency's mandate and operations.
- r. Setting and reporting on the strategic direction for the Agency according to the Minister's Agency Mandate Letter, Agency's proposed Annual Business Plan, and the Agency's Annual Report.
- s. Consulting with the Chair to support the Chair's evaluation of the performance of the CEO and establishing performance criteria with the Chair.

8.4 DEPUTY MINISTER

The Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's responsibilities for the Ontario Educational Communications Authority, including informing the Minister of policy direction, policies and priorities of relevance to the Agency's mandate.
- b. Advising the Minister on the requirements of the AAD, and other directives that apply to the Ontario Educational Communications Authority.
- c. Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of the Ontario Educational Communications Authority or any of its programs, or changes to the management framework or operations of the Ontario Educational Communications Authority.
- d. Facilitating regular briefings and consultations between the Chair and the Minister, and between the Ministry staff and the Agency staff as needed.
- e. Attesting to TB/MBC on the Provincial Agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable TB/MBC directives, the

Government's operational policies and policy directions based on the annual letter of compliance from the Agency Chair to the Minister.

- f. Ensuring that the Ministry and the Agency have the capacity and systems in place for on-going risk-based management, including appropriate oversight of the Agency.
- g. Ensuring that the Agency has an appropriate risk management framework and a risk management plan in place for managing risks that the Agency may encounter in meeting its program or service delivery objectives.
- h. Undertaking timely risk-based reviews of the Ontario Educational Communications Authority, its management or operations, as may be directed by the Minister or TB/MBC.
- i. Establishing a framework for reviewing and assessing the Agency's Annual Business Plans and other reports.
- j. Supporting the Minister in reviewing the performance targets, measures and results of the Agency.
- k. Advising the Minister on documents submitted by the Agency to the Minister for review or approval, or both.
- l. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category.
- m. Undertaking reviews of the Agency as may be directed by the Minister.
- n. Cooperating with any review of the Agency as directed by the Minister or TB/MBC.
- o. Monitoring the Agency on behalf of the Minister while respecting the Agency's authority, identifying needs for corrective action where warranted, and recommending to the Minister ways of resolving any issues that might arise from time to time.
- p. Negotiating a draft MOU with the Chair of the Agency, as well as any amendments to the MOU, as directed by the Minister.
- q. Consulting with the Agency's Chair or CEO, as needed, on matters of mutual importance including services provided by the Ministry and compliance with TB/MBC directives and Ministry policies.
- r. Meeting with the Chair or CEO as needed or as directed by the Minister, or on the request of the Chair or CEO.
- s. Arranging for administrative, financial and other support to the Agency, as specified in this MOU.
- t. Reporting to TBS on the Agency and Ministry's compliance with the AAD, as required.
- u. Informing the Chair or CEO, in writing, of new Government directives and any exceptions to, or exemptions in whole or in part from TB/MBC directives, Government policies, or Ministry administrative policies.

- v. When required, submitting a report to the Secretary of TB/MB on the wind-up of the Agency, following the disposition of any assets, completion of any outstanding responsibilities by the Agency, and the termination of any appointments.

8.5 CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer (CEO) is responsible for:

- a. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Agency in accordance with the mandate of the Agency, TB/MBC and Government directives, accepted business and financial practices, and this MOU.
- b. Advising the Chair on the requirements of and the Agency's compliance with the AAD, as well as other TB/MBC and Government directives and policies, and Agency by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements.
- c. Applying policies and procedures so that public funds are used with integrity and honesty.
- d. Providing leadership and management to the Agency staff, including human and financial resources management, in accordance with the approved Annual Business Plan, accepted business and financial practices and standards, the Agency's Constituting instrument, and Government directives.
- e. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- f. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's approved Annual Business Plan.
- g. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- h. Keeping the Board, through the Chair, informed with respect to implementation of policy and the operations of the Agency.
- i. Establishing and applying systems to ensure that the Agency operates within its approved Annual Business Plan.
- j. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Chair/Board.
- k. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board through the Chair.
- m. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister and the Chair in the exercise of their responsibilities.

- n. Seeking support and advice from the Ministry, as appropriate, on Agency management issues.
- o. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with the *Archives and Recordkeeping Act, 2006* where applicable.
- p. Undertaking timely risk-based reviews of the Agency's management and operations.
- q. Consulting with the Deputy Minister as needed, on matters of mutual importance, including services provided by the Ministry, and on TB/MBC and Government directives and Ministry policies.
- r. Cooperating with a periodic review directed by the Minister or TB/MBC.
- s. Fulfilling the role of ethics executive for public servants, other than Government Appointees, who work in the Agency.
- t. Promoting ethical conduct and ensuring that all staff of the Agency are familiar with the ethical requirements of the PSOA and the regulations and directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- u. Keeping the Board, through the Chair, informed about operational matters.
- v. Preparing the Agency's Annual Reports and Annual Business Plans as directed by the Board.
- w. Preparing financial reports for approval by the Board.
- x. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- y. Attesting to the compliance of the Agency to applicable directives and policies and support the Board of Directors to provide the statement of compliance of the Agency.

9. Ethical Framework

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

Board Members shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. A Member who has reasonable grounds to believe that he or she has a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflicts of interest.

The Chair, as the ethics executive for the Members of the Board, is responsible for ensuring that Appointees of the Agency are informed of the ethical rules to which they are subject, including

the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.

The CEO, as the ethics executive for staff of the Agency, is responsible for ensuring that staff 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 ANNUAL BUSINESS PLAN

- a. The Chair will ensure that the Minister is provided annually with the Agency's Annual Business Plan covering a minimum of three (3) years, including the upcoming fiscal year, which includes the information set out in the Act and a financial budget and a risk assessment and management plan, for approval by the Minister. The Annual Business Plan shall be in accordance with the requirements set out in the AAD.
- b. The Annual Business Plan is to be submitted to the Minister within three months prior to the Agency's fiscal year start.
- c. The Chair is responsible for ensuring that the Agency's Annual Business Plan includes a system of performance measures and reporting on the achievement of the objectives set out in the Annual Business Plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The Chair will ensure that the Annual Business Plan includes a risk assessment and risk management plan to assist the Ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- e. The Chair will ensure that publicly posted 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.
- f. The Minister will review the Agency's Annual Business Plan and will promptly advise the Chair whether or not he/she concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plan varies from Government or Ministry policy or priorities as may be required, and the Chair, on behalf of the Board of Directors, will revise the Agency's plan accordingly. Annual Business Plans are only to be considered valid once the responsible Minister has approved the plan and the approval has been expressed in writing.
- g. In addition, TB/MBC may require the Minister to submit the Agency's Annual Business Plan to TB/MBC for review at any time.

- h. The Chair, through the CEO, will ensure that the Minister approved Annual Business Plan is made available to the public in an accessible format, in both official languages, on the Provincial Agency website within 30 calendar days of Minister's approval of the plan.

10.2 ANNUAL REPORTS

- a. The Chair is responsible for ensuring that the Agency's Annual Report is prepared and submitted to the Minister for review within 120 calendar days after the Agency's Fiscal Year end. The Annual Report shall be in accordance with the requirements set out in the AAD.
- b. The Chair, through the CEO, will ensure that the Annual Report is prepared in the format specified in the AAD.
- c. The Chair will ensure that publicly posted Annual Reports do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Provincial Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Provincial Agency.
- d. The Minister will receive and review the Provincial Agency's Annual Report to determine that it meets the requirements of section 13 of the Act. The Minister will make this determination within 60 calendar days after the day of receipt.
- e. The Minister will, within 30 calendar days of determining that the Annual Report meets the requirements of section 13 of the Act table the Annual Report in the Legislative Assembly.
- f. The Chair, through the CEO, will ensure that its Annual Report is publicly posted in an accessible format, in both official languages, on the Provincial Agency website after the report has been tabled in the Legislature and within 30 calendar days of the Minister determining that the Annual Report meets the requirements of section 13 of the Act.
- g. When distributing Annual Reports, digital formats and channels for distribution must be used unless otherwise required (e.g. by directive, legislation).

10.3 OTHER REPORTS

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

- a. Ensuring that the reports and documents set out in Appendix 1 to this MOU are submitted for review and approval by the Minister in accordance with the prescribed timelines.
- b. Supplying specific data and other information, at the request of the Minister or the Deputy Minister, that may be required from time-to-time for the purpose of the Ministry's administration.

11. Public Posting Requirements

- a. The Agency, through the Chair on behalf of the Board of Directors, will ensure that the following approved governance documents are posted in an accessible format, in both official languages, on the Agency website within the specified timelines:
 - Memorandum of Understanding (MOU) and any letter of affirmation – 30 calendar days of signing by both parties.
 - Agency Mandate Letter – at the same time as the public posting of the Annual Business Plan.
 - Annual Business Plan – 30 calendar days of Minister’s approval.
 - Annual Report – 30 calendar days of Minister’s determination that the Annual Report meets the requirements of section 13 of the Act (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 of Directors, will ensure that the expense information for Appointees and senior management staff are posted on the Agency or Ministry website, in accordance with the requirements of the MBC Travel, Meal and Hospitality Expenses Directive.
- d. The Agency, through the Chair on behalf of the Board of Directors, will ensure that any other applicable public posting requirements are met.

12. Communications and Issues Management

The parties to this MOU recognize that the timely exchange of information on the operations and administration of the Agency is essential for the Minister to meet 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 of Directors to be kept informed of the Government initiatives and broad policy directions that may affect the Agency’s mandate and functions.

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

- a. The Chair will keep the Minister advised, in a timely manner, of all planned events or issues, including contentious matters, that concern or can be reasonably expected to concern the Minister in the exercise of his/her responsibilities, with the exception of content matters, specifically related to programming, editorial choices or journalistic independence.

- b. The Minister will consult with the Chair in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency's mandate or functions, or which otherwise will have a significant impact on the Agency.
- c. The Minister and the Chair will consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.
- d. The Minister and the Chair will meet at least annually, or as requested by either party, to discuss issues relating to the fulfillment of the Agency's mandate, management and operations.
- e. The Deputy Minister and the CEO and/or Chair will stay in regular communication, and meet as requested by either party, to discuss issues relating to the delivery of the Board's mandate and the efficient operation of the Agency. The Deputy Minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting the Agency's management or operations.
- f. The Agency and Ministry will adhere to the Public Communications Protocol on Contentious Issues set out in Appendix 3 to this MOU for ongoing issues management.

13. Administrative Arrangements

13.1 APPLICABLE GOVERNMENT DIRECTIVES

- a. The Chair, on behalf of the Board of Directors, is responsible for ensuring that the Agency operates in accordance with all applicable TB/MBC, PSC and Government directives, as well as applicable Ministry financial and administrative policies and procedures. Appendix 2 to this MOU provides a list of applicable directives and policies.
- b. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all directives, policies and guidelines to which it is subject.
- c. In addition to complying with the MBC Realty Directive, the Ontario Educational Communications Authority shall comply with the Ministry of Government Services' Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes. The Ministry will ensure that the Agency is provided with any updates to this policy.
- d. The provision of hospitality that includes alcohol under the Travel, Meal and Hospitality Expenses Directive is integral to the business of the Ontario Educational Communications Authority.
 - The Ontario Educational Communications Authority delivers educational programs and services to benefit Ontario's learners and citizens. The Agency has responsibility to make prudent fiscal decisions to ensure its ability to deliver on this mandate.

- The provision of hospitality is central to the Agency's plans to increase its self-generated revenues in future fiscal years, and, by extension, the Agency's financial sustainability. The Government and Ministry have encouraged the Agency to increase its ability to self-generate revenues to help offset cost pressures.
- Events that could include the service of food and beverages (including alcoholic beverages) to guests are central to the Agency's ability to self-generate revenue.
- The Agency must continue to secure appropriate Ministry approvals, as per the Travel, Meal and Hospitality Expenses Directive, to provide hospitality that includes alcohol.

13.2 ADMINISTRATIVE AND ORGANIZATIONAL SUPPORT SERVICES

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

13.3 AGREEMENTS WITH THIRD-PARTIES

- a. TVO is required to seek Lieutenant Governor in Council approval before purchasing, leasing or otherwise acquiring land or any interest in land, and selling or otherwise disposing of land or any interest in land.

13.4 CREATION, COLLECTION, MAINTENANCE AND DISPOSITION OF RECORDS

- a. The Chair, on behalf of the Board of Directors, 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 Provincial Agency complies with all Government legislation, directives and policies related to information and records management.
- c. The CEO, the Chair and the Board shall protect the legal, fiscal and other interests of the Agency by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by the Agency. This includes, but is not limited to, all electronic records, such as emails, information posted on the Agency's website(s), database data sets, and all records stored on personal computers and shared drives.
- d. The Chair, on behalf of the Board of Directors, 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 of Directors, 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.

13.5 INTELLECTUAL PROPERTY

- a. The Chair, on behalf of the Board of Directors, is responsible for ensuring that the legal, financial and other interests of the Government and of the Agency 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.

13.6 SERVICE STANDARDS

- a. The Provincial Agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry and the Ontario Public Service.
- b. The 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 Ontario Educational Communications Authority has 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.
- d. The Agency's Annual Business Plan will include performance measures and targets for client service and the Agency's response to complaints.
- e. The Provincial Agency shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*.

14. Financial Arrangements

14.1 GENERAL

- a. All financial procedures for the Agency shall be in accordance with applicable TB/MBC and Ministry of Finance directives and guidelines, Ministry corporate financial and administrative policies and procedures, and other Government guidelines, directives and policies, as set out in Appendix 2 of this MOU.
- b. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to Section 16.4 of the *Financial Administration Act*, the Agency shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- c. Pursuant to Section 28 of the *Financial Administration Act*, the Agency shall not enter into any financial arrangement or commitment, guarantee, indemnity or similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government of Ontario without the written approval of the Minister of Finance and/or the President of the Treasury Board. The Minister's approval is required before seeking statutory approval from the Minister of Finance.
- d. The Provincial Agency's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Minister. The Agency

will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss the changes with the Ministry before making such changes.

14.2 FUNDING

- a. The Ontario Educational Communications Authority shall maintain in its own name one or more accounts, as permitted by the Act. All money received by the Agency through the conduct of its operations or otherwise shall be deposited to the credit of those accounts and shall be administered by the Agency exclusively in carrying out its objects.
- b. All borrowing, financing, investment of funds and financial risk management activities of the Agency and its subsidiaries shall be co-ordinated and arranged by the Ontario Financing Authority, unless the Minister of Finance approves in writing otherwise.
- c. The assets and revenues of the Agency or any subsidiary do not form part of the Consolidated Revenue Fund.
- d. The Agency is funded in part by the Government, out of the Consolidated Revenue Fund pursuant to an appropriation authorized by the Legislative Assembly, and is subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly.
- e. The CEO will prepare estimates of the Agency's expenditures for inclusion in the Ministry's multi-year plan. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.
- f. The estimates provided by the Chair may, after appropriate consultation with the Chair, be altered as required. The parties acknowledge that TB/MBC has final decision-making authority.
- g. Financial procedures of the Agency must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable Government direction.

14.3 FINANCIAL REPORTS

- a. The Chair shall provide, on instruction from the Minister of Finance, the Agency's financial information for consolidation into the Public Accounts.
- b. The Chair, on behalf of the Board of Directors, 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.
- c. The Agency will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the Ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996*.

14.4 TAXATION STATUS: HARMONIZED SALES TAX (HST)

Collection/Remittance of HST

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

Payment/Recovery of HST

- b. The Agency is responsible for paying HST where applicable, in accordance with the *Excise Tax Act* (Canada).
- c. Under the Canada-Ontario Reciprocal Taxation Agreement, the Agency is entitled to claim HST government rebates in respect of any HST paid by the Agency to suppliers, subject to any restrictions specified by Finance Canada.
- d. The Agency will not claim an HST government rebate in respect of tax for which it has claimed a refund, input tax credit or other rebate under the *Excise Tax Act* (Canada).
- e. The Agency is responsible for providing the Ministry of Finance or the Canada Revenue Agency, upon request, with any information necessary to determine the amount of an HST government rebate.

15. Audit and Review Arrangements

15.1 AUDITS

- a. The Board of Directors will appoint an auditor licensed under the *Public Accounting Act, 2004* to audit the accounts and financial transactions of the Agency annually. A report of the audit will be made to the Agency and to the Minister.
- b. The Agency is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act* or by the Ontario Internal Audit Division of Treasury Board Secretariat.
- c. The Ontario Internal Audit Division may also carry out an internal audit, if approved to do so by the Ministry's Audit Committee or by the Corporate Audit Committee.
- d. Regardless of any previous or annual external audit, the Minister may direct that the Agency be audited at any time.
- e. The Agency will promptly provide a copy of every report from an audit to the Minister and the Minister of Finance/President of Treasury Board. The Agency will also provide a copy of its response to the audit report and any recommendations therein. The Agency will advise the Minister annually on any outstanding audit recommendations.
- f. The Chair, on behalf of the Board of Directors, may request an external audit of the financial transactions or management controls of the Agency, at the Agency's expense.

15.2 OTHER REVIEWS

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

16. Staffing and Appointments

16.1 STAFFING REQUIREMENTS

- a. Agency employees are employed under the authority granted to the Board in the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12. The Board may employ such persons and retain such technical and professional consultants as it considers necessary for the conduct of the affairs of the Agency.
- b. The employees of the Agency are not and shall not be deemed to be employees of the Crown.

16.2 APPOINTMENTS

- a. The Chair is appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 2(2) of the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 for a term of up to five years and may be reappointed for further terms of up to five years each.
- b. The Lieutenant Governor in Council may from time to time designate one of the other Members as Vice-Chair of the Board and specify his or her duties.
- c. The Members of the Agency are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 2(2) of the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 for a term of up to five years and may be reappointed for further terms of up to five years each.

- d. The maximum number of Members is nine, one of whom shall be the Chair, as set out in section 2(2) of the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12.
- e. The CEO of the Agency is appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 7(1) of the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 for a term of up to five years and may be reappointed for further terms of up to five years each.

16.3 REMUNERATION

- a. Remuneration for Board Members is set by the Lieutenant Governor in Council.
- b. Board Members are remunerated as provided in the relevant order(s) in council and in accordance with the AAD.
- c. Remuneration for the CEO is set by the Lieutenant Governor in Council.
- d. Travel expenses of Board Members must comply with the MBC Travel, Meal and Hospitality Expenses Directives. Reasonable expenses shall be reimbursed.

17. Risk Management, Liability Protection and Insurance

17.1 RISK MANAGEMENT

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

17.2 LIABILITY PROTECTION AND INSURANCE


- a. The Agency will purchase, at its own expense, commercial general 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, where bodily or personal injury, death or property damage, including loss of use thereof, is caused. The amount, type and cost of insurance should be specified, and proof of insurance should be provided to the Ministry by the Agency.
- b. The Agency will purchase, at its own expense, errors & omissions liability insurance coverage to protect itself against claims that might arise for errors and omissions of directors and officers in the performance or failure to perform in delivering the Agency's mandate. The amount, type and cost of insurance should be specified, and proof of insurance should be provided to the Ministry by the Agency.
- c. The Agency will consult with its insurance provider(s) with respect to the purchase of all other necessary insurance coverages to cover its risk exposures. The Agency will purchase, at its own expense, any necessary insurance to cover its risk exposures. The amount, type

and cost of insurance should be specified, and proof of insurance should be provided to the Ministry by the Agency.

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

- a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it (“Original Effective Date”) and continues in effect until it is revoked or replaced by a subsequent MOU signed by the parties.
- b. A copy of the signed MOU and any successor MOU must be provided to the Secretary, Treasury Board/Management Board of Cabinet.
- c. Upon a change in the Minister or Chair, both parties must affirm by letter that this MOU will continue in force without a review (and attach the signed letter to the MOU); or alternatively, they may agree to revise it and sign a new MOU within six (6) months of the change.
- d. A copy of the letter of affirmation, or a new MOU between the Minister and Chair must be provided to the Secretary, Treasury Board/Management Board of Cabinet within six months of the new party or parties’ commencement.
- e. Either the Minister or the Chair, on behalf of the Board of Directors, may initiate a review of this MOU by written request to the other.
- f. If either of the parties deems it expedient to amend this MOU, they may do so only in writing. Any amendment shall only be effective after approval by the parties.
- g. A full review and replacement of this MOU will be conducted immediately in the event of a significant change to the Agency’s mandate, powers or governance structure as a result of an amendment to the *Ontario Educational Communications Authority Act*, R.S.O. 1990, c. O.12 and any other applicable legislation.
- h. At a minimum, this MOU will be reviewed at least once every 5 years, or upon change in Chair or Minister, to ensure it is current and consistent with Government expectations.


Signatures



Chris Day
Agency Chair
Ontario Educational Communications Authority (TVO)

May 12, 2021

Date



Minister
Ministry of Education

May 27, 2021

Date

Appendix 1: Summary of Agency Reporting Requirements

| DUE DATE | REPORT / DOCUMENT | NAMES OF RESPONSIBLE OFFICIALS |
|---|--|---|
| On a date as required by the Ministry | The Agency will prepare estimates of its expenditures for inclusion in the Ministry's multi-year plan. | Board and CEO |
| Annually Within three (3) months prior to the Agency's Fiscal Year end | Annual Business Plan a. Prepares b. Approves c. Provides to Minister d. Reviews and approves <i>Note, this includes a Risk Assessment and Risk Management Plan.</i> | a. CEO b. Board c. Chair d. Minister |
| Annually Within 120 calendar days after the Agency's Fiscal Year end | Annual Report a. Prepares b. Approves c. Provides to Minister d. Reviews and tables in Legislature | a. CEO b. Board c. Chair d. Minister |
| Annually (financial statements) Each time the Agency is audited (additional audit report(s)) | Audited Financial Statements & Additional Audit Report(s) a. Prepares b. Provides to Minister | a. Independent licensed auditor appointed by the Board (audited financial statements); Auditor General or other (additional audit report(s)). b. Chair |
| Reviewed at least once every 5 years or upon change in Chair or Minister | Memorandum of Understanding | Chair and Minister |
| As directed by the Minister or TB/MBC | Agency Risk Assessment Reporting Tool a. Engages in ongoing dialogue about its risks with the Ministry. b. Ministry is responsible to report quarterly to TB/MBC on high risks for the Agency and to evaluate the Agency's assessment of risk. | a. Agency b. Ministry |

| DUE DATE | REPORT / DOCUMENT | NAMES OF RESPONSIBLE OFFICIALS |
|--|---|---|
| In accordance with applicable TB/MBC and Ministry of Finance directives and/or as required by the Minister | Budget and Financial Reports a. Prepares b. Approves c. Provides to Minister | a. CEO b. Board c. Chair |
| At a date set by annual instructions | Compliance attestation a. Attests b. Approves c. Submits to Minister | a. CEO b. Board c. Chair <i>See Guide to Chair/CEO Attestation for Board-Governed Agencies for further details</i> |
| As required by <i>Public Sector Salary Disclosure Act</i> | Salary Disclosure Information | Agency |

Appendix 2: Applicable Government of Ontario Directives

1. The following TB/MBC and Government directives, guidelines and policies apply to the Agency:
 - Accountability Directive
 - Advertising Content Directive
 - Agencies & Appointments Directive
 - Indemnification Directive
 - Internal Audit Directive
 - Management of Recorded Information Directive
 - Management and Use of Information & Information Technology (I&IT) Directive in conjunction with the Corporate Policy on Recordkeeping; Managing, Distributing and Pricing Government Information (Intellectual Property)
 - Open Data Directive
 - Perquisites Directive
 - Procurement Directive, for Goods and Services, as applicable
 - Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services
 - Realty Directive
 - Transfer Payment Accountability Directive (if applicable)
 - Travel, Meal and Hospitality Expenses Directive
 - Visual Identity Directive
2. The Ontario Educational Communications Authority is responsible for complying with all directives, policies and guidelines to which it is subject, irrespective of whether it is included on the list above.
3. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency.

Appendix 3: Public Communications on Contentious Issues Protocol

1. Purpose

The purpose of this Public Communications on Contentious Issues Protocol is to set out a framework for the Ministry and the Agency to collaborate on public communications opportunities. Clear and direct lines of communication between the Ministry and its agencies are essential.

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

This protocol does not apply to content matters, specifically related to programming, editorial choices or journalistic independence.

2. Definitions

- a. "Public communications" means any material that is communicated to the public, either directly or through the media in:
 - Oral form, such as a speech or public presentation
 - Printed form, such as a hard copy report
 - Electronic form, such as a posting to a website.
 - b. A "contentious issue" is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, or is likely to result in inquiries being directed to the Minister or Government. Contentious issues may be raised by:
 - Members of the Legislative Assembly
 - The public
 - Media
 - Stakeholders
 - Service delivery partners.
3. The Agency will comply with the TB/MBC Visual Identity Directive and identify itself in media responses and news releases and on its website as an agency of the Government of Ontario.
 4. The Ministry and the Agency will appoint persons to serve as public communications "leads".
 - The Ministry lead is the Director of Communications
 - The Agency lead is the Director, Corporate Communications

- Notification of changes to personnel designated as leads will be made formally to the parties. For the Ministry, notification will be made by the Deputy Minister (or delegate). For the Agency, notification will be made by the CEO (or delegate).
5. The following rules apply for contentious issues that may have direct implications for either the Ministry or the Government or are likely to result in inquiries being directed to the Minister or Government (including all funding or grant announcements).
- 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.