Memorandum of Understanding

Between

Minister of the Environment, Conservation and Parks

And

Chair of the Walkerton Clean Water Centre

January 2025

Signatures

I have read, understood and concur with this MOU dated January 27th, 2025 and will abide by the requirements for this MOU and the AAD.

June 5, 2025

Minister

Date

I have read, understood and concur with this MOU dated January 27th and will abide by the requirements for this MOU and the AAD.

	January 27, 2025
Agency Chair	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 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, and with the Government directives, policies and guidelines applicable to the Agency. 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 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 the Regulation. This MOU does not affect, modify or limit the powers of the Agency as set out under the Regulation.

c. This MOU replaces the memorandum of understanding between the parties dated January 31, 2018, and last re-affirmed on February 22, 2024.

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 Walkerton Clean Water Centre;

“**AGNES**” means the Agency Network Solutions internet site;

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

“**Applicable Government Directives**” means the Government directives, policies, standards and guidelines that apply to the Agency;

“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;

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

“**Certificate of Assurance**” means the Chair of the Agency must send an attestation to the Minister, in alignment with the Office of the Provincial Controller Division (OPCD)’s Certificate of Assurance instructions, confirming that the Agency has maintained an effective system of internal controls;

“**CEO**” means the chief executive officer of the Agency;

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

“**Constituting Instrument**” means the Regulation;

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

“**Designated Executive**” means the 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;

“**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 April 1 to March 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, but does not mean an individual employed or appointed by the Agency as staff;

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

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

"**Operational Service Agency**" means an agency that delivers goods or services to the public, usually with no or minimal fees;

"**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 the Public Service Commission;

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

"**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), or electronic form (such as a posting to a website);

"**Regulation**" means Ontario Regulation 304/04, as amended, made under the *Development Corporations Act*, R.S.O. 1990, c.D.10, as amended, that governs the Agency;

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

"**TB/MBC**" means the Treasury Board/Management Board of Cabinet.

3.1 Agency's Legal Authority and Mandate

a. The legal authority of the Agency is set out in the Regulation.

b. In fulfilling its mandate to deliver education and training, provide information and advice and sponsor research, all with a focus on drinking water, the Agency will base its operations at a facility in the Town of Walkerton and shall deliver some of its education and training programs from that facility. Part of the focus of the Agency's mandate is to take practical actions to address critical gaps identified by the O'Connor Commission's Report of the Walkerton Inquiry around training, namely recommendation 63 on accessibility of training for operators in small and remote communities, recommendation 64 on availability of required training and recommendation 92 on training for First Nations operators. Another important focus of the Agency's mandate is to deliver training and related programs that support the Ministry's ongoing commitment to ensure access to safe sustainable drinking water on Ontario's reserves, in accordance with the mandate from the Premier of Ontario.

c. The Agency's mandate is set out in the Regulation, which states that the Agency's objects are to do the following, either alone or in conjunction with other organizations:

   1. To co-ordinate and deliver education and training for owners, operators and operating authorities of drinking water systems.

   2. To provide information, education and advice to owners, operators and operating authorities of drinking water systems and to the public about,

      i. the treatment of water necessary to ensure that drinking water is safe,

      ii. the equipment and technology used to ensure that drinking water is safe,

      iii. the operational requirements necessary to ensure that drinking water is safe, and

      iv. other environmental issues related to drinking water.

   3. To sponsor research into any activities related to its objects.

   4. To provide advice to the Minister on research and development priorities to achieve and maintain safe drinking water.

   5. To conduct such further activities, consistent with its objects, as are described in any policy direction issued by the Minister or as set out in any agreement with the Minister.

4. Agency Type, Function and Public Body Status

a. The Agency is designated as a board-governed Operational Service Agency under the AAD.

b. When the Agency develops its own operating policies and procedures they must be consistent with the Regulation 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 Agency is a Crown agency within the meaning of the *Crown Agency Act*, R.S.O. 1990, c. C.48, as amended.

b. The Agency has the capacity, rights, powers and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the Regulation and/or limitations imposed by TB/MBC.

c. As set out in the Regulation, section 132 (conflict of interest), subsection 134 (1) (standards of care of directors) and section 136 (indemnification) of the *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended, apply with necessary modifications to the Agency and to the Board.

d. As set out in the Regulation, the *Corporations Act*, R.S.O. 1990, c. C.38, as amended, and the *Corporations Information Act*, R.S.O. 1990, c. C.39, as amended, do not apply to the Agency.

6. Guiding Principles

The parties agree to the following principles:

a. Accountability: Provincial agencies deliver public services and are accountable to the Government through the responsible minister. In delivering on their mandate, provincial agencies balance operational flexibility with the responsible minister's accountability for the provincial agency to Cabinet, the Legislative Assembly and the people of Ontario. Accountability of the responsible minister for each provincial agency cannot be delegated.

Every provincial agency complies with all applicable legislation and 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: Provincial agencies align their mandate and operations with Government priorities and direction. Open and consistent communication between provincial 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. Provincial agencies deliver a high standard of public service that meets the needs of the population that they serve.

c. Efficiency: Provincial 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: Provincial 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 provincial agencies are complemented by transparency in the form of public posting of governance and accountability documents including business plans, annual reports, memoranda of understanding and expenses information.

f. **Impartial decision-making** is the paramount requirement.

7. Accountability Relationships

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 the Board, is accountable:

a. to the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the Regulation, 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;

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 the Regulation; 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 and mandate.

3. Board of Directors

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

4. Deputy Minister

The Deputy Minister reports to the Secretary of Cabinet and is responsible for supporting the Minister in the effective oversight of provincial 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, 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 Government Directives to the best of their knowledge and ability.

5. Chief Executive Officer

The CEO is accountable to the Board for the management and administration of the Agency, the supervision of Agency staff, and carrying out the roles and responsibilities assigned by the Board, the 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. The Board and Chair are accountable to the Minister.

8. Roles and Responsibilities

1. Minister

The Minister is responsible for:

a. reporting and responding to the Legislative Assembly on the affairs of the Agency.

b. reporting and responding to TB/MBC on the Agency's performance and compliance with Applicable Government Directives, the Government's operational policies and policy directions.

c. meeting with the Chair at least quarterly on: Government and Ministry priorities for the Agency; Agency, Board, Chair 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 Agency, Board, Chair and 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 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 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 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 from 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 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. recommending to TB/MBC any provincial funding to be allocated to the Agency.

o. when appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.

p. 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.

q. recommending to TB/MBC the application to the Agency of the OPS Procurement Directive.

r. recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.

s. 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.

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 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 and 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 CEO 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 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'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 CEO annually in consultation with the Board and the Deputy Minister.

v. reviewing and approving claims for per diem and travel expenses for Board Members.

w. ensuring appropriate management systems (financial, information technology (including cyber security), human resources, 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 set out in Appendix 1 to 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 the Agency promoting ethical conduct and ensuring that all Members of the Agency are familiar with the ethical requirements of the PSOA, and the regulations and the directives made under that Act, including in respect of conflict of interest, political activity and the protected disclosure of wrongdoing.

8.3 Board of Directors

The Board is responsible for:

a. managing and controlling the affairs of the Agency.

b. ensuring 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. directing the development of, and approving, the Agency’s Business Plans for submission to the Minister within the timelines established by the AAD.

g. directing the preparation of, and approving, the Agency’s Annual Reports for submission to the Minister for approval and for tabling in the Legislative Assembly, if required for the Agency, within the timelines established by the AAD or the Agency's Constituting Instrument as applicable.

h. 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.

i. making decisions consistent with the Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.

j. ensuring the CEO is fulfilling their responsibilities as outlined in this MOU and the AAD.

k. reviewing the performance of the CEO annually in consultation with the Chair and THE Deputy Minister.

l. ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Government Directives and policies.

m. 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.

n. 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.

o. 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.

p. 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, are in place for the Members of the Board and employees of the Agency.

q. directing corrective action on the functioning or operations of the Agency, if needed.

r. cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.

s. consulting, as appropriate, with stakeholders on the Agency's goals, objectives and strategic directions.

t. providing advice to the Government, through the Minister, on issues within or affecting the Agency's mandate and operations.

u. 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 Agency's compliance with the mandatory accountability requirements set out in the AAD and other Applicable Government Directives, the Government's operational policies and policy directions based on the annual letter of compliance from the Chair to the Minister to the best of their knowledge and ability.

d. reporting/responding, within prescribed timelines, to TBS on compliance tracking.

e. informing the 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 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 Plan and results, Agency high risks, the action plan and advice on corrective action as required.

g. meeting with the Agency's 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 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 CEO to the Chair.

r. supporting the Minister and the Minister's office 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 CEO, as needed, on matters of mutual importance including services provided by the Ministry and compliance with Applicable Government Directives.

y. working with the CEO to address any issue that may arise.

z. arranging for administrative, financial and other support to the Agency, as specified in this MOU.

8.5 Chief Executive Officer

The CEO is responsible to the Board, 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 the 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 the Annual Letter of Direction; Agency Business Plans and results; and, Agency high risks and 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 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, the Ministry and/or TBS, and within the timelines set out by the Minister, Deputy Minister, the 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. fulfilling the role of ethics executive for employees of the Agency.

bb. 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.

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.

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 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 Members 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

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 Chief Administrative Officer 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 (April 1).

c. The Chair will ensure that the 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: current number of employees expressed as full-time equivalents and 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 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 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 Business Plan accordingly. Business Plans are only to be considered valid once the responsible Minister has approved the Business 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 Business Plan. In certain circumstances, Minister approval may be given to only certain portions of a Business Plan as submitted by the 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 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*), in both official languages (to comply with the *French Language Services Act*), on the Agency's website no later than 30 calendar days from the Minister's approval of the 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 120 calendar days after the Agency's Fiscal Year-end (March 31).

c. The Chair will ensure that the Annual Report includes a summary of HR impacts, including: number of employees expressed as full-time equivalents, and 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 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, 2005*), in both official languages (to comply with the *French Language Services Act*), 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 CEO will ensure that the Agency provides workforce, compensation and operational data as set out in the AAD Operational Policy.

b. The 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 (Business Plan) and 10.2 (Annual Reports) of this MOU.

c. The 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 Minister is responsible for:

a. ensuring that a review of the operations of the Agency is undertaken at least once every three years in accordance with section 12 (Review) of the Regulation.

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*), in both official languages (to comply with to the *French Language Services Act*), on the Agency's website no later than the 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 the 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 the Agency'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 their responsibilities for reporting and responding to the Legislative Assembly on the affairs of the Agency. The parties also recognize that it is essential for the Chair on behalf of the Board to be kept informed of 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 CEO as necessary, 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 CEO as necessary, 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 CEO as necessary, and the Chair 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 CEO performance; emerging issues and opportunities; Agency high risks and action plans including direction on corrective action, as required; and 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, Chair and 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 CEO performance.

e. The Deputy Minister and the 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 Plan and results; and Agency high risks and action plan, and advice on corrective action as required.

i. 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 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

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 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 AGNES and the InsideOPS Directives and Policies page.

c. The Agency is required to comply with relevant legislation, Applicable Government Directives, policies and guidelines in accordance with the mandate of the Agency, and within the parameters of delegated authority.

d. The OPS Procurement Directive applies in full to the Agency.

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.

13.3 Agreements with Third Parties

a. The Agency agrees to adhere to all applicable TB/MBC, the Public Service Commission and other Government directives when entering into agreements with third-parties.

13.4 Legal Services

a. Legal services to the Agency will be provided by the Ministry of the Attorney General, through the legal services branch of the Ministry.

b. The Agency may request outside legal services when it requires expertise which is unavailable within the Ministry of the Attorney General or when the use of a law office of the Crown would result in any conflict of interest.

c. Outside legal services will be acquired in accordance with the Ministry of the Attorney General's Operating Policy on Acquiring and Using Legal Services.

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 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, 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 that 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 to address new and emerging cyber security threats; and,

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 provincial 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 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 course participants and other 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, French Language Services Act,* and *Pay Equity Act*, all as amended.

14. Financial Arrangements

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*, 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*, 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.

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

14.2 Funding

The Agency is funded, in whole or part, through transfer payments from the Ministry. The funding is derived 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.

As set out in the Regulation, the revenues of the Agency, including all money or assets received by the Agency by grant, gift, contribution, profit or otherwise, shall be used to further its objects and for no other purpose.

The Agency shall maintain a bank account in its own name and manage its financial activities in accordance with the Ontario Financing Authority's policy directions but the Agency shall not, except with the approval of the Lieutenant Governor in Council, borrow money or pledge the assets of the Agency.

As set out in the Regulation, the Agency may temporarily invest any surplus money not immediately required for its objects in,

(a) securities issued by or guaranteed as to principal and interest by the Province of Ontario, any other province of Canada or Canada;

(b) guaranteed investment certificates of any trust corporation that is registered under the *Loan and Trust Corporations Act*, as amended;

(c) deposit receipts, deposit notes, certificates of deposits, acceptances and other similar instruments issued or endorsed by any bank listed in Schedule I or II to the *Bank Act* (Canada); or

(d) deposit receipts, deposit notes, guaranteed investment certificates, term deposits, certificates of deposit or investment or other similar instruments that are issued, guaranteed or endorsed by a credit union within the meaning of the *Credit Unions and Caisses Populaires Act, 2020*, as amended.

14.3 Financial Reports

a. The Chair, on behalf of the Board, will provide to the Minister audited annual financial statements, and will include them as part of the Agency's Annual Report. The statements will be provided in accordance with instructions issued by the Office of the Provincial Controller Division.

b. The Agency will submit its salary information to the Ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996*, as amended.

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 of HST

b. The Agency is responsible for paying HST where applicable, in accordance with the *Excise Tax Act* (Canada).

HST Recovery

c. 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, other than HST paid in respect to activities relating to training services and is subject to any restrictions specified by Finance Canada.

d. 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 *Excise Tax Act* (Canada).

e. The Agency is responsible for providing the Ministry of Finance and/or the Canada Revenue Agency, upon request, with any information necessary to determine the amount of an HST Government Rebate.

f. 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 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. As set out in the Regulation, the Agency, without the approval of the Lieutenant Governor in Council, may lease land for its own use if the cost is less than $1,000,000 over the term of the lease and may dispose of, transfer or otherwise deal with such a leasehold interest.

d. The Chair recognizes that the leasing of land for use by the Agency with a value over $1,000,000, over the term of the lease, is 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 its office realty footprint and find cost reductions.

15. Audit and Review Arrangements

1. Audits

a. The Agency is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act*, as amended, or by the Ontario Internal Audit Division of TBS.

b. 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.

c. 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 audit should be shared by the Chair to the Minister in accordance with section 8.2 (Chair) of this MOU.

d. The Agency will share all 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). The Agency will advise the Minister and Deputy Minister annually, at a minimum, on any outstanding recommendations/issues.

e. The Agency will share its approved audit plan with the Minister and Deputy Minister, (and when requested, with the President of the Treasury Board) to support understanding of Agency risks.

f. 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.

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 as per the mandate review schedule.

c. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.

d. The Chair 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

1. Delegation of Human Resources Management Authority

a. Where the Public Service Commission 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. In accordance with Government policy, directives and guidelines, the Agency may employ or otherwise engage such persons as it considers necessary for the proper conduct of the business of the Agency and may prescribe their duties and other terms of engagement and provide for payment of the remuneration and expenses of such persons.

b. The Agency shall establish job classifications, personnel qualifications, salaries, benefits and other remuneration for its employees that are similar to those established for public servants employed under Part III of the PSOA.

c. Every employee of the Agency is a public servant for purposes of the PSOA, and every employee is subject to the ethical framework under, and all applicable parts of, the PSOA.

d. Employees of the Agency as are considered necessary for the proper conduct of the business of the Agency will be hired exclusive of Part III of the PSOA consistent with Board approved policies and processes, and in accordance with the provisions set out in section 8 (Employees, etc.) of the Regulation.

e. 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 CEO, in accordance with the legislation, directives, policies and guidelines applicable to them.

16.4 Appointments

a. The Chair and one or two vice-chairs are designated by the Lieutenant Governor in Council pursuant to 5(4) of the Regulation on the recommendation of the Minister.

b. The Members of the Agency are appointed by the Lieutenant Governor in Council pursuant to 5(2) of the Regulation on the recommendation of the Minister for a term not exceeding 3 years.

c. The maximum number of Members is not fewer than three and not more than twelve, as set out in the Regulation.

d. 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

Remuneration for Board Members is set by the Lieutenant Governor in Council.

As set out in Order in Council 1926/2004, the Chair is remunerated at a per diem rate of $300.00, the vice-chairs are each renumerated at a per diem rate of $250.00 and the Members are each remunerated at a per diem rate of $275.00.

a. The Agency, including Board Members, must comply with the Travel, Meal and Hospitality Expenses Directive issued by MBC. Legitimate authorized expenses incurred during the course of Government business shall be reimbursed. Expenses for Board Members under the Travel, Meal and Hospitality Expenses Directive are subject to requirements for public disclosure of expense information.

17. Risk Management, Liability Protection and Insurance

1. Risk Management

Ministers and ministries are accountable for working with their provincial 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 and in place for the Agency, in accordance with the AAD and the OPS Enterprise Risk Management Directive and risk management process.

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

1. Artificial Intelligence Risk Management

The Chair, on behalf of the Board, is responsible for ensuring that artificial intelligence 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 Application to Provincial Agencies 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 artificial intelligence 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 the Regulation, 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 minimal insurance requirements that the Agency will purchase are:

- Commercial General Liability at a limit of not less than $10,000,000 per occurrence;
- Products and Completed Operations at a limit of not less than $5,000,000 per occurrence; and
- Directors & Officers' Liability at a limit of not less than $5,000,000 per claim and per policy period.

d. 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.

18. Compliance and Corrective Actions

a. Open and consistent communication between the Agency and the Ministry helps ensure that Government priorities and direction are clearly understood and 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 the 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 the Ministry document all actions and provide timely and clear communication to the Chair or senior executives relating to potential corrective actions. This may include letters of direction by the Minister and/or the President of the Treasury Board as required.

d. Before engaging in more severe corrective actions, the Ministry must consult with TBS and Ministry 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 of Cabinet, TB/MBC, no later than seven calendar days from being signed.

c. Upon a change in Minister, Deputy Minister, Chair or CEO, 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 09:22:34 -04'00'

Deputy Minister
Ministry of the Environment, Conservation and Parks

Date

I have read, understood and concur with this MOU dated January 27th, 2025 and will abide by the requirements for this MOU and the AAD.

Kara Rutherford

Digitally signed by Kara Rutherford
Date: 2026.07.29 08:25:49 -04'00'

Agency Chief Executive Officer	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. "**ADM**" means Chief Drinking Water Inspector/Chief Compliance Officer/Assistant Deputy Minister, Drinking Water and Environmental Compliance Division.

   b. "**Agency**" means the Walkerton Clean Water Centre.

   c. "**CEO**" means the Agency's Chief Executive Officer.

   d. 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:
      i) Members of the Legislative Assembly
      ii) The public
      iii) Media
      iv) Stakeholders
      v) Service delivery partners.

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

   f. "**Government**" means the Government of Ontario.

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

   h. "**Minister**" means the Minister of the Environment, Conservation and Parks or such other person who may be designated from time to time as the responsible minister in relation to this Public Communications Protocol;

   i. "**Public Communications**" means any material that is communicated to the public, either directly or through the media in:
      i) Oral form, such as a speech or public presentation or interview to be broadcast;
      ii) Printed form, such as a hard copy report;
      iii) Electronic form, such as a posting to a website; or,

iv) Paid advertising, such as digital or print campaign.

3. The Minister, Deputy Minister, Chair, CEO of the Agency, and the ADM may communicate with each other as they deem necessary in the execution of the Agency's mandate pertaining to Public Communications, Mandatory Training (see Appendix 2) and Specialized Training (see Appendix 3).
4. The Agency will comply with the TB/MBC Visual Identity Directive.
5. The Ministry and the Agency will appoint persons to serve as Public Communications "leads".
   - The Ministry lead is the Education and Outreach Advisor of the Drinking Water and Environmental Compliance Division.
   - The Agency lead is the CEO, and or, his/her delegate, together with the Chair.
6. For the purpose of this protocol, Public Communications are divided into three categories:

a. **Category 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.

   i) 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.

   ii) 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. **Category 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.

   i) 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.

   ii) For non-contentious items which provide Government messaging opportunities or involve funding announcements, the Agency must request approval of communications products seven (7) business days prior to the date required.

   iii) Final approval is required from the Minister's office and will be sought via the

Ministry lead. If the Agency were not to receive comments or approval from the Minister’s office or Ministry lead within forty-eight (48) hours of the date on which the item is to be issued, the Agency should escalate a follow-up, noting that they will proceed accordingly.

iv) **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. Category 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.

i) 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.

ii) 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.

iii) Final approval on media responses and news releases in this category is required from the Minister’s office.

7. Advertising

i) To deliver on the long-range demands of planning advertising, the Agency will provide the Ministry with its annual marketing plan three (3) months in advance of its start date (on the Agency’s Fiscal Year).

ii) The Agency will share campaign briefs with the Ministry a minimum of two (2) weeks in advance of briefing creative/media (agency) partners. The Ministry will ensure alignment on campaign objectives and messaging.

iii) Advertising materials and campaigns can be reviewed by the Ministry’s Minister’s Office.

iv) Final messaging and creative to be shared with the Ministry at least two (2) weeks before ‘going live’.

8. For all other communications of importance, excluding Public Communications, Mandatory Training and Specialized Training, and pertaining to the day-to-day business or mandate of the Agency, the Agency’s CEO and Assistant Deputy

Ministry, Corporate Management Division or the Director of Business and Fiscal Planning Branch ("BFPB") may communicate with each other as they deem necessary in the execution of the Agency's mandate.

Appendix 2: Mandatory Training Protocol

1. <u>Purpose</u>

a. This Mandatory Training Protocol is created pursuant to the Memorandum of Understanding (**“MOU”**) between the Walkerton Clean Water Centre (**“Agency”**) and the Ministry of the Environment, Conservation and Parks (**“Ministry”**).

b. The purpose of this Mandatory Training Protocol is to set out an understanding between the Ministry and the Agency regarding each other’s responsibilities relating to:

- Development, delivery and maintenance of the Mandatory Courses
- Administration of the Mandatory Courses
- Other related matters pertaining to training conducted by the Agency on behalf of the Ministry.

c. The Agency may from time to time create its own policies regarding the development and delivery of the Mandatory Courses, including any directives which it may provide to contractors retained for the development, delivery or administration of the mandatory training courses, provided that the policies and directives are consistent with the overall principles in this Mandatory Training Protocol.

The Agency’s policies and directives shall be shared with the Ministry.

d. This Mandatory Training Protocol reflects the roles and responsibilities outlined in the MOU.

2. <u>Definitions</u>

In Appendix 2:

a. **“Mandatory Course”** means a course required by legislation to be completed by a drinking water operator or any other person, and which the Ministry has requested the Agency to administer, develop and/or deliver. As of the date of signing of this Mandatory Training Protocol there are three Mandatory Courses:

- Entry-level Course for Drinking Water Operators (“ELC”).
- Mandatory Certificate Renewal Course
- Operation of Small Drinking Water Systems.

Additional Mandatory Courses may be agreed upon by the parties following the steps outlined in section 3. o, 3. p and 3. q of this protocol.

b. **“Contractor(s)”** means a third party retained by the Agency to develop and/or deliver or administer the Mandatory Courses.

c. **“Training Programs”** means formal training courses with established learning objectives and evaluation of student performance, which the Agency has agreed to develop and deliver on behalf of the Ministry, but does not mean information sessions or other outreach.

3. Guiding Principles

a. The parties have agreed that the Agency shall administer, develop and deliver the Mandatory Courses on the Ministry’s behalf. As the Ministry retains ultimate accountability for the mandatory training courses through Ontario Regulation 128/04 under the *Safe Drinking Water Act, 2002* and the Agency’s reputation as a world-class training centre must be maintained, it is essential that both parties clearly understand their respective roles and responsibilities to ensure high-quality administration, development and delivery of the training which meets the needs of operators across the province.

b. To support the ongoing effectiveness of the administration, development and delivery of the Mandatory Courses, the Agency, Ministry and any Contractor(s) retained by the Agency shall meet on a regular basis, as per the agreement of the parties.

   The purpose of these meetings is to discuss issues pertaining to the development and delivery or administration of the training, potential revisions to the training or other matters which will enhance the effectiveness of the training.

c. Outside of the regular meetings, the Minister of the Environment, Conservation and Parks (**“Minister”**), Chair of the Agency’s Board (**“Chair”**), Deputy Minister of the Ministry of the Environment, Conservation and Parks (**“Deputy Minister”**), the Agency’s Chief Executive Officer (**“CEO”**) and Assistant Deputy Ministry, Drinking Water and Environmental Compliance Division (**“ADM”**) may communicate with each other as they deem necessary in the execution of the Agency’s training mandate.

d. The following table outlines roles and responsibilities regarding the Mandatory Courses. It is agreed that roles and responsibilities may change upon agreement of the parties. Notwithstanding the roles and responsibilities outlined below, it is the responsibility of each party to consult with the other party when considering changes to the Mandatory Courses within their responsibility.

Activity	WCWC Role	Ministry Role
Approval of course content	Ministry (see section 3. e. of this protocol)	Agency to provide technical support where applicable
Development of a new mandatory renewal course every three years or as otherwise requested by the Ministry	Development of training materials Co-chair expert committee Pay for course development and implementation costs including ensuring *Accessibility for Ontarians with Disabilities Act, 2005* (AODA) and *French Language Services Act* (FLSA) standards are met.	The Ministry will chair an expert committee which will provide input on content for the mandatory certificate renewal course. The committee will include operational staff from the municipalities and representatives from the Ontario Certification Working Group. This committee will provide topics, themes and ideas for new course material.
Review and update existing mandatory courses identified in section 2.a and courses developed under 3. p	(See section 3. e and 3. J.)	See section 3.e and 3. J.
Development of new mandatory course material	(See section 3. p) Development of training materials Co-chair expert committee(s) as required. Pay for course development and implementation costs including ensuring AODA and FLS standards are met.	See section 3. p. Co-chair expert committee(s) as required.

Activity	WCWC Role	Ministry Role
Director approved continuing education assessment and approval		The Ministry will determine course Continuing Education Units (CEUs) and provide approval from the Director under O. Reg. 128/04 made under the *Safe Drinking Water Act, 2002*
Course advertisements, communications	Advertising course schedules and availability Any Agency media event or release pertaining specifically to the Mandatory Courses must obtain Ministry approval and will follow the Communications Protocol set out in the MOU	Ministry will maintain a fact sheet on regulatory requirements pertaining to the Mandatory Courses and will ensure that their third party administrator of the certification program provides adequate information on the Mandatory Courses in letters and on their website
Application procedures and forms	Agency will establish application procedures and forms	Ministry will be consulted on changes to the application procedures
Determining course fees	Agency will undertake a cost analysis of each Mandatory Course and will establish a fee which meets Eurig requirements (e.g., cost neutral)	Ministry will be consulted on the final course fee and provide assistance in the determination of Eurig requirements
Setting course schedules	Agency or Contractor at the discretion of the Agency	Ministry may request revisions to course schedule if regions of the province are unrepresented based on demand

Activity	WCWC Role	Ministry Role
Exam administrative policies	Agency in consultation with the Ministry. Policies must be consistent with *Freedom of Information and Protection of Privacy Act* (FIPPA)*,* the AODA and the FLSA requirements.	
Reporting	See section 3. R. and 3. S. of this protocol	Review and provide feedback on reports as required
Review of course evaluation forms; Resolution of student complaints	Agency or Contractor at the discretion of the Agency	Other parties consulted as required

e. The Mandatory Courses will be revised from time to time to reflect changes in Ministry legislation, Ministry priorities, inspection results, new or emerging drinking water industry or public health trends, corrections or clarifications to existing content. Each party is responsible for identifying potential amendments and communicating these potential amendments to the other parties for review. All changes to course curriculum, including student learning objectives, edits to the course manual or significant changes to course delivery must be approved by the Ministry prior to implementation. Significant changes to course curriculum will be developed in consultation with the Ministry and its stakeholders.

Minor edits to the delivery of the Mandatory Courses may be made directly by the Agency or their Contractor if applicable, at the discretion of the Agency.

All edits shall meet *Accessibility for Ontarians with Disabilities Act, 2005* and French Language Services Act requirements.

f. It is understood that part of the course cost charged to course participants will be used by the Agency to assist in the ongoing maintenance of the Mandatory Courses by Agency staff. Maintenance would include, for example, editorial and formatting adjustments to the course materials, minor modifications to slide presentations, corrections to written materials, additions and deletions or changes in course exercises and exam questions. It is also understood the costs of major revisions to the course content will be the responsibility of the Ministry, unless otherwise agreed upon by the parties. Revisions to the Mandatory Courses may be undertaken either by the Ministry or by the Agency as determined through consultation by the parties.

g. The Mandatory Certificate Renewal Course must be replaced with a new course every three years on January 1, or as otherwise indicated by the Ministry. The content of this course will reflect current trends in the operating industry, and will be developed in consultation with the Ministry and its stakeholders. The Ministry will maintain overall quality control and final approval of the content of this course(s). The agency will pay for the cost to develop and deliver the new Mandatory Certificate Renewal Course.

k. Where the Ministry directs the Agency shall replace or modify the Mandatory Renewal Course in under 3 years, so that the content remains current and addresses topics of interest to drinking water operators. The Ministry will consult with the Agency prior to any modifications or replacement of curriculum, and will work with Agency staff in curriculum development.

m. The Ministry may, from time to time, request the Agency to deliver other training programs in support of the Ministry's mandate as described in 5.a. These are not considered Mandatory Courses.

n. The terms, conditions and funding for other Ministry training programs will be determined by the parties prior to commencement and confirmed in a letter from the Ministry to the Agency.

o. The Ministry shall inform the Agency of any proposed legislative policies or programs related to the Agency's training mandate or Business Plan pertaining to the delivery of the mandatory training.

   The Ministry will inform the Agency of:

   - Legislative policy changes related to drinking water training;
   - Proposed new Mandatory Courses; and,
   - New or revised Government directives or guidelines, including procurement information.

p. If a new Mandatory Course is proposed, the Ministry will consult with the Agency on content, intended audience and potential market. If the Ministry determines the new Mandatory course is required, the Agency will develop a business plan in consultation with the Ministry which includes:

   - Estimated course cost based on cost recovery basis
   - Course delivery (internally by Agency staff or through contract)
     - Method of delivery (in class, online, correspondence)
   - Frequency and distribution of delivery
   - Registration requirements
   - Other pertinent details.

The Ministry shall work with Agency staff, and relevant stakeholders in the curriculum development of new Mandatory Course(s). The Agency shall pay for the cost to develop and deliver the new mandatory course.

q. The Agency will provide the Ministry with a summary report on the Mandatory Courses which includes number of participants, locations of training, per cent passing and other information agreed to by the parties.

The Ministry will provide certification statistics and information as deemed relevant to the administration of the Mandatory Courses and which is allowed to be released under FIPPA, upon request by the Agency.

r. The frequency and format of the reports will be in a form agreed upon by the parties but shall be no less than annually.

s. This Mandatory Training Protocol can be amended in writing with the consent of the Agency and the Ministry as policies and procedures change over time.

t. This Mandatory Training Protocol will also be reviewed bi-annually by Ministry and Agency staff.

u. All Ministry staff dealing with the Agency as well as Agency staff and the Agency's Board of Directors will receive training about this Mandatory Training Protocol.

4. Roles and Responsibilities

1. The ADM

a. The ADM of Drinking Water and Environmental Compliance Division or the Director of the Environmental Policy Branch (**"EPB"**) will advise the Agency, through the CEO, of issues or events that concern or could reasonably be expected to concern the Agency in the execution of the Agency's training mandate.

b. The ADM of Drinking Water and Environmental Compliance Division will meet with the CEO on a quarterly basis to discuss issues of importance relating to the execution of the Agency's training mandate.

4.2. The CEO

a. The CEO or a delegate will act as the Agency's executive representative in dealing with the Ministry on the day-to-day activities of the Agency pertaining to the Mandatory Courses. The CEO's primary contacts are the ADM of Drinking Water and Environmental Compliance Division and the Director of the EPB or their delegates.

4.3. Mandatory Course Coordinator

a. The person assigned as the Mandatory Course Coordinator of the EPB will act as a single point of contact with the Agency on behalf of the Ministry for ongoing monitoring, reporting and liaison between the Ministry and the Agency pertaining to the Mandatory Training Courses.

Appendix 3: Specialized Training Protocol

1. **Purpose**

a. The Specialized Training Protocol is created pursuant to the Memorandum of Understanding (**“MOU”**) between the Walkerton Clean Water Centre (**“Agency”**) and the Ministry of the Environment, Conservation and Parks (**“Ministry”**).

Unlike the mandatory training referred to in Appendix 2, specialized training refers to general operator training courses not specifically required by legislation. Specialized training courses (i) generally form the basis for supplementary training required by operators under Ontario Regulation 128/04 under the *Safe Drinking Water Act, 2002* and/or (ii) are delivered by the Agency at the request of the Ministry in support of specific training programs.

The Agency currently offers specialized training courses and new courses are continually being developed that are consistent with the identified needs of the Agency’s clients. Periodically the Ministry may request that a specific course be developed and delivered by the Agency.

b. The purpose of this Specialized Training Protocol is to set out an understanding between the Ministry and the Agency regarding responsibilities relating to:

- Development and maintenance of the Specialized Courses
- Delivery of the Specialized Courses
- Administration of the Specialized Courses
- Other related matters pertaining to training conducted by the Agency.

c. The Agency may periodically review and revise its own policies regarding the delivery of the Specialized Courses. These policies are to be consistent with the overall principles in this protocol.

The Agency’s policies shall be shared with the Ministry.

2. **Definitions**

In Appendix 3:

a. “Specialized Course” means a course that has been purchased, licensed or developed by the Agency for delivery to drinking water system operators, owners or operating authorities but does not include the Mandatory Courses listed in Appendix 2.

b. “**Contractor(s)”** means a third party retained by the Ministry or the Agency to develop and/or deliver the Specialized Courses.

c. **"ADM"** means Assistant Deputy Minister, Drinking Water and Environmental Compliance Division in the Ministry.

3. **<u>Guiding Principles</u>**

a. The Agency is committed to developing and delivering high-quality training for operators, owners and operating authorities, and other professionals in the drinking water industry and maintaining the reputation of a world-class training institute.

b. Any course material developed by a Contractor will be the result of a procurement process in compliance with the Procurement Directive, and, where appropriate, will be the property of the Government of Ontario.

c. The delivery of all Specialized Courses by the Agency will be held at venues that have been awarded contracts based on a procurement process in compliance with the Procurement Directive. Similarly, all catering and supplies associated with the Specialized Courses will be provided as a result of a procurement process in compliance with the Procurement Directive.

d. The parties have agreed that the Agency shall develop and deliver Specialized Courses on topics determined by Agency staff which address identified needs of the industry. In this role, the Agency will also be responsible for:

- obtaining approval from the Director under O. Reg. 128/04 made under the *Safe Drinking Water Act, 2002*, if required, for a particular Specialized Course
- Specialized Course material revisions
- all advertising and promotion of each course
- Specialized Course fees
- scheduling
- reviewing and reporting on student evaluations
- resolution of student complaints.

The Ministry will continue to provide technical support to the Agency for the development of some Specialized Courses with respect to the interpretation and clarification of Ontario legislation.

In the event the Agency offers training courses which contain a strong focus on drinking water legislation requirements, the Agency will forward the course materials to the Ministry for review to ensure consistency in interpretation of Government legislation. The Ministry will provide comments in a timely fashion.

e. The Specialized Courses will be revised from time to time to reflect changes in legislation. In addition, revisions will be made to course materials to reflect new insights or knowledge acquired by water industry and health experts, Ministry priorities, public health trends and/or corrections or clarifications to existing content. All revisions for Specialized Courses owned by the Agency including but not limited to changes to the Specialized Course curriculum, including student learning objectives, edits to the Specialized Course manual or significant changes to the Specialized Course delivery, are the responsibility of the Agency.

f. The Ministry shall inform the Agency of any proposed legislative policies or programs related to the Agency's training mandate or Business Plan pertaining to the delivery of the Specialized Courses training.

   The Ministry will inform the Agency of:

   - Legislative policy changes related to drinking water training;
   - Proposed new Specialized Courses related to such policy changes; and,
   - New or revised government directives or guidelines, including procurement information.

g. If a new Specialized Course is proposed by the Ministry, the Ministry will consult with the Agency on content, intended audience and potential market. If the Agency agrees to develop and deliver the new Specialized Course the Agency will develop a business case in consultation with the Ministry which includes:

   - Estimated course cost based on a cost recovery basis;
   - Course delivery (internally by Agency staff or through third party contract as the result of a competitive bidding procurement process);
   - Frequency and distribution of delivery;
   - Registration requirements; and,
   - Curriculum development and other pertinent details.

   The terms, conditions and funding for these new Specialized Courses will be determined by the parties prior to commencement and confirmed in a letter from the Ministry to the Agency.

   In the event the Agency offers Specialized Courses which contain a strong focus on drinking water legislation requirements, the Agency will forward the Specialized Course materials to the Ministry for review to ensure consistency in interpretation of government legislation. The Ministry will provide comments in a timely fashion.

h. The Agency will provide the Ministry with a summary report on the Specialized Courses which includes number of participants, locations of training, percent passing and other information agreed to by the parties.

i. The format of the reports will be in a form agreed upon by the parties.

j. The frequency of the reports will be agreed upon by the parties but shall be no less than annually.

k. This Specialized Training Protocol can be amended in writing with the consent of the Agency and the Ministry as policies and procedures change over time.

l. This Specialized Training Protocol will also be reviewed bi-annually by Ministry and Agency staff.

m. All Ministry staff dealing with the Agency as well as Agency staff and the Agency's Board of Directors will receive training about this Specialized Training Protocol.

4. Roles and Responsibilities

1. The ADM

a. The ADM of the Drinking Water and Environmental Compliance Division or the Director of the Environmental Policy Branch (**"EPB"**) will advise the Agency, through the CEO, of issues or events that concern or could reasonably be expected to concern the Agency in the execution of its objectives as set out in Ontario Regulation 304/04 under the *Development Corporations Act* pertaining to the Specialized Courses.

b. The ADM of the Drinking Water and Environmental Compliance Division will meet with the CEO on a quarterly basis to discuss issues of importance relating to the execution of the Agency's Specialized Training mandate.

4.2 The CEO

a. The CEO or his/her delegate will act as the Agency's executive representative in dealing with the Ministry on the day-to-day activities of the Agency pertaining to the Specialized Courses. His or her primary contacts are the ADM of Drinking Water and Environmental Compliance Division and the Director of the EPB or their delegates.

4.3 EPB Training Coordinator

a. The person assigned as the Training Coordinator of the EPB will act as a single point of contact with the Agency on behalf of the Ministry for ongoing monitoring, reporting and liaison between the Ministry and the Agency pertaining to the Specialized Training Courses.