

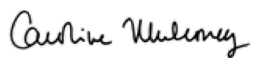
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**Memorandum of Understanding**  
**Between**  
**The President of the Treasury**  
**Board and**  
**Chair of the Provincial Judges**  
**Pension Board**

June 2025

## Signatures

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



Minister

July 18, 2025

Date

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

A handwritten signature in blue ink that reads "S.A. Oakley". The signature is written in a cursive style with a long vertical stroke at the end.

Agency Chair

June 27, 2025

Date

# Table of Contents

Signatures.....	2
1. Preamble .....	6
2. Purpose .....	6
3. Definitions .....	7
Agency's Legal Authority and Mandate .....	9
4. Agency Type, Function and Public Body Status .....	9
5. Corporate Status and Crown Agency Status .....	9
6. Guiding Principles .....	10
7. Accountability Relationships.....	11
7.1 Minister .....	11
7.2 Chair .....	11
7.3 Board of Directors .....	11
7.4 Deputy Minister .....	11
8. Roles and Responsibilities .....	12
8.1 Minister .....	12
8.2 Chair .....	14
8.3 Board of Directors .....	16
8.4 Deputy Minister .....	17
9. Ethical Framework.....	19
10. Reporting Requirements .....	20
10.1 Business Plan .....	20
10.2 Annual Reports.....	21
10.3 Other Reports .....	22
11. Public Posting Requirements .....	22
12. Communications and Issues Management .....	23
13. Administrative Arrangements .....	24
13.1 Applicable Government Directives.....	24
13.2 Administrative and Organizational Support Services (as applicable).....	24
13.3 Agreements with Third Parties.....	25
13.4 Legal Services.....	25
13.5 Creation, Collection, Maintenance and Disposition of Records.....	25
13.6 Cyber Security.....	26
13.7 Intellectual Property .....	26

13.8 Freedom of Information and Protection of Privacy .....	26
13.9 Service Standards .....	26
13.10 Diversity and Inclusion .....	27
14. Financial Arrangements.....	27
14.1 General .....	27
14.2 Funding .....	28
14.3 Funding Policy.....	28
14.4 Financial Reports .....	29
14.5 Taxation Status: Harmonized Sales Tax (HST) .....	29
Collection/Remittance of HST .....	29
Payment of HST .....	29
HST Recovery .....	29
15. Audit and Review Arrangements .....	30
15.1 Audits .....	30
15.2 Other Reviews.....	30
16. Staffing and Appointments.....	31
16.1 Staffing Requirements .....	31
16.2 Appointments .....	31
16.3 Remuneration .....	31
17. Risk Management, Liability Protection and Insurance.....	32
17.1 Risk Management .....	32
17.1.1 Artificial Intelligence Risk Management .....	32
17.2 Liability Protection and Insurance.....	32
18. Compliance and Corrective Actions .....	33
19. Effective Date, Duration and Review of the MOU .....	33
Signatures.....	34
Appendix 1: Public Communications Protocol .....	35

The parties to this memorandum of understanding agree to the following:

## 1. Preamble

- a. Provincial agencies deliver important and valued services to the people of Ontario. In delivering these public services, provincial agencies are accountable to the government through the responsible minister.
- b. Provincial agencies must use public resources efficiently and effectively to carry out their mandates, as established by their respective constituting instruments and in alignment with the key priorities of the provincial government. Their operations are guided by the key principles of the Agencies and Appointments Directive (AAD).
- c. The parties to this MOU acknowledge that the Agency is part of government and is required to comply with legislation, government directives, policies and guidelines applicable to them. Further, the agency may be required to ensure that their directives and policies adhere to certain government directives, policies and guidelines.

## 2. Purpose

- a. The purpose of this memorandum of understanding (MOU) is to:
  - Establish the accountability relationships between the President of the Treasury Board and the Chair of the Provincial Judges Pension Board.
  - Clarify the roles and responsibilities of the minister, the chair, the deputy minister, and the agency's board of directors.
  - Clarify the operational, administrative, financial, auditing and reporting arrangements between the Provincial Judges Pension Board and the Treasury Board Secretariat.
- b. It is recognized that Regulation 290/13 made under the *Courts of Justice Act* (Regulation), the Trust Agreements, and the common law impose on the Agency fiduciary duties with respect to its members, former members and retired members of the Plan which cannot be compromised. This MOU, the Regulation, the Trust Agreements, and the common law governing the Agency apply concurrently to determine how the Agency should be governed. This MOU is also to be interpreted in a manner consistent with the role of:
  - the agency as a trust agency and pension plan administrator, and the associated legal obligations and commercial sensitivities; and
  - the Government as sponsor of the Plan.
- c. This MOU should be read together with the Regulation and the Trust Agreements.

This MOU does not affect, modify or limit the powers of the Agency as set out under the Regulation, or interfere with the responsibilities of any of its parties as established by law. In case of a conflict between this MOU and any act, regulation or trust agreements, the act, regulation or trust agreement prevails.

- d. This MOU replaces the memorandum of understanding between the parties dated December 18, 2021.

### **3. Definitions**

In this MOU:

- a. “AAD” means the Agencies and Appointments Directive, issued by Management Board of Cabinet;
- b. “Agency” or “provincial agency” means the Provincial Judges Pension Board, also known as PJPB;
- c. “Annual Report” means the annual report referred to in article 10.2 of this MOU;
- d. “Applicable Government Directives” means the government directives, policies, standards and guidelines that apply to the Agency;
- e. “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.
- f. “Board” means the board of directors of the Provincial Judges Pension Board;
- g. “Business Plan” means the annual business plan described under article 10.1 of this MOU;
- h. “Certificate of Assurance” or “CoA” means an annual assurance provided to the Office of the Auditor General of Ontario (OAGO) confirming, among other matters, the Ministry’s financial management, reporting and controls, including any associated risks;
- i. “Chair” means the Chair of the Board;
- j. “Constituting instrument” means the Plan;
- k. “Consultant” means a person or entity that under an agreement, other than an employment agreement, provides expert or strategic advice and related services for consideration and decision-making;
- l. “Deputy Minister” means the Deputy Minister of Treasury Board Secretariat;
- m. “Executive Council Act” means the *Executive Council Act*, R.S.O. 1990, c. E.

25, as amended;

- n. "FIPPA" means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended;
- o. "Fiscal Year" means the period from January 1 to December 31;
- p. "Fund" means the Provincial Judges Pension Fund.
- q. "Government" means the Government of Ontario;
- r. "MBC" means the Management Board of Cabinet;
- s. "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;
- t. "Minister" means the President of Treasury Board or such other person who may be designated from time to time as the responsible minister in relation to this MOU in accordance with the *Executive Council Act*, R.S.O. 1990, c.E.25, as amended;
- u. "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;
- v. "Ministry" means the Treasury Board Secretariat or any successor to the ministry;
- w. "MOU" means this memorandum of understanding signed by the Minister and the Chair;
- x. "OPS" means the Ontario Public Service;
- y. "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;
- z. "Plan" means the Provincial Judges' Pension Plan set out in the Regulation;
- aa. "PSC" means the Public Service Commission;
- bb. "PSOA" means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;
- cc. "RCA Trust Agreement" means the Trust Agreement established in respect of the Supplemental RCA Pension Plan for Provincial Judges dated November 7, 2019.
- dd. "Registered Pension Plan" or "RPP" means the portion of the Plan set out in Part II of the Regulation that is registered under the Federal Tax Act;
- ee. "Regulation" means Ontario Regulation 290/13 made under the *Courts of Justice Act*, RSO 1990, c C.43;
- ff. "Service Provider" means the Ontario Pension Board which provides administrative



services to the Board under a Service Level Agreement;

gg. “TBS” means the Treasury Board Secretariat;

hh. “TB/MBC” means the Treasury Board/Management Board of Cabinet;

ii. “Trust Agreements” means the trust agreement dated November 7, 2019, for the Registered Pension Plan set out in set out in Part II of the Regulation and the trust agreement dated November 7, 2019, for the supplemental RCA pension plan set out under Part II.1 of the Regulation.

## **Agency’s Legal Authority and Mandate**

- a. The legal authority of the Provincial Judges Pension Board is set out in Ontario Regulation 290/13 made under the *Courts of Justice Act*, R.S.O. 1990, c. C.43 and the Trust Agreements.
- b. The Agency’s mandate is set out in the Plan, which states that the Board shall:
  - i. Be the administrator of the registered pension plan and the registered pension plan account for the purposes of the Income Tax Act and Regulations (Canada); and
  - ii. Oversee the administration of the Plan and, in particular shall, in accordance with applicable law, carry out or oversee all administrative functions in respect of the pensions, survivor allowances and refunds provided under Parts II, II.1, and III including:
    - interpreting the relevant terms of the Plan and authorizing payments in respect of the plan under Parts II, II.1 and III,
    - overseeing all communications with judges, spouses and other beneficiaries, as well as their personal representatives, in respect of the pensions, survivor allowances and refunds provided under Parts II, II.1 and III, both before and after a judge’s retirement,
    - overseeing the management of the registered pension plan account and the supplemental RCA account.

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

- a. The Agency is designated as a board-governed provincial agency with a Trust function under the AAD.
- b. The Agency is prescribed as a public body in accordance with Ontario Regulation 146/10 under the PSOA.

## **5. Corporate Status and Crown Agency Status**

- a. The Agency is an administrative entity of the Crown. While the Agency does not have separate legal personality for civil, private law purposes that would be required for it to be a Crown agency in law, the Agency has its own legal personality for certain administrative, public law purposes. The Agency may be referred to as a Crown agency when that term is used to distinguish between ministries and other administrative entities of the Crown.
- b. The Board is prescribed as a public body under the PSOA and classified as a board-governed trust agency under the Management Board of Cabinet Agencies and Appointments Directive

## 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 minister's accountability for the provincial agency to Cabinet, the Legislative Assembly and the people of Ontario. Accountability of the minister for each provincial agency cannot be delegated.

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

- b. **Responsiveness:** 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 the business plan, annual report, MOU and expenses information.
- f. **Impartial decision-making** is the paramount requirement.

## **7. Accountability Relationships**

### **7.1 Minister**

The Minister is accountable:

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

### **7.2 Chair**

The Chair, acting on behalf of the board of directors, is accountable:

- a. To the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair under 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.

### **7.3 Board of Directors**

The board of directors is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency as outlined in the annual letter of direction; and for carrying out the roles and responsibilities assigned to it by the Regulation, the Trust Agreements, applicable legislation, this MOU, and applicable other government directives and policies.

### **7.4 Deputy Minister**

The Deputy Minister reports to the Secretary of the 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, the Regulation, this MOU, and applicable government directives and policies.

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

## **8. Roles and Responsibilities**

### **8.1 Minister**

The Minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Agency.
- b. Reporting and responding to TB/MBC on the Agency's performance and compliance with applicable directives, the government's operational policies and policy directions.
- c. Meeting with the chair at least quarterly on: government and ministry priorities for the Agency; Agency, Board and Chair 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 and Chair 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 and Chair 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 recommendation 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 MOU into effect after it has been signed by the Chair.
- j. Receiving the Agency's annual business plan and approving or providing suggested changes to the plan no later than 30 calendar days from receiving it.
- k. Ensuring that the Agency's business plan is made available to the public no later than 30 calendar days 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 no later than 30 calendar days from approval and then made available to the public.
- n. Reviewing the actuarial valuations of the Plan including the recommended contribution rates, and agreeing that these may be filed with the Canada Revenue Agency.
- o. Using commercially reasonable efforts to ensure the data the Ministry provides the Board is accurate and secure.
- p. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- q. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- r. 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.
- s. Recommending to TB/MBC the application of the OPS Procurement Directive.
- t. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.
- u. 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.
- v. Consulting the Chair, as appropriate, with respect to any of the foregoing.

## 8.2 Chair

The Chair is responsible to support the board of directors by:

- a. Providing leadership to the agency's board of directors 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 of directors 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 the Regulation, the Trust Agreements, 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 and Board 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 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 and Chair 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 provide recommendations for recruitment strategies, appointments, or re-appointments as needed, including advising the Minister on Member 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, 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 their respective 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.
- 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. Consulting with the Minister in advance regarding any activity which may have an impact on the Government and Ministry's policies, directives or procedures, or on the Agency's mandate, powers or responsibilities as set out in the Agency's constituting instrument.
- s. Chairing Board meetings, including the management of the Board's agenda.
- t. Reviewing and approving claims for per diems and travel expenses for Members.
- u. Ensuring appropriate management systems are in place (financial, information technology (including cyber security), human resources, procurement) for the effective administration of the Agency.
- v. Establishing and implementing artificial intelligence (AI) risk management in alignment with the principles of the Responsible Use of AI Directive and requirements in section 6.3, ensuring that they fulfill the role outlined for "Provincial Agency Heads or Equivalent" in the Responsible Use of AI Directive.
- w. Carrying out effective public communications and relations for the Agency as required by the Communications Protocol.
- x. 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.

- y. Ensuring that Members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- z. Fulfilling the role of ethics executive for public servants who are Government appointees to the Board promoting ethical conduct and ensuring that all appointees 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 of directors is responsible for:

- a. Managing and controlling the affairs of the provincial agency.
- b. Ensuring the Agency is governed in an effective and efficient manner and the Agency distributes the Fund assets in accordance with the Plan, the Regulation and Trust Agreements doing so with integrity and honesty, and only for the business of the Agency, and in compliance with applicable legislation, 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 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 tabling in the Legislative Assembly, within the timelines established by the AAD or the Regulation as applicable.
- h. Reviewing annually a Statement of Investment Policies and Procedures in respect of the Plan and updating as required. If amended, the Statement of Investment Policies and Procedures must be presented to the Minister for the Minister's information. The Agency will take appropriate steps to ensure that all Plan investments are made in accordance with the applicable Statement of Investment



## Policies and Procedures

- i. Approving the Agency's reports and reviews that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines.
- j. Making decisions consistent with the Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.
- k. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with applicable directives and policies.
- l. 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.
- m. 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.
- n. 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.
- o. Where applicable, ensuring that conflict of interest rules that the agency is required to follow, as set out in Ontario Regulation 381/07 under PSOA (or as have been approved and published by the Integrity Commissioner on the Commissioner's website), are in place for the Members.
- p. Directing corrective action on the functioning or operations of the Agency, if needed.
- q. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.
- r. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives and strategic directions.
- s. Providing advice to the Government, through the Minister, on issues within or affecting the Agency's mandate and operations.

## 8.4 Deputy Minister

The Deputy Minister's 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 Provincial Judges Pension Board, 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 Provincial Judges Pension Board.
- c. Attesting to TB/MBC on the provincial agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable directives, the government's operational policies and policy directions based on the annual Certification of Assurance Attestation letter from the Agency Chair to the Minister to the best of their knowledge and ability.
- d. Reporting/responding, within prescribed timelines, to TBS on compliance tracking.
- e. Informing the Chair, in writing, of new government directives and any exceptions to, or exemptions in whole or in part from directives, government policies, or ministry administrative policies.
- f. Ensuring regular briefings and consultations between the Chair and the Minister at least quarterly, and between the Ministry staff and the Chair or their designates as needed.
- g. Meeting with the Agency's Chair 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 Chair regularly and as required to discuss CoA 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 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 to the Chair.
- r. Supporting Ministers and Minister's offices in monitoring and tracking upcoming and existing vacancies on the Board, 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 Provincial Judges Pension Board or any of its programs, or changes to the management framework or operations of the Provincial Judges Pension Board.
- 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 Provincial Judges Pension Board, 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 Chair, as needed, on matters of mutual importance including services provided by the Ministry and compliance with directives and Ministry policies.
- y. Working with the Chair to address any issue that may arise.
- z. Arranging for administrative, financial and other support to the Board, as specified in this MOU.

## **9. Ethical Framework**

The Members are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations.

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 the Board, is responsible for ensuring that Members are informed of the ethical rules to which they are subject, including the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the Agency.

## **10. Reporting Requirements**

### **10.1 Business Plan**

- a. The Chair will ensure that the Minister is provided annually with the Board'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 or designated equivalent no later than 90 calendar days prior to the beginning of the 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 Fiscal Year.
- c. The Chair will ensure that the Business Plan demonstrates the Board's plans in fulfilling the 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 plans to achieve each priority set out in the annual letter of direction.
- d. The Chair is responsible for ensuring that the 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 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.
- f. The Chair will ensure that the Business Plan includes an inventory of the Board's artificial intelligence (AI) use cases in accordance with requirements of the Responsible Use of AI Directive.
- g. 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 Board in the marketplace, and information that would otherwise pose a risk to the security of the

facilities and/or operations of the Board. If necessary, this confidential information, included in the Minister-approved Business Plan, may be redacted in the publicly posted version.

- h. The Minister will review the annual Business Plan and will promptly advise the Chair whether or not they concur with the directions proposed by the Board. The Minister may advise the Chair where and in what manner the Business Plan varies from Government or Ministry policy or priorities as may be required, and the Chair, on behalf of the board of directors, will revise the Business Plan accordingly. Business Plans are only to be considered valid once the Minister has approved the plan and the approval has been expressed in writing.
- i. 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 report. In certain circumstances, Minister approval may be given to only certain portions of a Business Plan as submitted by an Agency.
- j. The parties acknowledge that TB/MBC may require the Minister to submit the Business Plan to TB/MBC for review at any time.
- k. The Chair 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 Minister's approval of the plan.

## 10.2 Annual Reports

- a. The Chair will ensure that the Ministry is provided annually with the Agency's annual report. The annual report shall be in accordance with the requirements set out in the AAD.
- b. The Annual Report is to be submitted to the Ministry no later than 90 calendar days from the Board's receipt of the audited financial statement from the Auditor General.
- c. The Chair will ensure that publicly posted Annual Reports do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- d. 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.

- e. 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.
- f. The Chair 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 Provincial Judges Pension Board website after the report has been tabled in the Legislature and no later than 30 calendar days from Minister's approval of the report.
- g. When distributing Annual Reports, digital formats and channels for distribution must be used unless otherwise required (e.g., by directive, legislation).

### 10.3 Other Reports

The Chair is responsible on behalf of the board of directors for:

- a. Ensuring that 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 Board, 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 the *French Language Services Act*), on the Board website no later than the specified timelines:
  - Memorandum of understanding – 30 calendar days of signing by all parties
  - Annual letter of direction – no later than the corresponding annual Business Plan
  - Annual Business Plan – 30 calendar days of Minister's approval
  - Annual Report – 30 calendar days of Minister's approval (the report must first be tabled in the Legislature).
- 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 Board in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Board.

- c. The Board, through the Chair on behalf of the Board, will ensure that the expense information for appointees and senior management staff are posted on the Board or Ministry website, in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive.
- d. The Board, 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 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 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 Board.
- c. The Minister will advise the Chair 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 and Chair 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 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 performance.

- e. The Deputy Minister and the Chair will meet at least quarterly to discuss matters of mutual importance including: emerging issues and opportunities; government priorities and progress on annual letter of direction; Agency Business Plan and results; and Agency high risks, the action plan and advice on corrective action as required.
  - i. The Deputy Minister and Chair shall provide timely information and advice to each other concerning significant matters affecting the Agency's management or operations.
- f. The Agency and Ministry will comply with the Public Communications Protocol set out in Appendix 1 to this MOU for ongoing issues management, public communications and paid advertising.

## **13. Administrative Arrangements**

### **13.1 Applicable Government Directives**

- a. The Chair, on behalf of the board of directors, is responsible for ensuring that the Agency operates in accordance with all applicable government directives and policies. This includes, but is not limited to, the list of directives and policies found on the InsideOPS Directives and Policies page.
- b. The Ministry will inform the Agency of amendments or additions to legislation, government directives, policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all legislation, government directives, policies and guidelines to which it is subject. Information on corporate direction is available on the InsideOPS Directives and Policies page.
- c. All agencies are part of government and are required to comply with legislation, government directives, policies and guidelines applicable to them. Further, agencies may be required to ensure that their directives and policies adhere to certain government directives, policies and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.
- d. Procurement: The Agency is considered an Other Included Entity under the OPS Procurement Directive and the Directive applies in part. The Agency must establish their own procurement policy as set out in the OPS Procurement Directive.

### **13.2 Administrative and Organizational Support Services (as applicable)**

- 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.
- c. The Board uses a Service Provider to provide administrative services to it under a Service Level Agreement. The Service Provider is required to comply with (a) and (b) above.

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

- a. Any service agreements that were procured in compliance with the OPS Procurement Directive do not require further approval from the Ministry.
- b. Any service agreement that requires deviations from the OPS Procurement Directive will require Ministerial Approval before completion.
- c. The engagement of an administrative service provider that is not the Ontario Pension Board also requires Ministerial Approval even if the engagement complies with the OPS Procurement Directive.

### **13.4 Legal Services**

- a. The Board will solicit outside legal services as it deems necessary to fulfill its mandate.

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

## **13.6 Cyber Security**

- a. Agencies are responsible and accountable for the ownership and management of cyber security risks and related impacts within their organization.
- b. Agencies must ensure adequate systems, protocols and procedures are established and maintained to ensure cyber resilience, recovery and maturity.
- c. An agency's cyber security practices and protocols should be regularly reviewed and updated to address new and emerging cyber security threats.
- d. Agencies 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**

- 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 Board 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 Chair is the institution head for the purposes of the FIPPA.

## **13.9 Service Standards**

- a. The provincial agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry and the Ontario Public Service.
- b. The Chair will ensure that the agency delivers its services at a quality standard that

reflects the principles and requirements of the OPS Service Directive.

- c. The 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 Provincial Judges Pension Board will develop by January 1, 2026, a formal process for responding to complaints about the quality of services received by clients of the agency consistent with the Government's service quality standards.
- e. The Agency's annual business plan will include performance measures and targets for client service and the Agency's response to complaints.

## **13.10 Diversity and Inclusion**

- a. The provincial 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 environment by ensuring that its Service Provider is:
  - 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*.

## **14. Financial Arrangements**

### **14.1 General**

All financial procedures for the Agency shall be in accordance with applicable government directives, ministry and corporate financial and administrative policies and procedures.

- a. Subject to the terms of the constituting instruments and the common law, when ordered to do so by the President of the Treasury Board, the agency shall use any money that an actuary determines is surplus to its requirements of the constituting instruments to fund any necessary government contributions.
- b. Subject to the terms of the constituting instruments and the common law, and pursuant to Section 28 of the *Financial Administration Act*, the Agency shall not enter into any financial arrangement or commitment, guarantee, indemnity or

similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government 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 Board may approve in-year revisions to its budget as necessary to accommodate priority needs (such as implementation of legislative amendments) which otherwise cannot be accommodated without jeopardizing either the fulfilment of PJPB's mandate or completion of critical business activities.

## **14.2 Funding**

- a. The Agency, in accordance with the Plan and the Trust Agreements, will continue to receive assets into the Fund and will continue to make payments out of the Fund in respect of the liabilities under the Plan. The assets received into the Fund will include contributions from Plan members and employers, as well as investment income. The assets of the Fund include any refundable tax held by the CRA in respect of the Retirement Compensation Arrangement portion of the Plan.
- b. Payments will be made out of the Fund in accordance with the Plan.
- c. Expenses related to the administration and investment of the funds held in the Trust Agreements are funded out of the funds held in the Trust Agreements.
- d. Expenses related to the administration of the supplemental pension plan set out in part III of the Regulation are funded out of the Consolidated Revenue Fund pursuant to an appropriation authorized by the Legislature through the Ministry, notwithstanding that under the AAD the Board is defined as a Trust Agency.

## **14.3 Funding Policy**

- a. The Ministry and the agency have prepared and adopted a Funding Policy for the Plan with a view to achieving the following funding objectives of the Plan:
  - i. Protect the security of accrued benefits;
  - ii. Preserve future benefit stability and security;
  - iii. Maintain contribution affordability and stability; and
  - iv. Manage intergenerational equity.
- b. The Ministry and the agency commit to following the Funding Policies, as amended from time to time. However, the Funding Policies do not establish any legal rights or responsibilities on the part of either of the agency, the Ministry or any other stakeholder in the Provincial Judges Pension Plan. Further, the Funding Policies do not and shall not alter or affect, in any way, the legal rights and responsibilities or the mandate, authority or independence of the agency or the Ministry.

- c. The Ministry and the agency will review the Funding Policies at least once every three years.

## **14.4 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 Annual Report. The statements will be provided in accordance with instructions issued by the Office of the Provincial Controller Division.

## **14.5 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 intends to make application to be added to Schedule “A” of the Canada-Ontario Reciprocal Taxation Agreement and is in ongoing discussions with Finance Canada on this matter.

If the Agency’s application is accepted, then:

- i) the Agency would be entitled to claim HST government rebates in respect of any HST paid or payable by it, subject to any restrictions specified by Finance Canada.
- ii) 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).
- iii) 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.
- iv) 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.

If the Agency’s application is not accepted, then:

- i) the Agency would not be entitled to claim HST government rebates.
- ii) the Agency would be expected to claim any refunds, input tax credits or other rebates under the *Excise Tax Act* (Canada) for which it is eligible.

## **15. Audit and Review Arrangements**

### **15.1 Audits**

- a. The Agency is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act* or by the Ontario Internal Audit Division of Treasury Board Secretariat.
- b. A provincial 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 article 8.2.
- d. A provincial agency will share all engagement reports (including those prepared by their own internal audit function and/or those reported to the agency's chair) with their respective minister and deputy minister (and when requested, with the President of the Treasury Board). The agency will advise the respective minister and deputy minister annually, at a minimum, on any outstanding recommendations/issues.
- e. A provincial agency will share its approved audit plan with their respective minister and deputy minister, (and when requested, with the President of the Treasury Board) to support understanding of agency risks.
- 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 Board 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 Board that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Board, including finance, human resources/labour relations and Board 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 Board will be conducted at least once every six years. The date of the next review will be as required by the Ministry.
- c. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.
- d. The Chair and Board will cooperate in any review.
- e. In the event of a review initiated at the direction of the Minister, the Minister shall submit any recommendations for change that are developed from the results of the review regarding the agency to TB/MBC for consideration.

## **16. Staffing and Appointments**

### **16.1 Staffing Requirements**

The signatories to this MOU acknowledge the Agency does not have staff and is supported by Service Provider and Consultant.

### **16.2 Appointments**

- a. The Members and Chair are appointed by the Lieutenant Governor in Council on the recommendation of the Premier pursuant to subsections 61(1) and 61(2) respectively of the Regulation for a term of three years with the ability to continue to service until a successor is appointed.
- b. The maximum number of Members, including the Chair, is five, as set out in Regulation.
- c. 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.

### **16.3 Remuneration**

Remuneration for Members is set by the Lieutenant Governor in Council and is in compliance with Level 2 of Schedule A of the AAD (Chair per diem of \$350 and Member per diem of \$200).

- a. Provincial agencies, including 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 Members under the Directive are subject to requirements for public disclosure of expense information.
- b. There are no limitations on the total number of days or remuneration received for

the Chair or Members.

## **17. Risk Management, Liability Protection and Insurance**

### **17.1 Risk Management**

Ministers and ministries are accountable for working with their provincial agencies to ensure effective management of risks. The Ministry and 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 Board, in accordance with the AAD and the OPS Enterprise Risk Management Directive and Risk Management process.

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

#### **17.1.1 Artificial Intelligence Risk Management**

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

- a. The Agency shall implement AI risk management in alignment with the requirements outlined in Section 6.3 of the Responsible Use of Artificial Intelligence Directive.
  - The Agency shall ensure the management of technology risks in a documented and appropriate manner.
  - 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 AI use cases as part of the Business Plan.
- d. The Agency shall track and report quarterly on IT threats and technology risks and vulnerabilities, and associated risk treatment efforts. This includes reporting on AI use cases and associated risk management.
- e. The Agency shall ensure that IT systems can meet the confidentiality, integrity, and availability requirements of all information and that systems can adequately safeguard or dispose of information according to its sensitivity level.

### **17.2 Liability Protection and Insurance**



- a. The Government will indemnify the appointees from any damages that may result from their activities on behalf of the Board, provided they do not act fraudulently or with willful misconduct or gross negligence.
- b. The Board is covered under the Government of Ontario General & Road Liability Protection Program covering third party liability where bodily or personal injury, death, or property damage, including loss of use thereof, is caused.
- c. The Board shall maintain Directors & Officers insurance and Fiduciary Liability insurance. The Board may use an insurance broker provided by the Government to assist it in securing insurance or another insurance broker in its discretion.

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

- a. 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.
- 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 this directive. Corrective action supports agencies in delivering on desired outputs and/or outcomes, and meeting the terms and conditions established by this directive.
- c. If a ministry initiates corrective action, it must be progressive in nature and in proportion to the risk associated with the degree of non-compliance. The degree of corrective action should only be increased if the agency's non-compliance continues. It is important that ministries document all actions, and provide timely and clear communication to the agency chair or senior executives relating to potential corrective actions. This may include letters of direction by the accountable minister and/or the President of the Treasury Board as required.
- d. Before engaging in more severe corrective actions, ministries must consult with TBS and legal counsel.

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

- a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it ("Original Effective Date") and continues in effect until it is revoked or replaced by a subsequent MOU signed by the parties.
- b. A copy of the signed MOU and any successor MOU must be provided to the Secretary, Treasury Board/Management Board of Cabinet, no later than seven calendar days from being signed.
- c. Upon a change in Minister, Deputy Minister, or Chair, 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.



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Deputy Minister  
Treasury Board Secretariat

July 17, 2025

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Date

# Appendix 1: Public Communications Protocol

## 1. Purpose

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

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

## 2. Definitions

a. "Public communications" means any material that is communicated to the public, either directly or through the media in:

- Oral form, such as a speech or public presentation or interview to be broadcast
- Printed form, such as a hard copy report
- Electronic form, such as a posting to a website
- Paid advertising, such as digital or print campaign.

b. A "contentious issue" is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, or is likely to result in inquiries being directed to the minister or government. Contentious issues may be raised by:

- Members of the Legislative Assembly
- The public
- Media
- Stakeholders
- Service delivery partners.

3. The Agency will comply with the TB/MBC Visual Identity Directive.

4. The Ministry and the Agency will appoint persons to serve as public communications "leads".

- The Ministry lead is the Director of Communications.
- The Agency lead is the Chair or someone to whom the Chair has delegated this function

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

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

- Media responses, news releases or other communications products are to be shared with the Ministry lead on an appropriate and timely cadence (i.e., daily) who will circulate as appropriate to other individuals within the Ministry.
- **Note:** Funding related announcement are not considered routine business and must be escalated to category B. Contentious issues must be escalated to category C.

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

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

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

6. If the Agency engages in advertising

- 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).
- Agency to share campaign briefs with the ministry a minimum of two (2) weeks in advance of briefing creative/media (agency) partners. Ministry to ensure alignment on campaign objectives and messaging.
- Advertising materials and campaigns can be reviewed by the ministry's MO.
- Final messaging and creative to be shared with the ministry at least two (2) weeks before going live.